

ACADIA REALTY TRUST  
Form DEF 14A  
April 03, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Acadia Realty Trust

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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2) Form, Schedule or Registration Statement No.:

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4) Date Filed:



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 14, 2014  
TO OUR SHAREHOLDERS:

Please take notice that the annual meeting of shareholders (the "Annual Meeting") of Acadia Realty Trust (the "Company") will be held on Wednesday, May 14, 2014, at 1:00 p.m., EDT time. This year's Annual Meeting will be a completely "virtual meeting" of shareholders. You will be able to attend the Annual Meeting, vote and submit your questions during the Annual Meeting via live webcast by visiting [www.virtualshareholdermeeting.com/AKR14](http://www.virtualshareholdermeeting.com/AKR14). Prior to the Annual Meeting, you will be able to vote at [www.proxyvote.com](http://www.proxyvote.com) for the purpose of considering and voting upon:

1. The election of six Trustees to hold office until the next annual meeting and until their successors are duly elected and qualified;
2. The ratification of the appointment of BDO USA, LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014;

The approval, on an advisory basis, of the compensation of Named Executive Officers as disclosed in the

3. Company's 2014 Proxy Statement in accordance with compensation rules of the Securities and Exchange Commission; and
4. Such other business as may properly come before the Annual Meeting.

The Board of Trustees of the Company recommends a vote "FOR" proposals 1 through 3. You should carefully review the accompanying Proxy Statement which contains additional information.

The Board of Trustees has fixed the close of business on March 19, 2014 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof.

By order of the Board of Trustees

Robert Masters, Secretary  
April 3, 2014

SHAREHOLDERS, WHETHER OR NOT THEY EXPECT TO ATTEND THE VIRTUAL MEETING, ARE REQUESTED TO VOTE THEIR SHARES ELECTRONICALLY VIA THE INTERNET OR BY COMPLETING AND RETURNING THE PROXY CARD, IF YOU REQUESTED PAPER PROXY MATERIALS. VOTING INSTRUCTIONS ARE PROVIDED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, OR, IF YOU REQUESTED PRINTED MATERIALS, THE INSTRUCTIONS ARE PRINTED ON YOUR PROXY CARD AND INCLUDED IN THE ACCOMPANYING PROXY STATEMENT.

ANY PERSON GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME PRIOR TO THE MEETING, AND SHAREHOLDERS WHO ATTEND THE MEETING MAY WITHDRAW THEIR PROXIES AND VOTE DURING THE MEETING. IT IS IMPORTANT THAT YOU VOTE YOUR COMMON SHARES. YOUR FAILURE TO PROMPTLY VOTE YOUR SHARES INCREASES THE OPERATING COSTS OF YOUR INVESTMENT.

YOU ARE CORDIALLY INVITED TO ATTEND THE VIRTUAL MEETING VIA LIVE WEBCAST BY VISITING [WWW.VIRTUALSHAREHOLDERMEETING.COM/AKR14](http://WWW.VIRTUALSHAREHOLDERMEETING.COM/AKR14), BUT YOU SHOULD SUBMIT A

PROXY BY INTERNET MAIL PRIOR TO THE MEETING, WHETHER OR NOT YOU PLAN TO ATTEND.

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ACADIA REALTY TRUST

1311 MAMARONECK AVENUE, SUITE 260, WHITE PLAINS, NEW YORK 10605

PROXY STATEMENT

FOR THE

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD

May 14, 2014

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Trustees ("Board of Trustees," "Trustees" or "Board") of Acadia Realty Trust (the "Company") for use at the annual meeting of shareholders scheduled to be held on Wednesday, May 14, 2014, at 1:00 p.m., EDT time, via live webcast at [www.virtualshareholdermeeting.com/AKR14](http://www.virtualshareholdermeeting.com/AKR14), or any postponement or adjournment thereof (the "Annual Meeting"). This Proxy Statement and accompanying form of proxy were first sent to shareholders on or about April 3, 2014.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 14, 2014. This Proxy Statement and the Company's 2013 Annual Report to shareholders are available at [www.acadiarealty.com/proxy](http://www.acadiarealty.com/proxy).

The Company will bear the costs of the solicitation of its proxies in connection with the Annual Meeting, including the costs of preparing, assembling and mailing proxy materials and the handling and tabulation of proxies received. In addition to solicitation of proxies by mail, the Company's Board of Trustees, officers and employees may solicit proxies in connection with the Annual Meeting by e-mail, telephone, telegram, personal interviews or otherwise. Trustees, officers and employees will not be paid any additional compensation for soliciting proxies. Arrangements have been made with brokerage firms, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of common shares of beneficial interest, par value \$.001 of the Company, (the "Common Shares") held of record by such persons or firms with their nominees, and in connection therewith, such firms will be reimbursed for their reasonable out-of-pocket expenses in forwarding such materials.

All properly executed and unrevoked proxies in the accompanying form that are received in time for the Annual Meeting will be voted at the Annual Meeting in accordance with the specification thereon. If no specification is made, signed proxies will be voted "FOR" each of proposals 1 through 3 set forth in the Notice of Annual Meeting.

You may revoke your proxy and reclaim your right to vote:

by submitting a later-dated proxy either by Internet or telephone by following the instructions on your proxy or voting card;

electronically during the annual meeting at [www.virtualshareholdermeeting.com/AKR14](http://www.virtualshareholdermeeting.com/AKR14) when you enter your 12-Digit Control Number;

by submitting a later-dated written proxy to the address shown on your proxy or voting card; or

if you are a holder of record, by (i) delivering by mail to our Corporate Secretary at or prior to the annual meeting an instrument revoking your proxy or (ii) delivering a subsequently dated proxy with respect to the same Common Shares to our Board at or prior to the annual meeting.

Any written notice revoking a proxy should be delivered at or prior to the Annual Meeting to the attention of the Corporate Secretary, Acadia Realty Trust, 1311 Mamaroneck Avenue, Suite 260, White Plains, NY 10605.

The Board of Trustees recommends a vote "FOR" proposals 1 through 3.

## OUTSTANDING SHARES AND VOTING RIGHTS

The outstanding capital shares of the Company as of March 19, 2014 consisted of 56,464,770 Common Shares. Holders of Common Shares are entitled to one vote for each Common Share registered in their names on the record date. The Board of Trustees has fixed the close of business on March 19, 2014 as the record date for determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. The presence, in person or by proxy, of the holders of Common Shares entitled to cast at least a majority of the votes of the outstanding Common Shares on March 19, 2014 will constitute a quorum to transact business at the Annual Meeting.

The approval of a majority of the votes cast by holders of Common Shares in person or by proxy at the Annual Meeting in the election of Trustees will be required to elect the nominees for Trustees at the Annual Meeting. There is no cumulative voting in

the election of Trustees. The approval of a majority of the votes cast by holders of Common Shares in person or by proxy at the Annual Meeting will be required for the ratification of the appointment of BDO USA, LLP as the independent registered public accounting firm. The approval of a majority of the votes cast by holders of Common Shares in person or by proxy at the Annual Meeting will be required for the advisory (non-binding) shareholder approval of the Company's executive compensation program for Named Executive Officers.

Proxies marked "Abstain" and which have not voted on a particular proposal are included in determining a quorum for the Annual Meeting. Abstentions are not treated as votes cast in the election of Trustees or in the ratification of the appointment of the independent registered public accounting firm, and thus are not the equivalent of votes against a nominee or against the ratification of the appointment of BDO USA, LLP as the independent registered public accounting firm, as the case may be, and will not affect the vote with respect to these matters. A "broker non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that proposal and has not received instructions with respect to that proposal from the beneficial owner (despite voting on at least one other proposal for which it does have discretionary authority or for which it has received instructions). Broker non-votes, if any, will have no effect and will not be counted towards the vote total for any proposal.

#### PROPOSAL 1 - ELECTION OF TRUSTEES

There are six nominees for election as Trustees for one-year terms, expiring in 2015 or until their successors are elected. Election of each Trustee requires the approval of the majority of the votes cast by the holders of Common Shares in person or by proxy at the Annual Meeting

The Company's Declaration of Trust provides that the Board of Trustees may be composed of up to a maximum of 15 members. Pursuant to a resolution of the Board, the Board of Trustees currently consists of six Trustees, each of whom serves until the next annual meeting and until his or her successor is duly elected and qualified. As stated elsewhere herein, the enclosed proxy will be voted for the election as Trustee of each nominee whose name is set forth below unless a contrary instruction is given. All of the nominees currently serve as Trustees of the Company. Management believes that all of its nominees are willing and able to serve the Company as Trustees. If any nominee at the time of election is unable or unwilling to serve or is otherwise unavailable for election, and as a consequence thereof, other nominees are designated, the persons named in the enclosed proxy or their substitutes will have the discretion and authority to vote or refrain from voting for other nominees in accordance with their judgment. The Board of Trustees has a Nominating and Corporate Governance Committee.

#### Trustee Independence

With five independent Trustees out of six, the Board has satisfied its objective that a majority of the Board should consist of independent Trustees. The Board of Trustees has affirmatively determined that each of Messrs. Crocker, Kellar, Spitz and Wielansky and Ms. Luscombe is independent under the rules of the New York Stock Exchange. In determining this, the Board of Trustees considered transactions and relationships between each Trustee or any member of his or her immediate family and the Company and its subsidiaries and affiliates. In determining Mr. Wielansky's independence, the Board of Trustees considered the fact that Mr. Wielansky was, in 2013, entitled to receive annual fees totaling \$100,000 for providing consulting services to the Company, including assisting with the underwriting and analysis of development and redevelopment opportunities as well as assisting with sourcing of direct acquisitions and identifying potential joint venture partners. The Board of Trustees did not consider this relationship to be material in determining Mr. Wielansky's independence because it believed the amount involved would not interfere with Mr. Wielansky's independent judgment. As of December 31, 2013, Mr. Wielansky terminated his consulting agreement with the Company. There is currently no member of the Board of Trustees that has any agreement with the Company for consulting or other services, other than that of a Trustee. The Board of Trustees has determined that each

member of the Audit, Compensation and Nominating and Corporate Governance Committees is independent under the criteria for independence set forth in the listing standards of the New York Stock Exchange. Upon the election of all nominees, the Company will continue to meet the New York Stock Exchange requirement for a majority of independent Trustees serving on the Board of Trustees.

The following is a brief description of the nominees for election as Trustees of the Company:

Nominees for Election as Trustees

Kenneth F. Bernstein, age 52, has been Chief Executive Officer of the Company since January of 2001. He has been President and Trustee of the Company since August 1998, when the Company acquired substantially all of the assets of RD Capital, Inc. ("RDC") and affiliates. From 1990 to August 1998, Mr. Bernstein was the Chief Operating Officer of RDC. In such capacity, he was responsible for overseeing the day-to-day operations of RDC, its management companies, and its affiliated partnerships. Prior to joining RDC, Mr. Bernstein was an associate at the New York law firm of Battle Fowler, LLP, from 1986 to 1990. Mr. Bernstein



received his Bachelor of Arts Degree from the University of Vermont and his Juris Doctorate from Boston University School of Law. Mr. Bernstein also serves on the boards of BRT Realty Trust and Golub Capital BDC. Mr. Bernstein is also a member of the National Association of Corporate Directors ("NACD"), International Council of Shopping Centers ("ICSC"), where he is on the Board of Trustees and has previously served as the co-chair of the Committee on Open-Air Centers, National Association of Real Estate Investment Trusts ("NAREIT"), Urban Land Institute ("ULI"), and the Real Estate Roundtable. In addition to being a member of the Young Presidents Organization, where he was the founding chairman of the Real Estate Network and currently sits on the Board of Advisors, he also sits on the Department of Real Estate Advisory Board at Baruch College.

We believe Mr. Bernstein's qualifications to sit on the Board include his extensive real estate, management and board experience. Highlights of these qualifications include Mr. Bernstein's:

- service as president and chief executive officer of the Company for the past 14 years;
- extensive network of contacts in the real estate industry and his leadership positions with various industry and business associations;
- five years experience as a real estate attorney;
- eight years experience as the Chief Operating Officer of a private real estate company; and
- three years experience as the Chief Operating Officer of a public real estate company.

Douglas Crocker II, age 74, has been a Trustee of the Company since November 2003. Mr. Crocker was most recently the Chief Executive Officer of Equity Residential, a multi-family residential real estate investment trust ("REIT"), from December 1992 until his retirement in December of 2002. During Mr. Crocker's tenure, Equity Residential grew from 21,000 apartments with a total market capitalization of \$700 million to a \$17 billion company with over 225,000 apartments. Mr. Crocker was also a former Managing Director of Prudential Securities, and from 1982 to 1992 served as Chief Executive Officer of McKinley Finance Group, a privately held company involved with real estate, banking and corporate finance. From 1979 to 1982, Mr. Crocker was President of American Invesco, the nation's largest condominium conversion company, and from 1969 to 1979 served as Vice President of Arlen Realty and Development Company. He currently sits on the board of the real estate investment trust Ventas and also serves on the board of the National Multi-Housing Council. In addition, Mr. Crocker serves as a director of CYS Investments, Inc. Mr. Crocker has been a five-time recipient of Commercial Property News' Multifamily Executive of the Year Award, a three-time winner of their REIT Executive of the Year Award, a three-time winner of Realty Stock Review's Outstanding CEO Award, and received NAREIT's 2010 Edward H. Linde Industry Leadership Award. Mr. Crocker is also a member of the NACD.

