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AMERICAN CAMPUS COMMUNITIES INC

Form 10-Q

May 06, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 31, 2016.

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

For the Transition Period From _____ to _____

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

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

AMERICAN CAMPUS COMMUNITIES, INC.

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P.

(Exact name of registrant as specified in its charter)

Maryland (American Campus Communities, Inc.)

76-0753089 (American Campus Communities, Inc.)

Maryland (American Campus Communities Operating Partnership, L.P.)

56-2473181 (American Campus Communities Operating Partnership, L.P.)

(State or Other Jurisdiction of Incorporation or Organization)

(IRS Employer Identification No.)

12700 Hill Country Blvd., Suite T-200

78738

Austin, TX

(Zip Code)

(Address of Principal Executive Offices)

(512) 732-1000

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

American Campus Communities, Inc. Yes x No o

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

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

American Campus Communities, Inc. Yes x No o

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

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

company” in Rule 12b-2 of the Exchange Act.

American Campus Communities,

Inc.

Large accelerated filer ☒ Accelerated Filer ☐

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

American Campus Communities Operating Partnership, L.P.

Large accelerated filer ☐ Accelerated Filer ☐

Non-accelerated filer ☒ (Do not check if a smaller reporting company) Smaller reporting company ☐

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

American Campus Communities, Inc. Yes ☐ No ☒

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

There were 130,443,384 shares of the American Campus Communities, Inc.'s common stock with a par value of \$0.01 per share outstanding as of the close of business on April 29, 2016.

EXPLANATORY NOTE

This report combines the reports on Form 10-Q for the quarterly period ended March 31, 2016 of American Campus Communities, Inc. and American Campus Communities Operating Partnership, L.P. Unless stated otherwise or the context otherwise requires, references to “ACC” mean American Campus Communities, Inc., a Maryland real estate investment trust (“REIT”), and references to “ACCOP” mean American Campus Communities Operating Partnership, L.P., a Maryland limited partnership. References to the “Company,” “we,” “us” or “our” mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. The following chart illustrates the Company’s and the Operating Partnership’s corporate structure:

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of March 31, 2016, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of March 31, 2016, ACC owned an approximate 98.9% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates the Company and the Operating Partnership as one business. The management of ACC consists of the same members as the management of ACCOP. The Company is structured as an umbrella partnership REIT (“UPREIT”) and ACC contributes all net proceeds from its various equity offerings to the Operating Partnership. In return for those contributions, ACC receives a number of units of the Operating Partnership (“OP Units,” see definition below) equal to the number of common shares it has issued in the equity offering. Contributions of properties to the Company can be structured as tax-deferred transactions through the issuance of OP Units in the Operating Partnership. Based on the terms of ACCOP’s partnership agreement, OP Units can be exchanged for ACC’s common shares on a one-for-one basis. The Company maintains a one-for-one relationship between the OP Units of the Operating Partnership issued to ACC and ACC Holdings and the common shares issued to the public. The Company believes that combining the reports on Form 10-Q of ACC and ACCOP into this single report provides the following benefits:

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

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

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

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

FORM 10-Q
FOR THE QUARTER ENDED MARCH 31, 2016
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AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,574,096	\$ 5,522,271
Wholly-owned properties held for sale	—	55,354
On-campus participating properties, net	88,990	90,129
Investments in real estate, net	5,663,086	5,667,754
Cash and cash equivalents	387,273	16,659
Restricted cash	40,312	33,675
Student contracts receivable, net	7,024	18,475
Other assets	269,842	269,685
Total assets	\$6,367,537	\$ 6,006,248
Liabilities and equity		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,087,716	\$ 1,094,962
Unsecured notes	1,187,175	1,186,700
Unsecured term loans	348,376	597,719
Unsecured revolving credit facility	—	68,900
Accounts payable and accrued expenses	49,306	71,988
Other liabilities	155,033	144,811
Total liabilities	2,827,606	3,165,080
Commitments and contingencies (Note 14)		
Redeemable noncontrolling interests	66,133	59,511
Equity:		
American Campus Communities, Inc. and Subsidiaries stockholders' equity:		
Common stock, \$0.01 par value, 800,000,000 shares authorized, 130,433,194 and 112,350,877 shares issued and outstanding at March 31, 2016 and December 31, 2015, respectively	1,304	1,124
Additional paid in capital	4,026,045	3,325,806
Treasury stock, at cost, 10,190 and 10,155 shares at March 31, 2016 and December 31, 2015, respectively	(405)	(403)
Accumulated earnings and dividends	(557,427)	(550,501)
Accumulated other comprehensive loss	(7,240)	(5,830)
Total American Campus Communities, Inc. and Subsidiaries stockholders' equity	3,462,277	2,770,196
Noncontrolling interests - partially owned properties	11,521	11,461

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Total equity	3,473,798	2,781,657
Total liabilities and equity	\$6,367,537	\$ 6,006,248

See accompanying notes to consolidated financial statements.

