

AMERICAN CAMPUS COMMUNITIES INC  
Form 10-Q  
November 02, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

ý Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2018.

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-32265 (American Campus Communities, Inc.)

Commission file number 333-181102-01 (American Campus Communities Operating Partnership, L.P.)

AMERICAN CAMPUS COMMUNITIES, INC.  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P.  
(Exact name of registrant as specified in its charter)

|  |  |
|--|--|
| Maryland (American Campus Communities, Inc.)                       | 76-0753089 (American Campus Communities, Inc.)                       |
| Maryland (American Campus Communities Operating Partnership, L.P.) | 56-2473181 (American Campus Communities Operating Partnership, L.P.) |
| (State or Other Jurisdiction of Incorporation or Organization)     | (IRS Employer Identification No.)                                    |

|  |            |
|--|------------|
| 12700 Hill Country Blvd., Suite T-200    | 78738      |
| Austin, TX                               | (Zip Code) |
| (Address of Principal Executive Offices) |            |

(512) 732-1000  
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.

American Campus Communities, Inc. Yes x No o

American Campus Communities Operating Partnership, L.P. Yes x No o

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

American Campus Communities, Inc. Yes x No o

American Campus Communities Operating Partnership, L.P. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

filer”, “smaller reporting company”, and “emerging growth company” in Rule 12b-2 of the Exchange Act.

American Campus Communities,

Inc.

Large accelerated filer  Accelerated Filer

---

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

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

American Campus Communities Operating Partnership, L.P.

Large accelerated filer  Accelerated Filer

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

American Campus Communities, Inc. Yes  No

American Campus Communities Operating Partnership, L.P. Yes  No

There were 137,031,488 shares of the American Campus Communities, Inc.'s common stock with a par value of \$0.01 per share outstanding as of the close of business on October 26, 2018.

---

## EXPLANATORY NOTE

This report combines the reports on Form 10-Q for the quarterly period ended September 30, 2018 of American Campus Communities, Inc. and American Campus Communities Operating Partnership, L.P. Unless stated otherwise or the context otherwise requires, references to “ACC” mean American Campus Communities, Inc., a Maryland corporation that has elected to be treated as a real estate investment trust (“REIT”) under the Internal Revenue Code, and references to “ACCOP” mean American Campus Communities Operating Partnership, L.P., a Maryland limited partnership. References to the “Company,” “we,” “us” or “our” mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. The following chart illustrates the Company’s and the Operating Partnership’s corporate structure:

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of September 30, 2018, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of September 30, 2018, ACC owned an approximate 99.5% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates the Company and the Operating Partnership as one business. The management of ACC consists of the same members as the management of ACCOP. The Company is structured as an umbrella partnership REIT (“UPREIT”) and ACC contributes all net proceeds from its various equity offerings to the Operating Partnership. In return for those contributions, ACC receives a number of units of the Operating Partnership (“OP Units,” see definition below) equal to the number of common shares it has issued in the equity offering. Contributions of properties to the Company can be structured as tax-deferred transactions through the issuance of OP Units in the Operating Partnership. Based on the terms of ACCOP’s partnership agreement, OP Units can be exchanged for ACC’s common shares on a one-for-one basis. The Company maintains a one-for-one relationship between the OP Units of the Operating Partnership issued to ACC and ACC Holdings and the common shares issued to the public. The Company believes that combining the reports on Form 10-Q of ACC and ACCOP into this single report provides the following benefits:

- (1) enhances investors’ understanding of the Company and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
  - (2) eliminates duplicative disclosure and provides a more streamlined and readable presentation since a substantial portion of the disclosure applies to both the Company and the Operating Partnership; and
  - (3) creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.
-

ACC consolidates ACCOP for financial reporting purposes, and ACC essentially has no assets or liabilities other than its investment in ACCOP. Therefore, the assets and liabilities of the Company and the Operating Partnership are the same on their respective financial statements. However, the Company believes it is important to understand the few differences between the Company and the Operating Partnership in the context of how the entities operate as a consolidated company. All of the Company's property ownership, development and related business operations are conducted through the Operating Partnership. ACC also issues public equity from time to time and guarantees certain debt of ACCOP, as disclosed in this report. ACC does not have any indebtedness, as all debt is incurred by the Operating Partnership. The Operating Partnership holds substantially all of the assets of the Company, including the Company's ownership interests in its joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from ACC's equity offerings, which are contributed to the capital of ACCOP in exchange for OP Units on a one-for-one common share per OP Unit basis, the Operating Partnership generates all remaining capital required by the Company's business. These sources include, but are not limited to, the Operating Partnership's working capital, net cash provided by operating activities, borrowings under its credit facility, the issuance of unsecured notes, and proceeds received from the disposition of certain properties. Noncontrolling interests, stockholders' equity, and partners' capital are the main areas of difference between the consolidated financial statements of the Company and those of the Operating Partnership. The noncontrolling interests in the Operating Partnership's financial statements consist of the interests of unaffiliated partners in various consolidated joint ventures. The noncontrolling interests in the Company's financial statements include the same noncontrolling interests at the Operating Partnership level and OP Unit holders of the Operating Partnership. The differences between stockholders' equity and partners' capital result from differences in the equity issued at the Company and Operating Partnership levels.

To help investors understand the significant differences between the Company and the Operating Partnership, this report provides separate consolidated financial statements for the Company and the Operating Partnership. A single set of consolidated notes to such financial statements is presented that includes separate discussions for the Company and the Operating Partnership when applicable (for example, noncontrolling interests, stockholders' equity or partners' capital, earnings per share or unit, etc.). A combined Management's Discussion and Analysis of Financial Condition and Results of Operations section is also included that presents discrete information related to each entity, as applicable. This report also includes separate Part I, Item 4 Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the requisite certifications have been made and that the Company and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

In order to highlight the differences between the Company and the Operating Partnership, the separate sections in this report for the Company and the Operating Partnership specifically refer to the Company and the Operating Partnership. In the sections that combine disclosure of the Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and joint ventures and holds assets and debt, reference to the Company is appropriate because the Company operates its business through the Operating Partnership. The separate discussions of the Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company on a consolidated basis and how management operates the Company.

---

FORM 10-Q  
 FOR THE QUARTER ENDED September 30, 2018  
 TABLE OF CONTENTS

|   | PAGE<br>NO. |
|---|-------------|
| <b>PART I.</b>  |             |
| <b>Item 1. Consolidated Financial Statements of American Campus Communities, Inc. and Subsidiaries:</b>   |             |
| Consolidated Balance Sheets as of September 30, 2018 (unaudited) and December 31, 2017  | <u>1</u>    |
| Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2018 and 2017 (all unaudited)   | <u>2</u>    |
| Consolidated Statement of Changes in Equity for the nine months ended September 30, 2018 (unaudited)  | <u>3</u>    |
| Consolidated Statements of Cash Flows for the nine months ended September 30, 2018 and 2017 (all unaudited)   | <u>4</u>    |
| Consolidated Financial Statements of American Campus Communities Operating Partnership, L.P. and Subsidiaries:  |             |
| Consolidated Balance Sheets as of September 30, 2018 (unaudited) and December 31, 2017  | <u>6</u>    |
| Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2018 and 2017 (all unaudited)   | <u>7</u>    |
| Consolidated Statement of Changes in Capital for the nine months ended September 30, 2018 (unaudited)   | <u>8</u>    |
| Consolidated Statements of Cash Flows for the nine months ended September 30, 2018 and 2017 (all unaudited)   | <u>9</u>    |
| Notes to Consolidated Financial Statements of American Campus Communities, Inc. and Subsidiaries and American Campus Communities Operating Partnership, L.P. and Subsidiaries (unaudited) | <u>11</u>   |
| <b>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</b>  | <u>33</u>   |
| <b>Item 3. Quantitative and Qualitative Disclosure about Market Risk</b>  | <u>51</u>   |
| <b>Item 4. Controls and Procedures</b>  | <u>51</u>   |
| <b>PART II.</b>   |             |
| <b>Item 1. Legal Proceedings</b>  | <u>52</u>   |

|   |           |
|---|-----------|
| Item 1A. Risk Factors   | <u>52</u> |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | <u>52</u> |
| Item 3. Defaults Upon Senior Securities                             | <u>52</u> |
| Item 4. Mine Safety Disclosures                                     | <u>52</u> |
| Item 5. Other Information   | <u>52</u> |
| Item 6. Exhibits  | <u>53</u> |
| SIGNATURES  | <u>54</u> |

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(in thousands, except share data)

|  | September 30,<br>2018<br>(Unaudited) | December 31,<br>2017 |
|--|--------------------------------------|----------------------|
| Assets   |                                      |                      |
| Investments in real estate:  |                                      |                      |
| Owned properties, net  | \$ 6,521,705                         | \$ 6,450,364         |
| On-campus participating properties, net  | 78,866                               | 81,804               |
| Investments in real estate, net  | 6,600,571                            | 6,532,168            |
| Cash and cash equivalents  | 50,801                               | 41,182               |
| Restricted cash  | 39,740                               | 23,590               |
| Student contracts receivable, net  | 45,297                               | 9,170                |
| Other assets   | 309,639                              | 291,260              |
| Total assets   | \$ 7,046,048                         | \$ 6,897,370         |
| Liabilities and equity   |                                      |                      |
| Liabilities:   |                                      |                      |
| Secured mortgage, construction and bond debt, net  | \$ 920,345                           | \$ 664,020           |
| Unsecured notes, net   | 1,587,796                            | 1,585,855            |
| Unsecured term loans, net  | 198,681                              | 647,044              |
| Unsecured revolving credit facility  | 266,900                              | 127,600              |
| Accounts payable and accrued expenses  | 86,481                               | 53,741               |
| Other liabilities  | 238,921                              | 187,983              |
| Total liabilities  | 3,299,124                            | 3,266,243            |
| Commitments and contingencies (Note 13)  |                                      |                      |
| Redeemable noncontrolling interests  | 184,654                              | 132,169              |
| Equity:  |                                      |                      |
| American Campus Communities, Inc. and Subsidiaries stockholders' equity:   |                                      |                      |
| Common stock, \$0.01 par value, 800,000,000 shares authorized, 136,961,885 and 136,362,728 shares issued and outstanding at September 30, 2018 and December 31, 2017, respectively | 1,370                                | 1,364                |
| Additional paid in capital   | 4,456,208                            | 4,326,910            |
| Common stock held in rabbi trust, 69,603 and 63,778 shares at September 30, 2018 and December 31, 2017, respectively   | (3,092)                              | (2,944)              |
| Accumulated earnings and dividends   | (955,310)                            | (837,644)            |
| Accumulated other comprehensive loss   | (1,975)                              | (2,701)              |
| Total American Campus Communities, Inc. and Subsidiaries stockholders' equity  | 3,497,201                            | 3,484,985            |
| Noncontrolling interests - partially owned properties  | 65,069                               | 13,973               |
| Total equity   | 3,562,270                            | 3,498,958            |



|                              |  |              |              |
|------------------------------|--|--------------|--------------|
| Total liabilities and equity |  | \$ 7,046,048 | \$ 6,897,370 |
|------------------------------|--|--------------|--------------|

Consolidated variable interest entities' assets and debt included in the above balances:

|  |           |           |
|--|-----------|-----------|
| Investments in real estate, net                          | \$954,095 | \$438,670 |
| Cash, cash equivalents and restricted cash               | \$58,108  | \$12,812  |
| Other assets   | \$6,968   | \$3,134   |
| Secured mortgage and construction debt, net              | \$378,338 | \$50,993  |
| Accounts payable, accrued expenses and other liabilities | \$59,740  | \$25,200  |

See accompanying notes to consolidated financial statements.