We believe Mr. Crocker's qualifications to sit on the Board include his extensive CEO, board, financial and real estate experience. Highlights of these qualifications include Mr. Crocker's:

- service as CEO of Equity Residential, a publicly traded REIT, for ten years;
- current service on the boards of directors of another REIT;
- past service on the audit committees of the boards of directors of a number of publicly traded companies; and
- over 40 years of experience in the real estate industry.

Lorrence T. Kellar, age 76, has been a Trustee of the Company since November 2003 and is an "audit committee financial expert" as that term is defined by the Securities and Exchange Commission ("SEC"). Mr. Kellar was Vice President at Continental Properties, a retail and residential developer from November 2002 until his retirement in November 2009. He is a director of Multi-Color Corporation, Frisch's Restaurants and Spar Group, Inc. Prior to joining Continental Properties in November of 2002, Mr. Kellar served as Vice President of Real Estate with Kmart Corporation from 1996 to 2002. From 1965 to 1996, Mr. Kellar served with The Kroger Co., the country's largest

supermarket company, where his final position was Group Vice President of Finance and Real Estate. Mr. Kellar is also a member of the NACD.

We believe Mr. Kellar's qualifications to sit on the Board include his extensive real estate development, public company board, asset management and mergers and acquisitions experience, as well as financial expertise. Highlights of these qualifications include Mr. Kellar's:

- over 40 years of real estate operating and development experience;
- extensive experience managing financial functions, including general accounting, audit, finance, and treasury;
- qualification as an "audit committee financial expert" as that term is defined by the SEC;
- service on the boards of directors of eight public companies, including his service as the chair of two of those boards;
- service as chair of both the City of Cincinnati and Kroger pension funds;

past service as chair of the Bartlett Management Trust mutual fund group; and involvement in a number of mergers and acquisitions transactions while with Kroger, U.S. Shoe, BT Office Products International and Multi-Color Corporation.

Wendy Luscombe, age 62, has been a Trustee of the Company since 2004. She is Principal of WKL Consulting, successor to WKL Associates, Inc., a real estate investment manager and consultant founded in 1994. Ms. Luscombe has managed investment portfolios totaling \$5 billion over the last 25 years and has represented foreign investors including UK Prudential and British Coal Pension Funds in their United States real estate investment initiatives. For ten years she was Chief Executive Officer of Pan American Properties, Inc., a public REIT sponsored by British Coal Pension Funds. She was also a member of the Board of Governors of NAREIT. Ms. Luscombe has served on various boards of public companies in both the United States and United Kingdom for over 25 years and is an "audit committee financial expert" as that term is defined by the SEC. Currently she serves as Executive Committee Member and Audit Committee member for the Zweig Fund and Zweig Total Return Fund, public closed-end mutual funds. She was Co-Lead Director of the Zweig Fund and Zweig Total Return Fund from 2005 to 2013. Additionally, she serves as Chairman of the Management Oversight Committee for the Deutsche Bank International Real Estate Opportunities Funds 1A and 1B. In 2012, she was appointed by the State Comptroller of New York to serve on the Real Estate Advisory Committee for the NYS Common Retirement Fund and retired in 2013. She was formerly a Board Member, Chairman of the Investment Committee and member of the Audit Committee for PXRE Group Ltd., a New York Stock Exchange listed reinsurance company. She resigned from her positions with PXRE Group Ltd. in August 2007, when the company merged with Argonaut Group, but was appointed an outside director of PXRE Reinsurance Company, the United States subsidiary of PXRE Group Ltd. which she resigned from in March 2008. She was also a Board Member for Endeavour Real Estate Securities and Amadeus Real Estate Securities, both private REIT mutual funds. From May 2009 to December 2010, Ms. Luscombe served as a Board Member and Audit Committee member for Feldman Mall Properties, a private REIT. Ms. Luscombe is also a member of the NACD and an NACD Certified Director and a member of NACD's teaching faculty, a Fellow of the Royal Institution of Chartered Surveyors and a Member of the Chartered Institute of Arbitrators.

We believe Ms. Luscombe's qualifications to sit on the Board include her extensive real estate operational background, CEO experience, asset management experience, extensive board service and strong corporate governance background. Highlights of these qualifications include Ms. Luscombe's:

- experience as the CEO of a public equity REIT in the United States for ten years;
- experience as the CEO of a UK urban renewal developer for two years;
- experience as the chief investment officer in the United States for a foreign pension fund and a real estate advisor to a US pension fund;
- experience in a variety of real estate asset types including, among others, regional malls, community shopping centers and mixed use;
- service as an independent director for nearly 30 years, including service on all board committees including audit, compensation, investment and nominating and corporate governance, including chairmanships of committees and service as co-lead director;
- service on the NACD faculty that conducts in-board training;
- experience as one of the first governors of NAREIT;
- successful launch of two successful contested REIT takeovers;
- qualification as an "audit committee financial expert" as that term is defined by the SEC; and
- experience in website management, social media and internet reputation management.

William T. Spitz, age 62, has been a Trustee of the Company since August 2007. Mr. Spitz has served as a Director of Diversified Trust Company, a private wealth management trust company, for 20 years and has served as a Director and Principal since March 2009. Previously, he was Vice Chancellor for Investments and Treasurer of Vanderbilt

University, Nashville, Tennessee from 1985 to July 2007. As Vice Chancellor for Investments at Vanderbilt, Mr. Spitz was responsible for managing the University's \$3.5 billion endowment. He was also a member of the Senior Management Group of the University, which is responsible for the day-to-day operations of the institution. During his tenure, the Vanderbilt endowment earned returns in the top 10% of a broad universe of endowments for multiple time frames. While at Vanderbilt, Mr. Spitz conducted asset allocation studies and implemented detailed investment objectives and guidelines, developed a comprehensive risk management plan, invested in approximately two hundred limited partnerships in five illiquid assets classes, selected new custodians for both the endowment fund and the University's charitable remainder trusts and implemented a more aggressive approach to working capital management which increased returns by 2% per annum. In addition, Mr. Spitz was also on the faculty of Vanderbilt University as Clinical Professor of Management-Owen Graduate School of Management. He has also held various high-level positions with successful asset management companies and has served on the board of several companies, including Cambium Global Timber Fund, The Common Fund, MassMutual Financial, and the Bradford Fund. He has also served on multiple advisory committees, including Acadia's Opportunity Fund

Advisory Boards, on which he served from 2001 to July 2007. Mr. Spitz is a published author and frequent speaker at industry conferences and seminars.

We believe Mr. Spitz's qualifications to sit on the Board include his asset management experience as well as real estate development, board, fund, and REIT experience. Highlights of these qualifications include Mr. Spitz's:

- former role as Vice Chancellor for Investments and Treasurer of Vanderbilt University for over 20 years;
- former responsibilities managing Vanderbilt University's multi-billion dollar endowment fund;
- high-level positions with successful asset management companies;
- service on the boards of directors of several companies;
- service on multiple fund advisory committees, including, previously, the Company's fund advisory boards;
- involvement in numerous real estate development projects;
- former position as director of a private REIT;
- past service on the audit committee of MassMutual; and
- qualification as chartered financial analyst.

Lee S. Wielansky, age 62, has been a Trustee of the Company since May 2000 and the Lead Trustee since 2004. Mr. Wielansky has been Chairman and Chief Executive Officer of Midland Development Group, Inc., which focuses on the development of retail properties in the mid-west and southeast, since May 2003. From November 2000 to March 2003, Mr. Wielansky served as Chief Executive Officer and President of JDN Development Company, Inc. and a director of JDN Realty Corporation through its merger with Developers Diversified Realty Corporation in 2003. He was also a founding partner and Chief Executive Officer of Midland Development Group, Inc. from 1983 through 1998 when the company sold its assets to Regency Centers Corporation. Mr. Wielansky serves as the Vice Chairman of the Board of Directors, as well as Chairman of the Compensation Committee of Pulaski Bank and is a Director for Isle of Capri Casinos, Inc. Mr. Wielansky is also a member of the NACD and ICSC.

We believe Mr. Wielansky's qualifications to sit on the Board include his real estate development, public company board, fund, asset management and CEO experience. Highlights of these qualifications include Mr. Wielansky's:

- over 37 years of real estate development experience;
- his role in developing over 150 shopping centers;
- his service as Chairman and CEO of Midland Development Group, Inc., which focuses on the development of retail properties in the mid-west and southeast, since May 2003;
- service on the boards of directors of four public companies, including three current public company directorships;
- service on compensation and audit committees;
- current service on the corporate governance committee for Pulaski Bank;
- current service as the Lead Trustee of the Company, a position he has held since 2004;
- responsibility for the asset management of 100 properties, accounting for over 11 million square feet;
- former position as CEO of JDN Development Company; and
- former position as Senior Vice President and Director of Regency Centers.

#### Vote Required; Recommendation

The election to the Board of Trustees of each of the six nominees will require the approval of a majority of the votes cast by the holders of Common Shares in person or by proxy at the Annual Meeting. The Board of Trustees unanimously recommends that the shareholders vote "FOR" the election of each of the six nominees to the Board of Trustees.

#### PROPOSAL 2 - RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Trustees has selected BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 and has directed that the selection of the independent registered public accounting firm be submitted for ratification by the shareholders at the Annual Meeting.

Shareholder ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm is not required by the Company's Declaration of Trust, Bylaws or otherwise. However, the Audit Committee is submitting the selection of BDO USA, LLP to the shareholders for ratification as a matter of what it considers to be good corporate practice. Notwithstanding the ratification of, or failure to, ratify the selection, the Audit Committee of the Board of Trustees in its discretion may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its subsidiaries.

Representatives of BDO USA, LLP, the Company's auditors for 2013, are expected to be present at the Annual Meeting and will have the opportunity to make a statement if such representatives desire to do so and will be available to respond to appropriate questions.

Vote Required; Recommendation

The approval of a majority of the votes cast by holders of Common Shares in person or by proxy at the Annual Meeting in the ratification of the appointment of the independent registered public accounting firm is required to ratify the appointment of BDO USA, LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014. The Board of Trustees unanimously recommends that the shareholders vote "FOR" the ratification of BDO USA, LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014.

PROPOSAL 3 - ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION

As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), the Company is seeking a non-binding shareholder vote approving the compensation of Named Executive Officers as disclosed in this Proxy Statement in accordance with SEC rules and as discussed in "Compensation Discussion and Analysis," the compensation tables and any related material. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the policies and practices described in this Proxy Statement.

The Board and management have thoughtfully designed the Company's executive compensation philosophy, policies and programs tailored with the understanding of the Company's business and the strategic mission of the Company.

The Compensation Committee's executive compensation objectives are as follows:

1. Motivating the Company's Named Executive Officers to create maximum shareholder value.
2. Providing incentives to the Company's Named Executive Officers that reward dedication, hard work and success.
3. Providing a compensation program that ensures "pay for performance."
4. Aligning the interests of the Company's Named Executive Officers and shareholders as closely as possible.
5. Aligning the interests of the Company's Named Executive Officers and the Company's external fund investors as closely as possible.
6. Creating the right mix of long-term incentives to motivate and to retain the Company's Named Executive Officers.
7. Creating an incentive compensation program that can go beyond the Company's Named Executive Officers and be utilized throughout the organization.

Vote Required; Recommendation

Because the shareholder vote is advisory, the results will not be binding upon the Board. However, the Compensation Committee will take the outcome of the vote expressed by its shareholders into consideration for future executive compensation arrangements. The Board of Trustees unanimously recommends that the shareholders vote "FOR" the approval, on an advisory basis, of the Company's executive compensation program for Named Executive Officers as

set forth in this Proxy Statement. Unless otherwise indicated by a shareholder on a proxy, shares will be voted "FOR" the approval of the executive compensation.

The Company currently plans to seek an advisory vote on executive compensation annually. The next advisory vote on executive compensation will occur at the 2015 annual meeting.



## Equity Compensation Plan Information

The following table provides information as of December 31, 2013 regarding the Common Shares that may be issued under the Company's equity compensation plans consisting of the Company's Amended and Restated 2006 Share Incentive Plan (the "2006 Plan") and the Company's Employee Share Plan (the "Share Purchase Plan"). In the footnotes to the table, the Company has also presented the information in relation to its equity compensation plans as of the record date.

Plan category	Equity Compensation Plan Information (4)		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted Average exercise price of warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities referenced in column (a)) (c)
Equity compensation plans approved by security holders:(1)	1,061,157 (2)	\$21.47	1,625,263 (3)
Equity compensation plans not approved by security holders:	—	—	—
Total	1,061,157	\$21.47	1,625,263

## Notes:

(1) Includes information related to the 2006 Plan.

Includes (a) 113,086 Common Shares issuable upon the exercise of outstanding options, (b) 63,737 Common Shares issuable upon the vesting of Common Shares subject to time-based vesting and, in some instances, performance-based vesting ("Restricted Share Units"), and (c) 884,334 long-term incentive units (LTIP units) that, upon the satisfaction of certain conditions, are convertible into common units, which may be presented to us for (2) redemption and acquired by us for Common Shares. Because there is no exercise price associated with Restricted Share Units and LTIP units, such awards are not included in the weighted average exercise price calculation. As of March 19, 2014, there are stock options outstanding to acquire 107,422 Common Shares, with a weighted average exercise price of \$19.33 and an average weighted remaining term of 1.50 years. As of March 19, 2014, there are a total of 991,369 Restricted Share Units and LTIP units unvested.