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

	Three Months Ended March 31,	
	2016	2015
Revenues		
Wholly-owned properties	\$185,702	\$179,898
On-campus participating properties	10,046	9,200
Third-party development services	1,035	564
Third-party management services	2,410	2,001
Resident services	802	830
Total revenues	199,995	192,493
Operating expenses		
Wholly-owned properties	78,851	79,010
On-campus participating properties	3,042	2,668
Third-party development and management services	3,738	3,139
General and administrative	5,309	4,751
Depreciation and amortization	53,716	50,651
Ground/facility leases	2,304	2,098
Total operating expenses	146,960	142,317
Operating income	53,035	50,176
Nonoperating income and (expenses)		
Interest income	1,279	1,112
Interest expense	(22,627)	(21,988)
Amortization of deferred financing costs	(2,542)	(1,379)
Gain from disposition of real estate	17,409	44,252
Loss from early extinguishment of debt	—	(595)
Total nonoperating (expenses) income	(6,481)	21,402
Income before income taxes	46,554	71,578
Income tax provision	(345)	(311)
Net income	46,209	71,267
Net income attributable to noncontrolling interests		
Redeemable noncontrolling interests	(518)	(747)
Partially owned properties	(104)	(323)
Net income attributable to noncontrolling interests	(622)	(1,070)
Net income attributable to ACC, Inc. and Subsidiaries common stockholders	\$45,587	\$70,197
Other comprehensive loss		
Change in fair value of interest rate swaps and other	(1,410)	(1,868)
Comprehensive income	\$44,177	\$68,329
Income per share attributable to ACC, Inc. and Subsidiaries common stockholders		

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Basic	\$0.37	\$ 0.63
Diluted	\$0.36	\$ 0.62
Weighted-average common shares outstanding		
Basic	123,445,985	10,955,099
Diluted	124,266,312	12,974,505
Distributions declared per common share	\$0.40	\$ 0.38

See accompanying notes to consolidated financial statements.

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

	Common Shares	Par Value of Common Shares	Additional Paid in Capital	Treasury Stock	Treasury Stock at Cost	Accumulated Earnings and Dividends	Accumulated Other Comprehensive Loss	Noncontrolling Interests – Partially Owned Properties	Total
Equity, December 31, 2015	112,350,877	\$ 1,124	\$ 3,325,806	10,155	\$ (403)	\$ (550,501)	\$ (5,830)	\$ 11,461	\$ 2,781,657
Adjustments to reflect									
redeemable	—	—	(6,833)	—	—	—	—	—	(6,833)
noncontrolling interests at fair value									
Amortization of restricted stock awards	—	—	2,651	—	—	—	—	—	2,651
Vesting of restricted stock awards and restricted stock units	127,317	1	(2,977)	35	(2)	—	—	—	(2,978)
Distributions to common and restricted stockholders	—	—	—	—	—	(52,513)	—	—	(52,513)
Distributions to noncontrolling interests - partially owned properties	—	—	—	—	—	—	—	(100)	(100)
Conversion of operating partnership units to common stock	15,000	—	163	—	—	—	—	—	163
Net proceeds from sale of common stock	17,940,000	179	707,235	—	—	—	—	—	707,414
Change in fair value of interest rate swaps	—	—	—	—	—	—	(1,513)	—	(1,513)
Amortization of interest rate swap	—	—	—	—	—	—	103	—	103

terminations									
Contributions									
by									
noncontrolling	—	—	—	—	—	—	—	56	56
partners									
Net income	—	—	—	—	—	45,587	—	104	45,691
Equity, March									
31, 2016	130,433,194	\$ 1,304	\$ 4,026,045	10,190	\$(405)	\$(557,427)	\$(7,240)	\$ 11,521	\$ 3,473,798

See accompanying notes to consolidated financial statements.