1

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(unaudited, in thousands, except share and per share data)

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2018                                | 2017       | 2018                               | 2017       |
| Revenues:  |                                     |            |                                    |            |
| Owned properties   | \$ 202,834                          | \$ 183,569 | \$ 597,854                         | \$ 531,556 |
| On-campus participating properties   | 6,980                               | 6,799      | 23,605                             | 23,128     |
| Third-party development services   | 835                                 | 3,566      | 3,883                              | 4,697      |
| Third-party management services  | 2,128                               | 2,291      | 7,311                              | 7,193      |
| Resident services  | 692                                 | 713        | 2,284                              | 2,310      |
| Total revenues   | 213,469                             | 196,938    | 634,937                            | 568,884    |
| Operating expenses (income):   |                                     |            |                                    |            |
| Owned properties   | 107,997                             | 99,423     | 282,193                            | 249,552    |
| On-campus participating properties   | 3,875                               | 3,923      | 11,030                             | 11,080     |
| Third-party development and management services                                  | 3,831                               | 3,879      | 11,573                             | 11,789     |
| General and administrative   | 7,183                               | 8,684      | 27,055                             | 25,200     |
| Depreciation and amortization  | 66,131                              | 61,125     | 194,447                            | 169,391    |
| Ground/facility leases   | 2,951                               | 2,329      | 8,526                              | 7,151      |
| Provision for real estate impairment   | —                                   | —          | —                                  | 15,317     |
| Other operating income   | —                                   | —          | (2,648)                            | —          |
| Total operating expenses   | 191,968                             | 179,363    | 532,176                            | 489,480    |
| Operating income   | 21,501                              | 17,575     | 102,761                            | 79,404     |
| Nonoperating income (expenses):  |                                     |            |                                    |            |
| Interest income  | 1,274                               | 1,259      | 3,740                              | 3,723      |
| Interest expense   | (25,185)                            | (18,654)   | (72,207)                           | (47,944)   |
| Amortization of deferred financing costs   | (1,116)                             | (1,146)    | (4,744)                            | (3,197)    |
| Gain (loss) from disposition of real estate                                      | —                                   | —          | 42,314                             | (632)      |
| Loss from early extinguishment of debt   | —                                   | —          | (784)                              | —          |
| Other nonoperating income  | 570                                 | —          | 570                                | —          |
| Total nonoperating expenses  | (24,457)                            | (18,541)   | (31,111)                           | (48,050)   |
| (Loss) income before income taxes  | (2,956)                             | (966)      | 71,650                             | 31,354     |
| Income tax provision   | 219                                 | (267)      | (2,147)                            | (791)      |
| Net (loss) income  | (2,737)                             | (1,233)    | 69,503                             | 30,563     |
| Net loss (income) attributable to noncontrolling interests                       | 392                                 | (79)       | 88                                 | (587)      |
| Net (loss) income attributable to ACC, Inc. and Subsidiaries common stockholders | \$(2,345)                           | \$(1,312)  | \$69,591                           | \$29,976   |
| Other comprehensive income   |                                     |            |                                    |            |
| Change in fair value of interest rate swaps and other                            | 81                                  | 233        | 726                                | 872        |
| Comprehensive (loss) income  | \$(2,264)                           | \$(1,079)  | \$70,317                           | \$30,848   |

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

Net (loss) income per share attributable to ACC, Inc. and  
Subsidiaries common stockholders

Basic and diluted \$ (0.02 ) \$ (0.01 ) \$ 0.50 \$ 0.21

Weighted-average common shares outstanding

Basic 137,022,012 36,421,198 136,742,094 34,708,361

Diluted 137,022,012 36,421,198 137,660,802 35,585,850

Distributions declared per common share

\$ 0.46 \$ 0.44 \$ 1.36 \$ 1.30

See accompanying notes to consolidated financial statements.

2

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
(unaudited, in thousands, except share data)

|  | Common<br>Shares | Par<br>Value<br>of<br>Common<br>Shares | Additional<br>Paid<br>in<br>Capital | Common<br>Shares<br>Held<br>in<br>Rabbi<br>Trust | Common<br>Shares<br>Held in<br>Rabbi<br>Trust at<br>Cost | Accumulated<br>Earnings<br>and<br>Dividends | Accumulated<br>Other<br>Comprehensive<br>Loss | Noncontrolling<br>Interests –<br>Partially<br>Owned<br>Properties | Total        |
|--|------------------|--|-------------------------------------|--|--|---|---|---|--------------|
| Equity,<br>December 31,<br>2017  | 136,362,728      | \$ 1,364                               | \$ 4,326,910                        | 63,778   | \$(2,944)  | \$(837,644)                                 | \$(2,701)                                     | \$ 13,973   | \$ 3,498,958 |
| Adjustments to<br>reflect<br>redeemable<br>noncontrolling<br>interests at fair<br>value      | —                | —                                      | (65,857)                            | —  | —  | —   | —   | —   | (65,857)     |
| Amortization<br>of restricted<br>stock awards<br>and vesting of<br>restricted stock<br>units | 27,376           | —                                      | 9,922                               | —  | —  | —   | —   | —   | 9,922        |
| Vesting of<br>restricted stock<br>awards   | 165,263          | 2                                      | (2,758)                             | —  | —  | —   | —   | —   | (2,756)      |
| Distributions to<br>common and<br>restricted<br>stockholders                                 | —                | —                                      | —                                   | —  | —  | (187,257)                                   | —   | —   | (187,257)    |
| Contributions<br>by<br>noncontrolling<br>interests -<br>partially owned<br>properties        | —                | —                                      | —                                   | —  | —  | —   | —   | 212,481   | 212,481      |
| Distributions to<br>noncontrolling<br>interests -<br>partially owned<br>properties           | —                | —                                      | —                                   | —  | —  | —   | —   | (151,271)   | (151,271)    |
| Change in<br>ownership of<br>consolidated<br>subsidiary                                      | —                | —                                      | 174,515                             | —  | —  | —   | —   | (9,472)   | 165,043      |
| Conversion of<br>common and  | 412,343          | 4                                      | 13,328                              | —  | —  | —   | —   | —   | 13,332       |

|  |             |          |             |        |           |             |          |            |             |
|--|-------------|----------|-------------|--------|-----------|-------------|----------|------------|-------------|
| preferred<br>operating<br>partnership<br>units to<br>common stock      |             |          |             |        |           |             |          |            |             |
| Change in fair<br>value of<br>interest rate<br>swaps and<br>other      | —           | —        | —           | —      | —         | —           | 726      | —          | 726         |
| Deposits to<br>deferred<br>compensation<br>plan, net of<br>withdrawals | (5,825      | ) —      | 148         | 5,825  | (148      | ) —         | —        | —          | —           |
| Net income<br>(loss)   | —           | —        | —           | —      | —         | 69,591      | —        | (642       | ) 68,949    |
| Equity,<br>September 30,<br>2018                                       | 136,961,885 | \$ 1,370 | \$4,456,208 | 69,603 | \$(3,092) | \$(955,310) | \$(1,975 | ) \$65,069 | \$3,562,270 |

See accompanying notes to consolidated financial statements.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited, in thousands)

|   | Nine Months<br>Ended September<br>30, |           |
|---|---------------------------------------|-----------|
|   | 2018                                  | 2017      |
| Operating activities  |                                       |           |
| Net income  | \$69,503                              | \$30,563  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                       |           |
| (Gain) loss from disposition of real estate                                       | (42,314 )                             | 632       |
| Loss from early extinguishment of debt  | 784                                   | —         |
| Provision for real estate impairment  | —                                     | 15,317    |
| Depreciation and amortization   | 194,447                               | 169,391   |
| Amortization of deferred financing costs and debt premiums/discounts              | 954                                   | (2,691 )  |
| Share-based compensation  | 9,922                                 | 11,401    |
| Income tax provision  | 2,147                                 | 791       |
| Amortization of interest rate swap terminations and other                         | 308                                   | 308       |
| Changes in operating assets and liabilities:                                      |                                       |           |
| Student contracts receivable, net   | (36,584 )                             | (6,775 )  |
| Other assets  | (16,739 )                             | (2,536 )  |
| Accounts payable and accrued expenses   | 30,214                                | (293 )    |
| Other liabilities   | 54,291                                | 29,581    |
| Net cash provided by operating activities   | 266,933                               | 245,689   |
| Investing activities  |                                       |           |
| Proceeds from disposition of properties   | 242,284                               | 24,462    |
| Cash paid for acquisition of operating and under development properties           | —                                     | (302,318) |
| Cash paid for land acquisitions   | (26,534 )                             | (8,886 )  |
| Capital expenditures for owned properties   | (55,814 )                             | (64,464 ) |
| Investments in owned properties under development                                 | (372,251)                             | (409,174) |
| Capital expenditures for on-campus participating properties                       | (2,918 )                              | (2,909 )  |
| Investment in direct financing lease, net   | —                                     | (759 )    |
| Proceeds from insurance settlement  | 1,649                                 | —         |
| Purchase of corporate furniture, fixtures and equipment                           | (2,527 )                              | (4,997 )  |
| Net cash used in investing activities   | (216,111)                             | (769,045) |
| Financing activities  |                                       |           |
| Proceeds from sale of common stock  | —                                     | 190,912   |
| Offering costs  | —                                     | (2,374 )  |
| Pay-off of mortgage and construction loans  | (146,165)                             | (99,185 ) |
| Defeasance costs related to early extinguishment of debt                          | (2,726 )                              | —         |
| Pay-off of unsecured term loans   | (450,000)                             | —         |
| Proceeds from unsecured term loans  | —                                     | 500,000   |
| Proceeds from revolving credit facility   | 882,800                               | 974,300   |
| Paydowns of revolving credit facility   | (743,500)                             | (807,160) |
| Proceeds from construction loans  | 88,004                                | 10,812    |
| Proceeds from mortgage loans  | 330,000                               | —         |
| Scheduled principal payments on debt  | (9,728 )                              | (10,582 ) |

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

|  |           |           |
|--|-----------|-----------|
| Debt issuance and assumption costs   | (656 )    | (7,335 )  |
| Increase in ownership of consolidated subsidiary   | (10,486 ) | —         |
| Contributions by noncontrolling interests  | 379,901   | 11,526    |
| Taxes paid on net-share settlements  | (2,756 )  | (4,920 )  |
| Distributions to common and restricted stockholders  | (187,257) | (176,199) |
| Distributions to noncontrolling interests  | (152,484) | (61,231 ) |
| Net cash (used in) provided by financing activities  | (25,053 ) | 518,564   |
| <br>   |           |           |
| Net change in cash, cash equivalents, and restricted cash  | 25,769    | (4,792 )  |
| Cash, cash equivalents, and restricted cash at beginning of period                               | 64,772    | 46,957    |
| Cash, cash equivalents, and restricted cash at end of period                                     | \$90,541  | \$42,165  |
| <br>   |           |           |
| Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets |           |           |
| Cash and cash equivalents  | \$50,801  | \$16,341  |
| Restricted cash  | 39,740    | 25,824    |
| Total cash, cash equivalents, and restricted cash at end of period                               | \$90,541  | \$42,165  |

See accompanying notes to consolidated financial statements.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited, in thousands)

|  | Nine Months Ended<br>September 30, |             |
|--|------------------------------------|-------------|
|  | 2018                               | 2017        |
| Supplemental disclosure of non-cash investing and financing activities         |                                    |             |
| Loans assumed in connection with property acquisitions                         | \$—                                | \$(80,296 ) |
| Conversion of common and preferred operating partnership units to common stock | \$13,332                           | \$154       |
| Non-cash contribution from noncontrolling interest                             | \$8,729                            | \$120,618   |
| Non-cash consideration exchanged in purchase of land parcel                    | \$—                                | \$(3,071 )  |
| Change in accrued construction in progress                                     | \$(1,507 )                         | \$24,753    |
| Change in fair value of derivative instruments, net                            | \$418                              | \$564       |
| Change in fair value of redeemable noncontrolling interests                    | \$(65,857 )                        | \$5,943     |
| Change in ownership of consolidated subsidiary                                 | \$(175,529)                        | \$—         |
| Supplemental disclosure of cash flow information                               |                                    |             |
| Cash paid for interest, net of amounts capitalized                             | \$68,970                           | \$49,562    |

See accompanying notes to consolidated financial statements.



AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(in thousands, except unit data)

|  | September 30,<br>2018<br>(Unaudited) | December 31,<br>2017 |
|--|--------------------------------------|----------------------|
| Assets   |                                      |                      |
| Investments in real estate:  |                                      |                      |
| Owned properties, net  | \$ 6,521,705                         | \$ 6,450,364         |
| On-campus participating properties, net  | 78,866                               | 81,804               |
| Investments in real estate, net  | 6,600,571                            | 6,532,168            |
| Cash and cash equivalents  | 50,801                               | 41,182               |
| Restricted cash  | 39,740                               | 23,590               |
| Student contracts receivable, net  | 45,297                               | 9,170                |
| Other assets   | 309,639                              | 291,260              |
| Total assets   | \$ 7,046,048                         | \$ 6,897,370         |
| Liabilities and capital  |                                      |                      |
| Liabilities:   |                                      |                      |
| Secured mortgage, construction and bond debt, net  | \$ 920,345                           | \$ 664,020           |
| Unsecured notes, net   | 1,587,796                            | 1,585,855            |
| Unsecured term loans, net  | 198,681                              | 647,044              |
| Unsecured revolving credit facility  | 266,900                              | 127,600              |
| Accounts payable and accrued expenses  | 86,481                               | 53,741               |
| Other liabilities  | 238,921                              | 187,983              |
| Total liabilities  | 3,299,124                            | 3,266,243            |
| Commitments and contingencies (Note 13)  |                                      |                      |
| Redeemable limited partners  | 184,654                              | 132,169              |
| Capital:   |                                      |                      |
| Partners' capital:   |                                      |                      |
| General partner - 12,222 OP units outstanding at both September 30, 2018 and December 31, 2017                               | 56                                   | 67                   |
| Limited partner - 137,019,266 and 136,414,284 OP units outstanding at September 30, 2018 and December 31, 2017, respectively | 3,499,120                            | 3,487,619            |
| Accumulated other comprehensive loss   | (1,975                               | ) (2,701 )           |
| Total partners' capital  | 3,497,201                            | 3,484,985            |
| Noncontrolling interests - partially owned properties  | 65,069                               | 13,973               |
| Total capital  | 3,562,270                            | 3,498,958            |
| Total liabilities and capital  | \$ 7,046,048                         | \$ 6,897,370         |

Consolidated variable interest entities' assets and debt included in the above balances:

|  |           |           |
|--|-----------|-----------|
| Investments in real estate, net                          | \$954,095 | \$438,670 |
| Cash, cash equivalents and restricted cash               | \$58,108  | \$12,812  |
| Other assets   | \$6,968   | \$3,134   |
| Secured mortgage and construction debt, net              | \$378,338 | \$50,993  |
| Accounts payable, accrued expenses and other liabilities | \$59,740  | \$25,200  |

See accompanying notes to consolidated financial statements.

