

Armada Hoffler Properties, Inc.  
Form 10-Q  
August 05, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended June 30, 2014**

**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: 001-35908**

**ARMADA HOFFLER PROPERTIES, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Maryland**  
**(State of Organization)**

**46-1214914**  
**(IRS Employer**

**Identification No.)**

**222 Central Park Avenue, Suite 2100**

**Virginia Beach, Virginia**  
**(Address of Principal Executive Offices)**

**23462**  
**(Zip Code)**

**(757) 366-4000**

**(Registrant's Telephone Number, Including Area Code)**

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

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

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

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

As of August 1, 2014, the Registrant had 19,265,664 shares of common stock outstanding.

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**ARMADA HOFFLER PROPERTIES, INC.  
QUARTERLY REPORT ON FORM 10-Q  
FOR THE QUARTER ENDED JUNE 30, 2014**

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Table of Contents**PART I. Financial Information****Item 1. Financial Statements****ARMADA HOFFLER PROPERTIES, INC.****Condensed Consolidated Balance Sheets**

(In Thousands, except par value and share data)

	<b>JUNE 30, 2014 (UNAUDITED)</b>	<b>DECEMBER 31, 2013</b>
<b><u>ASSETS</u></b>		
Real estate investments:		
Income producing property	\$ 436,450	\$ 406,239
Held for development	8,592	
Construction in progress	105,253	56,737
	550,295	462,976
Accumulated depreciation	(112,024)	(105,228)
Net real estate investments	438,271	357,748
Cash and cash equivalents	16,271	18,882
Restricted cash	3,224	2,160
Accounts receivable, net	19,517	18,272
Construction receivables, including retentions	12,730	12,633
Construction contract costs and estimated earnings in excess of billings	1,287	1,178
Other assets	24,815	24,409
<b>Total Assets</b>	<b>\$ 516,115</b>	<b>\$ 435,282</b>
<b><u>LIABILITIES AND EQUITY</u></b>		
Indebtedness	\$ 349,840	\$ 277,745
Accounts payable and accrued liabilities	6,743	6,463
Construction payables, including retentions	34,631	28,139
Billings in excess of construction contract costs and estimated earnings	1,227	1,541
Other liabilities	16,474	15,873
<b>Total Liabilities</b>	<b>408,915</b>	<b>329,761</b>
Stockholders' equity:		
Common stock, \$0.01 par value, 500,000,000 shares authorized,	193	192

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19,265,919 and 19,163,413 shares issued and outstanding as of June 30, 2014 and December 31, 2013, respectively

Additional paid-in capital	1,650	1,247
Distributions in excess of earnings	(51,307)	(47,934)
<b>Total stockholders' deficit</b>	<b>(49,464)</b>	<b>(46,495)</b>
Noncontrolling interests	156,664	152,016
<b>Total Equity</b>	<b>107,200</b>	<b>105,521</b>
<b>Total Liabilities and Equity</b>	<b>\$ 516,115</b>	<b>\$ 435,282</b>

See Notes to Condensed Consolidated and Combined Financial Statements.

**Table of Contents****ARMADA HOFFLER PROPERTIES, INC. AND PREDECESSOR****Condensed Consolidated and Combined Statements of Income**

(In Thousands, except per share data)

(Unaudited)

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2014	2013	2014	2013
<b>Revenues</b>				
Rental revenues	\$ 15,319	\$ 14,231	\$ 30,512	\$ 27,629
General contracting and real estate services revenues	20,495	23,291	39,729	41,247
<b>Total revenues</b>	<b>35,814</b>	<b>37,522</b>	<b>70,241</b>	<b>68,876</b>
<b>Expenses</b>				
Rental expenses	3,840	3,399	7,816	6,628
Real estate taxes	1,408	1,248	2,751	2,460
General contracting and real estate services expenses	19,354	22,503	37,339	39,961
Depreciation and amortization	4,057	4,020	8,026	7,179
General and administrative expenses	1,981	2,857	4,027	3,574
Impairment charges		533		533
<b>Total expenses</b>	<b>30,640</b>	<b>34,560</b>	<b>59,959</b>	<b>60,335</b>
<b>Operating income</b>	<b>5,174</b>	<b>2,962</b>	<b>10,282</b>	<b>8,541</b>
Interest expense	(2,678)	(3,289)	(5,243)	(7,204)
Loss on extinguishment of debt		(1,125)		(1,125)
Gain on acquisitions		9,460		9,460
Other (loss) income	(194)	185	(82)	452
Income before taxes	2,302	8,193	4,957	10,124
Income tax (provision) benefit	(29)	211	(178)	211
Net income	2,273	8,404	4,779	10,335
Net income attributable to Predecessor		(89)		(2,020)
Net income attributable to noncontrolling interests	(948)	(3,429)	(1,989)	(3,429)
<b>Net income attributable to stockholders</b>	<b>\$ 1,325</b>	<b>\$ 4,886</b>	<b>\$ 2,790</b>	<b>\$ 4,886</b>
Net income per share:				
Basic and diluted	\$ 0.07	\$ 0.26	\$ 0.15	\$ 0.26

Weighted-average outstanding:

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Common shares	19,250	18,605	19,222	18,605
Common units	13,785	13,059	13,709	13,059
Basic and diluted	33,035	31,664	32,931	31,664
Dividends declared per common share and unit	\$ 0.16	\$ 0.08	\$ 0.32	\$ 0.08

See Notes to Condensed Consolidated and Combined Financial Statements.



**Table of Contents****ARMADA HOFFLER PROPERTIES, INC.****Condensed Consolidated Statement of Equity****(In Thousands, except share data)****(Unaudited)**

	Shares of common stock	Common stock	Additional Distributions paid- in capital	in excess of earnings	Total stockholders deficit	Noncontrolling interests	Total Equity
Balance, January 1, 2014	19,163,413	\$ 192	\$ 1,247	\$ (47,934)	\$ (46,495)	\$ 152,016	\$ 105,521
Restricted stock award grants	124,777	1	(1)				
Vesting of restricted stock awards			917		917		917
Minimum tax withholding	(21,376)		(212)		(212)		(212)
Restricted stock award forfeitures	(895)						
Acquisitions						6,769	6,769
Exchange of owners equity for common units			(301)		(301)	301	
Net income				2,790	2,790	1,989	4,779
Dividends and distributions declared				(6,163)	(6,163)	(4,411)	(10,574)
Balance, June 30, 2014	19,265,919	\$ 193	\$ 1,650	\$ (51,307)	\$ (49,464)	\$ 156,664	\$ 107,200

See Notes to Condensed Consolidated and Combined Financial Statements.

**Table of Contents****ARMADA HOFFLER PROPERTIES, INC. AND PREDECESSOR****Condensed Consolidated and Combined Statements of Cash Flows****(In Thousands)****(Unaudited)**

	<b>SIX MONTHS ENDED</b>	
	<b>JUNE 30,</b>	
	<b>2014</b>	<b>2013</b>
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 4,779	\$ 10,335
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation of buildings and tenant improvements	6,796	6,175
Amortization of deferred leasing costs and in-place lease intangibles	1,230	1,004
Accrued straight-line rental revenue	(850)	(541)
Amortization of lease incentives and above or below-market rents	317	383
Accrued straight-line ground rent expense	159	176
Bad debt expense	11	117
Noncash stock compensation	522	769
Impairment charges		533
Noncash interest expense	293	337
Noncash loss on extinguishment of debt		508
Gain on acquisitions		(9,460)
Change in the fair value of derivatives	169	(156)
Income from real estate joint ventures		(210)
Changes in operating assets and liabilities:		
Property assets	(1,792)	6,269
Property liabilities	(1,056)	(1,636)
Construction assets	(206)	(6,716)
Construction liabilities	(1,375)	(1,037)
<b>Net cash provided by operating activities</b>	<b>8,997</b>	<b>6,850</b>
<b>INVESTING ACTIVITIES</b>		
Development of real estate investments	(47,709)	(10,734)
Tenant and building improvements	(3,680)	(1,710)
Acquisitions of real estate investments, net of cash acquired	(2,895)	(2,106)
(Increase) decrease in restricted cash	(777)	274
Contributions to real estate joint ventures		(81)
Return of capital from real estate joint ventures		511
Deferred leasing costs	(874)	(244)
Leasing incentives	(63)	(243)
<b>Net cash used for investing activities</b>	<b>(55,998)</b>	<b>(14,333)</b>

<b>FINANCING ACTIVITIES</b>		
Proceeds from sale of common stock		203,245
Offering costs	(243)	(5,662)
Formation Transactions		(47,221)
Debt issuances, credit facility and construction loan borrowings	56,687	42,700
Debt and credit facility payments, including principal amortization	(1,578)	(167,710)
Debt issuance costs	(35)	(1,823)
Predecessor distributions, net		(10,709)
Dividends and distributions	(10,441)	
<b>Net cash (used for) provided by financing activities</b>	44,390	12,820
Net (decrease) increase in cash and cash equivalents	(2,611)	5,337
Cash and cash equivalents, beginning of period	18,882	9,400
Cash and cash equivalents, end of period	\$ 16,271	\$ 14,737
<b>Supplemental cash flow information:</b>		
Cash paid for interest	\$ 5,795	\$ 7,491

See Notes to Condensed Consolidated and Combined Financial Statements.

**Table of Contents****ARMADA HOFFLER PROPERTIES, INC. AND PREDECESSOR****Notes to Condensed Consolidated and Combined Financial Statements****(Unaudited)*****1. Business and Organization***

Armada Hoffler Properties, Inc. (the Company) is a full service real estate company with extensive experience developing, building, owning and managing high-quality, institutional-grade office, retail and multifamily properties in attractive markets throughout the Mid-Atlantic United States.

As of June 30, 2014, the Company owned 24 stabilized properties, one unstabilized property and had 10 new properties under development. The Company generally considers a property to be stabilized when it reaches 80% occupancy or three years after acquisition or completion.

As of June 30, 2014, the Company's stabilized operating property portfolio consisted of the following properties:

<b>Name</b>	<b>Segment</b>	<b>Location</b>
Armada Hoffler Tower	Office	Virginia Beach, Virginia
One Columbus	Office	Virginia Beach, Virginia
Oyster Point	Office	Newport News, Virginia
Richmond Tower	Office	Richmond, Virginia
Sentara Williamsburg	Office	Williamsburg, Virginia
Two Columbus	Office	Virginia Beach, Virginia
Virginia Natural Gas	Office	Virginia Beach, Virginia
249 Central Park Retail	Retail	Virginia Beach, Virginia
Bermuda Crossroads	Retail	Chester, Virginia
Broad Creek Shopping Center	Retail	Norfolk, Virginia
Commerce Street Retail	Retail	Virginia Beach, Virginia
Courthouse 7-Eleven	Retail	Virginia Beach, Virginia
Dick's at Town Center	Retail	Virginia Beach, Virginia
Fountain Plaza Retail	Retail	Virginia Beach, Virginia
Gainsborough Square	Retail	Chesapeake, Virginia
Hanbury Village	Retail	Chesapeake, Virginia
Harrisonburg Regal	Retail	Harrisonburg, Virginia
North Point Center	Retail	Durham, North Carolina
Parkway Marketplace	Retail	Virginia Beach, Virginia
South Retail	Retail	Virginia Beach, Virginia
Studio 56 Retail	Retail	Virginia Beach, Virginia
Tyre Neck Harris Teeter	Retail	Portsmouth, Virginia
Smith's Landing	Multifamily	Blacksburg, Virginia
The Cosmopolitan	Multifamily	Virginia Beach, Virginia

Liberty Apartments, a 197-unit multifamily property in Newport News, Virginia, had not reached stabilization as of June 30, 2014.