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

	Three Months Ended March 31,	
	2016	2015
Operating activities		
Net income	\$46,209	\$71,267
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains from disposition of real estate	(17,409)	(44,252)
Depreciation and amortization	53,716	50,273
Amortization of deferred financing costs and debt premiums/discounts	(615)	(1,540)
Share-based compensation	2,651	2,061
Income tax provision	345	311
Amortization of interest rate swap terminations	103	102
Changes in operating assets and liabilities:		
Restricted cash	(3,904)	(2,971)
Student contracts receivable, net	11,376	1,585
Other assets	(1,669)	11,667
Accounts payable and accrued expenses	(23,156)	(18,631)
Other liabilities	(3,580)	7,240
Net cash provided by operating activities	64,067	77,112
Investing activities		
Proceeds from disposition of properties	72,613	226,532
Cash paid for property acquisitions	—	(166,581)
Capital expenditures for wholly-owned properties	(9,263)	(11,495)
Investments in wholly-owned properties under development	(76,649)	(56,972)
Capital expenditures for on-campus participating properties	(655)	(333)
Investment in on-campus participating property under development	—	(448)
(Increase) decrease in escrow deposits for real estate investments	(1,520)	512
Change in restricted cash related to capital reserves	(447)	1,377
Increase in ownership of consolidated subsidiary	—	(1,708)
Purchase of corporate furniture, fixtures and equipment	(1,771)	(2,213)
Net cash used in investing activities	(17,692)	(11,329)
Financing activities		
Proceeds from sale of common stock	740,025	216,666
Offering costs	(31,680)	(3,250)
Pay-off of mortgage and construction loans	(4,390)	(125,370)
Pay-off of unsecured term loans	(400,000)	—
Proceeds from unsecured term loan	150,000	—
Proceeds from revolving credit facility	67,700	172,200
Pay downs of revolving credit facility	(136,600)	(282,800)
Proceeds from construction loans	—	258
Scheduled principal payments on debt	(3,917)	(3,841)
Debt issuance and assumption costs	(744)	(196)
Taxes paid on net-share settlements	(2,977)	(2,878)

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Distributions to common and restricted stockholders	(52,513)	(42,964)
Distributions to noncontrolling partners	(665)	(858)
Net cash provided (used in) by financing activities	324,239	(73,033)
Net change in cash and cash equivalents	370,614	(7,250)
Cash and cash equivalents at beginning of period	16,659	25,062
Cash and cash equivalents at end of period	\$387,273	\$17,812
Supplemental disclosure of non-cash investing and financing activities		
Loans assumed in connection with property acquisitions	\$—	\$(11,623)
Issuance of common units in connection with property acquisitions	\$—	\$(14,182)
Change in fair value of derivative instruments, net	\$(1,513)	\$(1,868)
Supplemental disclosure of cash flow information		
Interest paid	\$30,668	\$21,151

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except unit data)

	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,574,096	\$ 5,522,271
Wholly-owned properties held for sale	—	55,354
On-campus participating properties, net	88,990	90,129
Investments in real estate, net	5,663,086	5,667,754
Cash and cash equivalents	387,273	16,659
Restricted cash	40,312	33,675
Student contracts receivable, net	7,024	18,475
Other assets	269,842	269,685
Total assets	\$6,367,537	\$ 6,006,248
Liabilities and capital		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,087,716	\$ 1,094,962
Unsecured notes	1,187,175	1,186,700
Unsecured term loans	348,376	597,719
Unsecured revolving credit facility	—	68,900
Accounts payable and accrued expenses	49,306	71,988
Other liabilities	155,033	144,811
Total liabilities	2,827,606	3,165,080
Commitments and contingencies (Note 14)		
Redeemable limited partners	66,133	59,511
Capital:		
Partners' capital:		
General partner - 12,222 OP units outstanding at both March 31, 2016 and December 31, 2015	92	93
Limited partner - 130,431,162 and 112,348,810 OP units outstanding at March 31, 2016 and December 31, 2015, respectively	3,469,425	2,775,933
Accumulated other comprehensive loss	(7,240)	(5,830)
Total partners' capital	3,462,277	2,770,196
Noncontrolling interests - partially owned properties	11,521	11,461
Total capital	3,473,798	2,781,657
Total liabilities and capital	\$6,367,537	\$ 6,006,248

See accompanying notes to consolidated financial statements.