As of December 31, 2013, there were 1,586,132 Common Shares available for future issuance under the 2006 Plan and 39,131 Common Shares available for future issuance under the Share Purchase Plan. As of March 19, 2014, (3) 1,290,073 Common Shares remain available for future issuance under the 2006 Plan and 37,868 Common Shares remain available for future issuance under the Share Purchase Plan.

As of March 19, 2014, the Company had 56,464,770 Common Shares outstanding. Inclusive of 2,198,861 units (4) ("OP Units") of limited partnership interest outstanding, the Company had 58,663,631 Common Shares and OP Units outstanding as of March 19, 2014.

## MANAGEMENT

## Trustee Meetings and Attendance

During 2013, the Board of Trustees held four in-person meetings and one telephonic meeting, the Audit Committee held eight telephonic meetings, the Compensation Committee held four in-person meetings and had a number of telephonic discussions, the Nominating and Corporate Governance Committee held three telephonic meetings and the Investment/Capital Markets Committee held numerous telephonic discussions to discuss potential transactions. The Board of Trustees believes consistent attendance with a minimum of missed meetings is important in carrying out the

responsibilities of being a Trustee. The average attendance in the aggregate of the total number of Board of Trustees and committee meetings was 94%. No Trustee attended fewer than 83% of the aggregate of all meetings of the Board of Trustees and applicable committee meetings.

The Company does not have a formal policy requiring Trustees to be present at Annual Meetings, although the Company does encourage their attendance. All of the Company's Trustees attended the 2013 Annual Meeting.

## Trustees and Executive Officers

The Trustees and executive officers of the Company as of the date of this Proxy Statement are as follows:

Name	Age	Office Held	Year First Became Officer/Trustee	Term Expires
Kenneth F. Bernstein	52	Trustee, Chief Executive Officer and President	1998	2014
Lee S. Wielansky	62	Trustee; Independent Lead Trustee	2000	2014
Douglas Crocker II	74	Trustee	2003	2014
Lorrence T. Kellar	76	Trustee	2003	2014
Wendy Luscombe	62	Trustee	2004	2014
William T. Spitz	62	Trustee	2007	2014
Joel Braun	62	Executive Vice President and Chief Investment Officer	1998	-
Jonathan W. Grisham	56	Senior Vice President and Chief Financial Officer	1998	-
Robert Masters	69	Senior Vice President, General Counsel, Chief Compliance Officer and Secretary	1998	-
Christopher Conlon	54	Executive Vice President and Chief Operating Officer	2008	-

Biographical information with respect to Messrs. Bernstein, Crocker, Kellar, Spitz and Wielansky and Ms. Luscombe is set forth under "PROPOSAL 1 - ELECTION OF TRUSTEES," above.

Joel Braun, age 62, has been Chief Investment Officer of the Company since August 1998. Mr. Braun was a Senior Vice President of the Company from August 1998 until January 2007 when he was named Executive Vice President. Mr. Braun is responsible for all of the Company's merger and acquisition activities. Previously, Mr. Braun was Vice President of Acquisitions for RD Capital, Inc. Mr. Braun holds a Bachelor's Degree in Business Administration from Boston University and a Master's Degree in Planning from The Johns Hopkins University.

Jonathan W. Grisham, age 56, Mr. Grisham was promoted to Chief Financial Officer as of January 1, 2012. Previously, from February 2005, Mr. Grisham had served as Senior Vice President/Chief Accounting Officer and prior to that was the Director of Financial Reporting since the Company's formation. From 1993 to 1998, Mr. Grisham served as Controller at Mark Centers Trust and from 1987 through 1992, he was a Supervisor in the public accounting firm of Aronson & Company in Washington, DC. Mr. Grisham is a Certified Public Accountant and holds a Master's Degree in Finance from Kings College and a Bachelor's of Science Degree in Accounting from George Mason University.

Robert Masters, Esq., age 69, has been a Senior Vice President, General Counsel, Chief Compliance Officer and Secretary of the Company since 1998. Prior to that he served as General Counsel of RD Capital, Inc., the Company's predecessor, from 1994 to 1998. Mr. Masters was General Counsel for API Asset Management from 1990 to the time he joined RD Capital, Inc. Previously, Mr. Masters worked in the banking sector, a private law firm and the Department of Justice. Mr. Masters received his Bachelor of Arts from the City University of New York and his Juris Doctorate from New York University Law School from which he graduated in 1973. Mr. Masters is a member of the New York State Bar.

Christopher Conlon, age 54, as of January 1, 2012, Mr. Conlon was promoted to Executive Vice President/Chief Operating Officer. Previously, from February 2008, Mr. Conlon served as Senior Vice President - Leasing and Development. From 1992 to 2007, Mr. Conlon was a partner at Ripco Real Estate Corporation where he was responsible for the leasing and development/redevelopment of neighborhood shopping centers, vertical urban retail centers and mixed-use properties with retail components. Mr. Conlon received his Bachelor of Arts from the State

University of New York at Stony Brook and his J.D. from St. John's University School of Law.

## Board Leadership Structure

The Board's Lead Trustee and the Company's Chief Executive Officer generally serve as the leadership of the Board. The Company does not have a chairperson of the Board. Mr. Wielansky, an independent Trustee who serves as a member of the Investment/Capital Markets Committee, has been selected by the Board to serve as the Lead Trustee. The duties of the Lead Trustee include, without limitation, the following:

- to chair and facilitate discussions among the independent Trustees;
- to facilitate communication between the independent Trustees, the Chief Executive Officer and management;
- to assist in the planning and preparation of meetings of the independent Trustees and meetings of the Board of Trustees, including the preparation of the agendas for such meetings;
- to be available to participate in any and all committee meetings, as needed;
- and
- to act as the spokesperson of the independent Trustees in matters dealing with the press and public when called upon.

The Lead Trustee has final say on the agenda for all Board meetings.

The Chief Executive Officer presides over the regular meetings of the Board of Trustees, calling each meeting to order and leading the Trustees through the agenda items. The Lead Trustee presides over all meetings of the non-management Trustees held in executive session. "Non-management" Trustees are all those who are not Company officers and include Trustees, if any, who are not "independent" by virtue of the existence of a material relationship with the Company (although all of the current non-management trustees are also independent). An executive session is held in conjunction with each regularly scheduled Board meeting and other executive sessions may be called by the Lead Trustee in his own discretion or at the request of the Board. The Lead Trustee has responsibility for facilitating communication among independent Trustees and between the independent Trustees and management, as well as additional responsibilities that are more fully described in the Company's Corporate Governance Guidelines, which are available on the Company's website at [www.acadiarealty.com](http://www.acadiarealty.com) in the Investors-Corporate Governance section. Please note that the information on the Company's website is not incorporated by reference in this Proxy Statement.

Because the Chief Executive Officer is the Trustee most familiar with the Company's business and industry and is the most capable of effectively identifying strategic priorities and leading the discussion regarding the execution of the Company's strategy, discussion at Board meetings is usually led by the Chief Executive Officer. Independent Trustees and management have different perspectives and roles in strategy development. The Company's independent Trustees bring experience, oversight and expertise from outside the Company, while the Chief Executive Officer brings company-specific experience and expertise. The Board believes that its leadership structure is appropriate because it combines an appropriate balance between independent leadership through the use of a Lead Trustee and strategy development, which results from the Chief Executive Officer leading the discussions on most Board topics.

## Committees of the Board of Trustees

The Board of Trustees has standing Audit, Compensation, Nominating and Corporate Governance and Investment/Capital Markets Committees. The functions of each committee are detailed in its respective committee charter, which are available on the Company's website at [www.acadiarealty.com](http://www.acadiarealty.com) in the "Investors - Corporate Governance" section. Please note that the information on the Company's website is not incorporated by reference in this Proxy Statement.

The Company's current standing committees are as follows:

NAME	AUDIT COMMITTEE	COMPENSATION COMMITTEE	NOMINATING AND	INVESTMENT/
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CORPORATE  
GOVERNANCE  
COMMITTEE

CAPITAL  
MARKETS  
COMMITTEE

EMPLOYEE TRUSTEE

Kenneth F. Bernstein

X<sup>(2)</sup>

NON-EMPLOYEE

TRUSTEES

Lee S. Wielansky

X

Douglas Crocker II

X

X

X<sup>(1)</sup>

Lorrence T. Kellar

X<sup>(1)</sup>

X

Wendy Luscombe

X

X<sup>(1)</sup>

William T. Spitz

X

X<sup>(1)</sup>

X

Notes:

(1) Chairman of the committee.

(2) Ex-Officio member of the committee.

#### Audit Committee

The Audit Committee is empowered to engage the Company's independent registered public accounting firm and review the scope and results of the audit. The Audit Committee examines the accounting practices and methods of control and the manner of reporting financial results. These reviews and examinations include meetings with independent auditors, staff accountants and representatives of management. The results of the Audit Committee's examinations and the choice of the Company's independent registered public accounting firm are reported to the full Board of Trustees. The Audit Committee includes no officers or employees of the Company or any of its subsidiaries.

The Audit Committee held eight telephonic meetings during the last fiscal year.

The Audit Committee Charter requires that the Audit Committee be comprised of at least three members, each of whom is "independent," as defined by the listing standards of the New York Stock Exchange and at least one of whom is an "audit committee financial expert," as that term is defined by the SEC.

The following Trustees are members of the Audit Committee: Mr. Kellar (Chair), Ms. Luscombe and Mr. Spitz. Mr. Kellar and Ms. Luscombe have served as members of the Audit Committee since the 2004 annual meeting and Mr. Spitz was appointed a member in February 2010. The Board has determined that each of these members meets the independence requirements for members of audit committees prescribed by the listing standards of the New York Stock Exchange. Mr. Kellar serves on the audit committees of two other public companies. Ms. Luscombe serves on the audit committees of a complex of closed end mutual funds, the meetings for which are held concurrently. The Board has determined that the participation by Mr. Kellar and Ms. Luscombe on these other audit committees does not impair their ability to serve effectively on the Company's Audit Committee. The Board has determined that Mr. Kellar and Ms. Luscombe are each an "audit committee financial expert," as that term is defined by the SEC. See the biographical information in "PROPOSAL 1 - ELECTION OF TRUSTEES" for their relevant experience.

#### Compensation Committee

The Compensation Committee is responsible for administering the 2006 Plan and recommending to the full Board the compensation of the executive officers of the Company, including the Chief Executive Officer. In addition, the Compensation Committee evaluates the Chief Executive Officer's performance, coordinates and reviews the Company's succession plans related to the Chief Executive Officer and other executive officers and reports the status of such plans to the Board annually.

The Compensation Committee held four in-person meetings and had a number of telephonic discussions during the last fiscal year.

The Compensation Committee Charter requires that the Compensation Committee be comprised of at least two members, with all committee members being "independent" as defined by the listing standards of the New York Stock Exchange.

The members of the Compensation Committee during the last fiscal year were Messrs. Spitz (Chair), Kellar and Crocker. Mr. Spitz and Mr. Crocker have served as members since 2007 and Mr. Kellar has served as a member since 2004. The Board of Trustees has determined that each of these members is independent within the meaning of the listing standards of the New York Stock Exchange. See "Acadia Realty Trust Compensation Committee Report."

For information relating to the compensation consultant hired by the Compensation Committee, please refer to the discussions under the headings "Specific Elements of Acadia Realty Trust's Executive Compensation Program - A. Base Salaries," "V. Benchmarking" and "VIII. Specific 2013 Decisions and 2014 Changes" in "Compensation Discussion and Analysis" below.

#### Compensation Committee Interlocks and Insider Participation

During 2013, none of the Compensation Committee members (i) were officers or employees of the Company or any of its subsidiaries during the fiscal year ended December 31, 2013; (ii) are former officers of the Company or any of the Company's subsidiaries or (iii) had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. In addition, during the last completed fiscal year, none of the Named Executive Officers of the Company served as:



a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served on the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire Board of Trustees) of the Company;

a director of another entity, one of whose executive officers served on the Compensation Committee of the Company;  
or

a member of the compensation committee (or other board committee performing equivalent functions or, in the absence of any such committee, the entire board of directors) of another entity, one of whose executive officers served as a Trustee of the Company.

#### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications and performance of the Board of Trustees and recommending nominees for Trustees and Board committees to the Board. The Nominating and Corporate Governance Committee is also responsible for recommending to the Board changes in the Company's Corporate Governance Guidelines. The Nominating and Corporate Governance Committee charter requires the Nominating and Corporate Governance Committee to be comprised of at least two members, each of whom is "independent" as defined by the listing standards of the New York Stock Exchange.

The Nominating and Corporate Governance Committee held three telephonic meetings during the last fiscal year.

Members of the Nominating and Corporate Governance Committee during the last fiscal year were Ms. Luscombe (Chair), who has served since the 2005 annual meeting and Mr. Crocker, who has served since August 2005. The Board of Trustees has determined that both of these members are independent within the meaning of the listing standards of the New York Stock Exchange.

The Nominating and Corporate Governance Committee will consider all shareholder recommendations for candidates for the Board of Trustees. All shareholder recommendations should be sent to the Company's Corporate Secretary at Acadia Realty Trust, 1311 Mamaroneck Avenue, Suite 260, White Plains, NY 10605, and should include all information relating to such person that is required to be disclosed in a proxy statement for the election of Trustees or is otherwise required pursuant to Regulation 14A under the Exchange Act. Shareholders must also include the nominee's written consent to being named in the Proxy Statement as a nominee and to serving as a Trustee if elected. Furthermore, the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made must include their names and addresses as they appear on the Company's books, as well as the class and number of Common Shares of the Company that they beneficially own. The Nominating and Corporate Governance Committee may identify other candidates, if necessary, through recommendations from directors, management, employees or outside consultants.