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As of June 30, 2014, the Company had the following properties under development:

<b>Name</b>	<b>Segment</b>	<b>Location</b>
4525 Main Street	Office	Virginia Beach, Virginia
Brooks Crossing	Office	Newport News, Virginia
Oceaneering	Office	Chesapeake, Virginia
Commonwealth of Virginia Chesapeake	Office	Chesapeake, Virginia
Commonwealth of Virginia Virginia Beach	Office	Virginia Beach, Virginia
Greentree Shopping Center	Retail	Chesapeake, Virginia
Sandbridge Commons	Retail	Virginia Beach, Virginia
Lightfoot Marketplace	Retail	Williamsburg, Virginia
Encore Apartments	Multifamily	Virginia Beach, Virginia
Whetstone Apartments	Multifamily	Durham, North Carolina

The Company is the sole general partner of Armada Hoffler, L.P. (the Operating Partnership). The operations of the Company are carried on primarily through the Operating Partnership and the wholly owned subsidiaries of the Operating Partnership. Both the Company and the Operating Partnership were formed on October 12, 2012 and commenced operations upon completion of the underwritten initial public offering of shares of the Company's common stock (the IPO) and certain related formation transactions (the Formation Transactions) on May 13, 2013.

Armada Hoffler Properties, Inc. Predecessor (the Predecessor) was not a single legal entity, but rather a combination of real estate and construction entities under common ownership by their individual partners, members and stockholders and under common control or

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significant influence of Daniel A. Hoffler prior to the IPO and the Formation Transactions. The financial position and results of operations of the entities under common control of Mr. Hoffler have been combined in the Predecessor financial statements for the periods prior to the completion of the IPO and the Formation Transactions. The Predecessor accounted for its investments in the entities under significant influence of Mr. Hoffler using the equity method of accounting.

Pursuant to the Formation Transactions, the Operating Partnership: (i) acquired 100% of the interests in the entities comprising the Predecessor, (ii) succeeded to the ongoing construction and development businesses of the Predecessor, (iii) assumed asset management of certain of the properties acquired from the Predecessor, (iv) succeeded to the third party asset management business of the Predecessor, (v) succeeded to the projects under development by the Predecessor, (vi) received options to acquire nine parcels of developable land from the Predecessor and (vii) entered into a contribution agreement to acquire Liberty Apartments upon satisfaction of certain conditions and transferability restrictions including completion of the project's construction by the Company. The Operating Partnership completed the acquisition of Liberty Apartments on January 17, 2014.

Because of the timing of the IPO and the Formation Transactions, the results of operations for the three and six months ended June 30, 2013 reflect those of the Predecessor together with the Company. The financial condition as of June 30, 2014 and December 31, 2013 and the results of operations for the three and six months ended June 30, 2014 reflect only those of the Company. References to Armada Hoffler in these notes to consolidated and combined financial statements signify the Company for the period after the completion of the IPO and the Formation Transactions on May 13, 2013 and the Predecessor for all prior periods.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The accompanying consolidated and combined financial statements were prepared in accordance with accounting principles generally accepted in the United States ( GAAP ).

The consolidated financial statements include the financial position and results of operations of the Company, the Operating Partnership and its wholly owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The results of operations of the entities comprising the Predecessor have been combined because they were under common ownership by their individual partners, members and stockholders and under common control of Mr. Hoffler. All significant intercompany transactions and balances have been eliminated in combination.

In the opinion of management, the consolidated and combined financial statements reflect all adjustments, consisting of normal recurring accruals, which are necessary for the fair presentation of the financial condition and results of operations for the interim periods presented.

The accompanying consolidated and combined financial statements were prepared in accordance with the requirements for interim financial information. Accordingly, these interim financial statements have not been audited and exclude certain disclosures required for annual financial statements. Also, the operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These interim financial statements should be read in conjunction with the audited consolidated and combined financial statements of the Company included in the Company's Annual Report on Form 10-K for the year

ended December 31, 2013.

### **Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed. Such estimates are based on management's historical experience and best judgment after considering past, current and expected events and economic conditions. Actual results could differ from management's estimates.

### **Significant Accounting Policies**

The accompanying consolidated and combined financial statements were prepared on the basis of the accounting principles described in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, among others.

### **Recent Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board issued a new standard that provides a single, comprehensive model for recognizing revenue from contracts with customers. While the new standard does not supersede the guidance on accounting for leases, it could change the way the Company recognizes revenue from construction and development contracts with third party customers. The new standard will be effective for the Company beginning on January 1, 2017. Early adoption is not permitted. Management is currently evaluating the potential impact of the new revenue recognition standard on the Company's consolidated financial statements.

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Net operating income (segment revenues minus segment expenses) is the measure used by Armada Hoffler's chief operating decision-maker to assess segment performance. Net operating income is not a measure of operating income or cash flows from operating activities as measured by GAAP and is not indicative of cash available to fund cash needs. As a result, net operating income should not be considered an alternative to cash flows as a measure of liquidity. Not all companies calculate net operating income in the same manner. Armada Hoffler considers net operating income to be an appropriate supplemental measure to net income because it assists both investors and management in understanding the core operations of Armada Hoffler's real estate and construction businesses.

Net operating income of Armada Hoffler's reportable segments for the three and six months ended June 30, 2014 and 2013 was as follows (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>(Unaudited)</b>			
<i>Office real estate</i>				
Rental revenues	\$ 6,519	\$ 6,420	\$ 13,068	\$ 12,906
Property expenses	1,971	1,940	4,102	3,886
Segment net operating income	4,548	4,480	8,966	9,020
<i>Retail real estate</i>				
Rental revenues	5,703	5,383	11,473	10,388
Property expenses	1,690	1,629	3,515	3,309
Segment net operating income	4,013	3,754	7,958	7,079
<i>Multifamily residential real estate</i>				
Rental revenues	3,097	2,428	5,971	4,335
Property expenses	1,587	1,078	2,950	1,893
Segment net operating income	1,510	1,350	3,021	2,442
<i>General contracting and real estate services</i>				
Segment revenues	20,495	23,291	39,729	41,247
Segment expenses	19,354	22,503	37,339	39,961
Segment net operating income	1,141	788	2,390	1,286
Net operating income	\$ 11,212	\$ 10,372	\$ 22,335	\$ 19,827

General contracting and real estate services revenues for the three and six months ended June 30, 2014 exclude revenue from intercompany construction contracts of \$25.9 million and \$44.6 million, respectively. General contracting and real estate services expenses for the three and six months ended June 30, 2014 exclude expenses for intercompany construction contracts of \$25.5 million and \$44.0 million, respectively. General contracting and real



estate services expenses for the three and six months ended June 30, 2014 include noncash stock compensation of \$0.1 million and \$0.2 million, respectively.

General contracting and real estate services revenues for the three and six months ended June 30, 2013 exclude revenue from intercompany construction contracts of \$3.7 million and \$5.7 million, respectively. General contracting and real estate services expenses for the three and six months ended June 30, 2013 exclude expenses for intercompany construction contracts of \$3.6 million and \$5.6 million, respectively.

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The following table reconciles net operating income to net income for the three and six months ended June 30, 2014 and 2013 (in thousands):

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>(Unaudited)</b>			
Net operating income	\$ 11,212	\$ 10,372	\$ 22,335	\$ 19,827
Depreciation and amortization	(4,057)	(4,020)	(8,026)	(7,179)
General and administrative expenses	(1,981)	(2,857)	(4,027)	(3,574)
Impairment charges		(533)		(533)
Interest expense	(2,678)	(3,289)	(5,243)	(7,204)
Loss on extinguishment of debt		(1,125)		(1,125)
Gain on acquisitions		9,460		9,460
Other (loss) income	(194)	185	(82)	452
Income tax (provision) benefit	(29)	211	(178)	211
Net income	\$ 2,273	\$ 8,404	\$ 4,779	\$ 10,335

General and administrative expenses represent costs not directly associated with the operation and management of Armada Hoffler's real estate properties and general contracting business. General and administrative expenses include office personnel salaries and benefits, bank fees, accounting fees, legal fees and other corporate office expenses. General and administrative expenses for the three and six months ended June 30, 2014 include noncash stock compensation of \$0.1 million and 0.3 million, respectively. General and administrative expenses for the three and six months ended June 30, 2013 each include noncash stock compensation of \$0.8 million.

During the three and six months ended June 30, 2013, the Company recognized a \$0.5 million impairment of unamortized leasing assets related to two vacated retail tenants.

During the three and six months ended June 30, 2013, the Company used proceeds from the IPO and the credit facility to repay \$150.0 million of debt. The Company recognized a \$1.1 million loss on extinguishment of debt representing \$0.6 million of fees and \$0.5 million of unamortized debt issuance costs.

Substantially concurrent with the completion of the IPO on May 13, 2013 and in connection with the Formation Transactions, the Operating Partnership acquired 100% of the interests in Bermuda Crossroads and Smith's Landing. The acquisitions of controlling interests in Bermuda Crossroads and Smith's Landing were accounted for as purchases at fair value under the acquisition method of accounting. Prior to the acquisition date, the Predecessor accounted for its noncontrolling interests in Bermuda Crossroads and Smith's Landing as equity method investments. The Company recognized a \$9.5 million gain on acquisitions as a result of remeasuring the Predecessor's prior equity interests in Bermuda Crossroads and Smith's Landing on the acquisition date.

Rental revenues of Armada Hoffler's reportable segments for the three and six months ended June 30, 2014 and 2013 comprised the following (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
	(Unaudited)			
<b>Minimum rents</b>				
Office	\$ 6,220	\$ 6,105	\$ 12,372	\$ 12,205
Retail	4,819	4,609	9,593	8,974
Multifamily	2,643	2,063	5,093	3,690
<b>Percentage rents<sup>(1)</sup></b>				
Office			45	104
Retail	46	29	137	53
Multifamily	24	21	59	63
<b>Other<sup>(2)</sup></b>				
Office	299	315	651	597
Retail	838	745	1,743	1,361
Multifamily	430	344	819	582
<b>Rental revenues</b>	<b>\$ 15,319</b>	<b>\$ 14,231</b>	<b>\$ 30,512</b>	<b>\$ 27,629</b>

(1) Percentage rents are based on tenants' sales.

(2) Other rental revenue includes cost reimbursements for real estate taxes, property insurance and common area maintenance as well as termination fees.

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Property expenses of Armada Hoffler's reportable segments for the three and six months ended June 30, 2014 and 2013 comprised the following (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	<b>(Unaudited)</b>			
<b>Rental expenses</b>				
Office	\$ 1,427	\$ 1,400	\$ 3,014	\$ 2,805
Retail	1,187	1,143	2,509	2,363
Multifamily	1,226	856	2,293	1,460
<b>Total</b>	<b>\$ 3,840</b>	<b>\$ 3,399</b>	<b>\$ 7,816</b>	<b>\$ 6,628</b>
<b>Real estate taxes</b>				
Office	\$ 544	\$ 540	\$ 1,088	\$ 1,081
Retail	503	486	1,006	946
Multifamily	361	222	657	433
<b>Total</b>	<b>\$ 1,408</b>	<b>\$ 1,248</b>	<b>\$ 2,751</b>	<b>\$ 2,460</b>
<b>Property expenses</b>	<b>\$ 5,248</b>	<b>\$ 4,647</b>	<b>\$ 10,567</b>	<b>\$ 9,088</b>

Rental expenses represent costs directly associated with the operation and management of Armada Hoffler's real estate properties. Rental expenses include asset management fees, property management fees, repairs and maintenance, insurance and utilities.