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AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited, in thousands, except unit and per unit data)

	Three Months Ended March 31,	
	2016	2015
Revenues		
Wholly-owned properties	\$ 185,702	\$ 179,898
On-campus participating properties	10,046	9,200
Third-party development services	1,035	564
Third-party management services	2,410	2,001
Resident services	802	830
Total revenues	199,995	192,493
Operating expenses		
Wholly-owned properties	78,851	79,010
On-campus participating properties	3,042	2,668
Third-party development and management services	3,738	3,139
General and administrative	5,309	4,751
Depreciation and amortization	53,716	50,651
Ground/facility leases	2,304	2,098
Total operating expenses	146,960	142,317
Operating income	53,035	50,176
Nonoperating income and (expenses)		
Interest income	1,279	1,112
Interest expense	(22,627)	(21,988)
Amortization of deferred financing costs	(2,542)	(1,379)
Gain from disposition of real estate	17,409	44,252
Loss from early extinguishment of debt	—	(595)
Total nonoperating (expenses) income	(6,481)	21,402
Income before income taxes	46,554	71,578
Income tax provision	(345)	(311)
Net income	46,209	71,267
Net income attributable to noncontrolling interests – partially owned properties	(104)	(323)
Net income attributable to American Campus Communities Operating Partnership, L.P.	46,105	70,944
Series A preferred unit distributions	(42)	(44)
Net income attributable to common unitholders	\$ 46,063	\$ 70,900
Other comprehensive loss		
Change in fair value of interest rate swaps and other	(1,410)	(1,868)
Comprehensive income	\$ 44,653	\$ 69,032
Income per unit attributable to common unitholders		
Basic	\$ 0.37	\$ 0.63
Diluted	\$ 0.36	\$ 0.63

Weighted-average common units outstanding		
Basic	124,756,031	12,128,315
Diluted	125,576,358	12,864,146
Distributions declared per Common Unit	\$0.40	\$ 0.38

See accompanying notes to consolidated financial statements.

AMERICAN CAMPUS COMMUNITIES OPERATING PARTNERSHIP, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN CAPITAL
(unaudited, in thousands, except unit data)

	General Partner		Limited Partner		Accumulated Other Comprehensive Loss	Noncontrolling Interests - Partially Owned Properties	Total
	Units	Amount	Units	Amount			
Capital, December 31, 2015	12,222	\$ 93	112,348,810	\$2,775,933	\$ (5,830)	\$ 11,461	\$2,781,657
Adjustments to reflect redeemable limited partners' interest at fair value	—	—	—	(6,833)	—	—	(6,833)
Amortization of restricted stock awards	—	—	—	2,651	—	—	2,651
Vesting of restricted stock awards and restricted stock units	—	—	127,352	(2,978)	—	—	(2,978)
Distributions	—	(5)	—	(52,508)	—	—	(52,513)
Distributions to noncontrolling interests - partially owned properties	—	—	—	—	—	(100)	(100)
Conversion of operating partnership units to common stock	—	—	15,000	163	—	—	163
Issuance of units in exchange for contributions of equity offering proceeds	—	—	17,940,000	707,414	—	—	707,414
Change in fair value of interest rate swaps	—	—	—	—	(1,513)	—	(1,513)
Amortization of interest rate swap terminations	—	—	—	—	103	—	103
Contributions by noncontrolling partners	—	—	—	—	—	56	56
Net income	—	4	—	45,583	—	104	45,691
Capital, March 31, 2016	12,222	\$ 92	130,431,162	\$3,469,425	\$ (7,240)	\$ 11,521	\$3,473,798

See accompanying notes to consolidated financial statements.