The Nominating and Corporate Governance Committee will review candidates in the same manner regardless of the source of the recommendation. Under the Company's Bylaws, a shareholder must deliver notice of nominees for Trustee to the Company's Corporate Secretary not less than 120 days and no more than 150 days prior to the first anniversary date of the proxy statement for the preceding year's annual meeting, provided, however, that in the event that the date of the annual meeting is advanced or delayed by more than 30 days from the anniversary date of the preceding year's annual meeting, notice by the shareholder must be so delivered not earlier than the 150th day prior to such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the 120th day prior to such annual meeting or the tenth day following the day on which public announcement of the date of such annual meeting is first

made. The Committee received no shareholder recommendations for candidates for the Board of Trustees for this Annual Meeting.

#### Trustee Qualifications and Review of Trustee Nominees

The Nominating and Corporate Governance Committee makes recommendations to the Board of Trustees regarding the size and composition of the Board. The Nominating and Corporate Governance Committee annually reviews the composition of the Board as a whole and recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity of backgrounds, experience and competencies required for the Board as a whole and contains at least the minimum number of independent Trustees required by applicable laws and regulations. The Nominating and Corporate Governance Committee is responsible for ensuring that the composition of the Board accurately reflects the needs of the Company to execute its strategic plan and achieve its objectives. In the event the Nominating and Corporate Governance Committee determines that additional expertise is needed on the Board, or if there is a vacancy, the Nominating and Corporate

Governance Committee expects to use its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm.

The Company's strategic plan can be summarized in the following broad categories:

- Maintain a strong balance sheet;
- Maintain a strong core portfolio;
- Enhance the Company's external growth platform; and
- Utilize its experienced management team.

In evaluating a Trustee candidate, the Nominating and Corporate Governance Committee considers factors that are in the best interests of the Company and its shareholders, including the knowledge, experience, integrity and judgment of the candidate; the potential contribution of the candidate to the diversity of backgrounds, experience and competencies required by the Board; the candidate's ability to devote sufficient time and effort to his or her duties as a Trustee; independence and willingness to consider all strategic proposals and oversee the agreed-upon strategic direction of the Company; and any other criteria established by the Board, as well as other core competencies or technical expertise necessary to fill all of the committees of the Board.

Each nominee meets the foregoing criteria and also brings a strong and unique background and set of skills to the Board, giving the Board, as a whole, competence and experience in a wide variety of areas. The skills include:

- General real estate experience;
- Real estate investment experience;
- Asset management experience;
- REIT experience;
- Financial expertise;
- Real estate development experience;
- Public company board service;
- Information technology and social media skills;
- Corporate governance expertise;
- CEO experience;
- Experience in risk management; and
- Experience in mergers and acquisitions.

#### Investment/Capital Markets Committee

The Investment/Capital Markets Committee (the "Investment Committee") has been established for the primary purpose of (i) screening all transactions that are within certain defined pre-approval limits to ensure such transactions are within such limits, (ii) acting as the pricing committee for all equity offerings and (iii) for other investments and capital market transactions, exercising such authority as is given to it from time to time by the Board of Trustees. The Investment Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as deemed appropriate to perform its duties and responsibilities.

The Investment Committee held numerous informal telephonic discussions to discuss potential transactions during the last fiscal year.

The Investment Committee charter requires that it be comprised of at least three members, each of whom is "independent" as defined by the listing standards of the New York Stock Exchange. The Company's Chief Executive Officer is an ex-officio member of the Investment Committee. Messrs. Crocker (Chair) and Wielansky have served as

the members of the Investment Committee since the 2004 Annual Meeting and Mr. Spitz has served since 2007. The Board of Trustees has determined that Messrs. Crocker, Wielansky and Spitz are "independent" within the meaning of the listing standards of the New York Stock Exchange.

#### Communication with Trustees

You may communicate directly with the Board of Trustees by sending correspondence to the Company's Corporate Secretary at Acadia Realty Trust, 1311 Mamaroneck Avenue, Suite 260, White Plains, NY 10605. The sender should indicate in the address whether it is intended for the entire Board, the independent Trustees as a group, or to an individual Trustee. Each communication intended for the Board or independent Trustees received by the Corporate Secretary will be promptly forwarded to the intended recipients in accordance with the sender's instructions.

### Other Corporate Governance Initiatives

The Company regularly monitors developments in the area of corporate governance and continues to enhance the Company's corporate governance structure based upon a review of new developments and recommended best practices. Effective as of March 2014, the Company amended its Corporate Governance Guidelines to: (i) add a more detailed description of the duties of the Lead Trustee; and (ii) to add an additional level of consideration in connection with the independence determination of the Lead Trustee. The Corporate Governance Guidelines provide that, in addition to the guidelines set forth in the New York State Stock Exchange Listed Company Manual, wherever and whenever possible, the Lead Trustee should be a Trustee, who, within the last three years:

- has not served as an executive officer of the Company;
- has not been an employee, advisor or consultant to Acadia pursuant to any material, written agreement;
- has not been affiliated with a company that has been advisor or consultant to Acadia;
- has not been affiliated with a company or non-profit entity that received the greater of \$2 million or 2% of its gross revenue from Acadia;
- has not been employed by a public company at which an executive officer of Acadia serves as a director;
- has not had any of the relationships described above with any affiliate of Acadia; and
- was not the spouse, parent, child, sibling or in-law of any person described above.

Effective as of March 2013, the Company adopted two corporate governance policies: (1) a "clawback" policy, and (2) a restriction on short sales, hedging and pledging of the Company's shares. The "clawback" policy provides that in the event of an accounting restatement due to material noncompliance with federal financial reporting requirements, the Compensation Committee has the right to recover any excess incentive-based compensation awarded to any of Acadia's executive officers who received incentive based compensation during the three-year period preceding the date on which the Company is required to prepare a restatement. The restrictions on Company Trustees and certain executive officers with respect to their share ownership include prohibitions with respect to Company securities on: (i) short sales, (ii) purchases or sales of derivative securities of the Company or any derivative securities that provide the economic equivalent, (iii) maintaining a margin account secured by shares of the Company and (iv) pledges as collateral for a loan.

The Company's corporate governance materials, including the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, Whistle Blower Policy and standing committee charters may be found on the Company's web site at [www.acadiarealty.com](http://www.acadiarealty.com) in the "Investors - Corporate Governance" section. Copies of these materials are also available to shareholders upon written request to the Company's Corporate Secretary, Acadia Realty Trust, 1311 Mamaroneck Avenue, Suite 260, White Plains, NY 10605.

### Risk Oversight

The entire Board and each of its committees are involved in overseeing risk associated with the Company. The Board and the Audit Committee monitor the Company's financial and regulatory risk through regular reviews with management and internal and external auditors and other advisors. In its periodic meetings with the internal auditors and the independent registered public accounting firm, the Audit Committee discusses the scope and plan for the internal audit and the audit conducted by the independent registered accounting firm, and includes management in its review of accounting and financial controls and assessment of business risks. The Board and the Nominating and Corporate Governance Committee monitor the Company's corporate governance policies and procedures by regular review with management and outside advisors. The Board and the Compensation Committee monitor CEO succession and the Company's compensation policies and related risks by regular reviews with management and the Committee's outside advisors.

As part of its oversight of the Company's executive compensation program, the Compensation Committee considers the impact of the Company's executive compensation program, and the incentives created by the compensation awards that it administers, on the Company's risk profile. In addition, the Company reviews all of its compensation policies and procedures, including the incentives that they create and factors that may reduce the likelihood of excessive risk taking, to determine whether they present a significant risk to the Company. Based on these reviews, the Company has concluded that its compensation policies and procedures are not reasonably likely to have a material adverse effect on the Company.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The Company's authorized capital consists of 100,000,000 Common Shares. As of March 19, 2014, the Company had 56,464,770 Common Shares outstanding, which shares were held by 311 record holders. In addition, as of March 19, 2014, the Company had 2,198,861 units of limited partnership interest outstanding in Acadia Realty Limited Partnership ("OP Units"), a Delaware limited partnership, of which the Company serves as general partner (the "Operating Partnership").

The Company is not aware of any person or any group within the meaning of Section 13(d)(3) of the Exchange Act that is the beneficial owner of more than 5% of any class of the Company's voting securities other than as set forth in the table below. The Company does not know of any arrangements at present, the operation of which may, at a subsequent date, result in a change in control of the Company.

The following table sets forth, as of March 19, 2014, certain information concerning the holdings of each person known to the Company to be a beneficial owner of more than 5% of the Common Shares at March 19, 2014, all Common Shares beneficially owned by each Trustee, each nominee for Trustee, each Named Executive Officer named in the Summary Compensation Table appearing elsewhere herein and by all Trustees, and executive officers as a group. Each of the persons named below has sole voting power and sole investment power with respect to the shares set forth opposite his or her name, except as otherwise noted.

Beneficial Owners	Number of Common Shares Beneficially Owned		Percent of Class
<b>5% Beneficial Owners</b>			
The Vanguard Group, Inc. (1)	7,184,526		12.72
FMR LLC (2)	6,706,049		11.88
BlackRock, Inc. (3)	6,044,444		10.70
T. Rowe Price Associates, Inc. (4)	4,529,451		8.02
Vanguard Specialized Funds (5)	3,748,781		6.64
Invesco Ltd. (6)	3,271,060		5.79
<b>Trustees and Executive Officers (7)</b>			
Kenneth F. Bernstein	895,661	(8)	1.59
Joel Braun	108,404	(9)	*
Jonathan W. Grisham	77,949	(10)	*
Robert Masters	96,325	(11)	*
Christopher Conlon	18,235	(12)	*
Douglas Crocker II	23,353	(13)	*
Lorrence T. Kellar	36,317	(14)	*
Wendy Luscombe	23,651	(15)	*
William T. Spitz	25,505	(16)	*
Lee S. Wielansky	46,985	(17)	*
All Executive Officers and Trustees as a Group (10 persons)	1,352,385	(18)	2.40

Notes:

\* Represents less than 1%.

(1) Other than the information relating to its percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to The Vanguard Group, Inc. ("The Vanguard Group") is based solely on a Schedule 13G (the "Vanguard 13G") filed with the SEC on February 10, 2014 by The Vanguard Group.



According to the Vanguard 13G, Vanguard Fiduciary Trust Company ("VFTC"), a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 80,557 Common Shares outstanding of the Company as a result of its serving as investment manager of collective trust accounts. VFTC directs the voting of these shares.

According to the Vanguard 13G, Vanguard Investments Australia, LTD. ("VIA"), a wholly-owned subsidiary of The Vanguard Group, is the beneficial owner of 123,187 Common Shares outstanding of the Company as a result of its serving as investment manager of Australian investment offerings. VFTC directs the voting of these shares.

The principal business office address of The Vanguard Group is 100 Vanguard Blvd. Malvern, PA 19355. According to the Vanguard 13G, The Vanguard Group's ownership of the Company's Common Shares is as follows:

	Number of shares beneficially owned by each reporting person with:			
	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
The Vanguard Group	153,839	35,255	7,054,064	130,462

(2) Other than the information relating to its percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to FMR LLC is based solely on a Schedule 13G (the "FMR LLC 13G") filed with the SEC on February 14, 2014 by FMR LLC.

According to the FMR LLC 13G, Fidelity Management & Research Company ("Fidelity"), a wholly-owned subsidiary of FMR LLC, is the beneficial owner of 5,600,732 Common Shares outstanding of the Company as a result of acting as investment adviser to various investment companies.

According to the FMR LLC 13G, Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds, each has sole power to dispose of the 5,600,732 shares owned by the Funds.

According to the FMR LLC 13G, Fidelity SelectCo, LLC ("SelectCo"), a wholly-owned subsidiary of FMR LLC, is the beneficial owner of 488,849 Common Shares outstanding of the Company as a result of acting as investment advisor to various investment companies.

According to the FMR LLC 13G, Edward C. Johnson 3d and FMR LLC, through its control of SelectCo, and the funds, each has sole power to dispose of the 488,849 shares owned by SelectCo Funds.

According to the FMR LLC 13G, Pyramis Global Advisors LLC ("PGALLC"), an indirect wholly-owned subsidiary of FMR LLC, is the beneficial owner of 42,496 Common Shares outstanding of the Company as a result of its serving as investment adviser to institutional accounts owning such shares. Edward C. Johnson 3d and FMR LLC, through its control of PGALLC, each has sole dispositive power over 42,496 shares and sole power to vote or to direct the voting of 42,496 shares owned by the institutional accounts managed by PGALLC as reported above.

According to the FMR LLC 13G, Pyramis Global Trust Company ("PGATC"), an indirect wholly-owned subsidiary of FMR LLC, is the beneficial owner of 573,972 Common Shares outstanding of the Company as a result of its serving as investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR LLC, through its control of PGATC, each has sole dispositive power over 573,972 shares and sole power to vote or to direct the voting of 573,972 shares owned by the institutional accounts managed by PGATC as reported above.