**4. Real Estate Investments**

The Company's real estate investments comprised the following as of June 30, 2014 and December 31, 2013 (in thousands):

	June 30, 2014			Total
	Income producing property	Held for development	Construction in progress	
	<b>(Unaudited)</b>			
Land	\$ 31,316	\$ 7,628	\$ 13,867	\$ 52,811
Land improvements	13,234			13,234
Buildings and improvements	391,900			391,900
Development and construction costs		964	91,386	92,350
<b>Real estate investments</b>	<b>\$ 436,450</b>	<b>\$ 8,592</b>	<b>\$ 105,253</b>	<b>\$ 550,295</b>

	<b>December 31, 2013</b>			
	<b>Income producing property</b>	<b>Held for development</b>	<b>Construction in progress</b>	<b>Total</b>
Land	\$ 27,736	\$	\$ 13,577	\$ 41,313
Land improvements	12,562			12,562
Buildings and improvements	365,941			365,941
Development and construction costs			43,160	43,160
<b>Real estate investments</b>	<b>\$ 406,239</b>	<b>\$</b>	<b>\$ 56,737</b>	<b>\$ 462,976</b>

As discussed in Note 1, the Company completed the acquisition of Liberty Apartments on January 17, 2014. The fair value of the total consideration transferred at the acquisition date to acquire Liberty Apartments was \$26.7 million, consisting of 695,652 common units of the Operating Partnership, \$3.0 million in cash to affiliates of the Predecessor and the assumption of \$17.0 million of debt. The fair value adjustment to the assumed debt of Liberty Apartments was a \$1.5 million discount. The outstanding principal balance of the assumed debt of Liberty Apartments at the acquisition date was \$18.5 million.

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The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

	<b>Liberty Apartments (Unaudited)</b>
Land	\$ 3,580
Site improvements	280
Building and improvements	23,214
In-place leases	340
Indebtedness	(16,966)
Net working capital	(679)
<b>Net assets acquired</b>	<b>\$ 9,769</b>

Liberty Apartments did not have any operations during the six months ended June 30, 2013. Rental revenues and net loss from Liberty Apartments for the period from the acquisition date to June 30, 2014 included in the consolidated statement of income was \$0.3 million and \$(1.2) million, respectively.

On April 16, 2014, the Company purchased land in Williamsburg, Virginia for \$7.6 million for the development and construction of Lightfoot Marketplace.

On May 1, 2014, the Company purchased land in Chesapeake, Virginia for \$0.3 million for the development and construction of a new administrative building for the Commonwealth of Virginia.

**Subsequent to June 30, 2014**

On August 1, 2014, the Company entered into an agreement to acquire Dimmock Square, a retail center located in Colonial Heights, Virginia, which would require the Company to utilize approximately \$10 million of cash and issue approximately 990,000 common units of limited partnership interest in the Operating Partnership. The Company expects to complete the acquisition in 2014.

As of the date of this report, the Company has reached a preliminary agreement to sell the Virginia Natural Gas office property for approximately \$8.9 million of cash. The Company expects to complete the disposition in 2014.

**5. Indebtedness**

On January 17, 2014, the Company assumed \$17.0 million of debt at fair value in connection with the acquisition of Liberty Apartments. The fair value adjustment to the assumed debt of Liberty Apartments was a \$1.5 million discount. The outstanding principal balance of the assumed debt of Liberty Apartments at the acquisition date was \$18.5 million. On June 13, 2014, the Company borrowed the remaining \$2.4 million available under the Liberty Apartments loan. The loan amortizes over 30 years, bears interest at 5.66% and matures on November 1, 2043.

On February 28, 2014, the Company closed on a \$19.5 million loan to fund the development and construction of the Oceaneering International facility. The construction loan bears interest at LIBOR plus 1.75% and matures on

February 28, 2018. As of June 30, 2014, the Company had \$3.4 million outstanding on the construction loan at an effective interest rate of 1.90%.

On April 22, 2014, the Operating Partnership amended the maximum leverage ratio covenant requirement in the credit facility to be 65% as of the last day of each fiscal quarter through maturity.

During the six months ended June 30, 2014, the Operating Partnership borrowed \$18.0 million under the credit facility. As of June 30, 2014, the outstanding balance on the credit facility was \$88.0 million.

During the six months ended June 30, 2014, the Company borrowed \$32.9 million under its existing construction loans to fund the construction of 4525 Main Street, Encore Apartments, Whetstone Apartments and Sandbridge Commons.

**Subsequent to June 30, 2014**

On July 14, 2014, the Operating Partnership borrowed \$5.0 million under the credit facility.

**Table of Contents****6. Derivative Financial Instruments**

On March 14, 2014, the Company executed a LIBOR interest rate cap agreement on a notional amount of \$50.0 million and a strike price of 1.25% for a premium of \$0.4 million. The interest rate cap agreement expires on March 1, 2017.

The Company's derivatives comprised the following as of June 30, 2014 and December 31, 2013 (in thousands):

	June 30, 2014 (Unaudited)			December 31, 2013		
	Notional Amount	Fair Value		Notional Amount	Fair Value	
		Asset	Liability		Asset	Liability
Pay fixed interest rate swaps	\$ 695	\$	\$ (15)	\$ 705	\$	\$ (16)
Interest rate caps	180,554	328		130,672	102	
<b>Total</b>	<b>\$ 181,249</b>	<b>\$ 328</b>	<b>\$ (15)</b>	<b>\$ 131,377</b>	<b>\$ 102</b>	<b>\$ (16)</b>

The changes in the fair value of Armada Hoffler's derivatives during the three and six months ended June 30, 2014 and 2013 comprised the following (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2014	2013	2014	2013
	(Unaudited)			
Pay fixed interest rate swaps	\$ (1)	\$ 44	\$ 1	\$ 152
Interest rate caps	(261)	2	(170)	4
<b>Other (loss) income</b>	<b>\$ (262)</b>	<b>\$ 46</b>	<b>\$ (169)</b>	<b>\$ 156</b>

**7. Equity****Stockholders' Equity**

As of June 30, 2014 and December 31, 2013, the Company's authorized capital was 500 million shares of common stock and 100 million shares of preferred stock. The Company had 19.3 million and 19.2 million shares of common stock issued and outstanding as of June 30, 2014 and December 31, 2013, respectively. No shares of preferred stock were issued and outstanding as of June 30, 2014 or December 31, 2013.

**Noncontrolling Interests**

As of June 30, 2014 and December 31, 2013, the Company held a 58.3% and 59.5% interest in the Operating Partnership, respectively. As the sole general partner and the majority interest holder, the Company consolidates the



financial position and results of operations of the Operating Partnership. Noncontrolling interests in the Company represent common units of the Operating Partnership not held by the Company.

On January 17, 2014, the Operating Partnership issued 695,652 common units as partial consideration for Liberty Apartments.

On March 31, 2014, the Operating Partnership issued 30,000 common units in exchange for all noncontrolling interests in Sandbridge Commons. The Company recognized the difference between the fair value of the common units issued and the adjustment to the carrying amount of the noncontrolling interests in Sandbridge Commons directly in equity as additional paid-in capital.

#### **Common Stock Dividends and Common Unit Distributions**

On January 9, 2014, the Company paid cash dividends of \$3.1 million to common stockholders and cash distributions of \$2.1 million to common unitholders.

On April 10, 2014, the Company paid cash dividends of \$3.1 million to common stockholders and cash distributions of \$2.2 million to common unitholders.

On May 9, 2014, the Company's Board of Directors declared a cash dividend/distribution of \$0.16 per share/unit payable on July 10, 2014 to common stockholders and common unitholders of record on July 1, 2014.

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### **Subsequent to June 30, 2014**

On July 10, 2014, the Company paid cash dividends of \$3.1 million to common stockholders and cash distributions of \$2.2 million to common unitholders.

On August 4, 2014, the Company's Board of Directors declared a cash dividend/distribution of \$0.16 per share/unit payable on October 9, 2014 to common stockholders and common unitholders of record on October 1, 2014.

### **8. *Stock-Based Compensation***

On March 3, 2014, the Company granted 99,289 shares of restricted stock to employees with a grant date fair value of \$9.94 per share. These restricted stock awards to employees vest over a period of two years: one-third immediately on the grant date and the remaining two-thirds in equal amounts on the first two anniversaries following the grant date, subject to continued service to the Company.

During the three months ended June 30, 2014, the Company granted 25,488 shares of restricted stock to directors with a weighted average grant date fair value of \$9.62 per share. These restricted stock awards to directors vest either immediately upon grant or over a period of one year, subject to continued service to the Company.

During the three and six months ended June 30, 2014, the Company recognized \$0.3 million and \$0.9 million of stock-based compensation using the accelerated attribution method. As of June 30, 2014, there were 144,044 nonvested restricted shares outstanding; the total unrecognized compensation related to nonvested restricted shares was \$1.0 million, which the Company expects to recognize over the next 20 months.

### **9. *Fair Value of Financial Instruments***

Fair value measurements are based on assumptions that market participants would use in pricing an asset or a liability. The hierarchy for inputs used in measuring fair value is as follows:

Level 1 Inputs quoted prices in active markets for identical assets or liabilities

Level 2 Inputs observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3 Inputs unobservable inputs

Except as disclosed below, the carrying amounts of Armada Hoffler's financial instruments approximate their fair value. Financial assets and liabilities whose fair values are measured on a recurring basis using Level 2 inputs consist of interest rate swap and cap agreements. Armada Hoffler measures the fair values of these assets and liabilities based on prices provided by independent market participants that are based on observable inputs using market-based valuation techniques.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. For disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

The fair value of Armada Hoffler's secured debt is sensitive to fluctuations in interest rates. Discounted cash flow analysis based on Level 2 inputs is generally used to estimate the fair value of Armada Hoffler's secured debt.

Considerable judgment is used to estimate the fair value of financial instruments. The estimates of fair value presented herein are not necessarily indicative of the amounts that could be realized upon disposition of the financial instruments.

The carrying amounts and fair values of our financial instruments, all of which are based on Level 2 inputs, as of June 30, 2014 and December 31, 2013 were as follows (in thousands):

	June 30, 2014		December 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(Unaudited)			
Secured debt	\$ 349,840	\$ 354,929	\$ 277,745	\$ 273,310
Interest rate swap liabilities	15	15	16	16
Interest rate cap assets	328	328	102	102

#### ***10. Related Party Transactions***

Armada Hoffler provides general contracting and real estate services to certain related party entities that are not included in these consolidated and combined financial statements. Revenue from construction contracts with related party entities of Armada Hoffler was \$1.6 million and \$3.9 million for the three and six months ended June 30, 2014, respectively. Fees from such contracts were \$0.1 million and \$0.2 million for the three and six months ended June 30, 2014, respectively. Revenue from construction contracts with related party entities of Armada Hoffler was \$14.2 million and \$25.1 million for the three and six months ended June 30, 2013, respectively. Fees from

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such contracts were \$0.5 million and \$0.8 million for the three and six months ended June 30, 2013, respectively. Real estate services fees from affiliated entities of Armada Hoffler were not significant for either the three or six months ended June 30, 2014 or 2013. Affiliated entities also reimburse Armada Hoffler for monthly maintenance and facilities management services provided to the properties. Cost reimbursements earned by Armada Hoffler from affiliated entities were not significant for either the three or six months ended June 30, 2014 or 2013.