6

---

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited, in thousands, except unit and per unit data)

|   | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|---|-------------------------------------|------------|------------------------------------|------------|
|   | 2018                                | 2017       | 2018                               | 2017       |
| <b>Revenues:</b>  |                                     |            |                                    |            |
| Owned properties  | \$202,834                           | \$ 183,569 | \$597,854                          | \$ 531,556 |
| On-campus participating properties  | 6,980                               | 6,799      | 23,605                             | 23,128     |
| Third-party development services  | 835                                 | 3,566      | 3,883                              | 4,697      |
| Third-party management services   | 2,128                               | 2,291      | 7,311                              | 7,193      |
| Resident services   | 692                                 | 713        | 2,284                              | 2,310      |
| Total revenues  | 213,469                             | 196,938    | 634,937                            | 568,884    |
| <b>Operating expenses (income):</b>   |                                     |            |                                    |            |
| Owned properties  | 107,997                             | 99,423     | 282,193                            | 249,552    |
| On-campus participating properties  | 3,875                               | 3,923      | 11,030                             | 11,080     |
| Third-party development and management services   | 3,831                               | 3,879      | 11,573                             | 11,789     |
| General and administrative  | 7,183                               | 8,684      | 27,055                             | 25,200     |
| Depreciation and amortization   | 66,131                              | 61,125     | 194,447                            | 169,391    |
| Ground/facility leases  | 2,951                               | 2,329      | 8,526                              | 7,151      |
| Provision for real estate impairment  | —                                   | —          | —                                  | 15,317     |
| Other operating income  | —                                   | —          | (2,648)                            | —          |
| Total operating expenses  | 191,968                             | 179,363    | 532,176                            | 489,480    |
| Operating income  | 21,501                              | 17,575     | 102,761                            | 79,404     |
| <b>Nonoperating income (expenses):</b>  |                                     |            |                                    |            |
| Interest income   | 1,274                               | 1,259      | 3,740                              | 3,723      |
| Interest expense  | (25,185)                            | (18,654)   | (72,207)                           | (47,944)   |
| Amortization of deferred financing costs  | (1,116)                             | (1,146)    | (4,744)                            | (3,197)    |
| Gain (loss) from disposition of real estate   | —                                   | —          | 42,314                             | (632)      |
| Loss from early extinguishment of debt  | —                                   | —          | (784)                              | —          |
| Other nonoperating income   | 570                                 | —          | 570                                | —          |
| Total nonoperating expenses   | (24,457)                            | (18,541)   | (31,111)                           | (48,050)   |
| (Loss) income before income taxes   | (2,956)                             | (966)      | 71,650                             | 31,354     |
| Income tax provision  | 219                                 | (267)      | (2,147)                            | (791)      |
| Net (loss) income   | (2,737)                             | (1,233)    | 69,503                             | 30,563     |
| Net loss (income) attributable to noncontrolling interests – partially owned properties   | 413                                 | (57)       | 665                                | (259)      |
| Net (loss) income attributable to American Campus Communities Operating Partnership, L.P. | (2,324)                             | (1,290)    | 70,168                             | 30,304     |
| Series A preferred unit distributions   | (31)                                | (31)       | (93)                               | (93)       |
| Net (loss) income attributable to common unitholders                                      | \$(2,355)                           | \$(1,321)  | \$70,075                           | \$ 30,211  |
| <b>Other comprehensive income</b>   |                                     |            |                                    |            |
| Change in fair value of interest rate swaps and other                                     | 81                                  | 233        | 726                                | 872        |
| Comprehensive (loss) income   | \$(2,274)                           | \$(1,088)  | \$70,801                           | \$ 31,083  |

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

|   |             |            |             |            |
|---|-------------|------------|-------------|------------|
| Net (loss) income per unit attributable to common unitholders |             |            |             |            |
| Basic and diluted   | \$ (0.02 )  | \$ (0.01 ) | \$ 0.50     | \$ 0.21    |
| Weighted-average common units outstanding                     |             |            |             |            |
| Basic   | 137,624,276 | 37,432,872 | 137,573,422 | 35,731,609 |
| Diluted   | 137,624,276 | 37,432,872 | 138,492,130 | 36,609,098 |
| Distributions declared per Common Unit                        | \$ 0.46     | \$ 0.44    | \$ 1.36     | \$ 1.30    |

See accompanying notes to consolidated financial statements.

7

---

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN CAPITAL

(unaudited, in thousands, except unit data)

|  | General Partner |        | Limited Partner |             | Accumulated Other Comprehensive Loss | Noncontrolling Interests - Partially Owned Properties | Total       |
|--|-----------------|--------|-----------------|-------------|--------------------------------------|---|-------------|
|  | Units           | Amount | Units           | Amount      |                                      |   |             |
| Capital, December 31, 2017   | 12,222          | \$ 67  | 136,414,284     | \$3,487,619 | \$ (2,701 )                          | \$ 13,973   | \$3,498,958 |
| Adjustments to reflect redeemable limited partners' interest at fair value     | —               | —      | —               | (65,857 )   | —                                    | —   | (65,857 )   |
| Amortization of restricted stock awards and vesting of restricted stock units  | —               | —      | 27,376          | 9,922       | —                                    | —   | 9,922       |
| Vesting of restricted stock awards   | —               | —      | 165,263         | (2,756 )    | —                                    | —   | (2,756 )    |
| Distributions  | —               | (17 )  | —               | (187,240 )  | —                                    | —   | (187,257 )  |
| Contributions by noncontrolling interests - partially owned properties         | —               | —      | —               | —           | —                                    | 212,481   | 212,481     |
| Distributions to noncontrolling interests - partially owned properties         | —               | —      | —               | —           | —                                    | (151,271 )  | (151,271 )  |
| Change in ownership of consolidated subsidiary                                 | —               | —      | —               | 174,515     | —                                    | (9,472 )  | 165,043     |
| Conversion of common and preferred operating partnership units to common stock | —               | —      | 412,343         | 13,332      | —                                    | —   | 13,332      |
| Change in fair value of interest rate swaps and other                          | —               | —      | —               | —           | 726                                  | —   | 726         |
| Net income (loss)  | —               | 6      | —               | 69,585      | —                                    | (642 )  | 68,949      |
| Capital, September 30, 2018  | 12,222          | \$ 56  | 137,019,266     | \$3,499,120 | \$ (1,975 )                          | \$ 65,069   | \$3,562,270 |

See accompanying notes to consolidated financial statements.

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited, in thousands)

|   | Nine Months<br>Ended September<br>30, |           |
|---|---------------------------------------|-----------|
|   | 2018                                  | 2017      |
| Operating activities  |                                       |           |
| Net income  | \$69,503                              | \$30,563  |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                       |           |
| (Gain) loss from disposition of real estate                                       | (42,314 )                             | 632       |
| Loss from early extinguishment of debt  | 784                                   | —         |
| Provision for real estate impairment  | —                                     | 15,317    |
| Depreciation and amortization   | 194,447                               | 169,391   |
| Amortization of deferred financing costs and debt premiums/discounts              | 954                                   | (2,691 )  |
| Share-based compensation  | 9,922                                 | 11,401    |
| Income tax provision  | 2,147                                 | 791       |
| Amortization of interest rate swap terminations and other                         | 308                                   | 308       |
| Changes in operating assets and liabilities:                                      |                                       |           |
| Student contracts receivable, net   | (36,584 )                             | (6,775 )  |
| Other assets  | (16,739 )                             | (2,536 )  |
| Accounts payable and accrued expenses   | 30,214                                | (293 )    |
| Other liabilities   | 54,291                                | 29,581    |
| Net cash provided by operating activities   | 266,933                               | 245,689   |
| Investing activities  |                                       |           |
| Proceeds from disposition of properties   | 242,284                               | 24,462    |
| Cash paid for acquisition of operating and under development properties           | —                                     | (302,318) |
| Cash paid for land acquisitions   | (26,534 )                             | (8,886 )  |
| Capital expenditures for owned properties   | (55,814 )                             | (64,464 ) |
| Investments in owned properties under development                                 | (372,251)                             | (409,174) |
| Capital expenditures for on-campus participating properties                       | (2,918 )                              | (2,909 )  |
| Investment in direct financing lease  | —                                     | (759 )    |
| Proceeds from insurance settlement  | 1,649                                 | —         |
| Purchase of corporate furniture, fixtures and equipment                           | (2,527 )                              | (4,997 )  |
| Net cash used in investing activities   | (216,111)                             | (769,045) |
| Financing activities  |                                       |           |
| Proceeds from issuance of common units in exchange for contributions, net         | —                                     | 188,538   |
| Pay-off of mortgage and construction loans  | (146,165)                             | (99,185 ) |
| Defeasance costs related to early extinguishment of debt                          | (2,726 )                              | —         |
| Pay-off of unsecured term loans   | (450,000)                             | —         |
| Proceeds from unsecured term loans  | —                                     | 500,000   |
| Proceeds from revolving credit facility   | 882,800                               | 974,300   |
| Paydowns of revolving credit facility   | (743,500)                             | (807,160) |
| Proceeds from construction loans  | 88,004                                | 10,812    |
| Proceeds from mortgage loans  | 330,000                               | —         |
| Scheduled principal payments on debt  | (9,728 )                              | (10,582 ) |
| Debt issuance and assumption costs  | (656 )                                | (7,335 )  |

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

|  |           |           |
|--|-----------|-----------|
| Increase in ownership of consolidated subsidiary   | (10,486 ) | —         |
| Contributions by noncontrolling interests  | 379,901   | 11,526    |
| Taxes paid on net-share settlements  | (2,756 )  | (4,920 )  |
| Distributions paid to common and preferred unitholders   | (187,177) | (176,404) |
| Distributions paid on unvested restricted stock awards   | (1,293 )  | (1,217 )  |
| Distributions paid to noncontrolling interests - partially owned properties                      | (151,271) | (59,809 ) |
| Net cash (used in) provided by financing activities  | (25,053 ) | 518,564   |
| <br>   |           |           |
| Net change in cash, cash equivalents, and restricted cash  | 25,769    | (4,792 )  |
| Cash, cash equivalents, and restricted cash at beginning of period                               | 64,772    | 46,957    |
| Cash, cash equivalents, and restricted cash at end of period                                     | \$90,541  | \$42,165  |
| <br>   |           |           |
| Reconciliation of cash, cash equivalents, and restricted cash to the consolidated balance sheets |           |           |
| Cash and cash equivalents  | \$50,801  | \$16,341  |
| Restricted cash  | 39,740    | 25,824    |
| Total cash, cash equivalents, and restricted cash at end of period                               | \$90,541  | \$42,165  |

See accompanying notes to consolidated financial statements.

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, in thousands)

|  | Nine Months Ended<br>September 30, |             |
|--|------------------------------------|-------------|
|  | 2018                               | 2017        |
| Supplemental disclosure of non-cash investing and financing activities         |                                    |             |
| Loans assumed in connection with property acquisitions                         | \$—                                | \$(80,296 ) |
| Conversion of common and preferred operating partnership units to common stock | \$13,332                           | \$154       |
| Non-cash contribution from noncontrolling interest                             | \$8,729                            | \$120,618   |
| Non-cash consideration exchanged in purchase of land parcel                    | \$—                                | \$(3,071 )  |
| Change in accrued construction in progress                                     | \$(1,507 )                         | \$24,753    |
| Change in fair value of derivative instruments, net                            | \$418                              | \$564       |
| Change in fair value of redeemable noncontrolling interests                    | \$(65,857 )                        | \$5,943     |
| Change in ownership of consolidated subsidiary                                 | \$(175,529)                        | \$—         |
| Supplemental disclosure of cash flow information                               |                                    |             |
| Cash paid for interest, net of amounts capitalized                             | \$68,970                           | \$49,562    |

See accompanying notes to consolidated financial statements.



AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

## 1. Organization and Description of Business

American Campus Communities, Inc. (“ACC”) is a real estate investment trust (“REIT”) that commenced operations effective with the completion of an initial public offering (“IPO”) on August 17, 2004. Through ACC’s controlling interest in American Campus Communities Operating Partnership, L.P. (“ACCOP”), ACC is one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned and under management. ACC is a fully integrated, self-managed and self-administered equity REIT with expertise in the acquisition, design, financing, development, construction management, leasing and management of student housing properties. ACC’s common stock is publicly traded on the New York Stock Exchange (“NYSE”) under the ticker symbol “ACC.”