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The principal business office address of FMR LLC is 245 Summer Street, Boston, MA 02210. According to the FMR LLC 13G, the reporting entities ownership of the Company's Common Shares is as follows:

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Number of shares beneficially owned by each reporting person with:

	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
FMR LLC	616,468	—	6,706,049	—

(3) Other than the information relating to its percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to Blackrock Inc. is based solely on a Schedule 13G (the "Blackrock 13G") filed with the SEC on January 10, 2014 by Blackrock Inc.

The principal business office address of Blackrock, Inc. is 40 East 52<sup>nd</sup> Street, New York, NY 10022. According to the Blackrock, Inc. 13G, the reporting entities ownership of the Company's Common Shares is as follows:

Number of shares beneficially owned by each reporting person with:

	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
Blackrock, Inc.	5,887,347	—	6,044,444	—

(4) Other than the information relating to its percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to T. Rowe Price Associates, Inc. ("Price Associates") is based solely on a Schedule 13G filed with the SEC on February 7, 2014 by T. Rowe Price ("Price Associates 13G").

The principal business office address of Price Associates is 100 E. Pratt Street, Baltimore, MD 21202. According to the Price Associates 13G, Price Associates ownership of the Company's Common Shares is as follows:

Number of shares beneficially owned by each reporting person with:

	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
T. Rowe Price Associates, Inc.	642,133	—	4,529,451	—

(5) Other than the information relating to its percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to Vanguard Specialized Funds - Vanguard REIT Index Fund ("Vanguard REIT Fund") is based solely on a Schedule 13G (the "Vanguard REIT Fund 13G") filed with the SEC on February 4, 2014 by Vanguard REIT Funds.

The principal business office address of Vanguard REIT Fund is 100 Vanguard Blvd. Malvern, PA 19355. According to the Vanguard REIT Fund 13G, Vanguard REIT Fund's ownership of the Company's Common Shares is as follows:

Number of shares beneficially owned by each reporting person with:

	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
Vanguard Specialized Funds	3,748,781	—	—	—

(6) Other than the information relating to their percentage of ownership of the Company's Common Shares, the beneficial ownership information with respect to these entities is based solely on a Schedule 13G (the "Invesco 13G") filed with the SEC on February 4, 2014 by Invesco Ltd as a parent holding company for its subsidiaries listed below.

The principal business office address of Invesco Ltd. is 1555 Peachtree Street NE, Atlanta, GA 30309. According to the Invesco 13G, the reporting entities ownership of the Company's Common Shares is as follows:

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Number of shares beneficially owned by each reporting person with:

	Sole Voting Power	Share Voting Power	Sole Dispositive Power	Shared Dispositive Power
Invesco Ltd.	1,989,944	17,388	3,271,060	—

- (7 ) The principal business office address of each such person is c/o Acadia Realty Trust, 1311 Mamaroneck Avenue, Suite 260, White Plains, NY 10605.
- The Common Shares beneficially owned by Mr. Bernstein in his individual capacity consist of (i) 143,639 OP Units which are immediately exchangeable into a like number of Common Shares and 225,661 LTIP Units (as
- (8 ) hereinafter defined), (ii) 470,461 Common Shares and (iii) 55,900 vested options issued pursuant to the Share Incentive Plans. The amount reflected does not include 486,475 Restricted LTIP Units (as hereinafter defined), none of which will vest in the next 60 days.
- Represents (i) 65,309 LTIP Units (ii) 29,855 Common Shares and (iii) 13,240 vested options issued pursuant to
- (9 ) the Share Incentive Plans. The amount reflected does not include 113,902 Restricted LTIP Units, none of which will vest in the next 60 days.
- Represents (i) 19,176 Common Shares, (ii) 54,898 LTIP Units and (iii) 3,875 vested options issued pursuant to
- (10 ) the Share Incentive Plans. The amount reflected does not include 63,717 Restricted LTIP Units, none of which will vest in the next 60 days.
- Represents (i) 17,386 Common Shares, and (ii) 78,939 LTIP Units issued pursuant to the Share Incentive Plans.
- (11 ) The amount reflected does not include 63,171 Restricted LTIP Units, none of which will vest in the next 60 days.
- Represents 18,235 LTIP Units issued pursuant to the Share Incentive Plans. The amount reflected does not
- (12 ) include 97,091 Restricted LTIP Units, none of which will vest in the next 60 days.
- Represents 3,000 vested options issued pursuant to the Share Incentive Plans and 20,353 Common Shares. The
- (13 ) amount reflected does not include 7,740 Restricted Share Units (as hereinafter defined), 5,414 of which will vest in the next 60 days.
- Represents 3,000 vested options issued pursuant to the Share Incentive Plan and 33,317 Common Shares. The
- (14 ) amount reflected does not include 7,936 Restricted Share Units, 5,610 of which will vest in the next 60 days. Of the Common Shares shown, 10,000 were pledged as security for a loan.
- Represents 6,000 vested options issued pursuant to the Share Incentive Plan and 17,651 Common Shares. The
- (15 ) amount reflected does not include 4,806 Restricted Share Units, 2,481 of which will vest in the next 60 days.
- Represents 25,505 Common Shares. The amount reflected does not include 7,740 Restricted Share Units, 5,414
- (16 ) of which will vest in the next 60 days.
- Represents 6,000 vested options issued pursuant to the Share Incentive Plans and 40,985 Common Shares. The
- (17 ) amount reflected does not include 8,179 Restricted Share Units, 5,187 of which will vest in the next 60 days.
- (18 ) See Notes (8) through (17).

## COMPENSATION DISCUSSION AND ANALYSIS

Discussed and analyzed below are the Company's compensation programs for its Named Executive Officers who are included in the Summary Compensation Table on page 31 (collectively, the "Named Executive Officers" or "NEOs").

The primary goals of the Company's compensation program involve linking executive pay to Company performance, aligning the interests of management with those of the shareholders and retaining key employees. The Company uses total shareholder return, which represents the change in the Company's share price from January 1, 2013 to December 31, 2013 plus dividends declared for that same period, as an important metric in evaluating the Company's performance and benefit to its shareholders. In 2013, the Company provided a total shareholder return of 2.4%, maintained its strong financial condition and balance sheet, and completed acquisition and dispositions of properties that were consistent with the Company's high-barrier-to-entry/high density market investment strategy.

For the reasons explained further below, the Compensation Committee concluded that the 2013 performance-based compensation, together with 2013 base salary levels are well aligned with the Company performance for the year and that the linkage between pay and performance is strong.

### I. Objectives of Acadia Realty Trust's Executive Compensation Program

The Company's success depends on developing, motivating and retaining executives who have the skills and expertise to lead a fully integrated, self-managed and self-administered equity REIT. In designing its executive compensation program, the Company seeks to give the Board of Trustees, the shareholders, and the management team a clear understanding of how total compensation is determined. The ultimate goals for all parties involved are fairness, transparency, predictability, retention and performance maximization.

The executive compensation program is designed to help the Company achieve the objectives that are reflected in the Compensation Committee's Charter which is available on the Company's website at [www.acadiarealty.com](http://www.acadiarealty.com) in the "Investors - Corporate Governance" section.

The Compensation Committee's executive compensation objectives are as follows:

1. Motivating the Company's Named Executive Officers to create maximum shareholder value.
2. Providing incentives to the Company's Named Executive Officers that reward dedication, hard work and success.
3. Providing a compensation program that ensures "pay for performance."
4. Aligning the interests of the Company's Named Executive Officers and shareholders as closely as possible.
5. Aligning the interests of the Company's Named Executive Officers and the Company's external fund investors as closely as possible.
6. Creating the right mix of long-term incentives to motivate and to retain the Company's Named Executive Officers.
7. Creating an incentive compensation program that can go beyond the Company's Named Executive Officers and be utilized throughout the organization.

The following sections describe the components of the Company's executive compensation program and the process for determining the compensation of the Named Executive Officers. The process includes input from the Chief

Executive Officer ("CEO") (except with respect to his own compensation), the Compensation Committee and the Board of Trustees and an objective review of the Company's performance, the individual Named Executive Officer's performance and the individual Named Executive Officer's unit performance. For a discussion of compensation for the members of the Board of Trustees, see "Board of Trustees Compensation."

## II. Specific Elements of Acadia Realty Trust's Executive Compensation Program

The Company's executive compensation program reflects the Company's desire to have a compensation structure that has sufficient depth to encourage its management team to meet the short-term and long-term objectives described above (see the discussion under "Objectives of Acadia Realty Trust's Executive Compensation Program"), but also sufficient clarity to ensure that the Board

of Trustees, shareholders and the management team have an understanding of how total compensation is determined. The Company's executive compensation program's overall guiding principle of "pay for performance" consists of four main elements:

- A. Base salaries that provide a minimal level of compensation;
- B. Discretionary, performance-based incentive compensation;
- C. Post-employment severance and change in control payments; and
- D. Standard employee benefit plans.

At the 2013 annual meeting, the Company's shareholders approved, on an advisory basis, the Company's executive compensation plan with a vote of approximately 93.04%. The Compensation Committee reviewed the results of that advisory vote and determined that the Company's shareholders prefer that the Company continue with its current model of executive compensation, which has served, and will serve, as the framework for the compensation decisions made for 2013 and 2014.

#### A. Base Salary

The starting point for the Company's executive compensation program is an annual base salary. The Compensation Committee recommends to the full Board of Trustees the base salaries for the Named Executive Officers as fixed amounts to provide the minimum amount of compensation that a Named Executive Officer will receive in a given year. Base salaries are reviewed annually and adjusted to reflect market data, individual circumstances, such as promotions, as well as the Company's performance and existing economic conditions.

The Compensation Committee's base salary recommendations for the Named Executive Officers are generally made on a discretionary basis from year to year, with the objective of providing a minimal base salary and placing an emphasis on incentive based compensation. Market data provided by FTI Consulting, Inc. ("FTI" or the "Compensation Committee Consultant") related to the base salaries of the Company's peer group discussed below (the "Peer Group") is also used by the Compensation Committee to determine base salary recommendations. The Compensation Committee does not believe narrow quantitative measures or formulas are sufficient for determining the Named Executive Officers' compensation.

The Compensation Committee, again in 2013, engaged FTI as its independent third party consultant to obtain executive compensation information for the Peer Group. The Peer Group compensation information provided by FTI, at the direction of the Compensation Committee, for each executive position included, among other things, base salary, annual cash incentive awards, long-term incentive awards and total compensation at the 25th, 50th, and 75th percentiles and the average. FTI serves only as an advisor to the Compensation Committee by providing data relevant to REIT peers and discussing compensation practices as directed by the Compensation Committee. FTI also reviews proposed recommendations made to the Compensation Committee by management and provides commentary regarding the reasonableness of such pay programs and pay level adjustments. FTI has not been retained to provide any other services to the Company.

In assessing the independence of FTI, the Compensation Committee considered the final rules (the "Final Rules") adopted by the SEC to implement Section 952 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which includes provisions pertaining to the engagement and independence of any compensation consultant retained by Compensation Committees. The Compensation Committee has determined FTI to be independent.



B. Performance Incentive Compensation

The Compensation Committee and the Board of Trustees continue to emphasize long-term performance in the form of Restricted Share Units, LTIP Units that are subject to time-based vesting and, in some instances, performance-based vesting ("Restricted LTIP Units") and the Long Term Investment Alignment Program (described below). While the Compensation Committee may also use cash to reward performance, it has done so only on a limited basis. Incentive awards reflect the Compensation Committee's recommendations to the full Board of Trustees as they are based on the Committee's discretionary assessment of corporate, business unit and individual performance of each Named Executive Officer (with the assistance of the CEO for Named Executive Officers other than himself). The Compensation Committee makes incentive compensation recommendations at its January meeting for subsequent approval by the Board of Trustees, with incentive awards being made in the first quarter of each year for the prior year's performance.

In keeping with the long-term and highly technical and cyclical nature of the Company's business, the Compensation Committee places significant emphasis on a long-term approach to executive compensation while balancing the short-term needs of its

executives. Incentive awards are discretionary and based on corporate, business unit and individual performance. They are intended to: (i) develop and retain strong management through the inclusion of vesting provisions, (ii) emphasize share ownership, and (iii) create direct alignment with shareholder interests. They may also include certain performance criteria the Compensation Committee deems appropriate and relevant to the Company's business plan to ensure that management is motivated to focus on sustained Company performance. The Company has historically used Restricted Share Units and options to purchase Common Shares issued under its Share Incentive Plans, principally through its Restricted Share Bonus Program (described below) and Restricted LTIP Units as its primary form of long-term incentive compensation. Because the Company's long-term incentive program is designed to motivate the Company's Named Executive Officers, the Company does not consider prior amounts granted in setting future compensation levels.

#### (1) Long Term Incentive Program Units

In 2007, the Compensation Committee recommended and the Board of Trustees approved a program to issue Restricted LTIP Units to the Named Executive Officers as part of a Restricted LTIP Unit program that granted a choice between Restricted LTIP Units and Restricted Share Units for 2007 and 2008. Restricted LTIP Units are similar to Restricted Share Units but unlike Restricted Share Units, provide for a quarterly partnership distribution in a like amount as paid to holders of common partnership units in Acadia Realty Limited Partnership, the Company's operating partnership. The Restricted LTIP Units are convertible into common partnership units and, ultimately, Common Shares upon vesting. Vesting, which is partially subject to the recipient's continued employment with the Company through the applicable vesting dates, typically occurs pro rata over five years from the date of grant. In addition, the vesting of a certain portion of the Restricted LTIP Units is contingent upon the Company achieving or exceeding certain thresholds in the year such vesting is scheduled to occur. For vesting of this portion of the Restricted LTIP Units, one of the following must occur: (i) the Company must achieve a 7% or greater increase in funds from operations ("FFO"); (ii) FFO growth must be equal to or greater than the top one-third of the Peer Group, as determined by the Compensation Committee; (iii) the Company must achieve an 8% annual total shareholder return; or (iv) the total annual shareholder return must be equal to or greater than the top one-third of the Peer Group.