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

	Three Months Ended March 31,	
	2016	2015
Operating activities		
Net income	\$46,209	\$71,267
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains from disposition of real estate	(17,409)	(44,252)
Depreciation and amortization	53,716	50,273
Amortization of deferred financing costs and debt premiums/discounts	(615)	(1,540)
Share-based compensation	2,651	2,061
Income tax provision	345	311
Amortization of interest rate swap terminations	103	102
Changes in operating assets and liabilities:		
Restricted cash	(3,904)	(2,971)
Student contracts receivable, net	11,376	1,585
Other assets	(1,669)	11,667
Accounts payable and accrued expenses	(23,156)	(18,631)
Other liabilities	(3,580)	7,240
Net cash provided by operating activities	64,067	77,112
Investing activities		
Proceeds from disposition of properties	72,613	226,532
Cash paid for property acquisitions	—	(166,581)
Capital expenditures for wholly-owned properties	(9,263)	(11,495)
Investments in wholly-owned properties under development	(76,649)	(56,972)
Capital expenditures for on-campus participating properties	(655)	(333)
Investment in on-campus participating property under development	—	(448)
(Increase) decrease in escrow deposits for real estate investments	(1,520)	512
Change in restricted cash related to capital reserves	(447)	1,377
Increase in ownership of consolidated subsidiary	—	(1,708)
Purchase of corporate furniture, fixtures and equipment	(1,771)	(2,213)
Net cash used in investing activities	(17,692)	(11,329)
Financing activities		
Proceeds from issuance of common units in exchange for contributions, net	708,345	213,416
Pay-off of unsecured term loan	(400,000)	—
Proceeds from unsecured term loan	150,000	—
Pay-off of mortgage and construction loans	(4,390)	(125,370)
Proceeds from revolving credit facility	67,700	172,200
Pay downs of revolving credit facility	(136,600)	(282,800)
Proceeds from construction loans	—	258
Scheduled principal payments on debt	(3,917)	(3,841)
Debt issuance and assumption costs	(744)	(196)
Taxes paid on net-share settlements	(2,977)	(2,878)
Distributions paid on unvested restricted stock awards	(393)	(334)
Distributions paid to common and preferred unitholders	(52,685)	(43,094)

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Distributions paid to noncontrolling partners - partially owned properties	(100)	(394)
Net cash used in financing activities	324,239	(73,033)
Net change in cash and cash equivalents	370,614	(7,250)
Cash and cash equivalents at beginning of period	16,659	25,062
Cash and cash equivalents at end of period	\$387,273	\$17,812
Supplemental disclosure of non-cash investing and financing activities		
Loans assumed in connection with property acquisitions	\$—	\$(11,623)
Issuance of common units in connection with property acquisitions	\$—	\$(14,182)
Change in fair value of derivative instruments, net	\$(1,513)	\$(1,868)
Supplemental disclosure of cash flow information		
Interest paid	\$30,668	\$21,151

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1. Organization and Description of Business

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

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of March 31, 2016, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of March 31, 2016, ACC owned an approximate 98.9% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates ACC and ACCOP as one business. The management of ACC consists of the same members as the management of ACCOP. ACC consolidates ACCOP for financial reporting purposes, and ACC does not have significant assets other than its investment in ACCOP. Therefore, the assets and liabilities of ACC and ACCOP are the same on their respective financial statements. References to the “Company,” “we,” “us” or “our” mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. Unless otherwise indicated, the accompanying Notes to the Consolidated Financial Statements apply to both the Company and the Operating Partnership.

As of March 31, 2016, our property portfolio contained 163 properties with approximately 100,600 beds. Our property portfolio consisted of 134 owned off-campus student housing properties that are in close proximity to colleges and universities, 24 American Campus Equity (“ACE®”) properties operated under ground/facility leases with eleven university systems and five on-campus participating properties operated under ground/facility leases with the related university systems. Of the 163 properties, twelve were under development as of March 31, 2016, and when completed will consist of a total of approximately 8,000 beds. Our communities contain modern housing units and are supported by a resident assistant system and other student-oriented programming, with many offering resort-style amenities.

Through one of ACC’s taxable REIT subsidiaries (“TRSs”), we also provide construction management and development services, primarily for student housing properties owned by colleges and universities, charitable foundations, and others. As of March 31, 2016, also through one of ACC’s TRSs, we provided third-party management and leasing services for 40 properties that represented approximately 30,500 beds. Third-party management and leasing services are typically provided pursuant to management contracts that have initial terms that range from one to five years. As of March 31, 2016, our total owned and third-party managed portfolio included 203 properties with approximately 131,100 beds.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

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Recently Issued Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2016-05 ("ASU 2016-05"), "Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships." The amendments in this guidance clarify that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The guidance is effective for public business entities for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing whether ASU 2016-05 will have a material effect on its consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update 2016-02 ("ASU 2016-02"), "Leases: Amendments to the FASB Accounting Standards Codification." ASU 2016-02 amends the existing accounting standards for lease accounting, including requiring lessees to recognize most leases on their balance sheets and making targeted changes to lessor accounting. The new standard requires a modified retrospective transition approach for all leases existing at, or entered into after, the date of initial application, with an option to use certain transition relief. The guidance is effective for public business entities for fiscal years beginning after December 15, 2018 and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing whether ASU 2016-02 will have a material effect on its consolidated financial statements.