## ***11. Commitments and Contingencies***

### **Legal Proceedings**

Armada Hoffler is from time to time involved in various disputes, lawsuits, warranty claims, environmental and other matters arising in the ordinary course of its business. Management makes assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters.

Armada Hoffler currently is a party to various legal proceedings, none of which management expects will have a material adverse effect on Armada Hoffler's financial position, results of operations or liquidity. Armada Hoffler accrues a liability for litigation if an unfavorable outcome is determined by management to be probable and the amount of loss can be reasonably estimated. If an unfavorable outcome is determined by management to be probable and a range of loss can be reasonably estimated, Armada Hoffler accrues the best estimate within the range; however, if no amount within the range is a better estimate than any other, the minimum amount within the range is accrued. Legal fees related to litigation are expensed as incurred. Armada Hoffler does not believe that the ultimate outcome of these matters, either individually or in the aggregate, could have a material adverse effect on its financial position or results of operations; however, litigation is subject to inherent uncertainties.

Under Armada Hoffler's leases, tenants are typically obligated to indemnify Armada Hoffler from and against all liabilities, costs and expenses imposed upon or asserted against it as owner of the properties due to certain matters relating to the operation of the properties by the tenant.

### **Commitments**

Armada Hoffler has a bonding line of credit for its general contracting construction business and is contingently liable under performance and payment bonds, bonds for cancellation of mechanics liens and defect bonds. Such bonds collectively totaled \$193.1 million and \$35.8 million as of June 30, 2014 and December 31, 2013, respectively.

The Operating Partnership has entered into standby letters of credit using the available capacity under the credit facility. The letters of credit relate to the guarantee of future performance on certain of the Company's construction contracts. Letters of credit generally are available for draw down in the event the Company does not perform. As of June 30, 2014 and December 31, 2013, the Operating Partnership had total outstanding letters of credit of \$11.0 million and \$3.0 million, respectively.

## ***12. Subsequent Events***

As discussed in Note 4, the Company entered into an agreement to acquire Dimmock Square, a retail center located in Colonial Heights, Virginia on August 1, 2014. As of the date of this report, the Company has reached a preliminary agreement to sell the Virginia Natural Gas office property, which the Company expects to complete in 2014.

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As discussed in Note 5, the Operating Partnership borrowed \$5.0 million under the credit facility on July 14, 2014.

As discussed in Note 7, the Company paid cash dividends of \$3.1 million to common stockholders and \$2.2 million to common unitholders on July 10, 2014. The Company's Board of Directors declared a cash dividend/distribution of \$0.16 per share/unit on August 4, 2014 to common stockholders and common unitholders of record on October 1, 2014.

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**Review Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders of

Armada Hoffler Properties, Inc.

We have reviewed the condensed consolidated balance sheet of Armada Hoffler Properties, Inc. (successor to the entities described in Note 1) as of June 30, 2014, and the related condensed consolidated and combined statements of income for the three and six-month periods ended June 30, 2014 and 2013, the condensed consolidated and combined statements of cash flows for the six-month periods ended June 30, 2014 and 2013 and the condensed consolidated statement of equity for the six-month period ended June 30, 2014. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the condensed consolidated and combined financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Armada Hoffler Properties, Inc. as of December 31, 2013, and the related consolidated and combined statements of income, equity, and cash flows for the year then ended (not presented herein) and we expressed an unqualified audit opinion on those consolidated and combined financial statements in our report dated March 31, 2014. In our opinion, the accompanying condensed consolidated balance sheet as of December 31, 2013, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Richmond, Virginia

August 5, 2014

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### **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

References to we, our, us, and our company refer to Armada Hoffler Properties, Inc., a Maryland corporation, together with our consolidated subsidiaries, including Armada Hoffler, L.P., a Virginia limited partnership, of which we are the sole general partner and which we refer to in this Quarterly Report on Form 10-Q as our Operating Partnership.

### **Forward-Looking Statements**

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this report. We make statements in this report that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (set forth in Section 27A of the Securities Act of 1933, as amended (the Securities Act)), and section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act)). In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations and estimated general contracting and real estate services are forward-looking statements. You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, estimates or anticipates or the negative of these words or similar words or phrases which are predictions of or indicate future events or trends and which do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions.

Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods which may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

adverse economic or real estate developments, either nationally or in the markets in which our properties are located;

our failure to develop the properties in our identified development pipeline successfully, on the anticipated timeline or at the anticipated costs;

our failure to generate sufficient cash flows to service our outstanding indebtedness;

defaults on, early terminations of or non-renewal of leases by tenants, including significant tenants;

bankruptcy or insolvency of a significant tenant or a substantial number of smaller tenants;

difficulties in identifying or completing development or acquisition opportunities;

our failure to successfully operate developed and acquired properties;

our failure to generate income in our general contracting and real estate sources segment in amounts that we anticipate;

fluctuations in interest rates and increased operating costs;

our failure to obtain necessary outside financing on favorable terms or at all;

general economic conditions;

financial market fluctuations;

risks that affect the general retail environment or the market for office properties or multifamily units;

the competitive environment in which we operate;

decreased rental rates or increased vacancy rates;

conflicts of interests with our officers and directors;

lack or insufficient amounts of insurance;

environmental uncertainties and risks related to adverse weather conditions and natural disasters;

other factors affecting the real estate industry generally;

our failure to qualify and maintain our qualification as a real estate investment trust ( REIT ) for U.S. federal income tax purposes;

limitations imposed on our business and our ability to satisfy complex rules in order for us to qualify and maintain our qualification as a REIT for U.S. federal income tax purposes; and

changes in governmental regulations or interpretations thereof, such as real estate and zoning laws and increases in real property tax rates and taxation of REITs.





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While forward-looking statements reflect our good faith beliefs, they are not guarantees of future performance. We disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes after the date of this Quarterly Report on Form 10-Q, except as required by applicable law. We caution investors not to place undue reliance on these forward-looking statements and urge investors to carefully review the disclosures we make concerning risks and uncertainties in the sections entitled *Risk Factors* and *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our most recent Annual Report on Form 10-K, as well as risks, uncertainties and other factors discussed in this Quarterly Report on Form 10-Q and identified in other documents that we file from time to time with the Securities and Exchange Commission (the "SEC").

## ***Business Description***

We are a full-service real estate company with extensive experience developing, building, owning and managing high-quality, institutional-grade office, retail and multifamily properties in attractive markets throughout the Mid-Atlantic United States.

We generally consider a property to be stabilized when it reaches 80% occupancy or three years after acquisition or completion. As of June 30, 2014, our stabilized operating property portfolio comprised seven office properties and 15 retail properties aggregating over 2.0 million net rentable square feet as well as two multifamily properties aggregating 626 apartment units. In addition to our stabilized operating property portfolio, we had five office properties and three retail properties aggregating over 0.6 million net rentable square feet as well as three multifamily properties aggregating 686 apartment units that were under development or had not yet reached stabilization as of June 30, 2014.

We are a Maryland corporation formed on October 12, 2012 to acquire the entities in which Daniel A. Hoffler and his affiliates, certain of our other officers, directors and their affiliates and other third parties owned a direct or indirect interest (the "Formation Transactions"). We did not have any operating activity until the consummation of our initial public offering of our shares of common stock (the "IPO") and the Formation Transactions on May 13, 2013. Upon completing our IPO and the Formation Transactions, we conduct our operations through Armada Hoffler, L.P. (our "Operating Partnership"), whose assets, liabilities and results of operations we consolidate.

Our "Predecessor" is not a single legal entity, but rather a combination of real estate and construction entities that were under common control by our Executive Chairman, Daniel A. Hoffler. These entities include: (i) controlling interests in entities that owned 7 office properties, 14 retail properties and 1 multifamily property, (ii) noncontrolling interests in entities that owned one retail and one multifamily property (Bermuda Crossroads and Smith's Landing, respectively), (iii) the property development and asset management businesses of Armada Hoffler Holding Company, Inc. and (iv) the general commercial construction businesses of Armada Hoffler Construction Company and Armada Hoffler Construction Company of Virginia.

The results of operations of the properties and entities acquired by us in connection with our IPO and the Formation Transactions are included in our results beginning on May 13, 2013. Accordingly, the results of operations for the three and six months ended June 30, 2013 reflect those of our Predecessor together with our company. The results of operations for the three and six months ended June 30, 2014 reflect those of our company.

## ***Second Quarter 2014 Highlights***

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Net income of \$2.3 million, or \$0.07 per share, for the three months ended June 30, 2014, compared to \$(1.1) million for the corresponding period in 2013, excluding noncash gains on acquisitions of \$9.5 million.

Funds from operations ( FFO ) of \$6.3 million, or \$0.19 per share, for the three months ended June 30, 2014, compared to \$2.9 million for the corresponding period in 2013. See Non-GAAP Financial Measures.

Stabilized occupancy by segment as of June 30, 2014 compared to June 30, 2013:

Office occupancy up to 95.3% compared to 93.4%

Retail occupancy at 93.5% compared to 94.6%

Multifamily occupancy up to 94.9% compared to 91.2%

Maintained stabilized operating property portfolio occupancy at 94.6% as of June 30, 2014 compared to 94.5% as of March 31, 2014 and 94.4% as of December 31, 2013.

Increased net operating income across all segments compared to the second quarter of 2013.

Increased same store net operating income across all segments compared to the second quarter of 2013.

Generated \$5.8 million of cash flows from operations.

Invested \$27.4 million in new real estate development.

Third party construction backlog of \$179.0 million as of June 30, 2014.

**Table of Contents****Development Pipeline**

In addition to the projects in our development pipeline, we have been selected by Johns Hopkins University to join in the redevelopment of a 1.12 acre property adjacent to the university's Homewood campus in Baltimore, Maryland. This mixed-use development will include student housing, retail space, restaurants and parking. The goal of the completed project will be to complement the Homewood campus and nearby Charles Village neighborhood and provide a catalyst for future development in the area. The Johns Hopkins project continues to progress, with the program now defined and strong interest from retailers for the ground floor commercial space.

As of the date of this Quarterly Report on Form 10-Q, we had the following eleven properties under development (\$ in thousands):

Identified Development Pipeline	Location	Estimated Square Footage (1)	Cost Incurred		Schedule			AHH	Property Type	Anchor	% Leased
			Estimated Cost (1)	through June 30, 2014	Start	Anchor Tenant Occupancy	Stabilized Operation	(1) Ownership %		Tenants	
Office/Retail	4525 Main Street (2)									Clark Nexsen, Development Authority of Virginia Beach, Anthropologie (3)	
	Virginia Beach, VA	239,000(3)	\$ 50,000	\$ 38,000	1Q13	3Q14	1Q16	100%	Office		56%
Sandbridge Commons	Virginia Beach, VA	70,000	13,000	8,000	4Q13	1Q15	2Q16	100%	Retail	Harris Teeter	66%
Brooks Crossing	Newport News, VA	36,000	8,000	1,200	4Q14	3Q15	3Q15	65%	Office	Huntington Ingalls (4)	0%
Greentree Shopping Center (5)	Chesapeake, VA	18,000	6,000	4,000	4Q13	4Q14	3Q16	100%	Retail	Wawa (6)	40%
		363,000	\$ 77,000	\$ 51,200							

Multifamily	Location	Estimated Apartment Units (1)	Cost Incurred		Schedule				AHH
			Estimated Cost (1)	through June 30, 2014	Start	Initial Occupancy	Complete (1)	Stabilized Operation	Ownership %
Encore Apartments (2)	Virginia Beach, VA	286	\$ 34,000	\$ 22,000	1Q13	3Q14	4Q15	1Q16	100%
Whetstone Apartments	Durham, NC	203	28,000	20,000	2Q13	3Q14	3Q15	1Q16	100%

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Liberty Apartments (7)	Newport News, VA	197	30,700	30,700					1Q14	3Q15	100%
		686	\$ 92,700	\$ 72,700							

**Next Generation Pipeline**

	Location	Estimated Square Footage (1)	Estimated Cost (1)	Cost Incurred through June 30, 2014	Schedule Anchor Start	Anchor Tenant Stabilization Occupancy	Anchor Operation	AHH Ownership % (1)	Property Type	Anchor Tenants	% I
Oceanneering	Chesapeake, VA	155,000	\$ 26,000	\$ 10,000	4Q13	1Q15	1Q15	100%	Office	Oceanneering	
Commonwealth Virginia Chesapeake	Chesapeake, VA	36,000	7,000	2,000	2Q14	1Q15	1Q15	100%	Office	Commonwealth of Virginia	
Commonwealth Virginia Virginia Beach	Virginia Beach, VA	11,000	3,000	1,000	2Q14	1Q15	1Q15	100%	Office	Commonwealth of Virginia	
Foot storeplace	Williamsburg, VA	88,000	24,000	9,000	3Q14	1Q16	2Q17	70%(8)	Retail	Harris Teeter	
			\$ 60,000	\$ 22,000							
			<b>\$ 229,700</b>	<b>\$ 145,900</b>							

(1) Represents estimates that may change as the development process proceeds.

(2) Located in the Town Center of Virginia Beach.

(3) Approximately 83,000 square feet is leased to Clark Nexsen, an architectural firm, approximately 23,000 square feet is leased to the City of Virginia Beach Development Authority and approximately 9,000 square feet is leased to Anthropologie.

(4) The principal tenant lease has not been signed as of the date of this Quarterly Report on Form 10-Q.

(5) We have completed the sale of a pad-ready site adjacent to Greentree Shopping Center to Walmart.

(6) We have a long-term ground lease with Wawa and delivered their pad in the second quarter of 2014.

(7) Reflects the purchase price of the acquisition that occurred in the first quarter of 2014.

(8) We are entitled to a preferred return on equity prior to any distributions to minority partners.

Our execution on all of the projects identified in the preceding table and the Johns Hopkins project are subject to, among other factors, regulatory approvals, financing availability and suitable market conditions. During the three and six months ended June 30, 2014, we capitalized development-related compensation and overhead of approximately \$0.6 million and \$1.2 million, respectively.

4525 Main Street is our most recent addition to the Town Center of Virginia Beach and is located across from The Cosmopolitan, One Columbus and Armada Hoffler Tower. This 15-story office tower is anchored by Clark Nexsen, an international architecture and engineering firm, to whom we delivered approximately 83,000 square feet of office space on schedule in July 2014. Additionally, we delivered to the City of Virginia Beach Development Authority approximately 23,000 square feet of office space on schedule in June 2014. 4525 Main Street will also feature approximately 26,000 square feet of ground floor retail space that will be anchored by Anthropologie, which is expected to open in the fourth quarter of 2014. All of the remaining retail space is now under lease by West Elm and

Tupelo Honey Cafe.

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*Sandbridge Commons* continues our long-standing relationship with Harris Teeter, which has agreed to anchor the shopping center. In addition to a 53,000 square foot Harris Teeter grocery store, Sandbridge Commons will include approximately 22,000 square feet of small shop retail space. The site includes two outparcels that we plan to either lease or sell.

*Brooks Crossing* is a new multi-phased commercial center designed to revitalize the east end of Newport News, Virginia. We are currently in negotiations with the City of Newport News and Huntington Ingalls Industries regarding the first phase of this project.

*Greentree Shopping Center* is a retail power center that will feature a Wawa convenience store and gas station adjacent to a new Walmart Neighborhood Market. We delivered to Walmart their pad-ready site on schedule in the first quarter of 2014. We have a long-term ground lease with Wawa and delivered their pad on schedule in May 2014.

*Encore Apartments* are also located in the Town Center of Virginia Beach and sit adjacent to 4525 Main Street. Encore Apartments will feature free covered parking, a private pool, concierge service, a business center and meeting space. We anticipate delivering the first units at Encore Apartments in the third quarter of 2014.

*Whetstone Apartments* are conveniently located near Duke University. We expect to deliver the initial units in the third quarter of 2014.

*Liberty Apartments* in Newport News, Virginia feature 197 apartment units and approximately 28,000 square feet of retail space. Liberty Apartments are located next to the Newport News Apprentice School of Shipbuilding, another one of our public/private partnership projects. We completed our acquisition of Liberty Apartments on January 17, 2014.

## ***Next Generation Pipeline***

The *Oceaneering International* facility will be a 155,000 square foot office and manufacturing building located in Chesapeake, Virginia. We were selected as the developer of this new build-to-suit facility that will serve as Oceaneering International's operational base in Virginia. Oceaneering International has agreed to a 15-year lease with us. We facilitated this public/private transaction among the City of Chesapeake, the Commonwealth of Virginia and Oceaneering International.

*Commonwealth of Virginia Projects*: In May 2014, we announced that we will develop two new administrative buildings for the Commonwealth of Virginia—one in Chesapeake and one in Virginia Beach—for a total of 47,000 square feet. The properties are 100% pre-leased to the Commonwealth of Virginia, which signed 12-year leases for both locations. We expect both projects to be completed by early 2015.

*Lightfoot Marketplace* will be a grocery-anchored shopping center in Williamsburg, Virginia. This multi-phased project is a redevelopment of the Williamsburg Outlet Mall. Demolition of the existing structure began in July 2014. We expect to complete phase one of the project, consisting of approximately 88,000 square feet, in early 2016. Harris Teeter has signed a 20-year lease for approximately 53,000 square feet. Phase one of Lightfoot Marketplace will include an additional 35,000 square feet of shops and restaurants. Phase two represents an opportunity for us to develop another 42,000 square feet in the future. As the majority partner in this joint venture, we are entitled to a preferred return on our equity prior to any potential distributions to minority partners.

## ***Acquisitions and Dispositions***

On August 1, 2014, we entered into an agreement to acquire Dimmock Square, a retail center located in Colonial Heights, Virginia, which would require us to utilize approximately \$10 million of cash and issue approximately 990,000 common units of limited partnership interest in the Operating Partnership. We expect to complete the acquisition in 2014.

As of the date of this report, we have reached a preliminary agreement to sell the Virginia Natural Gas office property for approximately \$8.9 million of cash. We expect to complete the disposition in 2014.

### ***Segment Results of Operations***

As of June 30, 2014, we operated our business in four segments: (i) office real estate, (ii) retail real estate, (iii) multifamily residential real estate and (iv) general contracting and real estate services, which are conducted through our taxable REIT subsidiaries ( TRSs ). Net operating income (segment revenues minus segment expenses) or NOI is the measure used by management to assess segment performance and allocate our resources among our segments. See Note 3 to Armada Hoffler Properties, Inc. and Predecessor s condensed consolidated and combined financial statements for additional discussion of our segments.

We define same store properties as those properties that we owned and operated and that were stabilized for the entirety of both periods presented. Same store properties exclude those that were in lease-up during either of the periods presented. We generally consider a property to be in lease-up until the earlier of: (i) the quarter after the property reaches 80% occupancy or (ii) the thirteenth quarter after the property receives its certificate of occupancy.



**Table of Contents****Office Segment Data**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(\$ in thousands)			
Rental revenues	\$ 6,519	\$ 6,420	\$ 13,068	\$ 12,906
NOI	\$ 4,548	\$ 4,480	\$ 8,966	\$ 9,020
Properties (1)	7	7	7	7
Square feet (1)	950,246	954,458	950,246	954,458
Occupancy (1)	95.3%	93.4%	95.3%	93.4%

(1) Stabilized properties as of the end of the periods presented.

Rental revenues for the three and six months ended June 30, 2014 increased \$0.1 million and \$0.2 million, respectively, compared to the corresponding periods in 2013 because of higher occupancy at Two Columbus. In June 2014, we also delivered the first space in our new 4525 Main Street office tower approximately 23,000 square feet to the City of Virginia Beach Development Authority.

NOI for the three months ended June 30, 2014 increased \$0.1 million compared to the corresponding period in 2013 because of higher occupancy at Two Columbus and the initial occupancy of 4525 Main Street. NOI for the six months ended June 30, 2014 decreased slightly compared to the corresponding period in 2013 because of higher asset management costs due to increased headcount.

**Office Same Store Results**

Office same store rental revenues, property expenses and NOI for the three and six months ended June 30, 2014 and 2013 were as follows:

	Three months ended June 30,			Six months ended June 30,		
	2014 (1)	2013	Change	2014 (1)	2013	Change
	(\$ in thousands)					
Rental revenues	\$ 6,473	\$ 6,420	\$ 53	\$ 13,022	\$ 12,906	\$ 116
Property expenses	1,971	1,940	31	4,102	3,886	216
<b>Same store NOI</b>	<b>\$ 4,502</b>	<b>\$ 4,480</b>	<b>\$ 22</b>	<b>\$ 8,920</b>	<b>\$ 9,020</b>	<b>\$ (100)</b>
Non-same store NOI	46		46	46		46
Segment NOI	\$ 4,548	\$ 4,480	\$ 68	\$ 8,966	\$ 9,020	\$ (54)

(1) Same store excludes 4525 Main Street, which had not yet reached stabilization as of June 30, 2014. Same store rental revenues for the three months ended June 30, 2014 increased slightly compared to the corresponding period in 2013. Same store rental revenues for the six months ended June 30, 2014 increased \$0.1 million compared to the corresponding period in 2013. The increases in same store rental revenues for the comparison periods resulted from higher occupancy at Two Columbus.

Same store NOI for the three months ended June 30, 2014 increased slightly compared to the corresponding period in 2013 because of higher occupancy at Two Columbus. Same store NOI for the six months ended June 30, 2014 decreased \$0.1 million compared to the corresponding period in 2013 because of higher asset management costs due to headcount.

**Table of Contents****Retail Segment Data**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(\$ in thousands)			
Rental revenues	\$ 5,703	\$ 5,383	\$ 11,473	\$ 10,388
NOI	\$ 4,013	\$ 3,754	\$ 7,958	\$ 7,079
Properties (1)	15	15	15	15
Square feet (1)	1,092,311	1,094,663	1,092,311	1,094,663
Occupancy (1)	93.5%	94.6%	93.5%	94.6%

(1) Stabilized properties as of the end of the periods presented.

Rental revenues for the three and six months ended June 30, 2014 increased \$0.3 million and \$1.1 million, respectively, compared to the corresponding periods in 2013. NOI for the three and six months ended June 30, 2014 increased \$0.3 million and \$0.9 million, respectively, compared to the corresponding periods in 2013. The increases in rental revenues and NOI resulted primarily from our consolidation of Bermuda Crossroads upon completion of our IPO and Formation Transactions on May 13, 2013.

**Retail Same Store Results**

Retail same store rental revenues, property expenses and NOI for the three and six months ended June 30, 2014 and 2013 were as follows:

	Three months ended June 30,			Six months ended June 30,		
	2014 (1)(2)	2013 (1)	Change	2014 (1)(2)	2013 (1)	Change
	(\$ in thousands)					
Rental revenues	\$ 5,163	\$ 5,131	\$ 32	\$ 10,391	\$ 10,137	\$ 254
Property expenses	1,588	1,574	14	3,275	3,255	20
<b>Same store NOI</b>	<b>\$ 3,575</b>	<b>\$ 3,557</b>	<b>\$ 18</b>	<b>\$ 7,116</b>	<b>\$ 6,882</b>	<b>\$ 234</b>
Non-same store NOI	438	197	241	842	197	645
Segment NOI	\$ 4,013	\$ 3,754	\$ 259	\$ 7,958	\$ 7,079	\$ 879

(1) Same store excludes Bermuda Crossroads, which was an unconsolidated property prior to May 13, 2013.

(2) Same store excludes Greentree Shopping Center, which had not reached stabilization as of June 30, 2014.

Same store rental revenues and NOI for the three months ended June 30, 2014 were relatively unchanged compared to the corresponding period in 2013.

Same store rental revenues and NOI for the six months ended June 30, 2014 increased \$0.3 million and \$0.2 million, respectively, compared to the corresponding periods in 2013. The increases in same store rental revenues and NOI resulted primarily from increased percentage rent at 249 Central Park Retail and increased occupancy at North Point Center.

**Table of Contents****Multifamily Segment Data**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	(\$ in thousands)			
Rental revenues	\$ 3,097	\$ 2,428	\$ 5,971	\$ 4,335
NOI	\$ 1,510	\$ 1,350	\$ 3,021	\$ 2,442
Properties (1)	2	2	2	2
Apartment units (1)	626	626	626	626
Occupancy (1)	94.9%	91.2%	94.9%	91.2%

(1) Stabilized properties of the end of the periods presented.

Rental revenues for the three and six months ended June 30, 2014 increased \$0.7 million and \$1.7 million, respectively, compared to the corresponding periods in 2013. The increases in rental revenues resulted from our consolidation of Smith's Landing upon completion of our IPO and the Formation Transactions on May 13, 2013 and our acquisition of Liberty Apartments on January 17, 2014.

NOI for the three and six months ended June 30, 2014 increased \$0.2 million and \$0.6 million, respectively, compared to the corresponding periods in 2013. Positive NOI from Smith's Landing was partially offset by negative NOI from Liberty Apartments, which had not reached stabilization as of June 30, 2014.

**Multifamily Same Store Results**

Multifamily same store rental revenues, property expenses and NOI for the three and six months ended June 30, 2014 and 2013 were as follows:

	<b>Three months ended June 30,</b>			<b>Six months ended June 30,</b>		
	<b>2014 (1)(2)</b>	<b>2013 (1)</b>	<b>Change</b>	<b>2014 (1)(2)</b>	<b>2013 (1)</b>	<b>Change</b>
	(\$ in thousands)					
Rental revenues	\$ 1,920	\$ 1,903	\$ 17	\$ 3,736	\$ 3,810	\$ (74)
Property expenses	870	875	(5)	1,701	1,690	11
<b>Same store NOI</b>	<b>\$ 1,050</b>	<b>\$ 1,028</b>	<b>\$ 22</b>	<b>\$ 2,035</b>	<b>\$ 2,120</b>	<b>\$ (85)</b>
Non-same store NOI	460	322	138	986	322	664
<b>Segment NOI</b>	<b>\$ 1,510</b>	<b>\$ 1,350</b>	<b>\$ 160</b>	<b>\$ 3,021</b>	<b>\$ 2,442</b>	<b>\$ 579</b>

- (1) Same store excludes Smith's Landing, which was an unconsolidated property prior to May 13, 2013.
- (2) Same store excludes Liberty Apartments, which we acquired on January 17, 2014 and had not reached stabilization as of June 30, 2014.

Same store rental revenues and NOI for the three months ended June 30, 2014 increased slightly compared to the corresponding period in 2013 because of higher multifamily and retail occupancy at The Cosmopolitan.

Same store rental revenues and NOI for the six months ended June 30, 2014 each decreased \$0.1 million compared to the corresponding period in 2013 because of higher multifamily concessions at The Cosmopolitan.

**Table of Contents****General Contracting and Real Estate Services Segment Data**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	(\$ in thousands)			
Segment revenues	\$ 20,495	\$ 23,291	\$ 39,729	\$ 41,247
NOI	1,141	788	2,390	1,286
Operating margin	5.6%	3.4%	6.0%	3.1%

Segment revenues for the three and six months ended June 30, 2014 decreased \$2.8 million and \$1.5 million, respectively, compared to the corresponding periods in 2013. The decrease in segment revenues resulted from lower volume on our construction contracts. However, NOI for the three and six months ended June 30, 2014 increased \$0.4 million and \$1.1 million, respectively, compared to the corresponding periods in 2013 as we continue to experience better operating margins on our construction contracts during 2014.

Backlog as of June 30, 2014 was \$179.0 million compared to \$58.2 million as of June 30, 2013. We executed \$6.0 million and \$172.0 million of new contract or change order work during the three and six months ended June 30, 2014, respectively. The changes in backlog for the three and six months ended June 30, 2014 were as follows:

	<b>Three months ended</b>	<b>Six months ended</b>
	<b>June 30, 2014</b>	<b>June 30, 2014</b>
	(\$ in thousands)	
Beginning backlog	\$ 193,318	\$ 46,385
New contracts/change orders	6,034	171,981
Work performed	(20,365)	(39,379)
<b>Ending backlog</b>	<b>\$ 178,987</b>	<b>\$ 178,987</b>

During the three months ended June 30, 2014, we executed a \$4.5 million contract to build the new Harris Teeter grocery store at Sandbridge Commons in Virginia Beach, Virginia. Construction began in June 2014 with expected completion in February 2015.

During the six months ended June 30, 2014, we executed a \$164.7 million contract for the construction of Harbor Point, a 900,000 square foot mixed-use tower in Baltimore, Maryland. The building will become headquarters to Exelon's Constellation business unit. Exelon is the nation's leading competitive energy provider. Construction began in the spring of 2014 with completion expected in the spring of 2016. As of June 30, 2014, we had \$158.4 million of backlog on the Harbor Point project.

**Table of Contents****Consolidated and Combined Results of Operations**

Because of the timing of our IPO, the results of operations for the three and six months ended June 30, 2014 reflect those of the Company while the results of operations for the three and six months ended June 30, 2013 reflect those of our Predecessor together with the Company.

The following table summarizes the results of operations for the three and six months ended June 30, 2014 and 2013:

	<b>Three months ended June 30,</b>			<b>Six months ended June 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>Change</b>	<b>2014</b>	<b>2013</b>	<b>Change</b>
	(\$ in thousands)					
<b>Revenues</b>						
Rental revenues	\$ 15,319	\$ 14,231	\$ 1,088	\$ 30,512	\$ 27,629	\$ 2,883
General contracting and real estate services revenues	20,495	23,291	(2,796)	39,729	41,247	(1,518)
<b>Total revenues</b>	<b>35,814</b>	<b>37,522</b>	<b>(1,708)</b>	<b>70,241</b>	<b>68,876</b>	<b>1,365</b>
<b>Expenses</b>						
Rental expenses	3,840	3,399	441	7,816	6,628	1,188
Real estate taxes	1,408	1,248	160	2,751	2,460	291
General contracting and real estate services expenses	19,354	22,503	(3,149)	37,339	39,961	(2,622)
Depreciation and amortization	4,057	4,020	37	8,026	7,179	847
General and administrative expenses	1,981	2,857	(876)	4,027	3,574	453
Impairment charges		533	(533)		533	(533)
<b>Total expenses</b>	<b>30,640</b>	<b>34,560</b>	<b>(3,920)</b>	<b>59,959</b>	<b>60,335</b>	<b>(376)</b>
<b>Operating income</b>	<b>5,174</b>	<b>2,962</b>	<b>2,212</b>	<b>10,282</b>	<b>8,541</b>	<b>1,741</b>
Interest expense	(2,678)	(3,289)	611	(5,243)	(7,204)	1,961
Loss on extinguishment of debt		(1,125)	1,125		(1,125)	1,125
Gain on acquisitions		9,460	(9,460)		9,460	(9,460)
Other (loss) income	(194)	185	(379)	(82)	452	(534)
<b>Income before taxes</b>	<b>2,302</b>	<b>8,193</b>	<b>(5,891)</b>	<b>4,957</b>	<b>10,124</b>	<b>(5,167)</b>
<b>Income tax (provision) benefit</b>	<b>(29)</b>	<b>211</b>	<b>(240)</b>	<b>(178)</b>	<b>211</b>	<b>(389)</b>
<b>Net income</b>	<b>\$ 2,273</b>	<b>\$ 8,404</b>	<b>\$ (6,131)</b>	<b>\$ 4,779</b>	<b>\$ 10,335</b>	<b>\$ (5,556)</b>

*Rental Revenues.* Rental revenues for the three and six months ended June 30, 2014 increased \$1.1 million and \$2.9 million, respectively, compared to the corresponding periods in 2013, as follows:



	Three months ended June 30,			Six months ended June 30,		
	2014	2013	Change	2014	2013	Change
	(\$ in thousands)					
Office	\$ 6,519	\$ 6,420	\$ 99	\$ 13,068	\$ 12,906	\$ 162
Retail	5,703	5,383	320	11,473	10,388	1,085
Multifamily	3,097	2,428	669	5,971	4,335	1,636
	<b>\$ 15,319</b>	<b>\$ 14,231</b>	<b>\$ 1,088</b>	<b>\$ 30,512</b>	<b>\$ 27,629</b>	<b>\$ 2,883</b>

Office rental revenues for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013 because of higher occupancy at Two Columbus and the initial occupancy of our new 4525 Main Street office tower in June 2014.

Retail rental revenues for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013 because of our consolidation of Bermuda Crossroads upon completion of our IPO and the Formation Transactions on May 13, 2013.

Multifamily rental revenues for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013 because of our consolidation of Smith's Landing upon completion of our IPO and the Formation Transactions on May 13, 2013 and our acquisition of Liberty Apartments on January 17, 2014.

*General Contracting and Real Estate Services Revenues.* General contracting and real estate services revenues for the three and six months ended June 30, 2014 decreased \$2.8 million and \$1.5 million, respectively, compared to the corresponding periods in 2013 because of lower volume on our construction contracts, which was partially offset by better operating margins.

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*Rental Expenses.* Rental expenses for the three and six months ended June 30, 2014 increased \$0.4 million and \$1.2 million, respectively, compared to the corresponding periods in 2013, as follows:

	Three months ended June 30,			Six months ended June 30,		
	2014	2013	Change	2014	2013	Change
	(\$ in thousands)					
Office	\$ 1,427	\$ 1,400	\$ 27	\$ 3,014	\$ 2,805	\$ 209
Retail	1,187	1,143	44	2,509	2,363	146
Multifamily	1,226	856	370	2,293	1,460	833
	<b>\$ 3,840</b>	<b>\$ 3,399</b>	<b>\$ 441</b>	<b>\$ 7,816</b>	<b>\$ 6,628</b>	<b>\$ 1,188</b>

Office rental expenses for the three months ended June 30, 2014 were relatively consistent with those of the corresponding period in 2013. Office rental expenses for the six months ended June 30, 2014 increased compared to the corresponding period in 2013 because of higher asset management costs due to headcount.

Retail rental expenses for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013 because of our consolidation of Bermuda Crossroads upon completion of our IPO and the Formation Transactions on May 13, 2013.

Multifamily rental expenses for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013 because of our consolidation of Smith's Landing upon completion of our IPO and the Formation Transactions on May 13, 2013 and our acquisition of Liberty Apartments on January 17, 2014.

*Real Estate Taxes.* Real estate taxes for the three and six months ended June 30, 2014 increased \$0.2 million and \$0.3 million, respectively, compared to the corresponding periods in 2013, as follows:

	Three months ended June 30,			Six months ended June 30,		
	2014	2013	Change	2014	2013	Change
	(\$ in thousands)					
Office	\$ 544	\$ 540	\$ 4	\$ 1,088	\$ 1,081	\$ 7
Retail	503	486	17	1,006	946	60
Multifamily	361	222	139	657	433	224
	<b>\$ 1,408</b>	<b>\$ 1,248</b>	<b>\$ 160</b>	<b>\$ 2,751</b>	<b>\$ 2,460</b>	<b>\$ 291</b>

Office real estate taxes were relatively unchanged during the three and six months ended June 30, 2014 compared to the corresponding periods in 2013.

Retail real estate taxes increased during the three and six months ended June 30, 2014 compared to the corresponding periods in 2013 because of our consolidation of Bermuda Crossroads upon completion of our IPO and the Formation Transactions on May 13, 2013.

Multifamily real estate taxes increased during the three and six months ended June 30, 2014 compared to the corresponding periods in 2013 because of our consolidation of Smith's Landing upon completion of our IPO and the Formation Transactions on May 13, 2013 and our acquisition of Liberty Apartments on January 17, 2014.

*General Contracting and Real Estate Services Expenses.* General contracting and real estate services expenses for the three and six months ended June 30, 2014 decreased \$3.1 million and \$2.6 million, respectively, compared to the corresponding periods in 2013 because of lower volume on our construction contracts.

*Depreciation and Amortization.* Depreciation and amortization for the three and six months ended June 30, 2014 increased compared to the corresponding periods in 2013. The increases were primarily attributable to depreciation and amortization associated with Bermuda Crossroads, Smith's Landing and Liberty Apartments.

*General and Administrative Expenses.* General and administrative expenses for the three months ended June 30, 2014 decreased \$0.9 million compared to the corresponding period in 2013 because of lower noncash stock compensation. During the three months ended June 30, 2014, we granted 25,488 shares of restricted stock with a weighted average grant date fair value of \$9.62 per share. During the corresponding period in 2013, we granted 168,642 shares of restricted stock with a grant date fair value of \$11.50 per share.

General and administrative expenses for the six months ended June 30, 2014 increased \$0.5 million compared to the corresponding period in 2013 because of higher regulatory and compliance costs incurred to operate as a public company.

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*Impairment Charges.* We recognized impairment charges of \$0.5 million during the three and six months ended June 30, 2013 resulting from two retail tenants that vacated prior to their lease expiration. The impairment charge consisted of unamortized deferred leasing costs and lease incentives related to these two tenants.

*Interest Expense.* Interest expense for the three and six months ended June 30, 2014 decreased \$0.6 million and \$2.0 million, respectively, compared to the corresponding periods in 2013 because we decreased the overall leverage on our stabilized portfolio. Total indebtedness on our stabilized portfolio as of June 30, 2014, March 31, 2014 and December 31, 2013 was \$188.0 million, \$188.7 million and \$189.4 million, respectively, compared to \$219.2 million, \$331.4 million and \$332.9 million as of June 30, 2013, March 31, 2013 and December 31, 2012, respectively.

*Loss on Extinguishment of Debt.* During the three and six months ended June 30, 2013, we used a portion of the net proceeds from our IPO and borrowings under our credit facility to repay \$150.0 million of debt. As a result, we recognized a \$1.1 million loss on extinguishment of debt consisting of \$0.5 million of unamortized deferred financing costs and \$0.6 million of defeasance expenses.

*Gain on Acquisitions.* We accounted for our acquisition of controlling interests in Bermuda Crossroads and Smith's Landing as purchases at fair value under the acquisition method of accounting in accordance with GAAP. As a result, we recognized a \$9.5 million gain on acquisitions representing the difference between the fair value and carrying value of our Predecessor's prior noncontrolling equity interests in Bermuda Crossroads and Smith's Landing.

*Other (Loss) Income.* Other income for the three and six months ended June 30, 2014 decreased \$0.4 million and \$0.5 million, respectively, compared to the corresponding periods in 2013. The decreases in other income for the comparison period resulted from our consolidation of Bermuda Crossroads and Smith's Landing beginning on May 13, 2013. We previously accounted for our noncontrolling interests in both Bermuda Crossroads and Smith's Landing under the equity method and presented our earnings from each within other income. Negative mark-to-market adjustments on our interest rate derivatives also contributed to the decreases in other income during the comparison periods.

*Income Tax (Provision) Benefit.* Prior to the completion of our IPO on May 13, 2013, we made no provision for U.S. federal, state or local income taxes because the profits and losses of our Predecessor flowed through to its respective partners, members and shareholders who were individually responsible for reporting such amounts. Subsequent to the completion of our IPO, our TRSs through which we conduct our development and construction business are subject to federal, state and local corporate income taxes. The income tax (provision) benefit recognized during the three and six months ended June 30, 2014 and 2013 is attributable to the taxable profits or losses of our TRSs.

## ***Liquidity and Capital Resources***

### *Overview*

We believe our primary short-term liquidity requirements consist of general contracting expenses, operating expenses and other expenditures associated with our properties, including tenant improvements, leasing commissions and leasing incentives, dividend payments to our stockholders required to maintain our REIT qualification, debt service, capital expenditures, new real estate development projects and strategic acquisitions. We expect to meet our short-term liquidity requirements through net cash provided by operations, reserves established from existing cash, borrowings under construction loans to fund new real estate development and construction and borrowings available under our credit facility.

Our long-term liquidity needs consist primarily of funds necessary for the repayment of debt at or prior to maturity, general contracting expenses, property development and acquisitions, tenant improvements and capital improvements. We expect to meet our long-term liquidity requirements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We may also fund property development, acquisitions and capital improvements using our credit facility pending long-term financing.

As of June 30, 2014, we had unrestricted cash and cash equivalents of \$16.3 million and restricted cash in escrow of \$3.2 million available for both current liquidity needs as well as development activities. As of June 30, 2014, we had \$56.0 million available under our credit facility to meet our short-term liquidity requirements.

#### *Credit Facility*

On May 13, 2013, we closed on a \$100.0 million senior secured credit facility that includes an accordion feature that allows us to increase the borrowing capacity under the facility up to \$250.0 million, subject to certain conditions. On October 10, 2013, we increased the borrowing capacity under the credit facility to \$155.0 million pursuant to the accordion feature by adding six properties to the borrowing base collateral. As of June 30, 2014, the following ten properties collectively served as the borrowing base collateral for the credit facility: (i) Armada Hoffler Tower, (ii) Richmond Tower, (iii) One Columbus, (iv) Two Columbus, (v) Virginia Natural Gas, (vi) Sentara Williamsburg, (vii) a portion of North Point Center, (viii) Gainsborough Square, (ix) Parkway Marketplace and (x) Courthouse 7-Eleven.

The credit facility matures on May 13, 2016 and includes an optional one-year extension (assuming our compliance with applicable covenants and conditions) for a fee equal to 0.25% of the then applicable maximum amount of the credit facility.

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The credit facility bears interest at LIBOR plus 1.60% to 2.20%, depending on our total leverage ratio. As of June 30, 2014, the interest rate on the credit facility was LIBOR plus 1.95%. In addition to interest owed under the credit facility, we are obligated to pay an annual fee based on the average unused portion of the credit facility. This fee is payable quarterly in arrears and is 0.25% of the amount of the unused portion of the credit facility if amounts borrowed are greater than 50% of the credit facility and 0.30% of the unused portion of the credit facility if amounts borrowed are less than 50% of the credit facility.

As of June 30, 2014, we had \$88.0 million borrowed under the credit facility and had standby letters of credit issued under the credit facility totaling \$11.0 million. As of June 30, 2014, we had \$56.0 million of aggregate capacity available under the credit facility.

The credit facility requires us to comply with various financial covenants, including:

Maximum leverage ratio (as amended on April 22, 2014) of 65% as of the last day of each fiscal quarter through maturity;

Minimum fixed charge coverage ratio of 1.75x;

Minimum tangible net worth equal to at least the sum of 80% of tangible net worth on the closing date of the credit facility plus 75% of the net proceeds of any additional equity issuances;

Maximum amount of variable rate indebtedness not exceeding 30% of our total asset value; and

Maximum amount of secured recourse indebtedness of 35% of our total asset value.

The credit facility permits investments in the following types of assets: (i) unimproved land holdings in an aggregate amount not exceeding 5% of our total asset value, (ii) construction in progress in an aggregate amount not exceeding 25% of our total asset value and (iii) unconsolidated affiliates in aggregate amount not exceeding 5% of our total asset value. Investments in these types of assets cannot exceed 30% of our total asset value. In addition to these financial covenants, the credit facility requires us to comply with various customary affirmative and negative covenants that restrict our ability to, among other things, incur debt and liens, make investments, dispose of properties and make distributions.

We are currently in compliance with all covenants under the credit facility.

*Consolidated Indebtedness*

During the three months ended June 30, 2014, we:

Borrowed \$8.0 million under our credit facility.

Borrowed the remaining \$2.4 million available under the loan secured by Liberty Apartments.

Borrowed \$23.0 million under our construction loans to fund our construction of 4525 Main Street, Encore Apartments, Whetstone Apartments, Sandbridge Commons and Oceaneering.  
Subsequent to the three months ended June 30, 2014, we borrowed an additional \$5.0 million under our credit facility.

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The following table sets forth our consolidated indebtedness as of June 30, 2014 (\$ in thousands):

	Amount Outstanding	Interest Rate (1)	Effective Rate for Variable-Rate Debt as of June 30, 2014	Maturity Date	Balance at Maturity
Oyster Point	\$ 6,371		5.41%	December 1, 2015	\$ 6,089
Broad Creek Shopping Center					
Note 1	4,478	LIBOR+2.25	2.40%	October 31, 2018	4,223
Note 2	8,220	LIBOR+2.25	2.40%	October 31, 2018	7,752
Note 3	3,442	LIBOR+2.25	2.40%	October 31, 2018	3,246
Hanbury Village					
Note 1	21,333	6.67		October 11, 2017	20,499
Note 2	4,125	LIBOR+2.25	2.40%	October 31, 2018	3,777
Harrisonburg Regal	3,751	6.06		June 8, 2017	3,165
North Point Center					
Note 1	10,235	6.45		February 5, 2019	9,333
Note 2	2,796	7.25		September 15, 2025	1,344
Note 4	1,018	5.59		December 1, 2014	1,007
Note 5	695	LIBOR+2.00	3.57%(2)	February 1, 2017	641
Tyre Neck Harris Teeter	2,460	LIBOR+2.25	2.40%	October 31, 2018	2,235
249 Central Park Retail	15,701	5.99		September 8, 2016	15,084
South Retail	6,927	5.99		September 8, 2016	6,655
Studio 56 Retail	2,654	3.75		May 7, 2015	2,592
Commerce Street Retail	5,581	LIBOR+2.25	2.40%	October 31, 2018	5,264
Fountain Plaza Retail	7,850	5.99		September 8, 2016	7,542
Dick's at Town Center	8,267	LIBOR+2.75	2.90%	October 31, 2017	7,889
The Cosmopolitan	47,430	3.75		July 1, 2051	
Smith's Landing	24,633	LIBOR+2.15	2.30%	January 31, 2017	23,793
<b>Stabilized Portfolio</b>	<b>\$ 187,967</b>				<b>\$ 132,130</b>
Credit Facility	88,000	LIBOR+1.60-2.20	2.10%	May 13, 2016	88,000
4525 Main Street	25,251	LIBOR+1.95	2.10%	January 30, 2017	25,251
Encore Apartments	14,342	LIBOR+1.95	2.10%	January 30, 2017	14,342
Whetstone Apartments	7,219	LIBOR+1.90	2.05%	October 8, 2016	7,219
Sandbridge Commons	4,409	LIBOR+1.85	2.00%	January 17, 2018	4,409
Oceaneering	3,376	LIBOR+1.75	1.90%	February 28, 2018	3,376
Liberty Apartments	20,743(3)	5.66		November 1, 2043	
<b>Total</b>	<b>\$ 351,307</b>				<b>\$ 274,727</b>



Unamortized fair value adjustments	(1,467)
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**Indebtedness**                      **\$ 349,840**

- (1) LIBOR rate is determined by individual lenders.
- (2) Subject to an interest rate swap lock.
- (3) Principal balance excluding fair value adjustments.

We currently are in compliance with all covenants on our outstanding indebtedness.

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As of June 30, 2014, our outstanding indebtedness matures during the following years:

<b>Year</b>	<b>Amount Due</b> (\$ in thousands)	<b>Percentage of</b> <b>Total</b>
2014	\$ 1,007	<1%
2015	8,681	3
2016	124,500	45
2017	95,580	35
2018 and thereafter	44,959	16
	<b>\$ 274,727</b>	<b>100%</b>

*Interest Rate Derivatives*

We may use interest rate derivatives from time to time to manage our exposure to interest rate risks. Using an interest rate swap lock, we fixed our interest payments under North Point Center Note 5 at 3.57% through maturity on February 1, 2017.

As of June 30, 2014, we were party to the following LIBOR interest rate cap agreements (\$ in thousands):

<b>Effective Date</b>	<b>Maturity Date</b>	<b>Strike Rate</b>	<b>Notional Amount</b>
May 31, 2012	May 29, 2015	1.09%	\$ 9,008
September 1, 2013	March 1, 2016	3.50%	25,198
September 1, 2013	March 1, 2016	3.50%	37,848
September 1, 2013	March 1, 2016	1.50%	40,000
October 4, 2013	April 1, 2016	1.50%	18,500
March 14, 2014	March 1, 2017	1.25%	50,000
<b>Total</b>			<b>\$ 180,554</b>

As of June 30, 2014, the notional amounts of our LIBOR interest rate cap agreements with strike rates below and above 1.50% were as follows (\$ in thousands):

<b>Strike Rate</b>	<b>Notional Amount</b>
£ 1.50%	\$ 117,508
>1.50%	63,046
<b>Total</b>	<b>\$ 180,554</b>

***Off-Balance Sheet Arrangements***

We have entered into standby letters of credit relating to the guarantee of future performance on certain of our construction contracts. Letters of credit generally are available for draw down in the event we do not perform. As of June 30, 2014, we had aggregate outstanding letters of credit totaling \$11.0 million, which are scheduled to expire during 2014 and 2015. However, we may renew our standby letters of credit for additional periods until completion of the underlying contractual obligation.

**Table of Contents****Cash Flows**

	<b>Six Months Ended June 30,</b>		
	<b>2014</b>	<b>2013</b>	<b>Change</b>
	(\$ in thousands)		
Operating activities	\$ 8,997	\$ 6,850	\$ 2,147
Investing activities	(55,998)	(14,333)	(41,665)
Financing activities	44,390	12,820	31,570
<b>Net (decrease) increase</b>	<b>\$ (2,611)</b>	<b>\$ 5,337</b>	<b>\$ (7,948)</b>
Cash and cash equivalents, beginning of period	\$ 18,882	\$ 9,400	
Cash and cash equivalents, end of period	\$ 16,271	\$ 14,737	

Net cash from operating activities increased \$2.1 million during the six months ended June 30, 2014 compared to the corresponding period in 2013. The increase resulted from higher NOI from our retail and multifamily segments and higher gross profits from our general contracting and real estate services segment.

Net cash used in investing activities increased \$41.7 million during the six months ended June 30, 2014 compared to the corresponding period in 2013. The increase resulted from greater investments in new real estate development as well as tenant and building improvements to our existing operating property portfolio.

Net cash from financing activities increased \$31.6 million during the six months ended June 30, 2014 compared to the corresponding period in 2013. The increase resulted from borrowings on our construction loans and credit facility to fund new real estate development and lower debt repayments.

**Non-GAAP Financial Measures**

We calculate FFO in accordance with the standards established by NAREIT. NAREIT defines FFO as net income (loss) (calculated in accordance with GAAP), excluding gains (or losses) from sales of depreciable operating property, real estate related depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures.

FFO is a supplemental non-GAAP financial measure. Management uses FFO as a supplemental performance measure because it believes that FFO is beneficial to investors as a starting point in measuring our operational performance. Specifically, in excluding real estate related depreciation and amortization and gains and losses from property dispositions, which do not relate to or are not indicative of operating performance, FFO provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that, as a widely recognized measure of the performance of REITs, FFO will be used by investors as a basis to compare our operating performance with that of other REITs.

However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially impact our results from operations, the utility of FFO as a measure of our performance is limited. In addition, other equity REITs may not calculate FFO in accordance with the NAREIT definition as we do, and,

accordingly, our FFO may not be comparable to such other REITs' FFO. Accordingly, FFO should be considered only as a supplement to net income as a measure of our performance. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or service indebtedness. FFO also should not be used as a supplement to or substitute for cash flow from operating activities computed in accordance with GAAP.

The following table sets forth a reconciliation of FFO for the three and six months ended June 30, 2014 and 2013 to net income, the most directly comparable GAAP equivalent:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
Net income	\$ 2,273	\$ 8,404	\$ 4,779	\$ 10,335
Depreciation and amortization	4,057	4,020	8,026	7,179
Gain on acquisitions		(9,460)		(9,460)
Real estate joint ventures, net		(78)		(85)
<b>Funds from operations</b>	<b>\$ 6,330</b>	<b>\$ 2,886</b>	<b>\$ 12,805</b>	<b>\$ 7,969</b>

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Net income for the three and six months ended June 30, 2014 includes noncash stock compensation of \$0.2 million and \$0.5 million, respectively. FFO for the three and six months ended June 30, 2014 includes negative FFO from non-stabilized development projects of \$(0.3) million and \$(0.6) million, respectively.

Net income for the three and six months ended June 30, 2013 includes noncash stock compensation of \$0.8 million, noncash impairment charges of \$0.5 million and noncash debt extinguishment losses of \$0.5 million.

## ***Critical Accounting Policies and Estimates***

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated and combined financial statements that have been prepared in accordance with GAAP. The preparation of these financial statements requires us to exercise our best judgment in making estimates that affect the reported amounts of assets, liabilities, revenues and expenses. We base our estimates on historical experience and other assumptions that we believe to be reasonable under the circumstances. We evaluate our estimates on an ongoing basis, based upon current available information. Actual results could differ from these estimates. We discuss the accounting policies and estimates that are most critical to understanding our reported financial results in our Annual Report on Form 10-K for the year ended December 31, 2013.

## **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The primary market risk to which we are exposed is interest rate risk. Our primary interest rate exposure is daily LIBOR. We primarily use fixed interest rate financing to manage our exposure to fluctuations in interest rates. On a limited basis, we also use derivative financial instruments to manage interest rate risk. We do not use these derivatives for trading or other speculative purposes. We have not designated any of our derivatives as hedges for accounting purposes.

As of June 30, 2014, approximately \$145.3 million, or 42%, of our debt had fixed interest rates and approximately \$204.5 million, or 58%, had variable interest rates. Considering interest rate swaps, approximately \$203.8 million of our debt is subject to interest rate risk. Assuming no increase in the level of our variable rate debt, if interest rates increased by 1.0%, our cash flow would decrease by approximately \$2.0 million per year. As of June 30, 2014, LIBOR was approximately 15 basis points. Assuming no increase in the level of our variable rate debt, if LIBOR was reduced to 0 basis points, our cash flow would increase by approximately \$0.3 million per year.

## **Item 4. Controls and Procedures**

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the U.S. Securities and Exchange Commission ( SEC ) and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures as of June 30, 2014, the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded, as of June 30, 2014, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act: (i) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

No changes to our internal control over financial reporting were identified in connection with the evaluation referenced above that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****Part II. Other Information****Item 1. Legal Proceedings**

We are not currently a party, as plaintiff or defendant, to any legal proceedings that we believe to be material or which, individually or in the aggregate, would be expected to have a material effect on our business, financial condition or results of operations if determined adversely to us. We may be subject to on-going litigation relating to our portfolio and the properties comprising our portfolio, and we expect to otherwise be party from time to time to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business.

**Item 1A. Risk Factors**

There have been no material changes from the risk factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds*****Unregistered Sales of Equity Securities***

None.

***Issuer Purchases of Equity Securities***

During the three months ended June 30, 2014, certain of our directors and employees surrendered shares of common stock owned by them to satisfy their minimum statutory federal and state tax obligations associated with the vesting of restricted shares of common stock issued under our 2013 Equity Incentive Plan (the "2013 Plan"). The following table summarizes all of these repurchases during the three months ended June 30, 2014.

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid for Shares <sup>(1)</sup>	Total Number of Shares that May Yet be Purchased Under the	
			Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs
April 1, 2014 through April 30, 2014			N/A	N/A
May 1, 2014 through May 31, 2014	13,039	\$ 9.95	N/A	N/A
June 1, 2014 through June 30, 2014			N/A	N/A
<b>Total</b>	13,039			

(1)



The number of shares purchased represents shares of common stock surrendered by certain of our employees to satisfy their statutory minimum federal and state tax obligations associated with the vesting of restricted shares of common stock issued under the 2013 Plan. With respect to these shares, the price paid per share is based on the opening price of our shares of common stock as of the date of surrender.

**Item 3. Defaults on Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

The exhibits listed in the accompanying Exhibit Index are filed, furnished or incorporated by reference (as stated therein) as part of this Quarterly Report on Form 10-Q.

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**Signatures**

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

**ARMADA HOFFLER PROPERTIES, INC.**

Date: August 5, 2014

/s/ LOUIS S. HADDAD  
Louis S. Haddad  
President and Chief Executive Officer

(Principal Executive Officer)

Date: August 5, 2014

/s/ MICHAEL P. O HARA  
Michael P. O Hara  
Chief Financial Officer and Treasurer

(Principal Accounting and Financial Officer)

**Table of Contents****Exhibit Index**

Exhibit	
No.	Description
15.1 *	Acknowledgment of Ernst & Young LLP, Independent Registered Public Accounting Firm
31.1 *	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2 *	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1 *	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2 *	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS **	XBRL Instance Document
101.SCH **	XBRL Taxonomy Extension Schema Document
101.CAL **	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB **	XBRL Taxonomy Extension Label Linkbase Document
101.PRE **	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF **	XBRL Definition Linkbase

\* Filed herewith

\*\* Furnished herewith. Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.