#### (2) Restricted Share Units

Restricted Share Units generally carry many of the rights of unrestricted Common Shares, including deferred dividend rights as described below, but may not be transferred, assigned or pledged until the recipient has a vested, non-forfeitable right to these shares. Vesting, which is partially subject to the recipient's continued employment with the Company through the applicable vesting dates typically occurs pro rata over five years from the date of grant. In addition, the vesting of a certain portion of the Restricted Share Units is contingent upon the Company's shareholder return exceeding certain thresholds in the year such vesting is scheduled to occur. For vesting of this portion of the Restricted Share Units, one of the following must occur: (i) the Company must achieve a 7% or greater increase in FFO; (ii) FFO growth must be equal to or greater than the top one-third of the Peer Group, as determined by the Compensation Committee; (iii) the Company must achieve an 8% annual total shareholder return; or (iv) the total annual shareholder return must be equal to or greater than the top one-third of the Peer Group. Recipients of Restricted Share Units do not receive dividends on those shares until they vest, at which time they receive a lump sum cash payment in lieu of all accumulated dividends that were paid to holders of our Common Shares during the period from the date of grant of the Restricted Share Units to the date the Restricted Share Units vest.

#### (3) Share Options

Although the Company has the discretion to award options pursuant to the 2006 Plan, it has not done so in the last seven years and has no present intention to do so, which is consistent with industry and marketplace practices that are moving toward Restricted Share Units, Restricted LTIP Units and other incentive based awards or direct ownership

based awards.

(4) Long Term Investment Alignment Program

In reviewing overall compensation for the Named Executive Officers, the Company continually seeks methods to enhance its "pay for performance" philosophy. In an effort to further ensure that management's investment focus remains on the ultimate success of the investment, in 2009, the Compensation Committee recommended, and the full Board of Trustees approved, the addition of a component of compensation called the Long Term Investment Alignment Program (the "Program"). The Program provides an incentive for high, long-term performance. The Company's current business model aims to create shareholder value by increasing earnings through the profitable management of joint venture investment funds. As described herein, the Board of Trustees believes this form of compensation greatly benefits the Company's shareholders.

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The Program is designed to accomplish the following:

- Reward management for true, long-term performance and not simply for making investment decisions without consideration of actual value realized;

- Motivate management to deliver superior returns to opportunity fund investors, as well as to the Company through its direct investment, through strategic investments and successful liquidation of Acadia Strategic Opportunity Fund III LLC ("Fund III") and Acadia Strategic Opportunity Fund IV LLC ("Fund IV," and together with Fund III, the "Funds") and thereby increasing shareholder value;

- Provide a retention tool for years to come; and

- Further align the interests of management and shareholders and external investors.

The Program is directly tied to the actual performance of the Funds and is designed as follows: The Company is entitled to a profit participation (the "Promote") of 20% of all cash distributed from the Funds in excess of (i) the return of all invested capital and (ii) the 6% preferred rate of return. Under the Program, after the payment of the preferred return and return of all invested capital, the Company may award up to 25% of its Promote to senior executives, or 5% of each dollar distributed by the Funds after the preferred return has been paid to investors. Each individual's allocation of the 25% of the Promote is subject to time-based, annual vesting over a five year period from the grant date with 10% in years one and two, 20% in years three and four and 40% in year five.

If the investors of the Funds do not receive a return of all their invested capital and the 6% preferred return, no Promote will be paid to the Company and senior executives will receive no compensation under the Program. There is no interim profit participation on a transaction by transaction basis and thus a greater emphasis is placed on all investments being carefully selected and managed for the long term. The Program increases the alignment between senior executives and the investors of the Funds. Additionally, it should be noted that the Company is a significant investor in the Funds, with a 20% investment in Fund III and approximately a 23% investment in Fund IV. The long term success of the Funds benefit the Company, and thus shareholders, through both its capital investment and the Promote.

Since 2009, the awards listed below, as a percentage of the potential Promote, were made as a result of the recommendation of the Compensation Committee and approval by the Board of Trustees. In the future, the Compensation Committee and the Board of Trustees may or may not recommend or approve awards to executive officers of additional allocations up to the permitted 25%.

The awards shown in the table below are reflective of each Named Executive Officer's role in connection with investments made in Fund III. As of December 31, 2013, the Company has allocated the entire 25% of the Fund III Promote, including an aggregate amount of 5.2694% that was allocated to officers other than the Named Executive Officer's.

Name	2009 Award Percentage	2010 Award Percentage	2011 Award Percentage	2012 Award Percentage	2013 Award Percentage	Total Percentage
Kenneth F. Bernstein	6.2500%	0.8350%	0.8350%	0.8350%	1.4050%	10.1600%
Jonathan W. Grisham	0.6250%	0.1000%	0.1000%	0.1350%	0.2600%	1.2200%
Joel Braun	2.5000%	0.3000%	0.4000%	0.4000%	0.5750%	4.1750%
Christopher Conlon	0.2500%	0.5475%	0.5475%	0.5475%	0.9931%	2.8856%
Robert Masters	0.7500%	0.1350%	0.1350%	0.1350%	0.1350%	1.2900%
Total	10.3750%	1.9175%	2.0175%	2.0525%	3.3681%	19.7306%(1)

Note:

- (1) The total percentage of the Promote allocated may not be directly correlated with the amount of the Fund's invested capital. This provides the Promote recipients with incentive to acquire appropriate assets with the remaining funds in the Fund and to ensure that diligent efforts will be made to achieve stabilization of those assets.

The awards shown in the table below are reflective of each Named Executive Officer's role in connection with investments made in Fund IV. The Company has allocated an additional 0.6000% of the permitted 25% Fund IV Promote allocation to officers other than the Named Executive Officers, with the remaining 22.5625% being unallocated as of the date of this proxy statement.

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Name	2014 Award Percentage	Total Percentage
Kenneth F. Bernstein	0.8750%	0.8750%
Jonathan W. Grisham	0.1625%	0.1625%
Joel Braun	0.4000%	0.4000%
Christopher Conlon	0.4000%	0.4000%
Robert Masters	—%	—%
Total	1.8375%	1.8375% (1)

## Note:

- (1) The total percentage of the Promote allocated may not be directly correlated with the amount of the Fund's invested capital. This provides the Promote recipients with incentive to acquire appropriate assets with the remaining funds in the Fund and to ensure that diligent efforts will be made to achieve stabilization of those assets.

As of March 31, 2014, the Company has determined that the awards granted under the program currently have no value.

As Chief Executive Officer of the Company, Mr. Bernstein is the primary decision maker on what investments, if any, the Funds will make. He also sources many of the transactions that become investments through his many contacts in the real estate business. His acumen in investing is one of the reasons behind the Company's success and the independent members of the Board of Trustees believe it is appropriate that he be given the largest grant.

Mr. Braun is the Chief Investment Officer of the Company, specifically charged with running the acquisitions group at the Company, sourcing investments to be reviewed, heading up the due diligence efforts, coordinating the efforts of the Company's team, investigating the asset, being responsible for the investment book describing the asset for approval by the investors in the Funds as well as the Company's Capital Markets and Investments Committee of the Board of Trustees, and negotiating the purchase with the seller. As a result of the critical role Mr. Braun plays in acquiring assets for the Funds, the Board of Trustees granted him an allocation which it believes reflects his contribution to the Funds success.

Mr. Conlon, in addition to holding the title of Executive Vice President and Chief Operating Officer of the Company, supports the acquisition process. Part of the acquisition process involves Mr. Conlon using his expertise to evaluate existing tenants of an asset, the store profitability of the tenants and reviewing and determining the likelihood of replacing tenants at lower, the same or higher rents. In addition, Mr. Conlon's contacts and informal discussions with tenants can shed light on the viability of a location. As a result of the critical role Mr. Conlon plays in the long-term planning and design of the Funds, the Board of Trustees granted him an allocation which it believes reflects his contribution to the Funds success.

The allocations of the Fund III Promote and the Fund IV Promote made to Messrs. Masters and Grisham are reflective of their respective roles in the acquisition process for the Funds, as well as their ongoing role in the development, management, financing and stabilization of the acquired assets. Their responsibilities extend beyond the acquisition phase and continue until the assets are sold. The allocations reflect the Board of Trustees conclusions as to the relative contribution Messrs. Masters and Grisham have made and will continue to make to each of the Funds. The Board of Trustees may in the future allocate the remaining 22.5625% of the unallocated 25% Promote allocation to one or more of the Named Executive Officers or other officers of the Company.

## C. Post-employment Severance and Change in Control Payments; Recoupment of Awards

The Company offers post-employment severance and change in control payments to its Named Executive Officers based on the circumstances of termination. See EMPLOYMENT AND SEVERANCE AGREEMENTS WITH NAMED EXECUTIVE OFFICERS - Upon a Change in Control and Termination for the definition of "Change in Control." The Company includes severance and Change in Control payments as an element of its executive compensation structure to support the compensation elements described above. However, the Company's severance and Change in Control payment structure also serves an important retention function by providing for forfeiture of awards in appropriate circumstances, such as in the event of a voluntary termination.

D. Standard Employee Benefit Plans

The Company provides a variety of medical, dental, life, disability and accidental death and dismemberment insurance policies that are generally available to all of its full-time employees. The Company also provides a contributory 401(k) savings plan to employees of the Company (the "401(k) Plan"), which provides for matching contributions of 50% up to the first 6% of the

participant's base salary contributed to the 401(k) Plan. The All Other Compensation Table summarizes the matching contributions that the Company made to the Named Executive Officers under the 401(k) Plan for the fiscal years ended December 31, 2013, 2012 and 2011. In addition, due to the nature of the travel obligations of the Named Executive Officers, including visiting current and potential properties, the Company provided automobile allowances for its Named Executive Officers for the years ended December 2012 and 2011. The costs of these benefits constitute only a small percentage of each of the Company's Named Executive Officer's total compensation.

In 2003, the Company instituted the Acadia Realty Trust Employee Share Purchase Plan (the "Share Purchase Plan"). The Share Purchase Plan allows eligible employees of the Company to purchase, through payroll deductions, Common Shares in the Company at a 15% discount to the closing price of the Company's Common Shares on either the first day or the last day of the quarter, whichever is lower. The Share Purchase Plan is designed to retain and motivate the employees of the Company and its designated affiliates by encouraging them to acquire ownership in the Company. The Company has reserved 100,000 Common Shares for issuance under the Share Purchase Plan. The Share Purchase Plan is intended to be an "employee stock purchase plan" within the meaning of Section 423 of the United States Internal Revenue Code of 1986, as amended, which allows an employee to defer recognition of taxes when purchasing Common Shares under such a plan. During 2013, 2012 and 2011, 3,678, 3,829 and 4,886 Common Shares, respectively, were purchased by employees under the Share Purchase Plan. As of the date hereof, no Named Executive Officer participates in the Share Purchase Plan.

### III. Method for Determining Executive Compensation

In evaluating executive compensation, the Compensation Committee considers an annual report and recommendations from the Company's CEO for the Company's Named Executive Officers and other senior officers (excluding the CEO himself). In addition, the Compensation Committee Consultant advises the Compensation Committee on executive compensation. The Compensation Committee is responsible for recommending the CEO's compensation to the independent Trustees. The CEO does not participate in approving his own compensation. The Compensation Committee continually focuses on attaining the right balance between company size, complexity of the business model and performance, and considers Peer Group data provided by the Compensation Committee Consultant and surveys with respect to other publicly-traded REITs of comparable size to the Company (see below for further information). The Compensation Committee uses the Peer Group data to compare the companies' executive compensation programs as a whole and the total compensation of individual executives. The Compensation Committee does not identify a particular level of competitiveness with other companies, but tries to attain a range and a target of compensation for each position that is competitive in the marketplace.

The Company's size can impact management's scope of responsibility and, thus, should be a component of the compensation analysis, but absolute and relative performance is also a critical component, as well as the sophisticated nature of the Company's business. The Compensation Committee also takes into account the complicated fund structure and the value-added nature of the Company's business when comparing executive compensation with companies of similar market capitalization but with less of a growth and redevelopment focus.

### IV. How the Elements of Executive Compensation Interact and Affect Each Other

The Company believes the four main elements of its executive compensation structure - base salaries that provide a minimal level of compensation, performance incentive compensation, post-employment severance and Change in Control payments and standard employee benefits - are well aligned with the Company's seven overall executive compensation objectives listed above under "Objectives of Acadia Realty Trust's Executive Compensation Program." The Company believes that a well-proportioned mix of reliable compensation in the form of a base salary with compensation intended to provide incentives and rewards for dedication, hard work, and success in the form of performance incentive compensation will produce a high level of performance for the Company and will promote the



Company's "pay for performance" philosophy.