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of September 30, 2018, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of September 30, 2018, ACC owned an approximate 99.5% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates ACC and ACCOP as one business. The management of ACC consists of the same members as the management of ACCOP. ACC consolidates ACCOP for financial reporting purposes, and ACC does not have significant assets other than its investment in ACCOP. Therefore, the assets and liabilities of ACC and ACCOP are the same on their respective financial statements. References to the “Company” means collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. Unless otherwise indicated, the accompanying Notes to the Consolidated Financial Statements apply to both the Company and the Operating Partnership.

As of September 30, 2018, the Company’s property portfolio contained 168 properties with approximately 103,500 beds. The Company’s property portfolio consisted of 131 owned off-campus student housing properties that are in close proximity to colleges and universities, 32 American Campus Equity (“ACE®”) properties operated under ground/facility leases with 15 university systems and five on-campus participating properties operated under ground/facility leases with the related university systems. Of the 168 properties, five were under development as of September 30, 2018, and when completed will consist of a total of approximately 3,200 beds. The Company’s communities contain modern housing units and are supported by a resident assistant system and other student-oriented programming, with many offering resort-style amenities.

Through one of ACC’s taxable REIT subsidiaries (“TRSs”), the Company also provides construction management and development services, primarily for student housing properties owned by colleges and universities, charitable foundations, and others. As of September 30, 2018, also through one of ACC’s TRSs, the Company provided third-party management and leasing services for 34 properties that represented approximately 28,400 beds. Third-party management and leasing services are typically provided pursuant to management contracts that have initial terms that range from one to five years. As of September 30, 2018, the Company’s total owned and third-party managed portfolio included 202 properties with approximately 131,900 beds.

## 2. Summary of Significant Accounting Policies

Basis of Presentation and use of Estimates

The accompanying consolidated financial statements, presented in U.S. dollars, are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). GAAP requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and revenue and expenses during the reporting periods. The Company’s actual results could differ from those estimates and assumptions. All material intercompany transactions among consolidated entities have been eliminated. All dollar amounts in the tables herein, except share, per share, unit and per unit amounts, are stated in thousands unless otherwise indicated.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

### Principles of Consolidation

The Company's consolidated financial statements include its accounts and the accounts of other subsidiaries and joint ventures (including partnerships and limited liability companies) over which it has control. Investments acquired or created are evaluated based on the accounting guidance relating to variable interest entities ("VIEs"), which requires the consolidation of VIEs in which the Company is considered to be the primary beneficiary. If the investment is determined not to be a VIE, then the investment is evaluated for consolidation using the voting interest model.

### Recently Issued Accounting Pronouncements

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2016-02 ("ASU 2016-02"), "Leases (Topic 842): Amendments to the FASB Accounting Standards Codification." ASU 2016-02 outlines principles for the recognition, measurement, presentation and disclosure of leases. Subsequent to the issuance of ASU 2016-02, the FASB issued additional ASUs clarifying aspects of the new lease accounting standard, which will be effective upon adoption of ASU 2016-02. The Company plans to adopt ASU 2016-02 as of January 1, 2019, utilizing the "modified retrospective" method. While the Company is still completing its evaluation of the effect that the new standard will have on its consolidated financial statements and related disclosures, the anticipated impact of ASU 2016-02 is as follows:

#### As Lessee:

Under the new standard, lessees will classify leases as either operating or finance leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized on a straight-line basis over the term of the lease (operating lease) or on an effective interest method (finance lease). In addition, ASU 2016-02 requires lessees to recognize right-of-use assets and related lease liabilities for leases with a term greater than 12 months regardless of their lease classification. As of September 30, 2018, the Company is a lessee under 24 ground leases and 2 corporate office headquarters leases for which it will recognize a right of use asset and lease liability upon adoption. We are currently determining the appropriate discount rate to utilize in our calculations of the right-of-use asset and lease liability, and, as such, we have not finalized our calculations as of September 30, 2018. Details of the future minimum lease payments for leases in existence as of December 31, 2017 are disclosed in Note 15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Because the Company's existing leases under which it is a lessee will continue to be classified as operating leases, the timing and pattern of lease expense recognition (straight-line basis) will remain unchanged. However, for any leases entered into or modified after the adoption date, the leases will need to be evaluated under the new standard and may be classified as finance leases depending on the terms of the transactions.

#### As Lessor:

Under the new standard, the accounting for lessors will remain largely unchanged from current GAAP; however, ASU 2016-02 requires that lessors expense, on an as-incurred basis, certain initial direct costs that are not incremental in negotiating a lease. Under existing standards, these costs are capitalizable and therefore the new lease standard will result in certain of these costs being expensed as incurred after adoption. For the Company, these costs include internal leasing payroll costs incurred for owned and presale development projects, as well as legal expenses incurred when negotiating commercial leases.

The new standard provides a practical expedient that allows lessors to not separate certain lease and non-lease components if certain criteria are met. For the Company's commercial leases under which the tenants pay for common area maintenance charges, the Company assessed the criteria and determined that the timing and pattern of transfer for common area maintenance and the related rental revenue is the same. Therefore, the Company plans to elect the practical expedient which will result in no change to how revenue from commercial leases is currently recorded.

The Company expects to adopt the following additional practical expedients available for implementation:

- An entity need not reassess whether any existing or expired contracts are or contain leases;
- An entity need not reassess lease classification for any existing or expired leases;
- An entity need not reassess initial direct costs for any existing leases; and
- Permitted use of hindsight in determining the lease term and in assessing impairment of right of use assets.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

In addition, the Company does not expect the following accounting pronouncements to have a material effect on its consolidated financial statements:

| Accounting Standards Update  | Effective Date  |
|--|-----------------|
| ASU 2018-15, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement that is a Service Contract" | January 1, 2020 |
| ASU 2018-13, "Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement"  | January 1, 2020 |
| ASU 2018-02, "Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income"  | January 1, 2019 |
| ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities"   | January 1, 2019 |
| ASU 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments"  | January 1, 2020 |

Recently Adopted Accounting Pronouncements

Accounting Standards Update 2016-18 ("ASU 2016-18"), "Statement of Cash Flows: Restricted Cash"

On January 1, 2018, the Company adopted ASU 2016-18. The amendments in this update require the change in restricted cash to be reported with cash and cash equivalents when reconciling between beginning and ending amounts in the statements of cash flows. The Company applied the amendments retrospectively to each period presented in the consolidated statements of cash flows of the Company.

Prior to the adoption of ASU 2016-18, the Company reported the change in restricted cash within operating, investing, and financing activities in its consolidated statement of cash flows. As a result of the Company's adoption of this standard and the retrospective application, cash and cash equivalents in the consolidated statements of cash flows as of September 30, 2017 increased by approximately \$25.8 million to reflect the inclusion of the restricted cash balance at the end of the period, net cash provided by operating activities for the nine months ended September 30, 2017 increased by approximately \$0.6 million, net cash used in investing activities decreased by approximately \$1.3 million, and net cash provided by financing activities decreased by approximately \$0.9 million.

Accounting Standards Update 2014-09 ("ASU 2014-09"), "Revenue From Contracts With Customers (Topic 606)"

On January 1, 2018, the Company adopted ASU 2014-09 and all related clarifying Accounting Standards Updates associated with ASU 2014-09. ASU 2014-09 provides a single comprehensive revenue recognition model for contracts with customers (excluding certain contracts, such as lease contracts) to improve comparability within industries. ASU 2014-09 requires an entity to recognize revenue to reflect the transfer of goods or services to customers at an amount the entity expects to be paid in exchange for those goods and services and provide enhanced disclosures, all to provide more comprehensive guidance for transactions such as service revenue and contract modifications.

The Company adopted the new revenue standard using the modified retrospective approach, and elected to apply the practical expedient to only assess the recognition of revenue for open contracts during the transition period. The effect

of adoption did not have a material impact on the Company's consolidated financial statements and there was no adjustment to the opening balance of retained earnings at January 1, 2018. The comparative information has not been restated and continues to be reported under the accounting standards in effect for that period.

Under the new standard there was a change in the way the Company determines the unit of account for its third-party development projects. Under the previous guidance, the Company segmented revenue recognition between the development and construction phases of its contracts, recognizing each using the proportional performance method and the percentage of completion method, respectively. Under the new guidance, the entire development and construction contract represents a single performance obligation comprised of a series of distinct services to be satisfied over time, and a single transaction price to be recognized over the life of the contract using a time-based measure of progress. Any variable consideration included in the transaction price is estimated using the expected value approach and is only included to the extent that a significant revenue reversal is not likely to occur. The adoption of ASU 2014-09 resulted in differences in the timing and pattern of revenue recognition for such third-party development

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

and construction management contracts; however, the change did not have a material impact on the Company's consolidated financial statements. Third-party management services revenues consist of base fees earned as a result of managing all aspects of the property's day-to-day operations, and incentive fees based on the managed property's operating measures. There was no change in the Company's recognition of base management fees. Incentive management fees were previously recognized when the incentive criteria had been met. Under the new guidance, incentive fees are estimated using the expected value approach and are included in the transaction price only to the extent that a significant revenue reversal is not likely to occur; however, the change did not have a material impact on the Company's consolidated financial statements. There was no change to the Company's revenue recognition methods for ancillary services and other non-lease related revenues as a result of the adoption of ASU 2014-09. Rental income from leasing arrangements is specifically excluded from ASU 2014-09, and is being evaluated as part of the adoption of the lease accounting standard, ASU 2016-02, discussed above.

Accounting Standards Update 2017-05 ("ASU 2017-05"), "Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets"

On January 1, 2018, in conjunction with the adoption of ASU 2014-09, discussed above, the Company adopted ASU 2017-05. The purpose of this ASU is to eliminate the diversity in practice in accounting for derecognition of a nonfinancial asset and in-substance nonfinancial assets (only when the asset or asset group does not meet the definition of a business or the transaction is not a sale to a customer). The adoption of ASU 2017-05 did not have a material impact on the consolidated financial statements given the simplicity of the Company's historical disposition transactions.

#### Other

In addition, on January 1, 2018, the Company adopted the following accounting pronouncements which did not have a material effect on the Company's consolidated financial statements:

▲ASU 2017-09, "Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting"

▲ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments."

#### Interim Financial Statements

The accompanying interim financial statements are unaudited, but have been prepared in accordance with GAAP for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements of the Company for these interim periods have been included. Because of the seasonal nature of the Company's operations, the results of operations and cash flows for any interim period are not necessarily indicative of results for other interim periods or for the full year. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

#### Investments in Real Estate

Investments in real estate are recorded at historical cost. Major improvements that extend the life of an asset are capitalized and depreciated over the remaining useful life of the asset. The cost of ordinary repairs and maintenance

are charged to expense when incurred. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives of the assets as follows:

|   |   |
|---|---|
| Buildings and improvements                              | 7-40 years  |
| Leasehold interest - on-campus participating properties | 25-34 years (shorter of useful life or respective lease term) |
| Furniture, fixtures and equipment                       | 3-7 years   |

Project costs directly associated with the development and construction of an owned real estate project, which include interest, property taxes, and amortization of deferred financing costs, are capitalized as construction in progress. Upon completion of the project, costs are transferred into the applicable asset category and depreciation commences. Interest totaling approximately \$2.6 million and \$3.4 million was capitalized during the three months ended September 30, 2018 and 2017, respectively, and interest



AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

totaling approximately \$9.6 million and \$13.5 million was capitalized during the nine months ended September 30, 2018 and 2017, respectively.

Management assesses whether there has been an impairment in the value of the Company's investments in real estate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is recognized when estimated expected future undiscounted cash flows are less than the carrying value of the property, or when a property meets the criteria to be classified as held for sale, at which time an impairment charge is recognized for any excess of the carrying value of the property over the expected net proceeds from the disposal. The estimation of expected future net cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions. If such conditions change, then an adjustment to the carrying value of the Company's long-lived assets could occur in the future period in which the conditions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is charged to earnings. The Company believes that there were no impairments of the carrying values of its investments in real estate as of September 30, 2018.

The Company evaluates each acquisition to determine if the integrated set of assets and activities acquired meet the definition of a business. If either of the following criteria is met, the integrated set of assets and activities acquired would not qualify as a business:

- Substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets; or
- The integrated set of assets and activities is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs (i.e. revenue generated before and after the transaction).

Property acquisitions deemed to qualify as a business are accounted for as business combinations, and the related acquisition costs are expensed as incurred. The Company allocates the purchase price of properties acquired in business combinations to net tangible and identified intangible assets based on their fair values. Fair value estimates are based on information obtained from a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, the Company's own analysis of recently acquired and existing comparable properties in the Company's portfolio, and other market data. Information obtained about each property, as a result of due diligence, marketing, and leasing activities, is also considered. The value allocated to land is generally based on the actual purchase price if acquired separately, or market research/comparables if acquired as part of an existing operating property. The value allocated to building is based on the fair value determined on an "as-if vacant" basis, which is estimated using a replacement cost approach that relies upon assumptions that the Company believes are consistent with current market conditions for similar properties. The value allocated to furniture, fixtures, and equipment is based on an estimate of the fair value of the appliances and fixtures inside the units. The Company has determined these estimates are primarily based upon unobservable inputs and therefore are considered to be Level 3 inputs within the fair value hierarchy.

Acquisitions of properties that do not meet the definition of a business are accounted for as asset acquisitions. The accounting model for asset acquisitions is similar to the accounting model for business combinations except that the acquisition consideration (including transaction costs) is allocated to the individual assets acquired and liabilities assumed on a relative fair value basis. The relative fair values used to allocate the cost of an asset acquisition are determined using the same methodologies and assumptions as those utilized to determine fair value in a business combination.

Long-Lived Assets—Held for Sale

Long-lived assets to be disposed of are classified as held for sale in the period in which all of the following criteria are met:

a. Management, having the authority to approve the action, commits to a plan to sell the asset.

b. The asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets.

c. An active program to locate a buyer and other actions required to complete the plan to sell the asset have been initiated.

d. The sale of the asset is probable, and transfer of the asset is expected to qualify for recognition as a completed sale, within one year.

15

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

e. The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value.

f. Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Concurrent with this classification, the asset is recorded at the lower of cost or fair value less estimated selling costs, and depreciation ceases. The Company did not have any properties classified as held for sale as of September 30, 2018.

#### Restricted Cash

Restricted cash consists of funds held in trust and invested in low risk investments, generally consisting of government backed securities, as permitted by the indentures of trusts, which were established in connection with three bond issues for the Company's on-campus participating properties. Additionally, restricted cash includes escrow accounts held by lenders and resident security deposits, as required by law in certain states. Restricted cash also consists of escrow deposits made in connection with potential property acquisitions and development opportunities. These escrow deposits are invested in interest-bearing accounts at federally-insured banks. Realized and unrealized gains and losses are not material for the periods presented.

#### Consolidated VIEs

The Company has investments in various entities that qualify as VIEs for accounting purposes and for which the Company is the primary beneficiary and therefore includes the entities in its consolidated financial statements. These VIEs include the Operating Partnership, six joint ventures that own a total of 15 operating properties, two properties subject to presale arrangements, and five properties owned under the on-campus participating property structure.

#### Third-Party Development Services Costs

Pre-development expenditures such as architectural fees, permits, and deposits associated with the pursuit of third-party and owned development projects are expensed as incurred, until such time that management believes it is probable that the contract will be executed and/or construction will commence, at which time the Company capitalizes the costs. Because the Company frequently incurs these pre-development expenditures before a financing commitment and/or required permits and authorizations have been obtained, the Company bears the risk of loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms or the Company is unable to successfully obtain the required permits and authorizations. As such, management evaluates the status of third-party and owned projects that have not yet commenced construction on a periodic basis and expenses any deferred costs related to projects whose current status indicates the commencement of construction is unlikely and/or the costs may not provide future value to the Company in the form of revenues. Such write-offs are included in third-party development and management services expenses (in the case of third-party development projects) or general and administrative expenses (in the case of owned development projects) on the accompanying consolidated statements of comprehensive income. As of September 30, 2018, the Company has deferred approximately \$13.7 million in pre-development costs related to third-party and owned development projects that have not yet commenced construction. Such costs are included in other assets on the accompanying consolidated balance sheets.

Earnings per Share – Company

Basic earnings per share is computed using net income attributable to common stockholders and the weighted average number of shares of the Company's common stock outstanding during the period. Diluted earnings per share reflects common shares issuable from the assumed conversion of American Campus Communities Operating Partnership Units ("OP Units") and common share awards granted. Only those items having a dilutive impact on basic earnings per share are included in diluted earnings per share.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

The following potentially dilutive securities were outstanding for the three and nine months ended September 30, 2018 and 2017, but were not included in the computation of diluted earnings per share because the effects of their inclusion would be anti-dilutive.

|  | Three Months<br>Ended<br>September 30, |           | Nine Months<br>Ended<br>September 30, |           |
|--|--|-----------|---------------------------------------|-----------|
|  | 2018                                   | 2017      | 2018                                  | 2017      |
| Common OP Units (Note 9)                   | 602,264                                | 1,011,674 | 831,328                               | 1,023,248 |
| Preferred OP Units (Note 9)                | 77,513                                 | 77,513    | 77,513                                | 77,513    |
| Unvested restricted stock awards (Note 10) | 883,595                                | 818,547   | —                                     | —         |
| Total potentially dilutive securities      | 1,563,372                              | 1,907,734 | 908,841                               | 1,100,761 |

The following is a summary of the elements used in calculating basic and diluted earnings per share:

|   | Three Months Ended<br>September 30, |             | Nine Months Ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2018                                | 2017        | 2018                               | 2017        |
| Numerator – basic and diluted earnings per share:                         |                                     |             |                                    |             |
| Net (loss) income   | \$(2,737)                           | \$ (1,233 ) | \$69,503                           | \$ 30,563   |
| Net loss (income) attributable to noncontrolling interests                | 392                                 | (79 )       | 88                                 | (587 )      |
| Net (loss) income attributable to common stockholders                     | (2,345 )                            | (1,312 )    | 69,591                             | 29,976      |
| Amount allocated to participating securities                              | (408 )                              | (360 )      | (1,291 )                           | (1,217 )    |
| Net (loss) income attributable to common stockholders                     | \$(2,753)                           | \$ (1,672 ) | \$68,300                           | \$ 28,759   |
| Denominator:  |                                     |             |                                    |             |
| Basic weighted average common shares outstanding                          | 137,022,013                         | 136,421,198 | 136,742,094                        | 134,708,361 |
| Unvested restricted stock awards (Note 10)                                | —                                   | —           | 918,708                            | 877,489     |
| Diluted weighted average common shares outstanding                        | 137,022,013                         | 136,421,198 | 137,660,802                        | 135,585,850 |
| Earnings per share:   |                                     |             |                                    |             |
| Net (loss) income attributable to common stockholders - basic and diluted | \$(0.02 )                           | \$ (0.01 )  | \$0.50                             | \$ 0.21     |

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

## Earnings per Unit – Operating Partnership

Basic earnings per OP Unit is computed using net income attributable to common unitholders and the weighted average number of common units outstanding during the period. Diluted earnings per OP Unit reflects the potential dilution that could occur if securities or other contracts to issue OP Units were exercised or converted into OP Units or resulted in the issuance of OP Units and then shared in the earnings of the Operating Partnership.

The following is a summary of the elements used in calculating basic and diluted earnings per unit:

|   | Three Months Ended<br>September 30, |             | Nine Months Ended<br>September 30, |             |
|---|-------------------------------------|-------------|------------------------------------|-------------|
|   | 2018                                | 2017        | 2018                               | 2017        |
| Numerator – basic and diluted earnings per unit:  |                                     |             |                                    |             |
| Net (loss) income   | \$(2,737)                           | \$(1,233)   | \$69,503                           | \$30,563    |
| Net loss (income) attributable to noncontrolling interests – partially owned properties | 413                                 | (57)        | 665                                | (259)       |
| Series A preferred unit distributions   | (31)                                | (31)        | (93)                               | (93)        |
| Amount allocated to participating securities  | (408)                               | (360)       | (1,291)                            | (1,217)     |
| Net (loss) income attributable to common unitholders                                    | \$(2,763)                           | \$(1,681)   | \$68,784                           | \$28,994    |
| Denominator:  |                                     |             |                                    |             |
| Basic weighted average common units outstanding   | 137,624,216                         | 167,432,872 | 137,573,422                        | 135,731,609 |
| Unvested restricted stock awards (Note 10)  | —                                   | —           | 918,708                            | 877,489     |
| Diluted weighted average common units outstanding                                       | 137,624,216                         | 167,432,872 | 138,492,130                        | 136,609,098 |
| Earnings per unit:  |                                     |             |                                    |             |
| Net (loss) income attributable to common unitholders - basic and diluted                | \$(0.02)                            | \$(0.01)    | \$0.50                             | \$0.21      |

## 3. Acquisitions and Joint Venture Investments

Presale Development Projects: During the nine months ended September 30, 2018, the Company entered into two presale agreements to purchase two properties under development. The Company is obligated to purchase the properties for approximately \$107.3 million, which includes the contractual purchase price and the cost of elected upgrades, as long as the developer meets certain construction completion deadlines and other closing conditions.

| Property                    | Location        | Primary University Served | Project Type | Beds | Scheduled Completion |
|-----------------------------|-----------------|---------------------------|--------------|------|----------------------|
| The Flex at Stadium Centre  | Tallahassee, FL | Florida State University  | Off-campus   | 340  | August 2019          |
| 959 Franklin <sup>(1)</sup> | Eugene, OR      | University of Oregon      | Off-campus   | 443  | September 2019       |
|                             |                 |                           |              | 783  |                      |

<sup>(1)</sup> As part of the presale agreement, the Company provided \$15.6 million of mezzanine financing to the project.

In August 2018, The Edge - Stadium Centre, a 412-bed off-campus development property subject to a presale agreement, was completed and acquired by the Company for \$42.6 million, including \$10.0 million related to the purchase of the land on which the property is built. As the property was consolidated by the Company from the time of execution of the presale agreement with the developer, the closing of the transaction was accounted for as an increase in ownership of a consolidated subsidiary.

Property Acquisitions: During the third quarter of 2017, the Company executed an agreement to acquire a portfolio of seven student housing properties from affiliates of Core Spaces and DRW Real Estate Investments (the “Core Transaction”). The transaction included the purchase of 100% of the ownership interests in two operating properties, the purchase of partial ownership interests in two operating properties that completed construction and commenced operations in Fall 2017, and the purchase of partial ownership interests in three properties that completed construction and commenced operations in Fall 2018. The purchase of partial

18

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

ownership interests was made through a joint venture arrangement. In total, the Core Transaction properties contain 3,776 beds. The initial investment made at closing was \$306.0 million and the Company increased its investment by \$83.7 million in September 2018. The purchase of the remaining ownership interests in the properties of approximately \$200.9 million is anticipated to be completed in the fourth quarter 2018 and Fall 2019.

During the nine months ended September 30, 2017, the Company acquired two owned properties containing 982 beds for a total purchase price of approximately \$158.5 million, as well as 100% of the ownership interests in two operating properties as part of the Core Transaction described above for \$146.1 million. Total cash consideration was approximately \$302.3 million. The difference between the contracted purchase price and the cash consideration is due to other assets and liabilities that were not part of the contractual purchase price, but were acquired in the transactions, as well as transaction costs capitalized as part of the acquisitions.

Land Acquisitions: In August 2018, the Company purchased a land parcel for a total purchase price of approximately \$16.6 million. Total cash consideration was approximately \$16.5 million. During the nine months ended September 30, 2017, the Company purchased five land parcels for a total purchase price of approximately \$12.0 million. Total consideration transferred was comprised of approximately \$8.9 million of cash consideration and \$3.1 million of non-cash consideration, primarily related to the forgiveness of a loan made to the seller during the initial option period. In addition, the Company made an initial investment of \$9.0 million in a joint venture that holds a land parcel with fair value of \$12.0 million.

#### 4. Property Dispositions

##### Property Dispositions:

In May 2018, the Company sold the following portfolio of three owned properties for approximately \$245.0 million, resulting in net proceeds of approximately \$242.3 million. The combined net gain on the portfolio disposition totaled approximately \$42.3 million.

| Property        | Location        | Primary University Served         | Beds  |
|-----------------|-----------------|-----------------------------------|-------|
| Icon Plaza      | Los Angeles, CA | University of Southern California | 253   |
| West 27th Place | Los Angeles, CA | University of Southern California | 475   |
| The Standard    | Athens, GA      | University of Georgia             | 610   |
|                 |                 |                                   | 1,338 |

During the nine months ended September 30, 2017, the Company sold The Province - Dayton, an owned property located near Wright State University in Dayton, Ohio, containing 657 beds for \$25.0 million, resulting in net proceeds of approximately \$24.5 million. The net loss on this disposition totaled approximately \$0.6 million. Concurrent with the classification of this property as held for sale in December 2016, the Company reduced the property's carrying amount to its estimated fair value less estimated selling costs, and recorded an impairment charge of \$4.9 million.

##### Joint Venture Activity:

In May 2018, the Company executed an agreement to enter into a joint venture arrangement with Allianz Real Estate (the "ACC / Allianz Joint Venture Transaction"). The transaction included the sale of a partial ownership interest in a portfolio of seven owned properties, containing 4,611 beds, through a joint venture arrangement. The joint venture transaction involved the joint venture partner making a cash contribution of approximately \$373.1 million in exchange



for a 45% ownership interest. As part of the transaction, the joint venture issued \$330 million of secured mortgage debt. For further discussion refer to Note 7.

The joint venture was determined to be a VIE. As the Company retained control of the properties after the joint venture transaction, it was deemed the primary beneficiary. As such, the Company's contribution of the properties to the joint venture was recorded at net book value, and the joint venture is included in the Company's consolidated financial statements contained herein. The joint venture partner's ownership interest in the joint venture is accounted for as noncontrolling interest. For further discussion refer to Note 9. The difference between the joint venture partner's cash contribution and its proportional share of the net book value of the properties was recorded in additional paid in capital in the Company's consolidated balance sheets and consolidated statement of changes in equity.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

### 5. Investments in Owned Properties

Owned properties, both wholly-owned and those owned through investments in VIEs, consisted of the following:

|                                   | September<br>30, 2018 | December 31,<br>2017 |
|-----------------------------------|-----------------------|----------------------|
| Land <sup>(1)</sup>               | \$653,431             | \$ 646,991           |
| Buildings and improvements        | 6,478,611             | 6,096,527            |
| Furniture, fixtures and equipment | 380,593               | 348,828              |
| Construction in progress          | 191,879               | 393,045              |
|                                   | 7,704,514             | 7,485,391            |
| Less accumulated depreciation     | (1,182,809 )          | (1,035,027 )         |
| Owned properties, net             | \$6,521,705           | \$ 6,450,364         |

(1) The land balance above includes undeveloped land parcels with book values of approximately \$54.4 million and \$38.0 million as of September 30, 2018 and as of December 31, 2017, respectively. It also includes land totaling approximately \$10.3 million and \$29.9 million as of September 30, 2018 and December 31, 2017, respectively, related to properties under development.

### 6. On-Campus Participating Properties

On-campus participating properties are as follows:

| Lessor/University  | Lease<br>Commencement | Required<br>Debt<br>Repayment | Historical Cost   |                      |
|--|-----------------------|-------------------------------|-------------------|----------------------|
|  |                       |                               | September<br>2018 | December 31,<br>2017 |
| Texas A&M University System / Prairie View A&M University <sup>(1)</sup> | 2/1/1996              | 9/1/2023                      | \$45,446          | \$ 44,364            |
| Texas A&M University System / Texas A&M International                    | 2/1/1996              | 9/1/2023                      | 7,077             | 6,923                |
| Texas A&M University System / Prairie View A&M University <sup>(2)</sup> | 10/1/1999             | 8/31/2025<br>8/31/2028        | 28,758            | 27,802               |
| University of Houston System / University of Houston <sup>(3)</sup>      | 9/27/2000             | 8/31/2035                     | 36,344            | 36,062               |
| West Virginia University System / West Virginia University               | 7/16/2013             | 7/16/2045                     | 45,289            | 44,845               |
|  |                       |                               | 162,914           | 159,996              |
| Accumulated amortization   |                       |                               | (84,048 )         | (78,192 )            |
| On-campus participating properties, net                                  |                       |                               | \$78,866          | \$ 81,804            |

(1) Consists of three phases placed in service between 1996 and 1998.

(2) Consists of two phases placed in service in 2000 and 2003.

(3) Consists of two phases placed in service in 2001 and 2005.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

## 7. Debt

A summary of the Company's outstanding consolidated indebtedness, including unamortized debt premiums and discounts, is as follows:

|   | September 30,<br>2018 | December 31,<br>2017 |
|---|-----------------------|----------------------|
| Debt secured by owned properties:   |                       |                      |
| Mortgage loans payable:   |                       |                      |
| Unpaid principal balance  | \$ 765,922            | \$ 496,557           |
| Unamortized deferred financing costs  | (2,017                | ) (2,144 )           |
| Unamortized debt premiums   | 12,813                | 19,006               |
|   | 776,718               | 513,419              |
| Construction loans payable <sup>(1)</sup>   | 49,511                | 51,780               |
| Unamortized deferred financing costs  | (697                  | ) (888 )             |
|   | 825,532               | 564,311              |
| Debt secured by on-campus participating properties:                                 |                       |                      |
| Mortgage loans payable <sup>(2)</sup>   | 68,337                | 69,776               |
| Bonds payable   | 27,030                | 30,575               |
| Unamortized deferred financing costs  | (554                  | ) (642 )             |
|   | 94,813                | 99,709               |
| Total secured mortgage, construction and bond debt                                  | 920,345               | 664,020              |
| Unsecured notes, net of unamortized OID and deferred financing costs <sup>(3)</sup> | 1,587,796             | 1,585,855            |
| Unsecured term loans, net of unamortized deferred financing costs <sup>(4)</sup>    | 198,681               | 647,044              |
| Unsecured revolving credit facility   | 266,900               | 127,600              |
| Total debt, net   | \$ 2,973,722          | \$ 3,024,519         |

Construction loans payable relates to construction loans partially financing the development of two presale

<sup>(1)</sup> development projects. These properties are owned by entities determined to be VIEs for which the Company is the primary beneficiary. The creditors of these construction loans do not have recourse to the assets of the Company.

<sup>(2)</sup> The creditors of mortgage loans payable related to on-campus participating properties do not have recourse to the assets of the Company.

Includes net unamortized original issue discount ("OID") of \$1.7 million and \$1.9 million at September 30, 2018 and

<sup>(3)</sup> December 31, 2017, respectively, and net unamortized deferred financing costs of \$10.5 million and \$12.2 million at September 30, 2018 and December 31, 2017, respectively.

<sup>(4)</sup> Includes net unamortized deferred financing costs of \$1.3 million and \$3.0 million at September 30, 2018 and December 31, 2017, respectively.

## Mortgage and Construction Loans Payable

During the nine months ended September 30, 2018, the Company paid off approximately \$55.9 million of fixed rate mortgage debt secured by three owned properties. Additionally, during the nine months ended September 30, 2018, the Company paid \$2.7 million in debt defeasance costs associated with the early pay-off of mortgage loans in connection with the sale of one owned property and one owned property included in the ACC / Allianz Joint Venture Transaction (see Note 4). These costs were partially offset by the net write-off of \$1.9 million of premiums and deferred financing costs, resulting in a loss from early extinguishment of debt of \$0.8 million. During the nine months

ended September 30, 2017, the Company paid off approximately \$30.5 million off any fixed rate mortgage debt secured by one wholly-owned property.

In the third quarter of 2018, one of the joint ventures that is part of the Core Transaction paid off approximately \$71.0 million of construction debt with proceeds from an additional investment made by the Company to the joint venture (see Note 3). Additionally, in August 2018, upon completion of construction, the Company acquired The Edge - Stadium Centre, a property subject to a presale agreement. Approximately \$19.3 million of construction debt used to partially finance the development of the presale project was paid off upon acquisition.

In May 2018, as part of the ACC / Allianz Joint Venture Transaction, the joint venture issued \$330.0 million of fixed rate secured mortgage debt with a coupon of 4.07% and the full amount of principal due at maturity in June 2028 (see Note 4).

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

In May 2017, the lender of the non-recourse mortgage loan secured by Blanton Common, a property located near Valdosta State University which was inherited as part of the GMH student housing transaction in 2008, sent a formal notice of default and initiated foreclosure proceedings. The property generated insufficient cash flow to cover the debt service on the mortgage, which had a balance of \$27.4 million at default and a contractual maturity date of August 2017. In May 2017, the lender began receiving the net operating cash flows of the property each month in lieu of scheduled monthly mortgage payments. In June 2017, the Company recorded an impairment charge for this property of \$15.3 million. In August 2017, the property transferred to receivership and a third-party manager began managing the property on behalf of the lender. As of September 30, 2018, the Company was cooperating with the lender to allow for a consensual foreclosure process upon which the property will be surrendered to the lender in satisfaction of the mortgage loan.

#### Unsecured Notes

The Company has issued the following senior unsecured notes:

| Date Issued    | Amount      | % of Par Value | Coupon | Yield                 | Original Issue Discount | Term (Years) |
|----------------|-------------|----------------|--------|-----------------------|-------------------------|--------------|
| April 2013     | \$400,000   | 99.659         | 3.750% | 3.791%                | \$ 1,364                | 10           |
| June 2014      | 400,000     | 99.861         | 4.125% | 4.269% <sup>(1)</sup> | 556                     | 10           |
| September 2015 | 400,000     | 99.811         | 3.350% | 3.391%                | 756                     | 5            |
| October 2017   | 400,000     | 99.912         | 3.625% | 3.635%                | 352                     | 10           |
|                | \$1,600,000 |                |        |                       | \$ 3,028                |              |

<sup>(1)</sup> The yield includes the effect of the amortization of interest rate swap terminations (see Note 11).

The notes are fully and unconditionally guaranteed by the Company. Interest on the notes is payable semi-annually. The terms of the unsecured notes include certain financial covenants that require the Operating Partnership to limit the amount of total debt and secured debt as a percentage of total asset value, as defined. In addition, the Operating Partnership must maintain a minimum ratio of unencumbered asset value to unsecured debt, as well as a minimum interest coverage level. As of September 30, 2018, the Company was in compliance with all such covenants.

#### Unsecured Revolving Credit Facility

The Company has a \$700 million unsecured revolving credit facility, which may be expanded by up to an additional \$500 million upon the satisfaction of certain conditions. The maturity date of the revolving credit facility is in March 2022.

The unsecured revolving credit facility bears interest at a variable rate, at the Company's option, based upon a base rate of one-, two-, three- or six-month LIBOR, plus, in each case, a spread based upon the Company's investment grade rating from either Moody's Investor Services, Inc. or Standard & Poor's Rating Group. Additionally, the Company is required to pay a facility fee of 0.20% per annum on the \$700 million revolving credit facility. As of September 30, 2018, the revolving credit facility bore interest at a weighted average annual rate of 3.39% (2.19% + 1.00% spread + 0.20% facility fee), and availability under the revolving credit facility totaled \$433.1 million.

The terms of the unsecured credit facility include certain restrictions and covenants, which limit, among other items, the incurrence of additional indebtedness and liens. The facility contains customary affirmative and negative

covenants and also contains financial covenants that, among other things, require the Company to maintain certain maximum leverage ratios and minimum ratios of “EBITDA” (earnings before interest, taxes, depreciation and amortization) to fixed charges. The financial covenants also include a minimum asset value requirement, a maximum secured debt ratio, and a minimum unsecured debt service coverage ratio. As of September 30, 2018, the Company was in compliance with all such covenants.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

### Unsecured Term Loans

In May 2018, the Company repaid the \$300 million unsecured term loan (“Term Loan III Facility”) and the \$150 million unsecured term loan (“Term Loan I Facility”) which were due to mature in September 2018 and March 2021, respectively, using the proceeds from the sale of a partial interest in a portfolio of seven owned properties and the portfolio sale of three owned properties (see Note 4). In connection with the pay-off of the Term Loan III Facility and Term Loan I Facility, the Company accelerated the amortization of \$0.9 million of deferred financing costs.

In 2017, the Company entered into an Unsecured Term Loan Credit Agreement (the “Term Loan II Facility”) totaling \$200 million. The maturity date of the Term Loan II Facility is June 2022. The agreement has an accordion feature that allows the Company to expand the amount by up to an additional \$100 million, subject to the satisfaction of certain conditions. The weighted average annual rate on the Term Loan II Facility was 3.20% (2.10% + 1.10% spread), at September 30, 2018.

The terms of the term loan facilities described above include certain restrictions and covenants consistent with those of the unsecured revolving credit facility discussed above. As of September 30, 2018, the Company was in compliance with all such covenants.

### 8. Stockholders’ Equity / Partners’ Capital

#### Stockholders’ Equity - Company

In May 2018, the Company renewed its at-the-market share offering program (the “ATM Equity Program”) through which the Company may issue and sell, from time to time, shares of common stock having an aggregate offering price of up to \$500 million. The shares that may be sold under this program include shares of common stock of the Company with an aggregate offering price of approximately \$233.0 million that were not sold under the Company's previous ATM equity program that expired in May 2018. Actual sales under the program will depend on a variety of factors, including, but not limited to, market conditions, the trading price of the Company’s common stock and determinations of the appropriate sources of funding for the Company.

There was no activity under the Company’s ATM Equity Program during the three and nine months ended September 30, 2018. The following table presents activity under the Company’s previous ATM equity program during the three and nine months ended September 30, 2017:

|                                  | Three<br>Months<br>Ended<br>September<br>30, 2017 | Nine<br>Months<br>Ended<br>September<br>30, 2017 |
|----------------------------------|---|--|
| Total net proceeds               | \$ 1,135  | \$ 188,538                                       |
| Commissions paid to sales agents | \$ 14   | \$ 2,374   |
| Weighted average price per share | \$ 48.09  | \$ 48.34   |
| Shares of common stock sold      | 23,900  | 3,949,356  |

As of September 30, 2018, the Company had approximately \$500.0 million available for issuance under its ATM Equity Program.

In 2015, the Company established a Non-Qualified Deferred Compensation Plan (“Deferred Compensation Plan”) maintained for the benefit of certain employees and members of the Company’s Board of Directors, in which vested share awards (see Note 10), salary and other cash amounts earned may be deposited. Deferred Compensation Plan assets are held in a rabbi trust, which is subject to the claims of the Company’s creditors in the event of bankruptcy or insolvency. The shares held in the Deferred Compensation Plan are classified within stockholders’ equity in a manner similar to the manner in which treasury stock is classified. Subsequent changes in the fair value of the shares are not recognized. During the nine months ended September 30, 2018, 12,956 and 7,131 shares of vested stock were deposited into and withdrawn from the Deferred Compensation Plan, respectively. As of September 30, 2018, 69,603 shares of ACC’s common stock were held in the Deferred Compensation Plan.

#### Partners’ Capital – Operating Partnership

In connection with the issuance of common shares under the ATM Equity Program discussed above, ACCOP issued a number of Common OP Units to ACC equivalent to the number of common shares issued by ACC.



AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

## 9. Noncontrolling Interests

### Interests in Consolidated Real Estate Joint Ventures and Presale Arrangements

Noncontrolling interests - partially owned properties: As of September 30, 2018, the Operating Partnership consolidates four joint ventures that own and operate ten owned off-campus properties, including the ACC / Allianz Joint Venture Transaction discussed in Note 4. Additionally, the Company has entered into two presale agreements to purchase two in-process development properties. The portion of net assets attributable to the third-party partners in these arrangements is classified as “noncontrolling interests - partially owned properties” within equity and capital on the accompanying consolidated balance sheets of ACC and the Operating Partnership, respectively.

Redeemable noncontrolling interests (ACC) / redeemable limited partners (Operating Partnership): As part of the Core Transaction discussed in detail in Note 3, the Company entered into two joint ventures (the “Core Joint Ventures”) in the third quarter of 2017. The Company is consolidating these joint ventures and the noncontrolling interest holder in each of these consolidated joint ventures has the option to redeem its noncontrolling interest in the entities through the exercise of put options. The options will be exercisable in the third and fourth quarter of 2019, and the redemption price is based on the fair value of the properties at the time of option exercise. As the exercise of the options is outside of the Company’s control, the portion of net assets attributable to the third-party partner in each of the Core Joint Ventures is classified as “redeemable noncontrolling interests” and “redeemable limited partners” in the mezzanine section of the accompanying consolidated balance sheets of ACC and the Operating Partnership, respectively. During the nine months ended September 30, 2018, the redemption value of redeemable noncontrolling interest increased by \$68.7 million due to a change in the fair value of the net assets held by the joint ventures that are part of the Core Transaction primarily as a result of the underlying properties becoming operational during the third quarter and the leasing results for the 2018-2019 academic year. The corresponding offset for the adjustment to the redemption value is recorded in additional paid in capital. The Company’s fair value analysis of the properties incorporates information obtained from a number of sources, including the Company’s analysis of comparable properties in the Company’s portfolio, estimations of net operating results of the properties, capitalization rates, discount rates, and other market data. As the change in redemption value is based on fair value, there is no effect on the Company’s earnings per share.

The third-party partners’ share of the income or loss of the joint ventures described above is calculated based on the partners’ economic interest in the joint ventures and is included in “net income attributable to noncontrolling interests” on the consolidated statements of comprehensive income of ACC, and is reported as “net income attributable to noncontrolling interests - partially owned properties” on the consolidated statements of comprehensive income of the Operating Partnership.

### Operating Partnership Ownership

Also included in redeemable noncontrolling interests (ACC) / redeemable limited partners (Operating Partnership) are OP Units for which the Operating Partnership is required, either by contract or securities law, to deliver registered common shares of ACC to the exchanging OP unit holder, or for which the Operating Partnership has the intent or history of exchanging such units for cash. The units classified as such include Series A Preferred Units (“Preferred OP Units”) as well as Common OP Units. The value of redeemable noncontrolling interests (ACC) / redeemable limited partners (Operating Partnership) related to OP Units on the accompanying consolidated balance sheets is reported at the greater of fair value, which is based on the closing market value of the Company’s common stock at period end, or historical cost at the end of each reporting period. The OP Unitholders’ share of the income or loss of the Company is

included in “net income attributable to noncontrolling interests” on the consolidated statements of comprehensive income of ACC.

As of September 30, 2018 and December 31, 2017, respectively, approximately 0.5% and 0.8% of the equity interests of the Operating Partnership were held by owners of Common OP Units and Preferred OP Units not held by ACC or ACC Holdings. During the nine months ended September 30, 2018, 412,343 Common OP Units were converted into an equal number of shares of ACC’s common stock. During the year ended December 31, 2017, 22,000 Common OP Units were converted into an equal number of shares of ACC’s common stock.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

Below is a table summarizing the activity of redeemable noncontrolling interests (ACC) / redeemable limited partners (Operating Partnership) for the nine months ended September 30, 2018, which includes both the redeemable joint venture partners and OP Units discussed above:

|  |            |
|--|------------|
| Balance, December 31, 2017                             | \$ 132,169 |
| Net income   | 554        |
| Distributions  | (1,213 )   |
| Conversion of OP Units into shares of ACC common stock | (13,333 )  |
| Contributions from noncontrolling interests            | 620        |
| Adjustments to reflect OP Units at fair value          | 65,857     |
| Balance, September 30, 2018                            | \$ 184,654 |

#### 10. Incentive Award Plan

In May 2018, the Company's stockholders approved the American Campus Communities, Inc. 2018 Incentive Award Plan (the "2018 Plan"). The 2018 Plan replaced the Company's 2010 Incentive Award Plan (the "2010 Plan"). The 2018 Plan provides for the grant of various stock-based incentive awards to selected employees and directors of the Company and the Company's affiliates. The types of awards that may be granted under the 2018 Plan include incentive stock options, nonqualified stock options, restricted stock awards ("RSAs"), restricted stock units ("RSUs"), profits interest units ("PIUs") and other stock-based awards. The Company has reserved a total 3.5 million shares of the Company's common stock for issuance pursuant to the 2018 Plan, subject to certain adjustments for changes in the Company's capital structure, as defined in the 2018 Plan. Upon approval of the 2018 Plan, all remaining authorized shares that were not granted under the 2010 Plan were forfeited and are no longer available for issuance as new awards.

#### Restricted Stock Units ("RSUs")

In March and September 2018, the Company appointed two new members to the Board of Directors who were granted RSUs valued at \$115,000 each. A compensation charge of approximately \$0.2 million was recorded during the nine months ended September 30, 2018 related to these awards.

Upon reelection to the Board of Directors in May 2018, all members of the Company's Board of Directors were granted RSUs in accordance with the 2018 Plan. These RSUs were valued at \$160,000 for the Chairman of the Board of Directors and at \$115,000 for all other members. The number of RSUs was determined based on the fair market value of the Company's stock on the date of grant, as defined in the 2018 Plan. All awards vested and settled immediately on the date of grant, and the Company delivered shares of common stock, as determined by the Compensation Committee of the Board of Directors. A compensation charge of approximately \$0.9 million was recorded during the nine months ended September 30, 2018 related to these awards.

A summary of RSUs as of September 30, 2018 and activity during the nine months then ended is presented below:

|                                   |                   |
|-----------------------------------|-------------------|
|                                   | Number<br>of RSUs |
| Outstanding at December 31, 2017  | —                 |
| Granted                           | 27,376            |
| Settled in common shares          | (27,376)          |
| Outstanding at September 30, 2018 | —                 |



AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

### Restricted Stock Awards (“RSAs”)

A summary of RSAs as of September 30, 2018 and activity during the nine months then ended is presented below:

|   | Number<br>of RSAs |
|---|-------------------|
| Nonvested balance at December 31, 2017  | 810,870           |
| Granted                                 | 357,387           |
| Vested <sup>(1)</sup>                   | (240,845)         |
| Forfeited                               | (48,198 )         |
| Nonvested balance at September 30, 2018 | 879,214           |

<sup>(1)</sup> Includes shares withheld to satisfy tax obligations upon vesting.

The fair value of RSAs is calculated based on the closing market value of ACC’s common stock on the date of grant. The fair value of these awards is amortized to expense over the vesting periods. Amortization expense for the three months ended September 30, 2018 and 2017 amounted to approximately \$2.7 million and \$2.4 million, respectively, and \$8.8 million and \$10.6 million for the nine months ended September 30, 2018 and 2017, respectively. The amortization of restricted stock awards for the nine months ended September 30, 2017 includes \$2.4 million of contractual executive separation and retirement charges incurred with regard to the retirement of the Company’s former Chief Financial Officer, representing the June 30, 2017 vesting of 46,976 RSAs, net of shares withheld for taxes, related to the retirement.

### 11. Derivative Instruments and Hedging Activities

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

#### Cash Flow Hedges of Interest Rate Risk

The Company’s objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and forward starting swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Forward starting swaps are used to protect the Company against adverse fluctuations in interest rates by reducing its exposure to variability in cash flows relating to interest payments on a forecasted issuance of debt. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in other comprehensive income (outside of earnings) and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of changes in the fair value of the derivative is

recognized directly in earnings. Ineffectiveness resulting from the derivative instruments was immaterial for both the three and nine month periods ended September 30, 2018 and 2017. As of September 30, 2018, the Company had outstanding interest rate swap contracts with a notional amount of approximately \$96.7 million. The fair value of such interest rate swap contracts was immaterial as of both September 30, 2018 and December 31, 2017.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

## 12. Fair Value Disclosures

## Financial Instruments Carried at Fair Value

The following table presents information about the Company's financial instruments measured at fair value on a recurring basis as of September 30, 2018 and 2017, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices observable for the asset or liability, such as interest rates and yield curves observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

In instances in which the inputs used to measure fair value may fall into different levels of the fair value hierarchy, the level in the fair value hierarchy within which the fair value measurement in its entirety has been determined is based on the lowest level input significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

Disclosures concerning financial instruments measured at fair value are as follows:

|                                       | Fair Value Measurements as of |              |            |                   |              |            |
|---------------------------------------|-------------------------------|--------------|------------|-------------------|--------------|------------|
|                                       | September 30, 2018            |              |            | December 31, 2017 |              |            |
|                                       | Quoted                        |              |            | Quoted            |              |            |
|                                       | Prices                        |              |            | Prices            |              |            |
|                                       | in                            |              |            | in                |              |            |
|                                       | Active                        | Significant  |            | Active            | Significant  |            |
|                                       | Markets                       | Other        |            | Markets           | Other        |            |
|                                       | for                           | Unobservable | Total      | for               | Unobservable | Total      |
|                                       | Identical                     | Inputs       |            | Identical         | Inputs       |            |
|                                       | Assets                        | (Level 3)    |            | Assets            | (Level 3)    |            |
|                                       | (Level 2)                     |              |            | (Level 2)         |              |            |
|                                       | and                           |              |            | and               |              |            |
|                                       | Liabilities                   |              |            | Liabilities       |              |            |
|                                       | (Level                        |              |            | (Level            |              |            |
|                                       | 1)                            |              |            | 1)                |              |            |
| Mezzanine:                            |                               |              |            |                   |              |            |
| Redeemable noncontrolling interests   |                               |              |            |                   |              |            |
| (Company)/Redeemable limited partners | \$-\$ 27,672                  | \$ 156,982   | \$ 184,654 | \$-\$ 44,503      | \$ 87,666    | \$ 132,169 |
| (Operating Partnership)               |                               |              |            |                   |              |            |

The OP Unit component of redeemable noncontrolling interests has a redemption feature, and is marked to its redemption value when the redemption value exceeds the original issue price. The redemption value is based on the fair value of the Company's common stock at the redemption date, and therefore, is calculated based on the fair value of the Company's common stock at the balance sheet date. Since the valuation is based on observable inputs such as quoted prices for similar instruments in active markets, these instruments are classified in Level 2 of the fair value

hierarchy.

As discussed in Note 9, the redeemable noncontrolling interests related to the joint venture partners in the Core Transaction are marked to their redemption value at each balance sheet date. The redemption value is based on the fair value of the underlying properties held by the joint ventures. This analysis incorporates information obtained from a number of sources, including the Company's analysis of comparable properties in the Company's portfolio, estimations of net operating results of the properties, capitalization rates, discount rates, and other market data. The Company has determined these estimates are primarily based upon unobservable inputs and therefore are considered to be Level 3 inputs within the fair value hierarchy.

#### Financial Instruments Not Carried at Fair Value

Cash and Cash Equivalents, Restricted Cash, Student Contracts Receivable, Other Assets, Accounts Payable and Accrued Expenses and Other Liabilities: The Company estimates that the carrying amount approximates fair value, due to the short maturity of these instruments.

Loans Receivable: The fair value of loans receivable is based on a discounted cash flow analysis consisting of scheduled cash flows and discount rate estimates to approximate those that a willing buyer and seller might use. These financial instruments utilize Level 3 inputs.

Mortgage Loans Payable: The fair value of mortgage loans payable is based on the present value of the cash flows at current market interest rates through maturity. The Company has concluded the fair value of these financial instruments utilize Level 2 inputs as the majority of the inputs used to value these instruments fall within Level 2 of the fair value hierarchy.



AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

**Bonds Payable:** The fair value of bonds payable is based on quoted prices in markets that are not active due to the unique characteristics of these financial instruments; as such, the Company has concluded the inputs used to measure fair value fall within Level 2 of the fair value hierarchy.

**Unsecured Notes:** In calculating the fair value of unsecured notes, interest rate and spread assumptions reflect current creditworthiness and market conditions available for the issuance of unsecured notes with similar terms and remaining maturities. These financial instruments utilize Level 2 inputs.

**Construction Loans Payable, Unsecured Revolving Credit Facility, and Unsecured Term Loans:** The fair value of these instruments approximates their carrying values due to the variable interest rate feature of these instruments.

The table below contains the estimated fair value and related carrying amounts for the Company's financial instruments as of September 30, 2018 and December 31, 2017:

|                                       | September 30, 2018   |                            | December 31, 2017    |                            |
|---------------------------------------|----------------------|----------------------------|----------------------|----------------------------|
|                                       | Estimated Fair Value | Carrying Amount            | Estimated Fair Value | Carrying Amount            |
| <b>Assets:</b>                        |                      |                            |                      |                            |
| Loans receivable                      | \$54,140             | \$60,424                   | \$54,140             | \$57,948                   |
| <b>Liabilities:</b>                   |                      |                            |                      |                            |
| Unsecured notes                       | \$1,554,144          | \$1,587,796 <sup>(1)</sup> | \$1,620,839          | \$1,585,855 <sup>(1)</sup> |
| Mortgage loans payable <sup>(4)</sup> | \$768,542            | \$803,389 <sup>(2)</sup>   | \$571,676            | \$582,927 <sup>(2)</sup>   |
| Bonds payable                         | \$28,544             | \$26,720 <sup>(3)</sup>    | \$32,552             | \$30,201 <sup>(3)</sup>    |

<sup>(1)</sup> Includes net unamortized OID and net unamortized deferred financing costs (see Note 7).

<sup>(2)</sup> Includes net unamortized debt premiums and discounts and net unamortized deferred financing costs (see Note 7).

<sup>(3)</sup> Includes net unamortized deferred financing costs (see Note 7).

<sup>(4)</sup> In July 2018, the fixed feature of a mortgage loan secured by an on-campus participating property expired, and the mortgage loan became classified as variable rate debt.

### 13. Commitments and Contingencies

#### Commitments

**Construction Contracts:** As of September 30, 2018, excluding two properties under construction and subject to presale arrangements which are being funded by construction loans, the Company estimates additional costs to complete three owned development projects under construction to be approximately \$132.9 million.

**Joint Ventures:** As part of the Core Transaction, the Company entered into two joint ventures during the third quarter of 2017. As part of this transaction, the Company is obligated to increase its investment in the joint ventures over a two year period. As of September 30, 2018, the remaining funding commitment was approximately \$200.9 million. Of this amount, \$46.9 million was paid in the fourth quarter 2018, with the remainder anticipated to be paid in September and October 2019. See Note 3 for further discussion.

**Presale Development Projects:** The Company has entered into two presale agreements to purchase properties which will be completed in Fall 2019. Total estimated development costs of approximately \$107.3 million include the purchase price and elected upgrades, of which \$90.0 million remains to be funded as of September 30, 2018. The

Company is obligated to purchase the properties as long as the developer meets certain construction completion deadlines and other closing conditions. The Company is responsible for leasing, management, and initial operations of the project while the third-party developer retains development risk during the construction period. See Note 9 for further discussion.

The Company expects to fund the commitments mentioned above through a combination of proceeds from cash flows generated from operations, anticipated property dispositions, joint venture activity, and a combination of debt and equity transactions, which may include net proceeds from the ATM Equity Program discussed in Note 8, borrowings under the Company's existing unsecured credit facilities, and accessing the unsecured bond market.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

**Development-related Guarantees:** For certain of its third-party development projects, the Company commonly provides alternate housing and project cost guarantees, subject to force majeure. These guarantees are typically limited, on an aggregate basis, to the amount of the projects' related development fees or a contractually agreed-upon maximum exposure amount. Alternate housing guarantees generally require the Company to provide substitute living quarters and transportation for students to and from the university if the project is not complete by an agreed-upon completion date. These guarantees typically expire at the later of five days after completion of the project or once the Company has moved all students from the substitute living quarters into the project.

Under project cost guarantees, the Company is responsible for the construction cost of a project in excess of an approved budget. The budget consists primarily of costs included in the general contractors' guaranteed maximum price contract ("GMP"). In most cases, the GMP obligates the general contractor, subject to force majeure and approved change orders, to provide completion date guarantees and to cover cost overruns and liquidated damages. In addition, the GMP is in certain cases secured with payment and performance bonds. Project cost guarantees expire upon completion of certain developer obligations, which are normally satisfied within one year after completion of the project. The Company's estimated maximum exposure amount under the above guarantees is approximately \$10.3 million as of September 30, 2018. As of September 30, 2018, management did not anticipate any material deviations from schedule or budget related to third-party development projects currently in progress.

In the normal course of business, the Company enters into various development-related purchase commitments with parties that provide development-related goods and services. In the event that the Company was to terminate development services prior to the completion of projects under construction, the Company could potentially be committed to satisfy outstanding purchase orders with such parties.

**Conveyance to University:** In August 2013, the Company entered into an agreement to convey fee interest in a parcel of land, on which one of the Company's student housing properties resides (University Crossings), to Drexel University (the "University"). Concurrent with the land conveyance, the Company as lessee entered into a ground lease agreement with the University as lessor for an initial term of 40 years, with three 10-year extensions, at the Company's option. The Company also agreed to convey the building and improvements to the University at an undetermined date in the future and to pay real estate transfer taxes not to exceed \$2.4 million. The Company paid approximately \$0.6 million in real estate transfer taxes upon the conveyance of land to the University, leaving approximately \$1.8 million to be paid by the Company upon the transfer of the building and improvements.

**Other Guarantees:** In 2017, as part of the purchase of an undeveloped land parcel, the Company entered into an agreement to construct a commercial retail space within a future development that will be conveyed back to the seller upon construction completion. If the construction of the retail space is not completed in accordance with the agreement, the Company is required to pay liquidated damages of \$2.1 million. As of September 30, 2018, management anticipates completing construction of the retail space in accordance with the agreement.

#### Contingencies

**Litigation:** The Company is subject to various claims, lawsuits and legal proceedings, as well as other matters that have not been fully resolved and that have arisen in the ordinary course of business. While it is not possible to ascertain the ultimate outcome of such matters, management believes that the aggregate amount of such liabilities, if any, in excess of amounts provided or covered by insurance, will not have a material adverse effect on the consolidated financial position or results of operations of the Company. However, the outcome of claims, lawsuits

and legal proceedings brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, the ultimate results of these matters cannot be predicted with certainty.

Letters of Intent: In the ordinary course of the Company's business, the Company enters into letters of intent indicating a willingness to negotiate for acquisitions, dispositions or joint ventures. Such letters of intent are non-binding (except with regard to exclusivity and confidentiality), and neither party to the letter of intent is obligated to pursue negotiations unless and until a definitive contract is entered into by the parties. Even if definitive contracts are entered into, the letters of intent relating to the acquisition and disposition of real property and resulting contracts generally contemplate that such contracts will provide the acquirer with time to evaluate the property and conduct due diligence, during which periods the acquirer will have the ability to terminate the contracts without penalty or forfeiture of any material deposit or earnest money. There can be no assurance that definitive contracts will be entered into with respect to any matter covered by letters of intent or that the Company will consummate any transaction contemplated by any definitive contract. Furthermore, due diligence periods for real property are frequently extended as needed. Once the due diligence period expires, the Company is then at risk under a real property acquisition contract, but only to

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
 AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
 (unaudited)

the extent of any non-refundable earnest money deposits associated with the contract and subject to normal closing conditions being met.

Environmental Matters: The Company is not aware of any environmental liability with respect to the properties that would have a material adverse effect on the Company's business, assets or results of operations. However, there can be no assurance that such a material environmental liability does not exist. The existence of any such material environmental liability could have an adverse effect on the Company's results of operations and cash flows.

#### 14. Segments

The Company defines business segments by their distinct customer base and service provided. The Company has identified four reportable segments: Owned Properties, On-Campus Participating Properties, Development Services, and Property Management Services. Management evaluates each segment's performance based on operating income before depreciation, amortization and minority interests.

During the year ended December 31, 2017, the Company revised the measure of profit or loss for each segment to include the allocation of costs related to corporate management and oversight and to exclude intercompany management fee revenue. This was due to a presentation change in the information used by the Company's chief operating decision makers to assess segment and company-wide performance and allocate resources, which was driven by the reorganization of duties within the Company's executive management team. Prior period amounts have been reclassified to conform to the current period presentation.

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |            |
|---|-------------------------------------|-----------|------------------------------------|------------|
|   | 2018                                | 2017      | 2018                               | 2017       |
| <b>Owned Properties</b>   |                                     |           |                                    |            |
| Rental revenues and other income  | \$203,526                           | \$184,282 | \$600,138                          | \$533,866  |
| Interest income   | 382                                 | 385       | 1,146                              | 1,161      |
| Total revenues from external customers  | 203,908                             | 184,667   | 601,284                            | 535,027    |
| Operating expenses before depreciation, amortization, and ground/facility lease expense | (107,997 )                          | (99,423 ) | (282,193 )                         | (249,552 ) |
| Ground/facility lease expense   | (2,306 )                            | (1,877 )  | (6,293 )                           | (5,163 )   |
| Interest expense, net <sup>(1)</sup>  | (5,622 )                            | (1,540 )  | (9,011 )                           | (1,194 )   |
| Operating income before depreciation and amortization                                   | \$87,983                            | \$81,827  | \$303,787                          | \$279,118  |
| Depreciation and amortization   | \$62,909                            | \$58,339  | \$185,171                          | \$161,341  |
| Capital expenditures  | \$144,910                           | \$196,910 | \$428,065                          | \$473,638  |
| <b>On-Campus Participating Properties</b>   |                                     |           |                                    |            |
| Rental revenues and other income  | \$6,980                             | \$6,799   | \$23,605                           | \$23,128   |
| Interest income   | 43                                  | 24        | 105                                | 47         |
| Total revenues from external customers  | 7,023                               | 6,823     | 23,710                             | 23,175     |
| Operating expenses before depreciation, amortization, and ground/facility lease expense | (3,875 )                            | (3,923 )  | (11,030 )                          | (11,080 )  |
| Ground/facility lease expense   | (645 )                              | (452 )    | (2,233 )                           | (1,988 )   |
| Interest expense  | (1,282 )                            | (1,312 )  | (3,804 )                           | (3,987 )   |
| Operating income before depreciation and amortization                                   | \$1,221                             | \$1,136   | \$6,643                            | \$6,120    |

Edgar Filing: AMERICAN CAMPUS COMMUNITIES INC - Form 10-Q

|                               |         |         |         |         |
|-------------------------------|---------|---------|---------|---------|
| Depreciation and amortization | \$1,962 | \$1,892 | \$5,856 | \$5,621 |
| Capital expenditures          | \$1,394 | \$2,039 | \$2,918 | \$2,909 |

30

---

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

|  | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|--|-------------------------------------|------------|------------------------------------|------------|
|  | 2018                                | 2017       | 2018                               | 2017       |
| <b>Development Services</b>  |                                     |            |                                    |            |
| Development and construction management fees                         | \$835                               | \$3,566    | \$3,883                            | \$4,697    |
| Operating expenses   | (2,056 )                            | (2,114 )   | (5,976 )                           | (5,971 )   |
| Operating (loss) income before depreciation and amortization         | \$(1,221 )                          | \$1,452    | \$(2,093 )                         | \$(1,274 ) |
| <b>Property Management Services</b>                                  |                                     |            |                                    |            |
| Property management fees from external customers                     | \$2,128                             | \$2,291    | \$7,311                            | \$7,193    |
| Operating expenses   | (1,775 )                            | (1,765 )   | (5,597 )                           | (5,818 )   |
| Operating income before depreciation and amortization                | \$353                               | \$526      | \$1,714                            | \$1,375    |
| <b>Reconciliations</b>   |                                     |            |                                    |            |
| Total segment revenues and other income                              | \$213,894                           | \$197,347  | \$636,188                          | \$570,092  |
| Unallocated interest income earned on investments and corporate cash | 849                                 | 850        | 2,489                              | 2,515      |
| Total consolidated revenues, including interest income               | \$214,743                           | \$198,197  | \$638,677                          | \$572,607  |
| Segment operating income before depreciation and amortization        | \$88,336                            | \$84,941   | \$310,051                          | \$285,339  |
| Depreciation and amortization  | (67,247 )                           | (62,271 )  | (199,191 )                         | (172,588 ) |
| Net unallocated expenses relating to corporate interest and overhead | (24,615 )                           | (23,636 )  | (83,958 )                          | (65,448 )  |
| Gain (loss) from disposition of real estate                          | —                                   | —          | 42,314                             | (632 )     |
| Other operating and nonoperating income                              | 570                                 | —          | 3,218                              | —          |
| Loss from early extinguishment of debt                               | —                                   | —          | (784 )                             | —          |
| Provision for real estate impairment                                 | —                                   | —          | —                                  | (15,317 )  |
| Income tax provision   | 219                                 | (267 )     | (2,147 )                           | (791 )     |
| Net (loss) income  | \$(2,737 )                          | \$(1,233 ) | \$69,503                           | \$30,563   |

(1) Net of capitalized interest and amortization of debt premiums.

AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

15. Subsequent Events

Distributions: On October 31, 2018, the Board of Directors of the Company declared a distribution per share of \$0.46, which will be paid on November 26, 2018 to all common stockholders of record as of November 12, 2018. At the same time, the Operating Partnership will pay an equivalent amount per unit to holders of Common O