In May 2014, the FASB issued Accounting Standards Update 2014-09 ("ASU 2014-09"), "Revenue From Contracts With Customers". ASU 2014-09 provides a single comprehensive revenue recognition model for contracts with customers (excluding certain contracts, such as lease contracts) to improve comparability within industries. ASU 2014-09 requires an entity to recognize revenue to reflect the transfer of goods or services to customers at an amount the entity expects to be paid in exchange for those goods and services and provide enhanced disclosures, all to provide more comprehensive guidance for transactions such as service revenue and contract modifications. In July 2015, the FASB issued ASU 2015-14 ("ASU 2015-14"), "Deferral of the Effective Date". This standard deferred by one year the effective date of ASU 2014-09. The new revenue recognition standard is effective for public entities for interim and annual periods beginning after December 15, 2017 and may be applied using either a full retrospective or modified approach upon adoption. The Company plans to adopt ASU 2014-09 as of January 1, 2018 and is currently evaluating the potential impact of the new standard on its consolidated financial statements.

Recently Adopted Accounting Pronouncements

In March 2016, the FASB issued Accounting Standards Update 2016-09 ("ASU 2016-09"), "Improvements to Employee Share-Based Payment Accounting." The updated guidance changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The guidance is effective for public business entities for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. Early adoption is permitted. The Company adopted ASU 2016-09 as of January 1, 2016. ASU 2016-09 did not have a material impact on the Company's consolidated financial statements.

On January 1, 2016, the Company adopted Accounting Standards Update 2015-16 ("ASU 2015-16"), "Simplifying the Accounting for Measurement-Period Adjustments." Under the new guidance, the Company will no longer recognize a measurement-period adjustment retroactively in a business combination. Instead, measurement-period adjustments

will be recognized during the period in which the amount of the adjustment is determined. The adoption of ASU 2015-16 did not have a material impact on the Company's consolidated financial statements.

On January 1, 2016, the Company adopted Accounting Standards Update 2015-03 ("ASU 2015-03"), "Simplifying the Presentation of Debt Issuance Costs." The impact of adopting ASU 2015-03 on the Company's consolidated financial statements was the reclassification of deferred financing costs previously included in "other assets" to "secured mortgage, construction and bond debt", "unsecured notes" and "unsecured term loans" within its consolidated balance sheets for all periods presented. Other than these reclassifications, the adoption of ASU 2015-03 did not have an impact on the Company's consolidated financial statements.

On January 1, 2016, the Company adopted Accounting Standards Update 2015-02 ("ASU 2015-02"), "Amendments to the Consolidation Analysis." The new guidance changed the analysis a reporting entity must perform to determine whether it should consolidate certain types of legal entities. The guidance did not amend the existing disclosure requirements for Variable Interest Entities ("VIEs") or voting interest model entities. The guidance, however, modified the requirements to qualify under the voting interest model and eliminated the presumption that a general partner should consolidate a limited partnership. Under the revised guidance, ACCOP is determined to be a VIE. As ACCOP is already included in the consolidated financial statements of the

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Company, the identification of this entity as a VIE has no impact on its consolidated financial statements. There were no other legal entities qualifying under the scope of the revised guidance that were consolidated as a result of the adoption of this guidance. In addition, there were no other voting interest entities under prior existing guidance determined to be VIEs under the revised guidance.

Interim Financial Statements

The accompanying interim financial statements are unaudited, but have been prepared in accordance with GAAP for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements of the Company for these interim periods have been included. Because of the seasonal nature of the Company's operations, the results of operations and cash flows for any interim period are not necessarily indicative of results for other interim periods or for the full year. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investments in Real Estate

Investments in real estate are recorded at historical cost. Major improvements that extend the life of an asset are capitalized and depreciated over the remaining useful life of the asset. The cost of ordinary repairs and maintenance are charged to expense when incurred. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives of the assets as follows:

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

Project costs directly associated with the development and construction of an owned real estate project, which include interest, property taxes, and amortization of deferred finance costs, are capitalized as construction in progress. Upon completion of the project, costs are transferred into the applicable asset category and depreciation commences. Interest totaling approximately \$2.1 million and \$2.5 million was capitalized during the three months ended March 31, 2016 and 2015, respectively.

Management assesses whether there has been an impairment in the value of the Company's investments in real estate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is recognized when estimated expected future undiscounted cash flows are less than the carrying value of the property, or when a property meets the criteria to be classified as held for sale, at which time an

impairment charge is recognized for any excess of the carrying value of the property over the expected net proceeds from the disposal. The estimation of expected future net cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions. If such conditions change, then an adjustment to the carrying value of the Company's long-lived assets could occur in the future period in which the conditions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is charged to earnings. The Company believes that there were no impairments of the carrying values of its investments in real estate as of March 31, 2016.

The Company allocates the purchase price of acquired properties to net tangible and identified intangible assets based on relative fair values. Fair value estimates are based on information obtained from a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, our own analysis of recently acquired and existing comparable properties in our portfolio, and other market data. Information obtained about each property as a result of due diligence, marketing and leasing activities is also considered. The value allocated to land is generally based on the actual purchase price if acquired separately, or market research/comparables if acquired as part of an existing operating property.

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The value allocated to building is based on the fair value determined on an “as-if vacant” basis, which is estimated using an income, or discounted cash flow, approach that relies upon internally determined assumptions that we believe are consistent with current market conditions for similar properties. The value allocated to furniture, fixtures, and equipment is based on an estimate of the fair value of the appliances and fixtures inside the units. We have determined these estimates to have been primarily based upon unobservable inputs and therefore are considered to be Level 3 inputs within the fair value hierarchy.

We record the acquisition of undeveloped land parcels that do not meet the accounting criteria to be accounted for as business combinations at the purchase price paid and capitalize the associated acquisition costs.

Pre-development Expenditures

Pre-development expenditures such as architectural fees, permits and deposits associated with the pursuit of third-party and owned development projects are expensed as incurred, until such time that management believes it is probable that the contract will be executed and/or construction will commence. Because the Company frequently incurs these pre-development expenditures before a financing commitment and/or required permits and authorizations have been obtained, the Company bears the risk of loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms or the Company is unable to successfully obtain the required permits and authorizations. As such, management evaluates the status of third-party and owned projects that have not yet commenced construction on a periodic basis and expenses any deferred costs related to projects whose current status indicates the commencement of construction is unlikely and/or the costs may not provide future value to the Company in the form of revenues. Such write-offs are included in third-party development and management services expenses (in the case of third-party development projects) or general and administrative expenses (in the case of owned development projects) on the accompanying consolidated statements of comprehensive income. As of March 31, 2016, the Company has deferred approximately \$7.8 million in pre-development costs related to third-party and owned development projects that have not yet commenced construction. Such costs are included in other assets on the accompanying consolidated balance sheets.

Earnings per Share – Company

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

The following potentially dilutive securities were outstanding for the three months ended March 31, 2016 and 2015, but were not included in the computation of diluted earnings per share because the effects of their inclusion would be anti-dilutive.

	Three Months Ended March 31,	
	2016	2015
Common OP Units (Note 10)	1,310,046	—
Preferred OP Units (Note 10)	103,590	—

Total potentially dilutive securities 1,413,636 —

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

	Three Months Ended	
	March 31,	
	2016	2015
Numerator – basic and diluted earnings per share:		
Net income	\$46,209	\$ 71,267
Net income attributable to noncontrolling interests	(622)	(1,070)
Net income attributable to common stockholders	45,587	70,197
Amount allocated to participating securities	(393)	(334)
Net income attributable to common stockholders	\$45,194	\$ 69,863
Denominator:		
Basic weighted average common shares outstanding	123,445,985	10,955,099
Unvested Restricted Stock Awards (Note 11)	820,327	735,831
Common OP units (Note 10)	—	1,173,216
Preferred OP units (Note 10)	—	110,359
Diluted weighted average common shares outstanding	124,266,312	12,974,505
Earnings per share:		
Net income attributable to common stockholders - basic	\$0.37	\$ 0.63
Net income attributable to common stockholders - diluted		