Overall, the Company's Compensation Committee has endeavored to structure the total compensation of the Company's Named Executive Officers in a manner that is competitive in the REIT industry, while emphasizing performance-based compensation more heavily than base salaries. In this way, the Company's Named Executive Officers receive compensation that is as closely aligned as feasible with the interests of the Company's shareholders. Further, the Company's executive compensation structure advances the Company's overall objectives by (i) maximizing retention, (ii) increasing motivation and (iii) aligning the Named Executive Officer with overall shareholder interests.

## V. Benchmarking

In 2013, the Compensation Committee Consultant prepared a Peer Group analysis to determine the range of base salary, annual cash bonus and long-term compensation awards paid to executives in similar positions to the Company. The Peer Group constituents were determined based on several factors, including historical Peer Group companies, equity market capitalization, industry sector, business model and geographic location, with an emphasis on other shopping center and retail REITs of a similar size. The Peer Group is comprised of those companies that have been historically utilized as the Peer Group for performance measurement and compensation purposes, except for the addition of Spirit Realty Capital, Inc., who completed its initial public offering in September 2012. The Peer Group analysis was based on information disclosed in 2013 proxy statements, which reported fiscal year 2012 compensation and is the most recent publicly available data. The Peer Group data is used as a tool to ensure that the Company's compensation philosophy is consistent with current market practices and there is an appropriate link between performance and pay. Additionally, the Compensation Committee Consultant reviewed compensation structures and anticipated year over year adjustments in the private real estate environment but did not consider actual compensation levels.

Compensation of the Named Executive Officers was not directly targeted at any specific levels of compensation of the Company's Peer Group. The Compensation Committee and the Board considers the competitive information provided to it by the Compensation Committee Consultant. Based on the compensation review completed in 2013, which included actual 2012 compensation of the Company's Peer Group, Messrs. Braun and Master's annual compensation was below the 50<sup>th</sup> percentile. Mr. Bernstein's annual compensation was very slightly above that 50<sup>th</sup> percentile. Mr. Grisham's annual compensation is below the 25<sup>th</sup> percentile, which the Compensation Committee Consultant has recognized as appropriate given his relative limited tenure in the role as compared to more experienced Chief Financial Officers ("CFOs") within the Peer Group.

2013 Peer Group. Listed below are the 16 publicly-traded REITs in the 2013 Peer Group, with equity market capitalizations ranging from approximately \$365 million to \$8.0 billion with a median equity market capitalization of approximately \$3.4 billion as compared to the Company's equity market capitalization of approximately \$1.2 billion at the time the Peer Group data was compiled on October 23, 2013. Additionally, the 2013 Peer Group had median total assets under management of approximately \$3.3 billion, as compared to the Company's total assets of approximately \$2.3 billion. The Peer Group generally includes shopping center REITs but also includes select retail REITs, including regional malls and freestanding.

CBL and Associates Properties, Inc.  
Cedar Shopping Centers, Inc.  
DDR Corp.  
Equity One, Inc.  
Excel Trust, Inc.  
Federal Realty Investment Trust  
Glimcher Realty Trust  
National Retail Properties, Inc.  
Pennsylvania Real Estate Investment Trust  
Ramco-Gershenson Properties  
Realty Income Corporation  
Regency Centers Corporation  
Retail Opportunity Investments Corp.  
Spirit Realty Capital, Inc.  
Tanger Factory Outlet Centers, Inc.

Weingarten Realty Investors

## VI. Timing of Equity Grants and Share Ownership Policy

The Company does not in any way time its share awards to the release of material non-public information. The CEO meets with the Compensation Committee in January or February of each year and recommends the share awards for the Named Executive Officers other than himself to be granted for the prior year. The Compensation Committee reviews the recommendations and then recommends the awards to the full Board of Trustees for approval. The awards are granted in the first quarter of the current year. There is no consequence for selling vested shares but the Company does encourage Named Executive Officers and Trustees to hold and has approved guidelines for share ownership for Named Executive Officers and Trustees.

The Board of Trustees has instituted a share ownership policy ("SOP"), containing guidelines for Named Executive Officers and Trustees to own at all times a certain level of the Company's Common Shares (which includes LTIP Units as well). This policy

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further aligns Named Executive Officers and Trustees' interests with those of shareholders. The SOP has the additional purpose of helping the Company's Named Executive Officers build wealth that they may use as a source of supplemental retirement income. Although not mandatory, the recommended targets are as follows:

- Ten times salary plus cash bonus for the Chief Executive Officer
- Four times salary plus cash bonus for the Chief Investment Officer
- Three times salary plus cash bonus for other Named Executive Officers
- Three times total annual fees for non-employee Trustees

As of the date hereof, all Named Executive Officers, including the CEO and non-employee Trustees, met the recommended targets.

The other provisions of the policy are:

•Common Shares, Restricted Share Units, LTIP Units, Restricted LTIP Units and OP Units count toward the standard.  
•Options do not count toward the standard.

•Newly Named Executive Officers and Trustees have five years to reach the standard that applies to them.

•Named Executive Officers and Trustees are encouraged to achieve and maintain the target level of ownership until they leave the Company or Board, as applicable.

The policy constitutes a set of guidelines. As such, it does not set forth any penalties for non-compliance. The treatment of non-compliance is left to the discretion of the Board, in collaboration with the CEO and the Compensation Committee.

## VII. Impact of Accounting and Tax Treatment

### Accounting Treatment

Cash-based compensation, including salary and bonus, are generally charged as an expense in the period in which the amounts are earned by the NEO. The Company expenses the cost of share-based compensation, including Restricted Share Units and Restricted LTIP Units, in its financial statements in accordance with Statement of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation - Stock Compensation" ("ASC Topic 718"). In accordance with ASC Topic 718, the grant date fair value of equity awards is amortized ratably into expense over the vesting period.

### Tax Treatment

The Compensation Committee has reviewed the Company's compensation policies in light of Section 162(m) of the Internal Revenue Code, as amended, which generally limits deductions for compensation paid to certain executive officers to \$1,000,000 per annum (although certain performance based compensation is not subject to that limit), and determined that the compensation levels of the Company's CEO and Chief Investment Officer ("CIO") (but no other Named Executive Officers) could be affected by such provisions. The Compensation Committee intends to continue to review the application of Section 162(m) to the Company with respect to any future compensation programs considered by the Company. In view of its overall executive compensation structure, the Compensation Committee has determined that it is appropriate for the CEO and CIO to have the potential to receive compensation that is not deductible under Section 162(m).

VIII. Relationship of Compensation Policies and Practices to Risk Management

The Compensation Committee has considered the risks arising from the Company's compensation policies and practices for its employees, and does not believe those risks are reasonably likely to have a material adverse effect on the Company.

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## IX. Specific 2013 Decisions and 2014 Changes

## Salary

Working with market data supplied by FTI, the Compensation Committee reviewed the base salaries of the Named Executive Officers for 2013 and 2014. Consistent with the Company's philosophy to offer competitive salaries to its key executives and Mr. Bernstein's solid performance in 2013, the Compensation Committee recommended and the Board of Trustees determined that Mr. Bernstein's annual salary will increase to \$568,500 for 2014. In addition, in order to keep base salaries competitive with those of its competitors, the Compensation Committee recommended and the Board of Trustees determined that the 2014 base salaries of the other Named Executive Officers will increase as follows:

Name	Base Salary		
	2013 Base Salary	2014 Base Salary	Percentage Increase Over 2013
Kenneth F. Bernstein	\$554,590	\$568,500	2.50%
Jonathan W. Grisham	343,200	351,800	2.50%
Joel Braun	384,500	394,100	2.50%
Christopher Conlon	363,500	372,600	2.50%
Robert Masters	311,700	319,500	2.50%

## Performance and Time-Based Incentive Awards

The compensation process began with the creation of a bonus pool for Named Executive Officers (and other Senior Vice Presidents). The Board of Trustees, after consultation with the Compensation Committee, FTI and management, determined that the pool for 2013 would be approximately \$5.9 million for target performance. If the performance exceeded the target, the pool would increase to approximately \$7.0 million for outperformance and if the performance did not meet the target, the pool would decrease to approximately \$4.7 million for threshold performance. If the performance did not meet the threshold performance, there would be no bonus pool.

Bonus allocations for individual Named Executive Officers are based upon two separate categories of metrics: Company performance (70% of the overall determination) and individual/business unit performance (30% of the overall determination). The Board of Trustees, after consultation with the Compensation Committee, FTI and management, established the 2013 Company performance hurdles presented below. The percentages appearing in the bonus allocation column below represent the percentage of total bonus allocated to that particular Company performance category.

## A. Company Performance Metrics

## Objective Metrics

The objective metrics chosen for determining Company performance and the actual Company results are as follows:

Objective Measurement	Bonus Allocation	Minimal	Threshold	Target	Outperform	Actual 2013 Results	Bonus Level Achieved
Funds From Operations ("FFO") Growth (1):	10%						
Absolute \$1.17 - \$1.25		\$1.17 - \$1.189	\$1.19 - \$1.209	\$1.21 - \$1.229	\$1.23 +	\$1.30 (AKR) (5)	Outperform
Relative vs. peer group		0% - 24%	25% - 49%	50% - 74%	75% - 100%	N/A(3)	
Net Operating Income ("NOI") Growth (Same Store) (2):	10%						
Absolute +2% to +3%		+2-+2.24	+2.25-+2.49	+2.50+2.74	+2.75+	7.2% (AKR)	Outperform
Relative vs. peer group		0% - 24%	25% - 49%	50% - 74%	75% - 100%	N/A(3)	
Total Shareholder Return: 20%							
Absolute		0% - 2.49%	2.5% - 4.99%	5.0% - 7.4%	7.5% +	N/A(4)	
Relative vs. peer group		Bottom 24%	25% - 49%	50% - 74%	75% +	70%	Target

## Notes:

(1) See table below for a reconciliation of Net Income (GAAP) to FFO.

(2) NOI excludes various items included in operating income (GAAP) that are not indicative of the operating performance of a store. NOI is calculated by starting with operating income and (i) adding back general and administrative, depreciation and amortization, abandonment of project costs, reserve for notes receivable; and (ii) deducting management fee income; interest income; other income; lease termination income; and straight line rent and other adjustments.

(3) Criteria are met if one of the two performance standards for each measurement is achieved. "Relative" performance of peers was not applicable as the Company met the "Absolute" standards.

(4) Criteria are met if one of the two performance standards for each measurement is achieved. "Absolute" standards were not applicable as the Company met the "Relative" standards.

(5) Reported FFO was \$1.20. For purposes of compensation, the Compensation Committee adjusted this result for certain non-recurring transactions, including \$0.04 of non-cash executive retirement costs and \$0.06 of acquisition related costs.

RECONCILIATION OF NET INCOME TO FUNDS FROM OPERATIONS	For the Year Ended December 31, 2013
(dollars in thousands, except per share data)	
Net income attributable to Common Shareholders	\$40,115
Depreciation of real estate and amortization of leasing costs (net of noncontrolling interests' share):	
Consolidated affiliates	28,752
Unconsolidated affiliates	2,680
Impairment of asset	1,500
Income attributable to noncontrolling interests' in Operating Partnership	470
Gain on sale of properties (net of noncontrolling interests' share)	
Consolidated affiliates	(6,378)
Distributions - Preferred OP Units	22
Funds from operations	67,161
Funds from operations per share - Diluted	
Weighted average Common Shares and OP Units	55,954
Funds from operations, per share	\$1.20

#### Subjective Metrics

The other measure of Company performance is subjective and includes the following aspects of executing the Company's strategic plan (represents 30% of bonus allocation):

- Maintain a high-quality core portfolio of retail assets
- Maintain a healthy balance sheet with strong liquidity
- Maintain a disciplined growth strategy that enables opportunistic investing

With regard to the subjective Company metrics, the Compensation Committee and the full Board of Trustees evaluated the Company's performance with respect thereto to determine if it performed at a minimal, threshold, target or outperform level. The Compensation Committee and the full Board of Trustees agreed that the Company's performance on the subjective metrics met the "Target" level based on the following results for 2013:

- Same store net operating income increase of 7.2%, which compares favorably to our peer group average of 4.0%
- Including square footage leased, but not yet occupied, solid occupancy of the core portfolio of 95.2%
- Balance sheet liquidity of \$218 million including cash of \$35 million and availability under lines of credit of \$183 million
- Debt to market capitalization of 27%
- Fixed-charge coverage of 3.1:1
- 100% fixed rate debt on the Company's core portfolio at an average rate of 5.4%
- Including the Company's share of Fund debt 88% is fixed at average rate of 5.2%
- The Company acquired seven new core and six new fund properties in 2013

#### Individual/Business Unit Performance Metrics

With regard to the individual/business unit performance metrics, each Named Executive Officer had four goals which were established at the beginning of the year. These goals were different for each Named Executive Officer based on the different Company disciplines for which each of the Named Executive Officers was responsible and, while some could be objectively measured, overall they were more subjective in nature than the Company performance metrics. For example, some of the objective measures were as follows:



- Chief Financial Officer - ensure sufficient capital is available to execute the Company's growth plans
- Chief Investment Officer - invest opportunity fund (the "Funds") dollars within the Funds' investment period
- Chief Operating Officer - maintain rental rates within the Company's occupancy budget

With respect to the subjective measures, each of the Named Executive Officers (other than the CEO) was judged on whether there was strong leadership of their departments. Other examples of the more subjective measures were as follows:

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- Chief Executive Officer - ensuring the Company's long-term financial stability by raising new sources of capital and by preserving and expanding the Company's liquidity position
- Chief Executive Officer - stewardship at the top of the organization and success in interfacing with major institutional investors and joint venture partners
- Chief Financial Officer - source both equity and debt capital at the lowest cost possible
- General Counsel - interface with joint venture partners; provide support in structuring investment transactions

With regard to the subjective individual/business unit metrics, the Compensation Committee and the full Board of Trustees evaluated the Named Executive Officer's performance with respect thereto to determine if they performed at a minimal, threshold, target or outperform level. The Compensation Committee and the full Board of Trustees agreed that the majority of the Named Executive Officer's performance met the "Target" level for the four individual measures.

#### Overall Allocation

#### Bonus Pool

Based on the results of the above, the 2013 bonus pool was set at the target level, \$5.9 million (not including rounding and the effect of using ASC Topic 718 as disclosed in Footnote 2 of the following table). The Compensation Committee, in consultation with FTI, recommended and the full Board of Trustees concurred that, based on its evaluation of each of the Named Executive Officer's contribution to attaining the corporate goals and to the performance of the Company, assigned the following allocation of the pool:

- Chief Executive Officer - 44.0%
- Chief Financial Officer - 8.3%
- Chief Investment Officer - 14.2%
- Chief Operating Officer - 9.4%
- General Counsel - 6.9%

On February 28, 2014, the Board of Trustees approved an annual bonus payable in the form of time-based Restricted LTIP Units, 2013 long-term incentive awards payable in the form of time-based and performance-based Restricted LTIP Units and an additional award as follows:

Name	Annual Bonus	2013 Long-term Incentive Awards (2)		LTIP Unit Award (1) (2)	Additional Award (2)
		Time-Based	Performance-Based	Time-Based	Time-Based
Kenneth F. Bernstein	(1 )	\$557,631	\$557,657	\$2,230,603	\$—
Jonathan W. Grisham	(1 )	105,040	105,040	420,160	—
Joel Braun	(1 )	180,065	180,065	720,286	—
Christopher Conlon	(1 )	119,430	119,430	477,721	506,949
Robert Masters	(1 )	87,603	87,603	350,413	—

Notes:

(1) NEO annual bonus was received in LTIP Units. The number of LTIP Units granted in connection with this portion of the LTIP Unit award were at a 25% discount as discussed below.

(2) Calculated in accordance with ASC Topic 718. The valuation of the awards detailed above is based on the Company's closing Common Share price of \$26.26 on the day preceding the Grant Date. Reference is made to Footnote 1 of the Summary Compensation Table for a discussion of ASC Topic 718.

In recommending these awards to the Board, the Compensation Committee considered all the factors detailed above. The Compensation Committee also considered compensation studies provided by FTI and surveys with respect to other comparable publicly-traded real estate investment trusts regarding executive compensation and performance benchmarks.

2013 long-term incentive awards and LTIP Unit awards to executives

The total 2013 long-term incentive awards and LTIP Unit awards approved by the Board to certain executive officers were allocated 84% as time-based awards and 16% as performance-based awards. These time-based and performance-based awards consist of non-vested Restricted LTIP Units. 39% of these awards were in the form of 2013 long-term incentive awards, the number for which was determined based on the trailing 20-day average price of the Company's Common Shares from the date of grant of \$25.90. The other 61% of these awards were in the form of LTIP Units awards, the number for which was determined by using a 25% discount to the trailing 20-day average price of the Company's Common Shares. The time-based portion of the Restricted LTIP Units will vest in five equal annual installments commencing on January 6, 2015 provided that the executive continues to be employed by the Company through the applicable vesting date. The performance-based portion of the Restricted LTIP Unit awards will also be subject to the Company achieving certain annual and cumulative benchmarks established by the Board. Long-term incentive awards are intended to develop and retain strong management through share ownership and incentive awards that recognize future performance. These ownership opportunities and awards also provide a retention benefit by vesting over future periods.

SUMMARY COMPENSATION TABLE

The following table lists the annual compensation for the fiscal years 2013, 2012 and 2011 awarded to the Named Executive Officers.

For information relating to the elements of compensation discussed in the Summary Compensation Table, please refer the "Compensation Discussion and Analysis" above.

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Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(4)	Total (\$)(5)
Kenneth F. Bernstein Chief Executive Officer and President (Principal Executive Officer)	2013	\$554,590	\$1,507,866	(2)\$1,507,946	\$—	—	—	\$ 7,728	\$3,578,130
	2012	\$500,000	\$1,345,727	(2)\$1,345,466	\$—	—	—	\$ 20,120	\$3,211,313
	2011	\$476,100	\$1,201,887	(2)\$3,205,040	\$—	—	—	\$ 46,856	\$4,929,883
Jonathan W. Grisham Chief Financial Officer and Senior Vice President (Principal Financial Officer)	2013	\$343,200	\$232,204	(2)\$433,293	\$—	—	—	\$ 7,728	\$1,016,425
	2012	\$256,500	\$141,707	(2)\$251,095	\$—	—	—	\$ 34,578	\$683,880
	2011	\$232,900	\$139,227	(2)\$139,551	\$—	—	—	\$ 37,114	\$548,792
Joel Braun Chief Investment Officer and Executive Vice President	2013	\$384,500	\$493,382	(2)\$493,383	\$—	—	—	\$ 7,728	\$1,378,993
	2012	\$327,800	\$435,315	(2)\$174,946	\$—	—	—	\$ 80,703	\$1,018,764
	2011	\$318,300	\$603,113	(3)\$390,282	\$—	—	—	\$ 83,419	\$1,395,114
Christopher Conlon Chief Operating Officer and Executive Vice President	2013	\$363,500	\$327,523	(2)\$327,522	\$—	—	—	\$ 3,903	\$1,022,448
	2012	\$283,300	\$227,346	(2)\$76,103	\$—	—	—	\$ 31,785	\$618,534
	2011	\$275,000	\$111,500	\$1,137,789	\$—	—	—	\$ 30,765	\$1,555,054
Robert Masters Senior Vice President, General Counsel,	2013	\$311,700	\$237,068	(2)\$237,015	\$—	—	—	\$ 7,728	\$793,511
	2012	\$256,800	\$205,947	(2)\$206,232	\$—	—	—	\$ 34,578	\$703,557
	2011	\$249,300	\$178,284	(2)\$177,616	\$—	—	—	\$ 38,628	\$643,828

Chief  
Compliance  
Officer and  
Secretary

Notes:

(1) Pursuant to SEC rules, the amounts disclosed in these columns reflect the grant date fair value of each Restricted Share and Restricted LTIP Unit award calculated in accordance with ASC Topic 718. The Grant Date fair values of performance-based awards were calculated based on the maximum outcome of performance at the time of the grant. The values were calculated using the Common Share price at date of grant times the number of Restricted Share Units and Restricted LTIP Units awarded. For further information as to the Company's Restricted Share and Restricted LTIP Unit awards issued to employees, see Note 15 (Share Incentive Plan) to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed with the SEC on February 26, 2014.

(2) Cash bonus was received in the form of Restricted LTIP Units.

(3) Mr. Braun received \$389,613 of his cash bonus in the form of Restricted LTIP Units.

(4) Detail reflected in the All Other Compensation Table.

(5) Actual total compensation earned by the Named Executive Officers, after giving effect to share and option awards in the year they were earned rather than in the year they were granted were as follows:

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	2013	2012	2011
Mr. Bernstein	\$3,908,208	\$3,535,906	\$3,214,151
Mr. Grisham	\$981,168	\$956,575	\$662,817
Mr. Braun	\$1,472,644	\$1,395,268	\$1,225,478
Mr. Conlon	\$1,590,935	\$970,104	\$720,715
Mr. Masters	\$845,048	\$765,461	\$700,107

ALL OTHER COMPENSATION TABLE

	Kenneth F. Bernstein			Jonathan W. Grisham			Joel Braun		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Perquisites and other personal benefits, unless the aggregate amount is less than \$10,000 (1)	\$—	\$12,542	\$12,741	\$—	\$27,000	\$27,000	\$—	\$27,000	\$27,000
Annual Company contributions or allocations to vested and unvested defined contribution plans (2)	7,650	7,500	7,350	7,650	7,500	7,350	7,650	7,500	7,350
The dollar value of insurance premiums paid by the Company on life insurance policies for the benefit of the Named Executive Officer	78	78	90	78	78	90	78	78	90
The dollar value of any dividends or other earnings paid on stock or option awards when the dividends or earnings were not factored into the grant date fair value (3)	—	—	26,675	—	—	2,674	—	46,125	48,979
Total Other Compensation	\$7,728	\$20,120	\$46,856	\$7,728	\$34,578	\$37,114	\$7,728	\$80,703	\$83,419





## ALL OTHER COMPENSATION TABLE (continued)

	Christopher Conlon			Robert Masters		
	2013	2012	2011	2013	2012	2011
Perquisites and other personal benefits, unless the aggregate amount is less than \$10,000 (1)	\$—	\$27,000	\$27,000	\$—	\$27,000	\$27,000
Annual Company contributions or allocations to vested and unvested defined contribution plans (2)	3,825	4,707	3,675	7,650	7,500	7,350
The dollar value of insurance premiums paid by the Company on life insurance policies for the benefit of the Named Executive Officer	78	78	90	78	78	90
The dollar value of any dividends or other earnings paid on stock or option awards when the dividends or earnings were not factored into the grant date fair value (3)	—	—	—	—	—	4,188
Total Other Compensation	\$3,903	\$31,785	\$30,765	\$7,728	\$34,578	\$38,628

## Notes:

(1) Represents automobile allowances.

(2) Represents contributions made by the Company to the account of the Named Executive Officer under a 401(k) Plan.

(3) The amounts include cumulative dividends on unvested Restricted Share Units which were paid to all Named Executive Officer's upon the vesting of those Restricted Share Units in January 2013, 2012 and 2011, respectively.

## GRANTS OF PLAN-BASED AWARDS

Pursuant to the Company's Incentive Plans, the Company granted annual bonus unit awards and long-term incentive awards to the Named Executive Officers on February 22, 2013. The annual bonus unit awards consisted of time-based non-vested Restricted LTIP Units. The total long-term incentive awards consisted of non-vested Restricted LTIP Units which were allocated 50% as time-based awards and 50% as performance-based awards. For the 50% performance-based award, one of the following must occur: (i) the Company must achieve a 7% or greater increase in funds from operation ("FFO"); (ii) FFO growth must be equal to or greater than the top one-third of the Peer Group, as determined by the Compensation Committee; (iii) the Company must achieve a 10% annual total shareholder return; or (iv) the total annual shareholder return must be equal to or greater than the top one-third of the Peer Group.

The following table provides a summary of all grants awarded to the Named Executive Officers during 2013:

Name	Grant Date	Estimated Future Payouts Under Performance-Based Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Performance-Based Equity Incentive Plan Awards			All Other Stock Awards:		Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date of Stock and Restricted LTIP Units	Fair Value of Stock and Restricted LTIP Units
		Threshold	Target	Maximum	Threshold	Target	Maximum	Number of Shares of Stock or Units	Number of Shares of Stock or Units				
		(\$)	(\$)	(\$)	(#)	(#) (1)	(#)	(#) (2)	(#)	(\$/Sh)	(\$/Sh) (3)		
Kenneth F. Bernstein	2/22/2013	—	—	—	—	18,804	—	18,804	—	—	\$1,005,262		
	2/22/2013	—	—	—	—	—	—	75,217	—	—	2,010,550		
						18,804		94,021			\$3,015,812		
Jonathan W. Grisham	2/22/2013	—	—	—	—	2,896	—	2,896	—	—	\$154,820		
	2/22/2013	—	—	—	—	—	—	7,522	—	—	201,063		
	2/22/2013	—	—	—	—	—	—	11,583	—	—	309,614		
						2,896		22,001			\$665,497		
Joel Braun	2/22/2013	—	—	—	—	6,152	—	6,153	—	—	\$328,913		
	2/22/2013	—	—	—	—	—	—	24,611	—	—	657,852		
						6,152		30,764			\$986,765		
Christopher Conlon	2/22/2013	—	—	—	—	4,084	—	4,085	—	—	\$218,357		
	2/22/2013	—	—	—	—	—	—	16,337	—	—	436,688		
						4,084		20,422			\$655,045		
Robert Masters	2/22/2013	—	—	—	—	2,956	—	2,956	—	—	\$158,028		
	2/22/2013	—	—	—	—	—	—	11,824	—	—	316,056		
						2,956		14,780			\$474,084		



Notes:

(1) Represents the performance-based portion of the 2012 awards which will be earned over 5 years with 20% earned each year subject to the Company meeting certain performance thresholds. The holders of these Restricted LTIP Units are entitled to receive distributions in an amount equal to the per share dividend paid to holders of Common Shares.

(2) The Restricted LTIP Units vest over 5 years with 20% vesting on January 6, 2014 and 20% on each anniversary thereof. The holders of these Restricted LTIP Units are entitled to receive distributions in an amount equal to the per share dividend paid to holders of Common Shares.

(3) Calculated in accordance with ASC Topic 718. The Grant Date fair values of performance-based awards were calculated based on the probable outcome of performance at the time of the grant. The values were calculated using the Common Share price at the grant date times the number of Restricted LTIP Units awarded. The per share fair value of each grant was \$26.73.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Equity  
Incentive  
Plan  
Awards:

Equity    Equity  
Incentive    Incentive  
Plan        Plan  
Awards:    Awards: