

TANGER FACTORY OUTLET CENTERS INC  
Form 10-Q  
November 03, 2015

United States  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q

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

For the quarterly period ended September 30, 2015  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-11986 (Tanger Factory Outlet Centers, Inc.)  
Commission file number 333-3526-01 (Tanger Properties Limited Partnership)

TANGER FACTORY OUTLET CENTERS, INC.  
TANGER PROPERTIES LIMITED PARTNERSHIP  
(Exact name of Registrant as specified in its charter)  
North Carolina (Tanger Factory Outlet Centers, Inc.)  
North Carolina (Tanger Properties Limited Partnership)  
(State or other jurisdiction of incorporation or organization)

56-1815473  
56-1822494  
(I.R.S. Employer Identification No.)

3200 Northline Avenue, Suite 360, Greensboro, NC 27408  
(Address of principal executive offices)

(336) 292-3010  
(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.

Tanger Factory Outlet Centers, Inc. Yes  No   
Tanger Properties Limited Partnership Yes  No

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).

Tanger Factory Outlet Centers, Inc. Yes  No   
Tanger Properties Limited Partnership Yes  No

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" (as defined in Rule 12b-2 of the Securities and Exchange Act of 1934).

Tanger Factory Outlet Centers, Inc.  
x Large accelerated filer      o Accelerated filer      o Non-accelerated filer      o Smaller reporting company

Tanger Properties Limited Partnership

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

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

Tanger Factory Outlet Centers, Inc.      Yes  No

Tanger Properties Limited Partnership      Yes  No

As of October 30, 2015, there were 95,847,393 common shares of Tanger Factory Outlet Centers, Inc. outstanding, \$.01 par value.

---

## EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the quarter ended September 30, 2015 of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership. Unless the context indicates otherwise, the term "Company", refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term "Operating Partnership" refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. The Company is a fully-integrated, self-administered and self-managed real estate investment trust, ("REIT"), which, through its controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. The outlet centers and other assets are held by, and all of the operations are conducted by, the Operating Partnership and its subsidiaries. Accordingly, the descriptions of the business, employees and properties of the Company are also descriptions of the business, employees and properties of the Operating Partnership.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of September 30, 2015, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 95,843,493 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 5,078,406 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's status as a REIT. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

Management operates the Company and the Operating Partnership as one enterprise. The management of the Company consists of the same members as the management of the Operating Partnership. These individuals are officers of the Company and employees of the Operating Partnership. The individuals that comprise the Company's Board of Directors are also the same individuals that make up Tanger GP Trust's Board of Trustees.

We believe combining the quarterly reports on Form 10-Q of the Company and the Operating Partnership into this single report results in the following benefits:

- enhancing 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;
- eliminating duplicative disclosure and providing a more streamlined and readable presentation since a substantial portion of the disclosure applies to both the Company and the Operating Partnership; and
- creating time and cost efficiencies through the preparation of one combined report instead of two separate reports.

There are only a few differences between the Company and the Operating Partnership, which are reflected in the disclosure in this report. We believe it is important, however to understand these differences between the Company and the Operating Partnership in the context of how the Company and the Operating Partnership operate as an interrelated consolidated company.

As stated above, the Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership through its wholly-owned subsidiaries, the Tanger GP Trust and Tanger LP Trust. As a result, the Company does not conduct business itself, other than issuing public equity from time to time and incurring expenses required to operate as a public company. However, all operating expenses incurred by the Company are reimbursed by the Operating Partnership, thus the only material item on the Company's income statement is its equity in the earnings of the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. The Company itself does not hold any indebtedness but does guarantee certain debt of the Operating Partnership, as disclosed in this report.

The Operating Partnership holds all of the outlet centers and other assets, including the ownership interests in consolidated and unconsolidated joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by the Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required through its operations, its incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests, shareholder's 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 limited partnership interests in the Operating Partnership held by the Non-Company LPs are accounted for as partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in the Company's financial statements.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections for each of the Company and the Operating Partnership:

- Consolidated financial statements;

- The following notes to the consolidated financial statements:

- Debt of the Company and the Operating Partnership;

- Shareholders' Equity and Partners' Equity;

- Earnings Per Share and Earnings Per Unit;

- Accumulated Other Comprehensive Income of the Company and the Operating Partnership;

- Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Company and

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.

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 enters into contracts and joint ventures and holds assets and debt, reference to the Company is appropriate because the business is one enterprise and the Company operates the business through the Operating Partnership.

As the 100% owner of Tanger GP Trust, the general partner with control of the Operating Partnership, the Company consolidates the Operating Partnership for financial reporting purposes. 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.

4

---

TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP  
Index

	Page Number
Part I. Financial Information	
Item 1.	
FINANCIAL STATEMENTS OF TANGER FACTORY OUTLET CENTERS, INC. (Unaudited)	
Consolidated Balance Sheets - as of September 30, 2015 and December 31, 2014	<u>6</u>
Consolidated Statements of Operations - for the three and nine months ended September 30, 2015 and 2014	<u>7</u>
Consolidated Statements of Comprehensive Income - for the three and nine months ended September 30, 2015 and 2014	<u>8</u>
Consolidated Statements of Shareholders' Equity - for the nine months ended September 30, 2015 and 2014	<u>9</u>
Consolidated Statements of Cash Flows - for the nine months ended September 30, 2015 and 2014	<u>11</u>
FINANCIAL STATEMENTS OF TANGER PROPERTIES LIMITED PARTNERSHIP (Unaudited)	
Consolidated Balance Sheets - as of September 30, 2015 and December 31, 2014	<u>12</u>
Consolidated Statements of Operations - for the three and nine months ended September 30, 2015 and 2014	<u>13</u>
Consolidated Statements of Comprehensive Income - for the three and nine months ended September 30, 2015 and 2014	<u>14</u>
Consolidated Statements of Equity - for the nine months ended September 30, 2015 and 2014	<u>15</u>
Consolidated Statements of Cash Flows - for the nine months ended September 30, 2015 and 2014	<u>16</u>
Notes to Consolidated Financial Statements of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership	<u>17</u>
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>38</u>
Item 3. Quantitative and Qualitative Disclosures about Market Risk	<u>62</u>
Item 4. Controls and Procedures (Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership)	<u>64</u>
Part II. Other Information	
Item 1. Legal Proceedings	<u>65</u>
Item 1A. Risk Factors	<u>65</u>
Item 4. Mine Safety Disclosure	<u>65</u>
Item 6. Exhibits	<u>66</u>
Signatures	<u>67</u>

## PART I. - FINANCIAL INFORMATION

## Item 1 - Financial Statements of Tanger Factory Outlet Centers, Inc.

## TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(In thousands, except share data, unaudited)

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Rental property		
Land	\$225,306	\$217,994
Buildings, improvements and fixtures	2,173,499	1,947,083
Construction in progress	63,445	98,526
	2,462,250	2,263,603
Accumulated depreciation	(727,921	) (662,236
Total rental property, net	1,734,329	1,601,367
Cash and cash equivalents	20,661	16,875
Restricted cash	42,904	—
Rental property held for sale	19,286	46,005
Investments in unconsolidated joint ventures	197,964	208,050
Deferred lease costs and other intangibles, net	130,390	140,883
Deferred debt origination costs, net	10,688	12,126
Prepays and other assets	74,577	72,354
Total assets	\$2,230,799	\$2,097,660
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Debt</b>		
Senior, unsecured notes (net of discount of \$5,919 and \$6,426, respectively)	\$794,080	\$793,574
Unsecured term loans (net of discount of \$122 and \$241, respectively)	267,378	267,259
Mortgages payable (including premiums of \$2,469 and \$3,031, respectively)	281,966	271,361
Unsecured lines of credit	195,800	111,000
Total debt	1,539,224	1,443,194
Accounts payable and accrued expenses	90,506	69,558
Deferred financing obligation	28,388	28,388
Other liabilities	31,405	32,634
Total liabilities	1,689,523	1,573,774
Commitments and contingencies	—	—
<b>Equity</b>		
Tanger Factory Outlet Centers, Inc.		
Common shares, \$.01 par value, 300,000,000 shares authorized, 95,843,493 and 95,509,781 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	958	955
Paid in capital	802,638	791,566
Accumulated distributions in excess of net income	(256,180	) (281,679
Accumulated other comprehensive loss	(33,943	) (14,023
Equity attributable to Tanger Factory Outlet Centers, Inc.	513,473	496,819
Equity attributable to noncontrolling interests		
Noncontrolling interests in Operating Partnership	27,207	26,417



Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

Noncontrolling interests in other consolidated partnerships	596	650
Total equity	541,276	523,886
Total liabilities and equity	\$2,230,799	\$2,097,660

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

6

---

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(In thousands, except share data, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Revenues				
Base rentals	\$75,841	\$69,612	\$215,799	\$204,748
Percentage rentals	2,625	2,634	6,896	6,632
Expense reimbursements	30,542	29,463	93,815	90,457
Management, leasing and other services	1,253	1,225	4,263	2,548
Other income	2,645	2,255	5,795	5,799
Total revenues	112,906	105,189	326,568	310,184
Expenses				
Property operating	36,231	32,798	108,921	102,454
General and administrative	11,514	11,334	34,431	32,817
Acquisition costs	—	—	—	7
Abandoned pre-development costs	—	—	—	1,596
Depreciation and amortization	28,785	25,774	77,046	77,034
Total expenses	76,530	69,906	220,398	213,908
Operating income	36,376	35,283	106,170	96,276
Other income/(expense)				
Interest expense	(13,933 )	(13,902 )	(40,110 )	(43,404 )
Gain on sale of assets and interests in unconsolidated entities	20,215	—	33,941	—
Other nonoperating income (expense)	89	437	(98 )	560
Income before equity in earnings of unconsolidated joint ventures	42,747	21,818	99,903	53,432
Equity in earnings of unconsolidated joint ventures	3,713	2,479	8,302	6,200
Net income	46,460	24,297	108,205	59,632
Noncontrolling interests in Operating Partnership	(2,364 )	(1,252 )	(5,532 )	(3,083 )
Noncontrolling interests in other consolidated partnerships	(21 )	(42 )	395	(80 )
Net income attributable to Tanger Factory Outlet Centers, Inc.	\$44,075	\$23,003	\$103,068	\$56,469
Basic earnings per common share				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Diluted earnings per common share				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Dividends paid per common share	\$0.285	\$0.240	\$0.810	\$0.705

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Net income	\$46,460	\$24,297	\$108,205	\$59,632
Other comprehensive income (loss)				
Reclassification adjustments for amounts recognized in net income	—	(99	) —	(293
Foreign currency translation adjustments	(10,932	) (5,194	) (18,945	) (4,546
Change in fair value of cash flow hedges	(1,156	) 952	(2,045	) (386
Other comprehensive income (loss)	(12,088	) (4,341	) (20,990	) (5,225
Comprehensive income	34,372	19,956	87,215	54,407
Comprehensive income attributable to noncontrolling interests	(1,770	) (1,070	) (4,067	) (2,892
Comprehensive income attributable to Tanger Factory Outlet Centers, Inc.	\$32,602	\$18,886	\$83,148	\$51,515

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive loss	Total Tanger Factory Outlet Centers, Inc. equity	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2013	\$945	\$788,984	\$(265,242)	\$(2,428)	\$522,259	\$28,432	\$6,904	\$557,595
Net income	—	—	56,469	—	56,469	3,083	80	59,632
Other comprehensive loss	—	—	—	(4,954)	(4,954)	(271)	—	(5,225)
Compensation under Incentive Award Plan	—	11,458	—	—	11,458	—	—	11,458
Issuance of 46,700 common shares upon exercise of options	—	895	—	—	895	—	—	895
Issuance of 1,302,729 restricted common shares, net of forfeitures	13	(13)	—	—	—	—	—	—
Adjustment for noncontrolling interests in Operating Partnership	—	37	—	—	37	(37)	—	—
Adjustment for noncontrolling interests in other consolidated partnerships	—	3	—	—	3	—	1,001	1,004
Exchange of 43,331 Operating Partnership units for 43,331 common shares	1	(1)	—	—	—	—	—	—
Common dividends (\$0.705 per share)	—	—	(67,445)	—	(67,445)	—	—	(67,445)
Distributions to noncontrolling interests	—	—	—	—	—	(3,612)	(88)	(3,700)
Balance, September 30, 2014	\$959	\$801,363	\$(276,218)	\$(7,382)	\$518,722	\$27,595	\$7,897	\$554,214

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive loss	Total Tanger Factory Outlet Centers, Inc. equity	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2014	\$955	\$791,566	\$(281,679 )	\$(14,023 )	\$496,819	\$ 26,417	\$ 650	\$523,886
Net income	—	—	103,068	—	103,068	5,532	(395 )	108,205
Other comprehensive loss	—	—	—	(19,920 )	(19,920 )	(1,070 )	—	(20,990 )
Compensation under Incentive Award Plan	—	12,180	—	—	12,180	—	—	12,180
Issuance of 16,400 common shares upon exercise of options	—	448	—	—	448	—	—	448
Issuance of 348,844 restricted common shares, net of forfeitures	3	(3 )	—	—	—	—	—	—
Withholding of 31,532 common shares for employee income taxes	—	(1,115 )	—	—	(1,115 )	—	—	(1,115 )
Contributions from noncontrolling interests	—	—	—	—	—	—	461	461
Adjustment for noncontrolling interests in Operating Partnership	—	(442 )	—	—	(442 )	442	—	—
Adjustment for noncontrolling interests in other consolidated partnerships	—	4	—	—	4	—	(4 )	—
Common dividends (\$.810 per share)	—	—	(77,569 )	—	(77,569 )	—	—	(77,569 )
Distributions to noncontrolling interests	—	—	—	—	—	(4,114 )	(116 )	(4,230 )
Balance,	\$958	\$802,638	\$(256,180 )	\$(33,943 )	\$513,473	\$ 27,207	\$ 596	\$541,276

September 30, 2015

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

10

---

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands, unaudited)

	Nine months ended September 30,	
	2015	2014
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 108,205	\$ 59,632
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	77,046	77,034
Amortization of deferred financing costs	1,896	1,654
Abandoned pre-development costs	—	1,596
Casualty gain	—	(329)
Gain on sale of assets and interests in unconsolidated entities	(33,941)	)
Equity in earnings of unconsolidated joint ventures	(8,302)	) (6,200)
Share-based compensation expense	11,560	10,933
Amortization of debt (premiums) and discounts, net	65	(273)
Amortization (accretion) of market rent rate adjustments, net	2,124	2,250
Straight-line rent adjustments	(4,742)	) (5,027)
Distributions of cumulative earnings from unconsolidated joint ventures	8,803	4,166
Changes in other assets and liabilities:		
Other assets	2,197	(1,784)
Accounts payable and accrued expenses	10,117	4,854
Net cash provided by operating activities	175,028	148,506
<b>INVESTING ACTIVITIES</b>		
Additions to rental property	(181,127)	) (90,254)
Additions to investments in unconsolidated joint ventures	(31,517)	) (114,476)
Net proceeds on sale of assets and interests in unconsolidated entities	58,799	—
Change in restricted cash	(42,904)	) —
Proceeds from insurance reimbursements	253	1,784
Additions to non-real estate assets	(691)	) (933)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	19,325	5,374
Additions to deferred lease costs	(5,592)	) (4,109)
Net cash used in investing activities	(183,454)	) (202,614)
<b>FINANCING ACTIVITIES</b>		
Cash dividends paid	(77,569)	) (67,445)
Distributions to noncontrolling interests in Operating Partnership	(4,114)	) (3,612)
Proceeds from debt issuances	469,663	410,300
Repayments of debt	(373,698)	) (289,381)
Employee income taxes paid related to shares withheld upon vesting of equity awards	(1,115)	) —
Distributions to noncontrolling interests in other consolidated partnerships	(116)	) (88)
Additions to deferred financing costs	(758)	) (778)
Proceeds from exercise of options	448	895
Contributions from noncontrolling interests	259	—
Net cash provided by financing activities	13,000	49,891
Effect of foreign currency rate changes on cash and cash equivalents	(788)	) (200)
Net increase (decrease) in cash and cash equivalents	3,786	) (4,417)
Cash and cash equivalents, beginning of period	16,875	15,241



Cash and cash equivalents, end of period	\$20,661	\$10,824
--	----------	----------

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

## Item 1 - Financial Statements of Tanger Properties Limited Partnership

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS

(In thousands, except unit data, unaudited)

	September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Rental property		
Land	\$225,306	\$217,994
Buildings, improvements and fixtures	2,173,499	1,947,083
Construction in progress	63,445	98,526
	2,462,250	2,263,603
Accumulated depreciation	(727,921	) (662,236
Total rental property, net	1,734,329	1,601,367
Cash and cash equivalents	20,640	15,806
Restricted cash	42,904	—
Rental property held for sale	19,286	46,005
Investments in unconsolidated joint ventures	197,964	208,050
Deferred lease costs and other intangibles, net	130,390	140,883
Deferred debt origination costs, net	10,688	12,126
Prepays and other assets	73,871	71,848
Total assets	\$2,230,072	\$2,096,085
<b>LIABILITIES AND EQUITY</b>		
<b>Liabilities</b>		
<b>Debt</b>		
Senior, unsecured notes (net of discount of \$5,919 and \$6,426, respectively)	\$794,080	\$793,574
Unsecured term loans (net of discount of \$122 and \$241, respectively)	267,378	267,259
Mortgages payable (including premiums of \$2,469 and \$3,031, respectively)	281,966	271,361
Unsecured lines of credit	195,800	111,000
Total debt	1,539,224	1,443,194
Accounts payable and accrued expenses	89,779	67,983
Deferred financing obligation	28,388	28,388
Other liabilities	31,405	32,634
Total liabilities	1,688,796	1,572,199
Commitments and contingencies	—	—
<b>Equity</b>		
<b>Partners' Equity</b>		
General partner, 1,000,000 units outstanding at September 30, 2015 and December 31, 2014	5,093	4,828
Limited partners, 5,078,406 and 5,078,406 Class A units and 94,843,493 and 94,509,781 Class B units outstanding at September 30, 2015 and December 31, 2014, respectively	571,368	533,199
Accumulated other comprehensive loss	(35,781	) (14,791
Total partners' equity	540,680	523,236
Noncontrolling interests in consolidated partnerships	596	650
Total equity	541,276	523,886
Total liabilities and equity	\$2,230,072	\$2,096,085

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



TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Revenues				
Base rentals	\$75,841	\$69,612	\$215,799	\$204,748
Percentage rentals	2,625	2,634	6,896	6,632
Expense reimbursements	30,542	29,463	93,815	90,457
Management, leasing and other services	1,253	1,225	4,263	2,548
Other income	2,645	2,255	5,795	5,799
Total revenues	112,906	105,189	326,568	310,184
Expenses				
Property operating	36,231	32,798	108,921	102,454
General and administrative	11,514	11,334	34,431	32,817
Acquisition costs	—	—	—	7
Abandoned pre-development costs	—	—	—	1,596
Depreciation and amortization	28,785	25,774	77,046	77,034
Total expenses	76,530	69,906	220,398	213,908
Operating income	36,376	35,283	106,170	96,276
Other income/(expense)				
Interest expense	(13,933 )	(13,902 )	(40,110 )	(43,404 )
Gain on sale of assets and interests in unconsolidated entities	20,215	—	33,941	—
Other nonoperating income (expense)	89	437	(98 )	560
Income before equity in earnings of unconsolidated joint ventures	42,747	21,818	99,903	53,432
Equity in earnings of unconsolidated joint ventures	3,713	2,479	8,302	6,200
Net income	46,460	24,297	108,205	59,632
Noncontrolling interests in consolidated partnerships	(21 )	(42 )	395	(80 )
Net income available to partners	46,439	24,255	108,600	59,552
Net income available to limited partners	45,979	24,012	107,525	58,952
Net income available to general partner	\$460	\$243	\$1,075	\$600
Basic earnings per common unit				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Diluted earnings per common unit				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Distribution paid per common unit	\$0.285	\$0.240	\$0.810	\$0.705

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In thousands, unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Net income	\$46,460	\$24,297	\$108,205	\$59,632
Other comprehensive income (loss)				
Reclassification adjustments for amounts recognized in net income	—	(99	) —	(293
Foreign currency translation adjustments	(10,932	) (5,194	) (18,945	) (4,546
Changes in fair value of cash flow hedges	(1,156	) 952	(2,045	) (386
Other comprehensive income (loss)	(12,088	) (4,341	) (20,990	) (5,225
Comprehensive income	34,372	19,956	87,215	54,407
Comprehensive (income) loss attributable to noncontrolling interests in consolidated partnerships	(21	) (42	) 395	(80
Comprehensive income attributable to the Operating Partnership	\$34,351	\$19,914	\$87,610	\$54,327

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF EQUITY

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

	General partner	Limited partners	Accumulated other comprehensive loss	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2013	\$4,988	\$548,424	\$(2,721)	)\$550,691	\$6,904	\$557,595
Net income	600	58,952	—	59,552	80	59,632
Other comprehensive loss	—	—	(5,225)	)(5,225	)—	(5,225 )
Compensation under Incentive Award Plan	—	11,458	—	11,458	—	11,458
Issuance of 46,700 common units upon exercise of options	—	895	—	895	—	895
Issuance of 1,302,729 restricted common units, net of forfeitures	—	—	—	—	—	—
Adjustments for noncontrolling interests in consolidated partnerships	—	3	—	3	1,001	1,004
Common distributions (\$.705 per common unit)	(705	)(70,352	)—	(71,057	)—	(71,057 )
Distributions to noncontrolling interests	—	—	—	—	(88	)(88 )
Balance, September 30, 2014	\$4,883	\$549,380	\$(7,946)	)\$546,317	\$7,897	\$554,214

	General partner	Limited partners	Accumulated other comprehensive loss	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2014	\$4,828	\$533,199	\$(14,791)	)\$523,236	\$650	\$523,886
Net income	1,075	107,525	—	108,600	(395	)108,205
Other comprehensive loss	—	—	(20,990)	)(20,990	)—	(20,990 )
Compensation under Incentive Award Plan	—	12,180	—	12,180	—	12,180
Issuance of 16,400 common units upon exercise of options	—	448	—	448	—	448
Issuance of 348,844 restricted common units, net of forfeitures	—	—	—	—	—	—
Withholding of 31,532 common units for employee income taxes	—	(1,115	)—	(1,115	)—	(1,115 )
Contributions from noncontrolling interests	—	—	—	—	461	461
Adjustment for noncontrolling interests in consolidated partnerships	—	4	—	4	(4	)—
Common distributions (\$.810 per common unit)	(810	)(80,873	)—	(81,683	)—	(81,683 )
	—	—	—	—	(116	)(116 )

Distributions to noncontrolling  
interests

Balance, September 30, 2015	\$5,093	\$571,368	\$(35,781	)\$540,680	\$596	\$541,276
-----------------------------	---------	-----------	-----------	------------	-------	-----------

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

15

---

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands, unaudited)

	Nine months ended September 30,	
	2015	2014
<b>OPERATING ACTIVITIES</b>		
Net income	\$ 108,205	\$ 59,632
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	77,046	77,034
Amortization of deferred financing costs	1,896	1,654
Abandoned pre-development costs	—	1,596
Casualty gain	—	(329 )
Gain on sale of assets and interests in unconsolidated entities	(33,941 )	—
Equity in earnings of unconsolidated joint ventures	(8,302 )	(6,200 )
Equity-based compensation expense	11,560	10,933
Amortization of debt (premiums) and discounts, net	65	(273 )
Amortization (accretion) of market rent rate adjustments, net	2,124	2,250
Straight-line rent adjustments	(4,742 )	(5,027 )
Distributions of cumulative earnings from unconsolidated joint ventures	8,803	4,166
Changes in other assets and liabilities:		
Other assets	2,397	(1,439 )
Accounts payable and accrued expenses	10,965	4,758
Net cash provided by operating activities	176,076	148,755
<b>INVESTING ACTIVITIES</b>		
Additions to rental property	(181,127 )	(90,254 )
Additions to investments in unconsolidated joint ventures	(31,517 )	(114,476 )
Net proceeds on sale of assets and interests in unconsolidated entities	58,799	—
Change in restricted cash	(42,904 )	—
Proceeds from insurance reimbursements	253	1,784
Additions to non-real estate assets	(691 )	(933 )
Distributions in excess of cumulative earnings from unconsolidated joint ventures	19,325	5,374
Additions to deferred lease costs	(5,592 )	(4,109 )
Net cash used in investing activities	(183,454 )	(202,614 )
<b>FINANCING ACTIVITIES</b>		
Cash distributions paid	(81,683 )	(71,057 )
Proceeds from debt issuances	469,663	410,300
Repayments of debt	(373,698 )	(289,381 )
Employee income taxes paid related to shares withheld upon vesting of equity awards	(1,115 )	—
Distributions to noncontrolling interests in consolidated partnerships	(116 )	(88 )
Additions to deferred financing costs	(758 )	(778 )
Proceeds from exercise of options	448	895
Contributions from noncontrolling interests	259	—
Net cash provided by financing activities	13,000	49,891
Effect of foreign currency on cash and cash equivalents	(788 )	(200 )
Net increase (decrease) in cash and cash equivalents	4,834	(4,168 )
Cash and cash equivalents, beginning of period	15,806	14,984
Cash and cash equivalents, end of period	\$ 20,640	\$ 10,816

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





TANGER FACTORY OUTLET CENTERS INC. AND SUBSIDIARIES  
TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. We are a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through our controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of September 30, 2015, we owned and operated 34 outlet centers, with a total gross leasable area of approximately 11.6 million square feet. We also had partial ownership interests in 9 outlet centers totaling approximately 2.8 million square feet, including 4 outlet centers in Canada.

Our outlet centers and other assets are held by, and all of our operations are conducted by, Tanger Properties Limited Partnership and subsidiaries. Accordingly, the descriptions of our business, employees and properties are also descriptions of the business, employees and properties of the Operating Partnership. Unless the context indicates otherwise, the term, "Company", refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term, "Operating Partnership", refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of September 30, 2015, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 95,843,493 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 5,078,406 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

2. Basis of Presentation

The unaudited consolidated financial statements included herein have been prepared pursuant to accounting principles generally accepted in the United States of America and should be read in conjunction with the consolidated financial statements and notes thereto of the Company's and the Operating Partnership's combined Annual Report on Form 10-K for the year ended December 31, 2014. The December 31, 2014 balance sheet data in this Form 10-Q was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC's rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods have been made. The results of interim periods are not necessarily indicative of the results for a full year.

We consolidate properties that are wholly owned or properties where we own less than 100% but we control. Control is determined using an evaluation based on accounting standards related to the consolidation of voting interest entities and variable interest entities ("VIE"). For joint ventures that are determined to be a VIE, we consolidate the entity where we are deemed to be the primary beneficiary. Determination of the primary beneficiary is based on whether an entity has (1) the power to direct the activities of the VIE that most significantly impact the entity's economic performance, and (2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the

right to receive benefits from the entity that could potentially be significant to the VIE. Our determination of the primary beneficiary considers all relationships between us and the VIE, including management agreements and other contractual arrangements.

Investments in real estate joint ventures that we do not control but may exercise significant influence are accounted for using the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for our equity in the venture's net income or loss, cash contributions, distributions and other adjustments required under the equity method of accounting.

For certain of these investments, we record our equity in the venture's net income or loss under the hypothetical liquidation at book value ("HLBV") method of accounting due to the structures and the preferences we receive on the distributions from our joint ventures pursuant to the respective joint venture agreements for those joint ventures. Under this method, we recognize income and loss in each period based on the change in liquidation proceeds we would receive from a hypothetical liquidation of our investment based on depreciated book value. Therefore, income or loss may be allocated disproportionately as compared to the ownership percentages due to specified preferred return rate thresholds and may be more or less than actual cash distributions received and more or less than what we may receive in the event of an actual liquidation. In the event a basis difference is created between our underlying interest in the venture's net assets and our initial investment, we amortize such amount over the estimated life of the venture as a component of equity in earnings of unconsolidated joint ventures.

We separately report investments in joint ventures for which accumulated distributions have exceeded investments in and our share of net income or loss of the joint ventures within other liabilities in the consolidated balance sheets. The carrying amount of our investments in the Charlotte and Galveston/Houston joint ventures are less than zero because of financing or operating distributions that were greater than net income, as net income includes non-cash charges for depreciation and amortization.

We have concluded that our Savannah and Southaven joint ventures are each considered a VIE because our voting rights are disproportionate to our economic interests and substantially all of each venture's activities either involve or are conducted on our behalf. Also, due to certain reconsideration events, we concluded during the quarter ended June 30, 2105 that our Westgate joint venture, previously considered a VIE since inception, was no longer considered a VIE.

The operating, development, leasing, and management agreements of Savannah provide that the activities that most significantly impact the economic performance of the venture require unanimous consent. Accordingly, we determined that we are not the primary beneficiary since we do not have the power to direct the significant activities that affect the economic performance of the venture, and have applied the equity method of accounting. The carrying amount of our investment in Savannah is reflected in investments in unconsolidated joint ventures on our consolidated balance sheets and was \$46.7 million as of September 30, 2015. We are unable to estimate our maximum exposure to loss at this time because our guarantees are limited and based on the future operating performance of Savannah.

The management agreement and other contractual arrangements for Southaven give us, but not necessarily our joint venture partner, significant participating rights over activities that most significantly impact the economic performance of the ventures, thus we have concluded that we are the primary beneficiary and have consolidated the venture's balance sheet and results of operations. At September 30, 2015, total assets of this venture, which is currently under construction, were \$57.1 million and total liabilities were \$30.2 million. The primary classification of the assets on the consolidated balance sheets are total rental property, net of \$53.2 million; cash of \$1.3 million and other assets of \$2.6 million (including deferred lease costs and other intangibles and deferred debt origination costs) and the primary classification of the liabilities include accounts payable and accrued expenses of \$15.0 million and mortgages payable of \$15.2 million. These assets include only those assets that can be used to settle obligations of the VIE. The liabilities include third party liabilities and exclude intercompany balances that are eliminated in consolidation.

"Noncontrolling interests in the Operating Partnership" reflects the Non-Company LP's percentage ownership of the Operating Partnership's units. "Noncontrolling interests in other consolidated partnerships" consist of outside equity interests in partnerships or joint ventures not wholly owned by the Company or the Operating Partnership that are consolidated with the financial results of the Company and Operating Partnership because the Operating Partnership exercises control over the entities that own the properties. Noncontrolling interests are initially recorded in the consolidated balance sheets at fair value based upon purchase price allocations. Income is allocated to the noncontrolling interests based on the allocation provisions within the partnership or joint venture agreements.

In the consolidated statement of operations, we have reclassified \$1.2 million and \$2.5 million related to management, leasing and other services for the three and nine months ended September 30, 2014, respectively, to the caption "management, leasing and other services" from the caption "other income" to conform to the presentation of the consolidated statement of operations for the three and nine months ended September 30, 2015. In addition, we have reclassified certain amounts related to other non-operating income and expenses for the three and nine months ended September 30, 2014 to the caption "other income/(expense)" from the caption "other income" to conform to the presentation of the consolidated statement of operations for the three and nine months ended September 30, 2015.

We have revised the previously reported amounts in the consolidated statement of cash flows to reclassify approximately \$2.2 million related to tax increment financing for the nine months ended September 30, 2014 to the caption "additions to rental property" from the caption "proceeds from tax increment financing" to conform to the presentation of the consolidated statement of cash flows for the nine months ended September 30, 2015. We have concluded the previously reported financial statements were not materially misstated as a result of this revision.

### 3. Disposition of Properties and Properties Held for Sale

In the third quarter of 2015, we sold our Kittery, Tuscola, and West Branch outlet centers for a gain of \$20.2 million. We received net proceeds of \$43.3 million of which \$42.9 million is recorded in restricted cash as of September 30, 2015. The restricted cash represents the cash proceeds from property sales that are being held by a qualified intermediary in anticipation of such amounts subsequently being invested in a tax efficient manner under Section 1031 of the Internal Revenue Code of 1986, as amended.

During the third quarter of 2015, we also entered into a contractual agreement to sell our Barstow outlet center, the sale of which closed in October 2015. The Barstow outlet center has been classified as rental property held for sale as of September 30, 2015 on the consolidated balance sheets.

The following table sets forth certain summarized information regarding the properties sold during the quarter and the property held for sale as of September 30, 2015:

Properties	Locations	Date Sold	Square Feet (in 000's)	Net Sales Price (in 000's)	Gain on Sale(in 000's)
Sold:					
Kittery I and II, Tuscola, and West Branch	Kittery, ME, Tuscola, IL, and West Branch, MI	September 2015	439	\$43,304	\$20,215
Held For Sale:					
Barstow	Barstow, CA	October 2015	171	\$105,705	\$86,419

The rental properties sold and held for sale did not meet the criteria set forth in the newly-adopted guidance for reporting discontinued operations, thus their results of operations have remained in continuing operations.

The carrying values of the assets held for sale at September 30, 2015 and December 31, 2014 were comprised of the following (in thousands):

	September 30, 2015	December 31, 2014
Rental property, net	\$17,980	\$43,532
Deferred lease costs and other intangibles, net	181	757
Prepays and other assets	1,125	1,716

Rental property held for sale	\$19,286	\$46,005
-------------------------------	----------	----------

## 4. Developments of Consolidated Outlet Centers

## Foxwoods

In May 2015, we opened a 312,000 square feet outlet center at the Foxwoods Resort Casino in Mashantucket, Connecticut. We own a controlling interest in the joint venture which is consolidated for financial reporting purposes. Construction began on the outlet center in September 2013. As of September 30, 2015, our partner's equity contributions totaled approximately \$1.0 million and our equity contributions totaled approximately \$56.2 million. Contributions we make in excess of \$40.0 million earn a preferred rate of return of 15% from the date of contribution. In addition, each partner earns a rate of return of 10% on their initial capital contributions from the date of contribution. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned contributions and all unpaid returns earned on those contributions prior to any distributions being made to our partner. Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than our legal ownership percentage of 67%. As of September 30, 2015, based upon the liquidation proceeds we would receive from a hypothetical liquidation of our investment based at depreciated book value, our economic interest would represent substantially all of the economic benefit of the property. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

## Grand Rapids

In July 2015, we opened a 351,000 square foot wholly-owned outlet center near Grand Rapids, Michigan. We commenced construction on the development in July 2014. The outlet center is located 11 miles south of downtown Grand Rapids at the southwest quadrant of US-131 and 84th Street in Byron Township, Michigan, with visibility from both roads.

Development continues for the following consolidated outlet center as of September 30, 2015:

Project	Approximate square feet (in 000's)	Costs Incurred to Date (in millions)	Borrowed to date (in millions)	Projected Opening
Southaven, Mississippi (Memphis)	320	47.5	15.2	Nov 2015

## Southaven

In January 2015, we purchased land for approximately \$14.8 million and commenced construction on the development of an approximately 320,000 square foot outlet center in Southaven, Mississippi. Tanger Outlets Southaven will be located less than five miles south of Memphis, Tennessee. The outlet center is being developed through a joint venture in which we own a controlling interest and is consolidated for financial reporting purposes. As of September 30, 2015, our partner's equity contributions totaled approximately \$461,000 and our equity contributions totaled approximately \$26.5 million. From the date our equity contributions are made, we earn a preferred rate of return of 10% for senior contributions and 14% for junior contributions. As of September 30, 2015, the balance of our senior contributions was \$17.7 million and our junior contributions was \$8.3 million. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned contributions and all unpaid returns earned on those contributions prior to any distributions being made to our partner.

In April 2015, the consolidated joint venture closed on a mortgage loan with the ability to borrow up to \$60.0 million at an interest rate of LIBOR +1.75%. The loan initially matures on April 29, 2018, with one two-year extension option.





## 5. Investments in Unconsolidated Real Estate Joint Ventures

The equity method of accounting is used to account for each of the individual joint ventures. We have an ownership interest in the following unconsolidated real estate joint ventures:

As of September 30, 2015

Joint Venture	Outlet Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt (in millions)
Columbus	Columbus, OH	50.0	% —	\$10.2	\$—
National Harbor	National Harbor, MD	50.0	% 339	8.6	83.7
RioCan Canada	Various	50.0	% 870	120.0	11.9
Savannah <sup>(1)</sup>	Savannah, GA	50.0	% 377	46.7	85.1
Westgate	Glendale, AZ	58.0	% 414	12.5	62.0
				\$198.0	\$242.7
Charlotte <sup>(2)</sup>	Charlotte, NC	50.0	% 398	\$(0.9	) \$90.0
Galveston/Houston <sup>(2)</sup>	Texas City, TX	50.0	% 353	(0.5	) 65.0
				\$(1.4	) \$155.0

As of December 31, 2014

Joint Venture	Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt (in millions)
Galveston/Houston	Texas City, TX	50.0	% 353	\$1.3	\$65.0
National Harbor	National Harbor, MD	50.0	% 339	9.5	83.7
RioCan Canada	Various	50.0	% 870	132.5	15.7
Savannah <sup>(1)</sup>	Savannah, GA	50.0	% —	46.5	25.5
Westgate	Glendale, AZ	58.0	% 381	14.3	54.0
Wisconsin Dells	Wisconsin Dells, WI	50.0	% 265	2.4	24.3
Other			—	1.5	—
				\$208.0	\$268.2
Charlotte <sup>(2)</sup>	Charlotte, NC	50.0	% 398	\$(2.2	) \$90.0
				\$(2.2	) \$90.0

Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than the ownership percentage indicated above, which in this case, <sup>(1)</sup> states our legal interest in this venture. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

<sup>(2)</sup> The negative carrying value is due to the distributions of proceeds from mortgage loans and quarterly distributions of excess cash flow exceeding the original contributions from the partners.

Fees we received for various services provided to our unconsolidated joint ventures were recognized in management, leasing and other services as follows (in thousands):

	Three months ended		Nine months ended	
	September 30, 2015	2014	September 30, 2015	2014
Fee:				
Development and leasing	\$325	\$624	\$1,632	\$702
Loan guarantee	182	23	564	209
Management and marketing	746	578	2,067	1,637
Total Fees	\$1,253	\$1,225	\$4,263	\$2,548

Our investments in real estate joint ventures are reduced by the percentage of the profits earned for leasing and development services associated with our ownership interest in each joint venture. Our carrying value of investments in unconsolidated joint ventures differs from our share of the assets reported in the "Summary Balance Sheets - Unconsolidated Joint Ventures" shown below due to adjustments to the book basis, including intercompany profits on sales of services that are capitalized by the unconsolidated joint ventures. The differences in basis (totaling \$3.9 million and \$4.4 million as of September 30, 2015 and December 31, 2014, respectively) are amortized over the various useful lives of the related assets.

#### Columbus, Ohio

During the second quarter of 2015, the joint venture purchased land for approximately \$8.9 million and began construction on Tanger Outlets Columbus. We and our partner currently expect to complete construction in time to open the center during the second quarter of 2016. As of September 30, 2015 our equity contributions have totaled \$9.8 million and our partner's equity contributions have totaled \$9.8 million. Our partner is providing development services to the joint venture and we, along with our partner, are providing joint leasing services. Once the center opens, we will provide property management, marketing and leasing services to the joint venture.

#### Savannah, Georgia

In January 2014, we announced a joint venture arrangement to develop Tanger Outlets Savannah. The center, which opened in April 2015, includes approximately 377,000 square feet. As of September 30, 2015, our equity contributions totaled \$45.8 million and our partner's equity contributions totaled \$8.3 million. Contributions we made in excess of our partners' equity contributions are considered preferred equity and earned a preferred rate of return equal to 8% from the date the contributions were made until the outlet center's grand opening in April 2015, and will earn 10% annually thereafter. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned preferred equity contributions and all unpaid returns earned on those contributions prior to any distributions being made to our equity partner. As of September 30, 2015, based upon the liquidation proceeds we would receive from a hypothetical liquidation of our investment based at depreciated book value, our estimated economic interest in the venture was approximately 98%. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

In May 2014, the joint venture closed on a construction loan with the ability to borrow up to \$97.7 million at an interest rate of LIBOR + 1.65%. In September 2015, the loan maximum borrowing amount was increased to \$100.9 million. The construction loan has a maturity date of May 21, 2017, with two, one -year extension options. As of September 30, 2015, the balance on the loan was \$85.1 million. The additional \$15.8 million is available for construction of the approximately 42,000 square foot expansion that is currently in process. We are providing development, management and marketing services to the joint venture; and with our partner, are jointly providing

leasing services to the outlet center.

## Westgate, Glendale, Arizona

During the first quarter of 2015, the joint venture completed the remaining 28,000 square feet of a 78,000 square foot expansion of the existing property which brought the size of the outlet center to approximately 414,000 square feet. Construction commenced on the expansion during the second quarter of 2014 and was funded with borrowings under the amended Westgate mortgage loan. The joint venture's amended and restated construction loan is fully funded with a balance of \$62.0 million. The loan initially matured in June 2015, and during the second quarter of 2015 the joint venture exercised the two year option to extend the maturity date of the loan to June 2017.

Tanger Outlets Westgate opened in November 2012 and was developed through, and is currently owned by, a joint venture that was formed in May 2012. We are providing property management, construction supervision, marketing and leasing services to the joint venture.

## Wisconsin Dells, Wisconsin

In February 2015, we sold our equity interest in the joint venture that owned the Wisconsin Dells outlet center for approximately \$15.6 million, representing our share of the sales price totaling \$27.7 million less our share of the outstanding debt, which totaled \$12.1 million. As a result of this transaction, we recorded a gain of approximately \$13.7 million in the first quarter of 2015, which represents the difference between the carrying value of our equity method investment and the net proceeds received.

Condensed combined summary financial information of unconsolidated joint ventures accounted for using the equity method is as follows (in thousands):

Condensed Combined Balance Sheets - Unconsolidated Joint Ventures	September 30, 2015	December 31, 2014
Assets		
Land	\$104,518	\$102,601
Buildings, improvements and fixtures	617,732	542,501
Construction in progress, including land	33,850	104,780
	756,100	749,882
Accumulated depreciation	(53,098)	(48,233)
Total rental property, net	703,002	701,649
Cash and cash equivalents	29,745	46,917
Deferred lease costs, net	19,305	21,234
Deferred debt origination costs, net	4,403	5,995
Prepays and other assets	14,367	12,766
Total assets	\$770,822	\$788,561
Liabilities and Owners' Equity		
Mortgages payable	\$397,715	\$358,219
Accounts payable and other liabilities	29,621	70,795
Total liabilities	427,336	429,014
Owners' equity	343,486	359,547
Total liabilities and owners' equity	\$770,822	\$788,561

Condensed Combined Statements of Operations - Unconsolidated Joint Ventures	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Revenues	\$27,495	\$19,969	\$77,648	\$52,803
Expenses				
Property operating	9,601	7,292	29,912	20,562
General and administrative	92	198	400	354
Abandoned development costs	—	472	—	472
Depreciation and amortization	9,003	5,831	25,381	15,369
Total expenses	18,696	13,793	55,693	36,757
Operating income	8,799	6,176	21,955	16,046
Interest expense	(2,324)	(1,316)	(6,304)	(3,925)
Other nonoperating income (expense)	4	—	17	—
Net income	\$6,479	\$4,860	\$15,668	\$12,121
The Company and Operating Partnership's share of:				
Net income	\$3,713	\$2,479	\$8,302	\$6,200
Depreciation expense (real estate related)	\$5,411	\$3,040	\$14,525	\$8,048

#### 6. Debt of the Company

All of the Company's debt is held by the Operating Partnership and its consolidated subsidiaries.

The Company guarantees the Operating Partnership's obligations with respect to its unsecured lines of credit which have a total borrowing capacity of \$520.0 million. The Company also guarantees the Operating Partnership's unsecured term loan. In addition, as of December 31, 2014, the Company guaranteed the Operating Partnership's obligation with respect to the mortgage assumed in connection with the acquisition of the outlet center in Ocean City, Maryland in July 2011. The Ocean City mortgage was subsequently repaid in July 2015.

The Operating Partnership had the following amounts outstanding on the debt guaranteed by the Company (in thousands):

	September 30, 2015	December 31, 2014
Unsecured lines of credit	\$195,800	\$111,000
Unsecured term loan	\$250,000	\$250,000
Ocean City mortgage	\$—	\$17,827

## 7. Debt of the Operating Partnership

The debt of the Operating Partnership consisted of the following (in thousands):

	Stated Interest Rate(s)	Maturity Date	As of September 30, 2015		As of December 31, 2014	
			Principal	Premium (Discount)	Principal	Premium (Discount)
Senior, unsecured notes:						
Senior notes	6.125	% June 2020	\$ 300,000	\$(1,123 )	\$ 300,000	\$(1,276 )
Senior notes	3.875	% December 2023	250,000	(3,468 )	250,000	(3,732 )
Senior notes	3.750	% December 2024	250,000	(1,328 )	250,000	(1,418 )
Mortgages payable:						
Atlantic City <sup>(1)</sup>	5.14%-7.65%	November 2021-December 2026	43,998	3,393	45,997	3,694
Deer Park	LIBOR + 1.50%	August 2018	150,000	(924 )	150,000	(1,161 )
Foxwoods	LIBOR + 1.65%	December 2017	70,250	—	25,235	—
Hershey <sup>(1)</sup>	5.17%-8.00%	—	—	—	29,271	399
Ocean City <sup>(1)</sup>	5.24	% —	—	—	17,827	99
Southaven	LIBOR + 1.75%	April 2018	15,248	—	—	—
Note payable <sup>(1)</sup>	1.50	% June 2016	10,000	(122 )	10,000	(241 )
Unsecured term loan	LIBOR + 1.05%	February 2019	250,000	—	250,000	—
Unsecured term note	LIBOR + 1.30%	August 2017	7,500	—	7,500	—
Unsecured lines of credit	LIBOR + 1.00%	October 2017	195,800	—	111,000	—
			\$ 1,542,796	\$(3,572 )	\$ 1,446,830	\$(3,636 )

The effective interest rates assigned during the purchase price allocation to these assumed mortgages and note (1) payable during acquisitions in 2011 were as follows: Atlantic City 5.05%, Hershey 3.40%, Ocean City 4.68%, and note payable 3.15%.

Certain of our properties, which had a net book value of approximately \$604.1 million at September 30, 2015 and \$602.7 million at December 31, 2014, serve as collateral for mortgages payable. We maintain unsecured lines of credit that provide for borrowings of up to \$520.0 million. The unsecured lines of credit include a \$20.0 million liquidity line and a \$500.0 million syndicated line. The syndicated line may be increased to \$750.0 million through an accordion feature in certain circumstances.

We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. For construction and term loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release or reduction based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt

service coverage tests. With regard to the Southaven mortgage discussed below which is held within a consolidated VIE, we have provided to the lenders a guaranty of completion as well as a principle guaranty of 50% of the principle which may be reduced to 10% of principle based upon satisfactory completion of certain construction and performance targets. The maximum amount of the guaranty, once the mortgage is fully funded, will be approximately \$30.0 million.

The unsecured lines of credit and senior unsecured notes include covenants that require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% of funds from operations on a cumulative basis. As of September 30, 2015, we were in compliance with all of our debt covenants.



#### Ocean City Mortgage

In July 2015, we repaid the mortgage associated with our Ocean City, Maryland outlet center, which was assumed as part of the acquisition of the property in 2011. The maturity date of the mortgage was January 6, 2016 and had a principal balance at the date of extinguishment of \$17.6 million. We also wrote off the remaining unamortized premium associated with the mortgage totaling approximately \$51,000.

#### Hershey Mortgage

During the second quarter of 2015, we repaid the mortgages associated with our Hershey, Pennsylvania property, which were assumed as part of the acquisition of the property in 2011. The maturity date of the mortgages was August 1, 2015 and had a principal balance at the date of extinguishment of \$29.0 million. We also wrote off the remaining unamortized premiums associated with the mortgages totaling approximately \$201,000.

#### Southaven Mortgage

In April 2015, the consolidated joint venture closed on a mortgage loan with the ability to borrow up to \$60.0 million at an interest rate of LIBOR +1.75%. The loan initially matures on April 29, 2018, with one two-year extension option.

#### Debt Maturities

Maturities of the existing long-term debt as of September 30, 2015 are as follows (in thousands):

Calendar Year	Amount
2015	\$686
2016	12,842
2017	276,558
2018	168,432
2019	253,369
Thereafter	830,909
Subtotal	1,542,796
Net discount	(3,572 )
Total	\$1,539,224

#### 8. Deferred Financing Obligation

On September 30, 2015, the noncontrolling interest in our outlet center in Deer Park, New York exercised its right to require us to acquire their ownership interest in the property for \$28.4 million. Closing on the transaction is scheduled to occur on January 5, 2016. The obligation to acquire its interest is recorded as a deferred financing obligation in the other liabilities section of the consolidated balance sheet.

## 9. Derivative Financial Instruments

The following table summarizes the terms and fair values of our derivative financial instruments, as well as their classifications within the consolidated balance sheets (in thousands):

Effective Date	Maturity Date	Notional Amount	Bank Pay Rate	Company Fixed Pay Rate	Fair Value	
					September 30, 2015	December 31, 2014
Assets (Liabilities):						
November 14, 2013	August 14, 2018	\$ 50,000	1 month LIBOR	1.3075	%	\$(657 ) \$26
November 14, 2013	August 14, 2018	50,000	1 month LIBOR	1.2970	%	(643 ) 40
November 14, 2013	August 14, 2018	50,000	1 month LIBOR	1.3025	%	(650 ) 29
Total		\$ 150,000				\$(1,950 ) \$95

The derivative financial instruments are comprised of interest rate swaps, which are designated and qualify as cash flow hedges, each with a separate counterparty. We do not use derivatives for trading or speculative purposes and currently do not have any derivatives that are not designated as hedges.

The effective portion of changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive income (loss) and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivative, if any, is recognized directly in earnings. For the three and nine months ended September 30, 2015, the ineffective portion was not significant.

The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements (in thousands):

	Location of Reclassification from Accumulated OCI Into Income	Three months ended September 30,		Nine months ended September 30,	
		2015	2014	2015	2014
Interest Rate Swaps (Effective Portion):					
Amount of gain (loss) recognized in OCI on derivative		\$(1,156 )	\$952	\$(2,046 )	\$(386 )
Treasury Rate Lock (Effective Portion):					
Amount of gain reclassified from accumulated OCI into income	Interest Expense	\$—	\$99	\$—	\$293

In 2005, we settled two US treasury rate lock agreements associated with a 10 year senior, unsecured bond offering and received approximately \$3.2 million. We fully amortized the remaining balance in December 2014 in connection with the early redemption of the associated 10 year senior, unsecured notes.

## 10. Fair Value Measurements

Fair value guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are defined as follows:

Tier	Description
Level 1	Observable inputs such as quoted prices in active markets
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable
Level 3	Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions

The following table sets forth our assets and liabilities that are measured at fair value within the fair value hierarchy (in thousands):

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of September 30, 2015:				
Liabilities:				
Interest rate swaps (other liabilities)	\$(1,950)	) \$—	\$(1,950)	) \$—
Total liabilities	\$(1,950)	) \$—	\$(1,950)	) \$—

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of December 31, 2014:				
Assets:				
Interest rate swaps (prepaids and other assets)	\$95	\$—	\$95	\$—
Total assets	\$95	\$—	\$95	\$—

The estimated fair value and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

	September 30, 2015	December 31, 2014
Fair value of debt	\$1,608,042	\$1,493,519
Recorded value of debt	1,539,224	1,443,194

With the exception of the unsecured term loan and unsecured lines of credit, that have variable rates and considered at market value, fair values of the senior notes and mortgage loans are determined using discounted cash flow analysis with an interest rate or credit spread similar to that of current market borrowing arrangements. Because the Company's senior unsecured notes are publicly traded with limited trading volume, these instruments are classified as Level 2 in the hierarchy. In contrast, mortgage loans are classified as Level 3 given the unobservable inputs utilized in the valuation. Considerable judgment is necessary to develop estimated fair values of financial instruments. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on the disposition of the financial instruments.



The carrying values of cash and cash equivalents, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

#### 11. Shareholders' Equity of the Company

During the nine months ended September 30, 2014, Non-Company LPs exchanged a total of 43,331 Class A common limited partnership units of the Operating Partnership for an equal number of common shares of the Company. No Class A common limited partnership units of the Operating Partnership were exchanged during the nine months ended September 30, 2015. As of September 30, 2015, the Non-Company LPs owned 5,078,406 Class A common limited partnership units. Each Class A common limited partnership unit is exchangeable for one common share of the Company.

#### 12. Partners' Equity of the Operating Partnership

All units of partnership interest issued by the Operating Partnership have equal rights with respect to earnings, dividends and net assets. When the Company issues common shares upon the exercise of options, the issuance of restricted share awards or the exchange of Class A common limited partnership units, the Operating Partnership issues a corresponding Class B common limited partnership unit to Tanger LP trust, a wholly owned subsidiary of the Company.

The following table sets forth the changes in outstanding partnership units for the nine months ended September 30, 2015 and September 30, 2014.

	General Partnership Units	Limited Partnership Units		Total
		Class A	Class B	
Balance December 31, 2013	1,000,000	5,145,012	93,505,685	98,650,697
Exchange of Class A limited partnership units	—	(43,331	) 43,331	—
Issuance of restricted units	—	—	1,302,729	1,302,729
Units issued upon exercise of options	—	—	46,700	46,700
Balance September 30, 2014	1,000,000	5,101,681	94,898,445	100,000,126
Balance December 31, 2014	1,000,000	5,078,406	94,509,781	99,588,187
Issuance of restricted units	—	—	348,844	348,844
Units issued upon exercise of options	—	—	16,400	16,400
Units withheld for employee income taxes	—	—	(31,532	) (31,532
Balance September 30, 2015	1,000,000	5,078,406	94,843,493	99,921,899

## 13. Earnings Per Share of the Company

The following table sets forth a reconciliation of the numerators and denominators in computing the Company's earnings per share (in thousands, except per share amounts):

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Numerator				
Net income attributable to Tanger Factory Outlet Centers, Inc.	\$44,075	\$23,003	\$103,068	\$56,469
Less allocation of earnings to participating securities	(494 )	(481 )	(1,210 )	(1,391 )
Net income available to common shareholders of Tanger Factory Outlet Centers, Inc.	\$43,581	\$22,522	\$101,858	\$55,078
Denominator				
Basic weighted average common shares	94,746	93,834	94,675	93,741
Effect of notional units	—	—	—	—
Effect of outstanding options and certain restricted common shares	53	67	62	70
Diluted weighted average common shares	94,799	93,901	94,737	93,811
Basic earnings per common share:				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Diluted earnings per common share:				
Net income	\$0.46	\$0.24	\$1.08	\$0.59

The notional units are considered contingently issuable common shares and are included in earnings per share if the effect is dilutive using the treasury stock method. Notional units granted in 2010 were converted into 933,769 restricted common shares in January 2014. The restricted common shares vested on December 31, 2014 and were considered participating securities through the vesting date.

The computation of diluted earnings per share excludes options to purchase common shares when the exercise price is greater than the average market price of the common shares for the period. For the three and nine months ended September 30, 2015, 250,400 and 250,500 options were excluded from the computation, respectively. For the both the three and nine months ended September 30, 2014, 273,500 options were excluded from the computation. The assumed exchange of the partnership units held by the Non-Company LPs as of the beginning of the year, which would result in the elimination of earnings allocated to the noncontrolling interest in the Operating Partnership, would have no impact on earnings per share since the allocation of earnings to a common limited partnership unit, as if exchanged, is equivalent to earnings allocated to a common share.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to dividends or dividend equivalents. The impact of these unvested restricted common share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted common share awards based on dividends declared and the unvested restricted common shares' participation rights in undistributed earnings. Unvested restricted common shares that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per share computation if the effect is dilutive, using the treasury stock method.

## 14. Earnings Per Unit of the Operating Partnership

The following table sets forth a reconciliation of the numerators and denominators in computing earnings per unit (in thousands, except per unit amounts):

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Numerator				
Net income attributable to partners of the Operating Partnership	\$46,439	\$24,255	\$108,600	\$59,552
Less allocation of earnings to participating securities	(495 )	(482 )	(1,211 )	(1,392 )
Net income available to common unitholders of the Operating Partnership	\$45,944	\$23,773	\$107,389	\$58,160
Denominator				
Basic weighted average common units	99,824	98,936	99,753	98,860
Effect of notional units	—	—	—	—
Effect of outstanding options and certain restricted common units	53	67	62	70
Diluted weighted average common units	99,877	99,003	99,815	98,930
Basic earnings per common unit:				
Net income	\$0.46	\$0.24	\$1.08	\$0.59
Diluted earnings per common unit:				
Net income	\$0.46	\$0.24	\$1.08	\$0.59

The notional units are considered contingently issuable common units and are included in earnings per unit if the effect is dilutive using the treasury stock method. Notional units granted in 2010 were converted into 933,769 restricted common units in January 2014. The restricted common units vested on December 31, 2014 and were considered participating securities through the vesting date.

The computation of diluted earnings per unit excludes options to purchase common units when the exercise price is greater than the average market price of the common units for the period. The market price of a common unit is considered to be equivalent to the market price of a Company common share. For the three and nine months ended September 30, 2015, 250,400 and 250,500 options were excluded from the computation, respectively. For the both the three and nine months ended September 30, 2014, 273,500 options were excluded from the computation.

Certain of the Company's unvested restricted common share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the corresponding unvested restricted unit awards on earnings per unit has been calculated using the two-class method whereby earnings are allocated to the unvested restricted unit awards based on distributions declared and the unvested restricted units' participation rights in undistributed earnings. Unvested restricted common units that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per unit computation if the effect is dilutive, using the treasury stock method.

## 15. Equity Based Compensation of the Company

We have a shareholder approved equity-based compensation plan, the Incentive Award Plan of Tanger Factory Outlet Centers and Tanger Properties Limited Partnership (Amended and Restated as of April 4, 2014) (the "Plan"), which covers our independent directors, officers, employees and consultants. For each common share issued by the Company, the Operating Partnership issues one corresponding unit of partnership interest to the Company's wholly owned subsidiaries. Therefore, when the Company grants an equity based award, the Operating Partnership treats each award as having been granted by the Operating Partnership. In the discussion below, the term "we" refers to the Company and the Operating Partnership together and the term "shares" is meant to also include corresponding units of

the Operating Partnership.

31

---



During February 2015, the Company issued 357,844 restricted common shares to the Company's independent directors and the Company's senior executive officers. The grant date fair value of the awards ranged from \$32.77 to \$38.55 per share. The independent directors' restricted common shares vest ratably over a three year period and the senior executive officers' restricted shares vest ratably over a five year period. For the restricted shares issued to our chief executive officer, the restricted share agreement requires him to hold the shares for a minimum of three years following each vesting date. Compensation expense related to the amortization of the deferred compensation is being recognized in accordance with the vesting schedule of the restricted shares.

In February 2015, the Compensation Committee of the Company approved the general terms of the Tanger Factory Outlet Centers, Inc. 2015 Outperformance Plan (the "2015 OPP"). The 2015 OPP is a long-term performance based incentive compensation plan pursuant to which award recipients may earn up to an aggregate of 306,600 restricted common shares based on the Company's absolute share price appreciation (or total shareholder return) and its share price appreciation relative to its peer group, over a three year measurement period from January 1, 2015 through December 31, 2017.

We recorded share-based compensation expense in general and administrative expenses in our consolidated statements of operations as follows (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Restricted common shares	\$2,865	\$2,540	\$8,362	\$7,406
Notional unit performance awards	1,012	1,125	2,853	3,184
Options	117	116	345	343
Total share-based compensation	\$3,994	\$3,781	\$11,560	\$10,933

Share-based compensation expense capitalized as a part of rental property and deferred lease costs were as follows (in thousands):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Share-based compensation expense capitalized	\$217	\$184	\$620	\$525

We withheld shares with value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The total number of shares withheld was 954 and 31,532 for the three and nine months ended September 30, 2015, respectively, and was based on the value of the restricted common shares on the vesting date as determined by our closing share price on the day prior to the vesting date. No shares were withheld for the three and nine months ended September 30, 2014. Total amounts paid for the employees' tax obligation to taxing authorities was \$1.1 million for the nine months ended September 30, 2015 and is reflected as a financing activity within the consolidated statements of cash flows.

## 16. Accumulated Other Comprehensive Income of the Company

The following table presents changes in the balances of each component of accumulated comprehensive income for the three and nine months ended September 30, 2015 (in thousands):

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance June 30, 2015	\$(21,716 )	\$(754 )	\$(22,470 )	\$(1,183 )	\$(40 )	\$(1,223 )
Unrealized gain on foreign currency translation adjustments	(10,376 )	—	(10,376 )	(556 )	—	(556 )
Change in fair value of cash flow hedges	—	(1,097 )	(1,097 )	—	(59 )	(59 )
Balance September 30, 2015	\$(32,092 )	\$(1,851 )	\$(33,943 )	\$(1,739 )	\$(99 )	\$(1,838 )

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance December 31, 2014	\$(14,113 )	\$90	\$(14,023 )	\$(773 )	\$5	\$(768 )
Unrealized loss on foreign currency translation adjustments	(17,979 )	—	(17,979 )	(966 )	—	(966 )
Change in fair value of cash flow hedges	—	(1,941 )	(1,941 )	—	(104 )	(104 )
Balance September 30, 2015	\$(32,092 )	\$(1,851 )	\$(33,943 )	\$(1,739 )	\$(99 )	\$(1,838 )

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

The following table presents changes in the balances of each component of accumulated comprehensive income for the three and nine months ended September 30, 2014 (in thousands):

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
	Balance June 30, 2014	\$(3,974 )	\$709	\$(3,265 )	\$(222 )	\$(118 )
Amortization of cash flow hedges	—	(94 )	(94 )	—	(5 )	(5 )
Unrealized gain on foreign currency translation adjustments	(4,926 )	—	(4,926 )	(268 )	—	(268 )
Change in fair value of cash flow hedges	—	903	903	—	49	49
Balance September 30, 2014	\$(8,900 )	\$1,518	\$(7,382 )	\$(490 )	\$(74 )	\$(564 )

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
	Balance December 31, 2013	\$(4,590 )	\$2,162	\$(2,428 )	\$(254 )	\$(39 )
Amortization of cash flow hedges	—	(278 )	(278 )	—	(15 )	(15 )
Unrealized gain on foreign currency translation adjustments	(4,310 )	—	(4,310 )	(236 )	—	(236 )
Change in fair value of cash flow hedges	—	(366 )	(366 )	—	(20 )	(20 )
Balance September 30, 2014	\$(8,900 )	\$1,518	\$(7,382 )	\$(490 )	\$(74 )	\$(564 )

The following represents amounts reclassified out of accumulated other comprehensive income and into earnings (in thousands):

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)				Affected Line Item in Statement of Operations
	Three months ended September 30,		Nine months ended September 30,		
	2015	2014	2015	2014	
Amortization of cash flow hedges	\$—	\$(94 )	\$—	\$(278 )	Interest expense

## 17. Accumulated Other Comprehensive Income of the Operating Partnership

The following table presents changes in the balances of each component of accumulated comprehensive income for the three and nine months ended September 30, 2015 (in thousands):

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance June 30, 2015	\$ (22,899	) \$ (794	) \$ (23,693 )
Unrealized gain on foreign currency translation adjustments	(10,932	) —	(10,932 )
Change in fair value of cash flow hedges	—	(1,156	) (1,156 )
Balance September 30, 2015	\$ (33,831	) \$ (1,950	) \$ (35,781 )

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance December 31, 2014	\$ (14,886	) \$ 95	\$ (14,791 )
Unrealized loss on foreign currency translation adjustments	(18,945	) —	(18,945 )
Change in fair value of cash flow hedges	—	(2,045	) (2,045 )
Balance September 30, 2015	\$ (33,831	) \$ (1,950	) \$ (35,781 )

The following table presents changes in the balances of each component of accumulated comprehensive income for the three and nine months ended September 30, 2014 (in thousands):

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance June 30, 2014	\$ (4,196	) \$ 591	\$ (3,605 )
Amortization of cash flow hedges	—	(99	) (99 )
Unrealized gain on foreign currency translation adjustments	(5,194	) —	(5,194 )
Change in fair value of cash flow hedges	—	952	952
Balance September 30, 2014	\$ (9,390	) \$ 1,444	\$ (7,946 )

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance December 31, 2013	\$ (4,844	) \$ 2,123	\$ (2,721 )
Amortization of cash flow hedges	—	(293	) (293 )
Unrealized gain on foreign currency translation adjustments	(4,546	) —	(4,546 )
Change in fair value of cash flow hedges	—	(386	) (386 )
Balance September 30, 2014	\$ (9,390	) \$ 1,444	\$ (7,946 )

The following represents amounts reclassified out of accumulated other comprehensive income and into earnings:

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)				Affected Line Item in Statement of Operations
	Three months ended September 30,		Nine months ended September 30,		
	2015	2014	2015	2014	
Amortization of cash flow hedges	\$—	\$ (99	) \$—	\$(293	) Interest expense

## 18. Non-Cash Activities

We purchase capital equipment and incur costs relating to construction of facilities, including tenant finishing allowances. Expenditures included in accounts payable and accrued expenses were as follows (in thousands):

	September 30, 2015	September 30, 2014
Costs relating to construction included in accounts payable and accrued expenses	\$33,622	\$23,216

Additionally, for the nine months ended September 30, 2015 additions to rental property excludes \$202,000 in equity contributions made by our noncontrolling interest partner for pre-development costs at our Southaven outlet center which is currently under development. For the nine months ended September 30, 2014, additions to rental property excludes \$1.0 million in equity contributions made by our noncontrolling interest partner related to pre-development costs at our Foxwoods outlet center, which opened in May 2015.

## 19. New Accounting Standards

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. The guidance in the new standard is limited to the presentation of debt issuance costs. The standard does not affect the recognition and measurement of debt issuance costs. Early adoption is permitted for financial statements that have not been previously issued. The new guidance will be applied on a retrospective basis. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. We do not expect the adoption of ASU 2015-03 to have a material impact on our consolidated financial statements.

In February 2015, FASB issued ASU No. 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. ASU 2015-02 modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. ASU 2015-02 is effective for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015. Early adoption is permitted. We are currently evaluating the new guidance to determine the impact it may have on our consolidated financial statements.

In August 2014, the FASB issued ASU No. 2014-15 Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern, and to provide certain disclosures when it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. ASU

2014-15 is effective for the annual period ended December 31, 2016 and for annual periods and interim periods thereafter with early adoption permitted. We are currently evaluating the new guidance to determine the impact it may have on our consolidated financial statements.

In April 2014, the FASB issued ASU No. 2014-08, Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity (the "Final Standard"). Under the Final Standard, only disposals representing a strategic shift in operations (e.g., a disposal of a major geographic area, a major line of business or a major equity method investment) will be presented as discontinued operations. Under current GAAP, companies that sell a single investment property are generally required to report the sale as a discontinued operation, which requires the companies to reclassify earnings from continuing operations for all periods presented. The Final Standard is effective in the first quarter of 2015 for public entities with calendar year ends. The FASB will permit early adoption of the Final Standard, beginning in the first quarter of 2014, but only for disposals or classifications as held for sale that have not been reported in financial statements previously issued or available for issuance. We early adopted the standard in the first quarter of 2014. See Note 3 Disposition of Properties and Properties Held for Sale for further information.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. We are required to adopt the new pronouncement in the first quarter of fiscal 2018 using one of two retrospective application methods. We are currently evaluating the new guidance to determine the impact it may have on our consolidated financial statements.

## 20. Subsequent Events

In October 2015, we closed on amendments to our unsecured lines of credit, extending the maturity, and reducing our interest rate. The maturity date of these facilities was extended from October 2017 to October 2019 with the ability to further extend the maturity date for an additional year at our option. The interest rate was reduced from LIBOR + 1.00% to LIBOR + 0.90% based on our current credit rating and the maximum borrowings to which the syndicated line could be increased through an accordion feature in certain circumstances was increased from \$750.0 million to \$1.0 billion. Loan origination costs associated with the amendments totaled approximately \$2.0 million.

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

The discussion of our results of operations reported in the unaudited, consolidated statements of operations compares the three and nine months ended September 30, 2015 with the three and nine months ended September 30, 2014. The results of operations discussion is combined for Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership because the results are virtually the same for both entities. The following discussion should be read in conjunction with the unaudited consolidated financial statements appearing elsewhere in this report. Historical results and percentage relationships set forth in the unaudited, consolidated statements of operations, including trends which might appear, are not necessarily indicative of future operations. Unless the context indicates otherwise, the term, "Company", refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term, "Operating Partnership", refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

### Cautionary Statements

Certain statements made below are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend for such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995 and included this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, beliefs and expectations, are generally identifiable by use of the words "believe", "expect", "intend", "anticipate", "estimate", "project", or similar expressions. Such forward-looking statements include, but are not limited to, statements regarding our: future issuances of equity and debt and the expected use of proceeds from such issuances; potential sales or purchases of outlet centers; anticipated results of operations, liquidity and working capital; new outlet center developments and expansions; and real estate joint ventures. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other important factors which are, in some cases, beyond our control and which could materially affect our actual results, performance or achievements. Important factors which may cause actual results to differ materially from current expectations include, but are not limited to, our inability to develop new outlet centers or expand existing outlet centers successfully; risks related to the economic performance and market value of our outlet centers; the relative illiquidity of real property investments; impairment charges affecting our properties; competition for the acquisition and development of outlet centers, and our inability to complete outlet centers we have identified; environmental regulations affecting our business; our dependence on rental income from real property; our dependence on the results of operations of our retailers; the fact that certain of our properties are subject to ownership interests held by third parties, whose interests may conflict with ours; risks related to uninsured losses; the risk that consumer, travel, shopping and spending habits may change; risks associated with our Canadian expansion; risks associated with debt financing; our potential failure to qualify as a REIT; our legal obligation to make distributions to our shareholders; our dependence on distributions from the Operating Partnership to meet our financial obligations, including dividends; the risk of a cyber-attack or an act of cyber-terrorism; and those factors set forth under Item 1A - "Risk Factors" in the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2014.



## General Overview

At September 30, 2015, we had 34 consolidated outlet centers in 21 states totaling 11.6 million square feet. We also had 9 unconsolidated outlet centers in 7 states or provinces totaling 2.8 million square feet. The table below details our new developments, expansions and dispositions of consolidated and unconsolidated outlet centers that significantly impacted our results of operations and liquidity from January 1, 2014 to September 30, 2015:

Outlet Center	Quarter Acquired/Open/Disposed/Demolished	Consolidated Outlet Centers		Unconsolidated Joint Venture Outlet Centers	
		Square Feet (in thousands)	Number of Outlet Centers	Square Feet (in thousands)	Number of Outlet Centers
As of January 1, 2014		11,537	37	1,719	7
New Developments:					
Charlotte	Third Quarter	—	—	398	1
Ottawa	Fourth Quarter	—	—	288	1
Expansion:					
Charleston	Second Quarter	17	—	—	—
Cookstown	Fourth Quarter	—	—	149	—
Branson	Fourth Quarter	27	—	—	—
Westgate	Fourth Quarter	—	—	50	—
Park City	Fourth Quarter	21	—	—	—
Sevierville	Fourth Quarter	10	—	—	—
Disposition:					
Lincoln City	Fourth Quarter	(270	) (1	) —	—
Other		4	—	2	—
As of December 31, 2014		11,346	36	2,606	9
New Developments:					
Foxwoods	Second Quarter	312	1	—	—
Savannah	Second Quarter	—	—	377	1
Grand Rapids	Third Quarter	350	1	—	—
Expansion:					
Westgate	First Quarter	—	—	28	—
Disposition:					
Wisconsin Dells	First Quarter	—	—	(265	) (1
Kittery I	Third Quarter	(52	) (1	) —	—
Kittery II	Third Quarter	(25	) (1	) —	—
Tuscola	Third Quarter	(250	) (1	) —	—
West Branch	Third Quarter	(113	) (1	) —	—
Other		—	—	4	—
As of September 30, 2015		11,568	34	2,750	9

The following table summarizes certain information for our existing outlet centers in which we have an ownership interest as of September 30, 2015. Except as noted, all properties are fee owned.

Consolidated Outlet Centers Location	Square Feet	% Occupied	
Deer Park, New York	749,074	95	
Riverhead, New York <sup>(1)</sup>	729,734	98	
Rehoboth Beach, Delaware <sup>(1)</sup>	565,707	100	
Foley, Alabama	557,014	93	
Atlantic City, New Jersey <sup>(1)</sup>	489,706	94	
Sevierville, Tennessee <sup>(1)</sup>	448,335	100	
San Marcos, Texas	441,821	98	
Myrtle Beach Hwy 501, South Carolina	425,247	97	
Jeffersonville, Ohio	411,776	99	
Myrtle Beach Hwy 17, South Carolina <sup>(1)</sup>	402,791	99	
Charleston, South Carolina	382,117	99	
Pittsburgh, Pennsylvania	372,958	100	
Commerce II, Georgia	371,408	97	
Grand Rapids, Michigan	350,671	93	
Branson, Missouri	329,861	100	
Locust Grove, Georgia	321,070	100	
Howell, Michigan	319,889	94	
Park City, Utah	319,661	99	
Mebane, North Carolina	318,910	95	
Gonzales, Louisiana	318,666	100	
Mashantucket, Connecticut (Foxwoods)	311,640	94	
Westbrook, Connecticut	289,898	93	
Williamsburg, Iowa	276,331	99	
Lancaster, Pennsylvania	254,002	99	
Hershey, Pennsylvania	247,500	98	
Tilton, New Hampshire	245,698	98	
Hilton Head II, South Carolina	206,544	95	
Fort Myers, Florida	198,877	90	
Ocean City, Maryland <sup>(1)</sup>	198,840	99	
Terrell, Texas	177,800	97	
Hilton Head I, South Carolina	177,199	97	
Barstow, California	171,300	100	
Blowing Rock, North Carolina	104,052	100	
Nags Head, North Carolina	82,161	100	
Totals	11,568,258	97	(2), (3)

(1) These properties or a portion thereof are subject to a ground lease.

(2) Excludes the occupancy rate at our Foxwoods center and Grand Rapids center which opened during the second and third quarters of 2015, respectively, and have not yet stabilized.

(3) Excludes the occupancy rate at our Barstow outlet center which was sold on October 5, 2015.

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

Unconsolidated joint venture properties	Square	%
Location	Feet	Occupied
Glendale, Arizona (Westgate) (58% owned)	413,527	100
Charlotte, North Carolina (50% owned)	397,837	99
Savannah, Georgia (50% owned)	377,286	99
Texas City, Texas (50% owned)	352,705	99
Washington D.C. (50% owned)	338,786	99
Cookstown, Ontario (50% owned)	308,803	100
Ottawa, Ontario (50% owned) <sup>(1)</sup>	284,218	97
Bromont, Quebec (50% owned)	161,449	74
Saint-Sauveur, Quebec (50% owned)	115,717	97
Total	2,750,328	97

(1) Excludes square feet to be completed and turned over to a magnet tenant at a later date.

### Leasing Activity

The following table provides information for our consolidated outlet centers regarding space re-leased or renewed:

Nine months ended September 30, 2015 <sup>(1)</sup>

	# of Leases	Square Feet (in 000's)	Average Annual Straight-line Rent (psf)	Average Tenant Allowance (psf)	Average Initial Term (in years)	Net Average Annual Straight-line Rent (psf) <sup>(2)</sup>
Re-tenant	115	430	\$31.64	\$27.56	9.27	\$28.67
Renewal	242	1,131	\$26.54	\$0.13	5.33	\$26.52

Nine months ended September 30, 2014 <sup>(3)</sup>

	# of Leases	Square Feet (in 000's)	Average Annual Straight-line Rent (psf)	Average Tenant Allowance (psf)	Average Initial Term (in years)	Net Average Annual Straight-line Rent (psf) <sup>(2)</sup>
Re-tenant	131	460	\$32.84	\$40.20	8.91	\$28.33
Renewal	233	1,097	\$23.18	\$0.24	4.65	\$23.13

(1) Excludes Kittery, Tuscola, and West Branch outlet centers, which were sold in September 2015 and Barstow outlet center, which was sold in October 2015.

Net average straight-line rent is calculated by dividing the average tenant allowance costs per square foot by the

average initial term and subtracting this calculated number from the average straight-line rent per year amount. The

(2) average annual straight-line rent disclosed in the table above includes all concessions, abatements and reimbursements of rent to tenants. The average tenant allowance disclosed in the table above includes landlord costs.

(3) Excludes Lincoln City outlet center, which was sold in December 2014.

## RESULTS OF OPERATIONS

Comparison of the three months ended September 30, 2015 to the three months ended September 30, 2014

## NET INCOME

Net income increased \$22.2 million in the 2015 period to \$46.5 million as compared to \$24.3 million for the 2014 period. The majority of this increase was due to the \$20.2 million gain on the sale of our Kittery, Tuscola, and West Branch outlet centers, which were sold in September 2015. In addition, property operating revenues and property operating expenses have increased in the 2015 period due to the incremental income from four small expansions of our consolidated properties completed since January, 2014, the opening of two new consolidated centers in May and June of 2015, as well as from overall growth in the operating income of our existing properties. These increases were partially offset by an increase in property operating expenses due to the four small expansions and two new developments of our consolidated properties since January 2014, and lower operating income due to the sale of our Lincoln City outlet center in December 2014. Equity in earnings of unconsolidated joint ventures also increased in the 2015 period due to three new properties and two significant expansions completed within our unconsolidated joint ventures June of 2014, partially offset by lower earnings as a result of the sale of our equity interest in the Wisconsin Dells joint venture.

In the tables below, information set forth for new developments includes new centers in Grand Rapids and Foxwoods. Properties disposed includes the Lincoln City center that was sold in December of 2014. Properties disposed on September 30, 2015 have been included in existing properties for the comparable periods presented.

## BASE RENTALS

Base rentals increased \$6.2 million, or 9%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of base rentals (in thousands):

	2015	2014	Change
Base rentals from existing properties	\$70,638	\$68,905	\$1,733
Base rentals from new developments	4,329	—	4,329
Base rentals from property disposed	—	1,209	(1,209)
Termination fees	1,585	122	1,463
Amortization of above and below market rent adjustments, net	(711)	(624)	(87)
	\$75,841	\$69,612	\$6,229

Base rental income generated from existing properties in our portfolio increased due to increases in rental rates on lease renewals and incremental rents from re-tenanting vacant spaces, and incremental income from the expansion of our Sevierville, Branson and Park City outlet centers. Base rental from new developments represent incremental base rental income from our Grand Rapids outlet center, which opened in July 2015, and our Foxwoods outlet center, which opened in May 2015.

Termination fees, which are generally based on the lease term remaining at the time of termination, increased in the 2015 period compared to the 2014 period as a result of certain brand-wide store closures throughout our portfolio. The 2014 period did not have any significant tenant closures.

At September 30, 2015, the combined net value representing the amount of unamortized above market lease assets and below market lease liability values, recorded as a part of the purchase price of acquired properties, was a net above market lease asset which totaled approximately \$6.1 million. If a tenant terminates its lease prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related above or below market lease value would be written off and could materially impact our net income positively or negatively.



**EXPENSE REIMBURSEMENTS**

Expense reimbursements increased \$1.1 million, or 4%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of expense reimbursements (in thousands):

	2015	2014	Change
Expense reimbursements from existing properties	\$29,669	\$28,762	\$907
Expense reimbursements from new development	873	—	873
Expense reimbursements from property disposed	—	701	(701)
	\$30,542	\$29,463	\$1,079

Expense reimbursements, which represent the contractual recovery from tenants of certain common area maintenance, insurance, property tax, promotional, advertising and management expenses, generally fluctuate consistently with the reimbursable property operating expenses to which they relate. See "Property Operating Expenses" below for a discussion of the increase in operating expenses from our existing properties.

While most leases contain provisions requiring tenants to pay a share of our operating expenses as additional rent, the leases for our new Foxwoods outlet center require tenants to pay a single minimum contractual gross rent and, in certain cases, percentage rent. All minimum rents received are recorded as base rent and none are recorded to expense reimbursements. Expense reimbursements for new developments above represent revenue received from our new center in Grand Rapids.

**MANAGEMENT, LEASING AND OTHER SERVICES**

Management, leasing and other services increased \$28,000, or 2%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of management, leasing and other services (in thousands):

	2015	2014	Change
Development and leasing	\$325	\$624	\$(299)
Loan guarantee	182	23	159
Management and marketing	746	578	168
	\$1,253	\$1,225	\$28

**PROPERTY OPERATING EXPENSES**

Property operating expenses increased \$3.4 million, or 10%, in the 2015 period as compared to the 2014 period. The following table sets forth the changes in various components of property operating expenses (in thousands):

	2015	2014	Change
Property operating expenses from existing properties	\$33,397	\$32,011	\$1,386
Property operating expenses from new developments	2,834	—	2,834
Property operating expenses from property disposed	—	787	(787)
	\$36,231	\$32,798	\$3,433

Property operating expenses from existing properties increased primarily due an increase in non-reimbursable operating expenses and mall office operating expenses.

**GENERAL AND ADMINISTRATIVE**

General and administrative expenses increased \$180,000, or 2%, in the 2015 period compared to the 2014 period. This increase was a result of the 2015 period including higher payroll related expenses compared to the 2014 period due to annual wage increases and the addition of new employees since October 1, 2014.



**DEPRECIATION AND AMORTIZATION**

Depreciation and amortization increased \$3.0 million, or 12%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of depreciation and amortization from the 2015 and 2014 periods (in thousands):

	2015	2014	Change
Depreciation and amortization from existing properties	\$26,559	\$25,357	\$1,202
Depreciation and amortization from new developments	2,226	—	2,226
Depreciation and amortization from property disposed	—	417	(417)
	\$28,785	\$25,774	\$3,011

In the third quarter of 2015, we reclassified four outlet centers from held for sale to held and used and record an adjustment of approximately \$1.6 million representing the depreciation and amortization expense that would have been recognized had the properties been continuously classified as held and used.

**GAIN ON SALE OF ASSETS AND INTEREST IN UNCONSOLIDATED ENTITIES**

In the third quarter of 2015, we sold our Kittery, Tuscola, and West Branch, outlet centers for approximately \$43.3 million, which resulted in a gain of \$20.2 million.

**EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURES**

Equity in earnings of unconsolidated joint ventures increased approximately \$1.2 million or 50% in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of equity in earnings of unconsolidated joint ventures (in thousands):

	2015	2014	Change
Equity in earnings from existing properties	\$2,033	\$1,354	\$679
Equity in earnings from new developments	1,680	744	\$936
Equity in earnings from property disposed	—	381	(381)
	\$3,713	\$2,479	\$1,234

The increase in equity in earnings of unconsolidated joint ventures from existing properties is due to the expansions of the Westgate and Cookstown outlet centers completed during the fourth quarter of 2014. The increase in equity in earnings of unconsolidated joint ventures from new developments is due to the incremental earnings from the Charlotte outlet center, which opened during the third quarter of 2014; the Ottawa outlet center, which opened during the fourth quarter of 2014; and the Savannah outlet center, which opened in April 2015.

Comparison of the nine months ended September 30, 2015 to the nine months ended September 30, 2014

**NET INCOME**

Net income increased \$48.6 million in the 2015 period to \$108.2 million as compared to \$59.6 million for the 2014 period. The majority of this increase was due to the sale of our equity interest in the Wisconsin Dells joint venture in February 2015, and the sale of our Kittery, Tuscola, and West Branch outlet centers in September 2015, which resulted in a gain of approximately \$33.9 million in the aggregate. In addition, property operating revenues and property operating expenses have increased in the 2015 period due to the incremental income from four small expansions of our consolidated properties completed since January 2014, the opening of two new consolidated centers in May and June of 2015, as well as from overall growth in the operating income of our existing properties. These increases were partially offset by an increase in property operating expenses due to the four small expansions and two new developments of our consolidated properties since January 2014, and lower operating income due to the sale of our Lincoln City outlet center in December 2014. Equity in earnings of unconsolidated joint ventures also increased in the 2015 period due to three new properties and two significant expansions completed within our unconsolidated joint



ventures since January 2014, partially offset by lower earnings as a result of the sale of our equity interest in the Wisconsin Dells joint venture. Also contributing to the increase in net income was lower interest expense incurred in the 2015 period compared to the 2014 period as a result of debt refinancings completed in 2014.

In the tables below, information set forth for new developments includes new centers in Grand Rapids and Foxwoods. Properties disposed includes the Lincoln City center that was sold in December of 2014. Properties disposed on September 30, 2015 have been included in existing properties for the comparable periods presented.

#### BASE RENTALS

Base rentals increased \$11.1 million, or 5%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of base rentals (in thousands):

	2015	2014	Change
Base rentals from existing properties	\$207,515	\$202,288	\$5,227
Base rentals from new developments	5,646	—	5,646
Base rentals from property disposed	—	3,573	(3,573)
Termination fees	4,421	796	3,625
Amortization of above and below market rent adjustments, net	(1,783)	(1,909)	126
	\$215,799	\$204,748	\$11,051

Base rental income generated from existing properties in our portfolio increased due to increases in rental rates on lease renewals and incremental rents from re-tenanting vacant spaces, and incremental income from the expansion of our Sevierville, Branson and Park City outlet centers. Base rental from new developments represent as well as incremental base rental income from our Grand Rapids outlet center, which opened in July 2015, and our Foxwoods outlet center, which opened in May 2015.

Termination fees, which are generally based on the lease term remaining at the time of termination, increased in the 2015 period compared to the 2014 period as a result of certain brand-wide store closures throughout our portfolio. The 2014 period did not have any significant tenant closures.

At September 30, 2015, the combined net value representing the amount of unamortized above market lease assets and below market lease liability values, recorded as a part of the purchase price of acquired properties, was a net above market lease asset which totaled approximately \$6.1 million. If a tenant terminates its lease prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balance of the related above or below market lease value would be written off and could materially impact our net income positively or negatively.

#### EXPENSE REIMBURSEMENTS

Expense reimbursements increased \$3.4 million, or 4%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of expense reimbursements (in thousands):

	2015	2014	Change
Expense reimbursements from existing properties	\$91,852	\$88,664	\$3,188
Expense reimbursements from new developments	1,963	—	1,963
Expense reimbursements from property disposed	—	1,793	(1,793)
	\$93,815	\$90,457	\$3,358

Expense reimbursements, which represent the contractual recovery from tenants of certain common area maintenance, insurance, property tax, promotional, advertising and management expenses, generally fluctuate consistently with the reimbursable property operating expenses to which they relate. See "Property Operating Expenses" below for a discussion of the increase in operating expenses from our existing properties.

While most leases contain provisions requiring tenants to pay a share of our operating expenses as additional rent, the leases for our new Foxwoods development require tenants to pay a single minimum contractual gross rent and, in certain cases, percentage rent. All minimum rents received are recorded as base rent and none are recorded to expense reimbursements. Expense reimbursements for new developments above represent revenue received from our new development in Grand Rapids.

#### MANAGEMENT, LEASING AND OTHER SERVICES

Management, leasing and other services increased \$1.7 million, or 67%, in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of management, leasing and other services (in thousands):

	2015	2014	Increase/ (Decrease)
Development and leasing	\$1,632	\$702	\$930
Loan guarantee	564	209	355
Management and marketing	2,067	1,637	430
	\$4,263	\$2,548	\$1,715

The increase in fees recognized was primarily due to services we provided to the Savannah outlet center which opened in April 2015.

#### PROPERTY OPERATING EXPENSES

Property operating expenses increased \$6.5 million, or 6%, in the 2015 period as compared to the 2014 period. The following table sets forth the changes in various components of property operating expenses (in thousands):

	2015	2014	Change
Property operating expenses from existing properties	\$103,981	\$100,419	\$3,562
Property operating expenses from new developments	4,940	—	4,940
Property operating expenses from property disposed	—	2,035	(2,035)
	\$108,921	\$102,454	\$6,467

Property operating expenses from existing properties increased due to higher snow removal costs and increased mall office operating costs. Property operating expenses at new developments represents property operating expense from our Foxwoods and Grand Rapids outlet centers.

#### GENERAL AND ADMINISTRATIVE

General and administrative expenses increased \$1.6 million, or 5%, in the 2015 period compared to the 2014 period. This increase was a result of the 2015 period including higher payroll related expenses compared to the 2014 period due to annual wage increases, the addition of new employees since October 1, 2014 and higher share-based compensation expense.

#### ABANDONED PRE-DEVELOPMENT COSTS

During the 2014 period, we abandoned two pre-development projects and as a result, we recorded a \$1.6 million charge in the first quarter of 2014, representing the cumulative related costs.

DEPRECIATION AND AMORTIZATION

The following table sets forth the changes in various components of depreciation and amortization (in thousands):

46

---

## Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

	2015	2014	Change	
Depreciation and amortization expenses from existing properties	\$74,182	\$75,800	\$(1,618	)
Depreciation and amortization expenses from new developments	2,864	—	2,864	
Depreciation and amortization from property disposed	—	1,234	(1,234	)
	\$77,046	\$77,034	\$12	

The decrease in depreciation and amortization from existing properties was due to construction and development related assets, as well as lease related intangibles recorded as part of the acquisition price of acquired properties, which are amortized over shorter lives, and which became fully depreciated during the reporting periods.

### INTEREST EXPENSE

Interest expense decreased \$3.3 million, or 8%, in the 2015 period compared to the 2014 period, due to the issuance of \$250 million senior notes in November 2014 which bear an interest rate of 3.75%. The net proceeds were used to redeem our \$250 million, 6.15% senior notes due November 2015.

### GAIN ON SALE OF ASSETS AND INTEREST IN UNCONSOLIDATED ENTITIES

In the third quarter of 2015, we sold our Kittery, Tuscola, and West Branch outlet centers for approximately \$43.3 million, which resulted in a gain of \$20.2 million.

In February 2015, we sold our equity interest in the joint venture that owned the Wisconsin Dells outlet center for approximately \$15.6 million, representing our share of the sales price totaling \$27.7 million less our share of the outstanding debt, which totaled \$12.1 million. As a result of this transaction, we recorded a gain of approximately \$13.7 million in the first quarter of 2015, which represents the difference between the carrying value of our equity method investment and the net proceeds received.

### EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURES

Equity in earnings of unconsolidated joint ventures increased approximately \$2.1 million or 34% in the 2015 period compared to the 2014 period. The following table sets forth the changes in various components of equity in earnings of unconsolidated joint ventures (in thousands):

	2015	2014	Change	
Equity in earnings from existing properties	\$4,698	\$4,426	\$272	
Equity in earnings from new developments	3,446	744	\$2,702	
Equity in earnings from property disposed	158	1,030	(872	)
	\$8,302	\$6,200	\$2,102	

The increase in equity in earnings of unconsolidated joint ventures from new developments is due to the incremental earnings from the Charlotte outlet center, which opened during the third quarter of 2014; the Ottawa outlet center, which opened during the fourth quarter of 2014; and the Savannah outlet center, which opened in April 2015.

### LIQUIDITY AND CAPITAL RESOURCES OF THE COMPANY

In this "Liquidity and Capital Resources of the Company" section, the term, "the Company," refers only to Tanger Factory Outlet Centers, Inc. on an unconsolidated basis, excluding the Operating Partnership.

The Company's business is operated primarily through the Operating Partnership. The Company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company, which are fully reimbursed by the Operating Partnership. The Company does not hold any indebtedness, and its only material asset is its ownership of partnership interests of

the Operating Partnership. The Company's principal funding requirement is the payment of dividends on its common shares. The Company's principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

Through its ownership of the sole general partner of the Operating Partnership, the Company has the full, exclusive and complete responsibility for the Operating Partnership's day-to-day management and control. The Company causes the Operating Partnership to distribute all, or such portion as the Company may in its discretion determine, of its available cash in the manner provided in the Operating Partnership's partnership agreement. The Company receives proceeds from equity issuances from time to time, but is required by the Operating Partnership's partnership agreement to contribute the proceeds from its equity issuances to the Operating Partnership in exchange for partnership units of the Operating Partnership.

The Company is a well-known seasoned issuer with a shelf registration that expires in June 2018 that allows the Company to register unspecified various classes of equity securities and the Operating Partnership to register unspecified, various classes of debt securities. As circumstances warrant, the Company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. The Operating Partnership may use the proceeds to repay debt, including borrowings under its lines of credit, develop new or existing properties, to make acquisitions of properties or portfolios of properties, to invest in existing or newly created joint ventures or for general corporate purposes.

The liquidity of the Company is dependent on the Operating Partnership's ability to make sufficient distributions to the Company. The Company also guarantees some of the Operating Partnership's debt. If the Operating Partnership fails to fulfill its debt requirements, which trigger the Company's guarantee obligations, then the Company may be required to fulfill its cash payment commitments under such guarantees. However, the Company's only material asset is its investment in the Operating Partnership.

The Company believes the Operating Partnership's sources of working capital, specifically its cash flow from operations, and borrowings available under its unsecured lines of credit, are adequate for it to make its distribution payments to the Company and, in turn, for the Company to make its dividend payments to its shareholders. However, there can be no assurance that the Operating Partnership's sources of capital will continue to be available at all or in amounts sufficient to meet its needs, including its ability to make distribution payments to the Company. The unavailability of capital could adversely affect the Operating Partnership's ability to pay its distributions to the Company which will, in turn, adversely affect the Company's ability to pay cash dividends to its shareholders.

For the Company to maintain its qualification as a REIT, it must pay dividends to its shareholders aggregating annually at least 90% of its taxable income. While historically the Company has satisfied this distribution requirement by making cash distributions to its shareholders, it may choose to satisfy this requirement by making distributions of cash or other property, including, in limited circumstances, the Company's own shares.

As a result of this distribution requirement, the Operating Partnership cannot rely on retained earnings to fund its on-going operations to the same extent that other companies whose parent companies are not real estate investment trusts can. The Company may need to continue to raise capital in the equity markets to fund the Operating Partnership's working capital needs, as well as potential new developments, expansions and renovations of existing properties, acquisitions, or investments in existing or newly created joint ventures.

As the sole owner of the general partner with control of the Operating Partnership, the Company consolidates the Operating Partnership for financial reporting purposes. The Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. However, all debt is held directly or indirectly at the Operating Partnership level, and the Company has guaranteed some of the Operating Partnership's unsecured debt as discussed below. Because the Company consolidates the Operating Partnership, the section entitled "Liquidity and Capital Resources of the Operating Partnership" should be read in conjunction with this section to understand the liquidity and capital resources of the Company on a consolidated basis and how the Company is operated as a whole.

On October 8, 2015, the Company's Board of Directors declared a \$.285 cash dividend per common share payable on November 13, 2015 to each shareholder of record on October 30, 2015, and caused a \$.285 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

## LIQUIDITY AND CAPITAL RESOURCES OF THE OPERATING PARTNERSHIP

### General Overview

In this "Liquidity and Capital Resources of the Operating Partnership" section, the terms "we", "our" and "us" refer to the Operating Partnership or the Operating Partnership and the Company together, as the text requires.

Property rental income represents our primary source to pay property operating expenses, debt service, capital expenditures and distributions, excluding non-recurring capital expenditures and acquisitions. To the extent that our cash flow from operating activities is insufficient to cover such non-recurring capital expenditures and acquisitions, we finance such activities from borrowings under our unsecured lines of credit or from the proceeds from the Operating Partnership's debt offerings and the Company's equity offerings.

We believe we achieve a strong and flexible financial position by attempting to: (1) maintain a conservative leverage position relative to our portfolio when pursuing new development, expansion and acquisition opportunities, (2) extend



and sequence debt maturities, (3) manage our interest rate risk through a proper mix of fixed and variable rate debt, (4) maintain access to liquidity by using our unsecured lines of credit in a conservative manner and (5) preserve internally generated sources of capital by strategically divesting of underperforming assets and maintaining a conservative distribution payout ratio. We manage our capital structure to reflect a long term investment approach and utilize multiple sources of capital to meet our requirements.

The following table sets forth our changes in cash flows (in thousands):

	Nine months ended September 30,		
	2015	2014	Change
Net cash provided by operating activities	\$176,076	\$148,755	\$27,321
Net cash used in investing activities	(183,454	) (202,614	) 19,160
Net cash provided by financing activities	13,000	49,891	(36,891 )
Effect of foreign currency rate changes on cash and equivalents	(788	) (200	) (588 )
Net increase (decrease) in cash and cash equivalents	\$4,834	\$(4,168	) \$9,002

### Operating Activities

In 2015, our cash provided from operating activities was positively impacted by a number of factors, including an increase in operating income throughout the consolidated portfolio from increases in base rental rates, operating income from our Foxwoods and Grand Rapids outlet centers which opened in May 2015 and July 2015, respectively, four small expansions of our consolidated properties completed during 2014, and an increase in distributions received from unconsolidated joint ventures from the new centers and expansions completed in 2014.

### Investing Activities

The decrease in net cash used in investing activities is primarily due to the proceeds received from the sale of our equity interest in the joint venture that owned the Wisconsin Dells outlet center and incremental distributions received from unconsolidated joint ventures from the new centers and expansions completed in 2014.

### Financing Activities

The decrease in cash provided by financing activities was primarily due to higher debt repayments, which included the repayment of the mortgage at our Hershey and Ocean City outlet centers, and an increase in the quarterly dividends paid to our common shareholders. These increases were partially offset by the higher debt requirements needed to fund the investments at both the consolidated and unconsolidated joint venture levels discussed in the investing activities section above.

### Capital Expenditures

The following table details our capital expenditures (in thousands):

	Nine months ended September 30,		
	2015	2014	Change
Capital expenditures analysis:			
New center developments	\$174,551	\$65,572	\$108,979
Major center renovations	1,513	14,657	(13,144 )
Second generation tenant allowances	6,512	8,824	(2,312 )
Other capital expenditures	9,140	14,641	(5,501 )
	191,716	103,694	88,022
Conversion from accrual to cash basis	(10,589	) (13,440	) 2,851
Additions to rental property-cash basis	\$181,127	\$90,254	\$90,873

New center development expenditures, which include first generation tenant allowances, relate to construction expenditures for our Grand Rapids, Southaven, and Foxwoods outlet centers in the 2015 period. The 2014 period included new center development expenditures for our Grand Rapids and Foxwoods outlet centers and expansions at our Charleston, Branson, and Park City outlet centers.

Major center renovations in both the 2015 and 2014 periods included construction activities at our Riverhead and our Rehoboth Beach outlet centers.

50

---

## Current Developments

We intend to continue to grow our portfolio by developing, expanding or acquiring additional outlet centers. In the section below, we describe the new developments that are either currently planned, underway or recently completed. However, you should note that any developments or expansions that we, or a joint venture that we have an ownership interest in, have planned or anticipated may not be started or completed as scheduled, or may not result in accretive net income or funds from operations ("FFO"). See the section "Supplemental Earnings Measures" - "Funds From Operations" below for further discussion of FFO.

In addition, we regularly evaluate acquisition or disposition proposals and engage from time to time in negotiations for acquisitions or dispositions of properties. We may also enter into letters of intent for the purchase or sale of properties. Any prospective acquisition or disposition that is being evaluated or which is subject to a letter of intent may not be consummated, or if consummated, may not result in an increase in earnings or liquidity.

## New Development of Consolidated Outlet Centers

The following table summarizes our development projects as of September 30, 2015:

Project	Approximate square feet (in 000's)	Projected Total Net Cost per Square Foot (in dollars)	Projected Total Net Cost (in millions)	Projected Total Costs Incurred to Date (in millions)	Projected Opening
Southaven, Mississippi (Memphis)	320	213	68.2	47.5	Nov 2015

### Southaven

In January 2015, we purchased land for approximately \$14.8 million and commenced construction on the development of an approximately 320,000 square foot outlet center in Southaven, Mississippi. Tanger Outlets Southaven will be located less than five miles south of Memphis, Tennessee. We currently expect the outlet center to be completed in time for a holiday 2015 opening. As of September 30, 2015, our partner's equity contributions totaled approximately \$461,000 and our equity contributions totaled approximately \$26.5 million. From the date our equity contributions are made, we earn a preferred rate of return of 10% for senior contributions and 14% for junior contributions. As of June 30, 2015, the balance of our senior contributions was \$17.7 million and our junior contributions was \$8.3 million. Our contributions have been funded with borrowings under our lines of credit and cash flow from operations. The outlet center is being developed through a joint venture in which we own a controlling interest and is consolidated for financial reporting purposes. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned contributions and all unpaid returns earned on those contributions prior to any distributions being made to our equity partner.

In April 2015, the consolidated joint venture closed on a mortgage loan with the ability to borrow up to \$60.0 million at an interest rate of LIBOR +1.75%. The loan initially matures on April 29, 2018, with one two-year extension option.

## Recently Completed Outlet Centers

### Grand Rapids

In July 2015, we opened a 351,000 square foot wholly-owned outlet center near Grand Rapids. We commenced construction on the development of the center in July 2014. The outlet center is located 11 miles south of downtown Grand Rapids at the southwest quadrant of US-131 and 84th Street in Byron Township, Michigan, with visibility from

both roads.

Foxwoods

In May 2015, we opened a 312,000 square feet outlet center at the Foxwoods Resort Casino in Mashantucket, Connecticut. We own a controlling interest in the joint venture which is consolidated for financial reporting purposes. Construction began on the outlet center in September 2013. As of September 30, 2015, our partner's equity contributions totaled approximately \$1.0 million and our equity contributions totaled approximately \$56.2 million. Contributions we make in excess of \$40.0 million earn a preferred rate of return of 15% from the date of contribution.

51

---

In addition, each partner earns a rate of return of 10% on its initial capital contributions from the date of contribution. Our contributions have been funded with borrowings under our lines of credit and cash flow from operations. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned contributions and all unpaid returns earned on those contributions prior to any distributions being made to our equity partner. Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than our legal ownership percentage of 67%. As of September 30, 2015, based upon the liquidation proceeds we would receive from a hypothetical liquidation of our investment based at depreciated book value, our economic interest would represent substantially all of the economic benefit of the property. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

In addition, the joint venture has a mortgage loan with the ability to borrow up to \$70.3 million at an interest rate of LIBOR + 1.65%. The loan initially matures in December 2017, with two one-year extension options. The balance of this loan as of September 30, 2015 was \$70.3 million.

#### New Development in Unconsolidated Real Estate Joint Ventures

We have formed joint venture arrangements to develop outlet centers that are currently in various stages of development in several markets. Also, see "Off-Balance Sheet Arrangements" for a discussion of unconsolidated joint venture development activities. The following table summarizes our development projects as of September 30, 2015:

Project	Ownership %	Approximate square feet (in 000's)	Projected Total Net Cost per Square Foot (in dollars)	Projected Total Net Cost (in millions)	Costs Incurred to Date (in millions)	Projected Opening
Columbus, Ohio	50	% 355	\$267	\$94.9	\$19.7	2Q16

#### Columbus

During the second quarter of 2015, the joint venture purchased land for approximately \$8.9 million and began construction on Tanger Outlets Columbus. We and our partner currently expect to complete construction in time to open the center during the second quarter of 2016. As of September 30, 2015 our equity contributions have totaled \$9.8 million and our partner's equity contributions have totaled \$9.8 million. Our partner is providing development services to the joint venture and we, along with our partner, are providing joint leasing services. Once the center opens, we will provide property management, marketing and leasing services to the joint venture.

#### Other Potential Future Developments and Dispositions of Rental Property

As of the date of this filing, we are in the initial study period for potential new developments. We may also use joint venture arrangements to develop other potential sites. There can be no assurance, however, that these potential future projects will ultimately be developed.

In the case of projects to be wholly-owned by us, we expect to fund these projects from amounts available under our unsecured lines of credit, but may also fund them with capital from additional public debt and equity offerings. For projects to be developed through joint venture arrangements, we may use collateralized construction loans to fund a portion of the project, with our share of the equity requirements funded from sources described above.

On September 30, 2015, the noncontrolling interest in our Deer Park outlet center exercised its right to require us to acquire their ownership interest in the property for \$28.4 million. Closing on the transaction is scheduled on January 5, 2016. The obligation to acquire its interest is recorded as a deferred financing obligation in the other liabilities

section of the consolidated balance sheet.

52

---

From time to time, we may sell one or more outlet centers that do not meet our long-term investment criteria. In February 2015, we sold our equity interest in the joint venture that owned the Wisconsin Dells outlet center for approximately \$15.6 million, representing our share of the sales price totaling \$27.7 million less our share of the outstanding debt, which totaled \$12.1 million. As a result of this transaction, we recorded a gain of approximately \$13.7 million in the first quarter of 2015, which represents the difference between the carrying value of our equity method investment and the net proceeds received.

In the third quarter of 2015, we sold our Kittery, Tuscola, and West Branch outlet centers for approximately \$43.3 million, which resulted in a gain of \$20.2 million. We received net proceeds of \$43.3 million of which \$42.9 million is recorded in restricted cash as of September 30, 2015. In addition in October 2015, we sold our Barstow outlet center for net proceeds of approximately \$105.7 million, which resulted in a gain of approximately \$86.4 million.

The cash proceeds from these property sales, but not the cash proceeds from the sale of our ownership interest in the Wisconsin Dells joint venture, are being held by a qualified intermediary in anticipation of such amounts subsequently being invested in a tax efficient manner under Section 1031 of the Internal Revenue Code of 1986, as amended. Currently, we estimate the total combined tax gains related to the sale of these five assets and the sale of our ownership interest in the Wisconsin Dells joint venture earlier in 2015 to be approximately \$90 million to \$100 million. We expect we may be able to defer approximately 80% - 90% of the estimated gains. However, the actual amount of gain deferred, if any, is dependent on a number of factors, some of which we do not control. Any proceeds not deferred are expected to be used for the payment of a special dividend, if required, with the balance used to pay down our outstanding debt balances.

#### Financing Arrangements

As of September 30, 2015, unsecured borrowings represented 82% of our outstanding debt and 75% of the gross book value of our real estate portfolio was unencumbered. We maintain unsecured lines of credit that provide for borrowings of up to \$520.0 million. The unsecured lines of credit include a \$20.0 million liquidity line and a \$500.0 million syndicated line. The Company guarantees the Operating Partnership's obligations under these lines. As of September 30, 2015, we had \$324.2 million available under our unsecured lines of credit.

In October 2015, we closed on amendments to our unsecured lines of credit, extending the maturity, and reducing our interest rate. The maturity of these facilities was extended from October 2017 to October 2019 with the ability to further extend the maturity for an additional year at our option. The interest rate was reduced from LIBOR + 1.00% to LIBOR + 0.90% based on our current credit rating and the maximum borrowings to which the syndicated line could be increased through an accordion feature in certain circumstances was increased from \$750.0 million to \$1.0 billion. Loan origination costs associated with the amendments totaled approximately \$2.0 million.

We intend to retain the ability to raise additional capital, including public debt or equity, to pursue attractive investment opportunities that may arise and to otherwise act in a manner that we believe to be in the best interests of our shareholders and unitholders. The Company is a well-known seasoned issuer with a joint shelf registration with the Operating Partnership, expiring in June 2018, that allows us to register unspecified amounts of different classes of securities on Form S-3. To generate capital to reinvest into other attractive investment opportunities, we may also consider the use of additional operational and developmental joint ventures, the sale or lease of outparcels on our existing properties and the sale of certain properties that do not meet our long-term investment criteria. Based on cash provided by operations, existing lines of credit, ongoing relationships with certain financial institutions and our ability to sell debt or issue equity subject to market conditions, we believe that we have access to the necessary financing to fund the planned capital expenditures through the end of 2016.



We anticipate that adequate cash will be available to fund our operating and administrative expenses, regular debt service obligations, and the payment of dividends in accordance with REIT requirements in both the short and long-term. Although we receive most of our rental payments on a monthly basis, distributions to shareholders and unitholders are made quarterly and interest payments on the senior, unsecured notes are made semi-annually. Amounts accumulated for such payments will be used in the interim to reduce the outstanding borrowings under our existing unsecured lines of credit or invested in short-term money market or other suitable instruments.

We believe our current balance sheet position is financially sound; however, due to the uncertainty and unpredictability of the capital and credit markets, we can give no assurance that affordable access to capital will exist between now and 2017 when our next significant debt maturities occur.

The Operating Partnership's debt agreements require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% on a cumulative basis. We have historically been and currently are in compliance with all of our debt covenants. We expect to remain in compliance with all of our existing debt covenants; however, should circumstances arise that would cause us to be in default, the various lenders would have the ability to accelerate the maturity on our outstanding debt.

We believe our most restrictive covenants are contained in our senior, unsecured notes. Key financial covenants and their covenant levels include the following:

Senior unsecured notes financial covenants	Required	Actual	
Total consolidated debt to adjusted total assets	<60%	50	%
Total secured debt to adjusted total assets	<40%	9	%
Total unencumbered assets to unsecured debt	>150%	175	%

#### OFF-BALANCE SHEET ARRANGEMENTS

The following table details certain information as of September 30, 2015 about various unconsolidated real estate joint ventures in which we have an ownership interest:

Joint Venture	Outlet Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)
Columbus	Columbus, OH	50.0	% —	\$10.2
National Harbor	National Harbor, MD	50.0	% 339	8.6
RioCan Canada	Various	50.0	% 870	120.0
Savannah <sup>(1)</sup>	Savannah, GA	50.0	% 377	46.7
Westgate	Glendale, AZ	58.0	% 414	12.5
				\$198.0
Charlotte <sup>(2)</sup>	Charlotte, NC	50.0	% 398	\$(0.9)
Galveston/Houston <sup>(2)</sup>	Texas City, TX	50.0	% 353	(0.5)
				\$(1.4)

Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than the ownership percentage indicated above, which in this case, <sup>(1)</sup> states our legal interest in this venture. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

<sup>(2)</sup> The negative carrying value is due to the distributions of proceeds from mortgage loans, and quarterly distributions of excess cash flow exceeding the original contributions from the partners.

Our joint ventures are generally subject to buy-sell provisions which are customary for joint venture agreements in the real estate industry. Either partner may initiate these provisions (subject to any applicable lock up period), which could result in either the sale of our interest or the use of available cash or additional borrowings to acquire the other party's interest. Under these provisions, one partner sets a price for the property, then the other partner has the option to either (1) purchase their partner's interest based on that price or (2) sell its interest to the other partner based on that price. Since the partner other than the partner who triggers the provision has the option to be the buyer or seller, we don't consider this arrangement to be a mandatory redeemable obligation.



We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. For construction and term loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests. Our joint ventures may contain make whole provisions in the event that demands are made on any existing guarantees.

#### Columbus

During the second quarter of 2015, the joint venture purchased land for approximately \$8.9 million and began construction on Tanger Outlets Columbus. We and our partner currently expect to complete construction in time to open the center during the second quarter of 2016. As of September 30, 2015 our equity contributions have totaled \$9.8 million and our partner's equity contributions have totaled \$9.8 million. Our partner is providing development services to the joint venture and we, along with our partner, are providing joint leasing services. Once the center opens, we will provide property management, marketing and leasing services to the joint venture.

#### Savannah

In January 2014, we announced a joint venture arrangement to develop Tanger Outlets Savannah. The center, which opened in April 2015, includes approximately 377,000 square feet. As of September 30, 2015, our equity contributions totaled \$45.8 million and our partner's equity contributions totaled \$8.3 million. Contributions we made in excess of our partners' equity contributions are considered preferred equity and earned a preferred rate of return equal to 8% from the date the contributions were made until the outlet center's grand opening in April 2015, and will earn 10% annually thereafter. Under the terms of the operating agreement, upon liquidation, we would receive all of our unreturned preferred equity contributions and all unpaid returns earned on those contributions prior to any distributions being made to our equity partner. As of September 30, 2015, based upon the liquidation proceeds we would receive from a hypothetical liquidation of our investment based at depreciated book value, our estimated economic interest in the venture was approximately 98%. Our economic interest may fluctuate based on a number of factors, including mortgage financing, partnership capital contributions and distributions, and proceeds from asset sales.

In May 2014, the joint venture closed on a construction loan with the ability to borrow up to \$97.7 million at an interest rate of LIBOR + 1.65%. In September 2015, the loan maximum borrowing amount was increased to \$100.9 million. The construction loan has a maturity date of May 21, 2017, with two, one -year extension options. As of September 30, 2015, the balance on the loan was \$85.1 million. The additional \$15.8 million is available for construction of the approximately 42,000 square foot expansion that is currently in process. We are providing development, management and marketing services to the joint venture; and with our partner, are jointly providing leasing services to the outlet center.

#### Westgate

During the first quarter of 2015, the joint venture completed the remaining 28,000 square feet of a 78,000 square foot expansion of the existing property which brought the size of the outlet center to approximately 414,000 square feet. Construction commenced on the expansion during the second quarter of 2014 and was funded with borrowings under the amended Westgate mortgage loan. The joint venture's amended and restated construction loan is fully funded with a balance of \$62.0 million. The loan initially matured in June 2015, and during the second quarter of 2015 the joint

venture exercised the two year option to extend the maturity date of the loan to June 2017.

Tanger Outlets Westgate opened in November 2012 and was developed through, and is currently owned by, a joint venture that was formed in May 2012. We are providing property management, construction supervision, marketing and leasing services to the joint venture.

## Wisconsin Dells

In February 2015, we sold our equity interest in the joint venture that owned the Wisconsin Dells outlet center for approximately \$15.6 million, representing our share of the sales price totaling \$27.7 million less our share of the outstanding debt, which totaled \$12.1 million. As a result of this transaction, we recorded a gain of approximately \$13.7 million in the first quarter of 2015, which represents the difference between the carrying value of our equity method investment and the net proceeds received.

## Debt of unconsolidated joint ventures

The following table details information regarding the outstanding debt of the unconsolidated joint ventures and principal guarantees of such debt provided by us as of September 30, 2015 (in millions):

Joint Venture	Total Joint Venture Debt (in millions)	Maturity Date	Interest Rate	Percent Guaranteed by the Company	Maximum Guaranteed Amount by the Company (in millions)
Charlotte	\$90.0	November 2018	LIBOR + 1.45%	5.0	% \$4.5
Galveston/Houston	65.0	July 2017	LIBOR + 1.50%	5.0	% 3.3
National Harbor <sup>(1)</sup>	83.7	November 2019	LIBOR + 1.65%	10.0	% 8.4
RioCan Canada	11.9	May 2020	5.75	% 20.2	% 2.4
Savannah <sup>(2)</sup>	85.1	May 2017	LIBOR + 1.65%	17.6	% 15.0
Westgate	62.0	June 2017	LIBOR + 1.75%	—	% —
	\$397.7				\$33.6

(1) 100% completion guaranty; 10% principal guaranty.

(2) 100% completion guaranty; \$15.0 million principal guaranty.

## Fees from unconsolidated joint ventures

Fees we received for various services provided to our unconsolidated joint ventures were recognized in other income as follows (in thousands):

Fee:	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Development and leasing	\$325	\$624	\$1,632	\$702
Loan Guarantee	182	23	564	209
Management and marketing	746	578	2,067	1,637
Total Fees	\$1,253	\$1,225	\$4,263	\$2,548

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Refer to our 2014 Annual Report on Form 10-K of the Company and the Operating Partnership for a discussion of our critical accounting policies which include principles of consolidation, acquisition of real estate, cost capitalization, impairment of long-lived assets and revenue recognition. There have been no material changes to these policies in 2015.



## SUPPLEMENTAL EARNINGS MEASURES

### Funds From Operations

Funds From Operations ("FFO") represents income before extraordinary items and gains (losses) on sale or disposal of depreciable operating properties, plus depreciation and amortization of real estate assets, impairment losses on depreciable real estate of consolidated real estate and after adjustments for unconsolidated partnerships and joint ventures, including depreciation and amortization, and impairment losses on investments in unconsolidated joint ventures driven by a measurable decrease in the fair value of depreciable real estate held by the unconsolidated joint ventures.

FFO is intended to exclude historical cost depreciation of real estate as required by United States Generally Accepted Accounting Principles ("GAAP") which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization of real estate assets, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is widely used by us and others in our industry to evaluate and price potential acquisition candidates. The National Association of Real Estate Investment Trusts, Inc., of which we are a member, has encouraged its member companies to report their FFO as a supplemental, industry-wide standard measure of REIT operating performance. In addition, a percentage of bonus compensation to certain members of management is based on our FFO performance.

FFO has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

• FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

• FFO does not reflect changes in, or cash requirements for, our working capital needs;

• Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and FFO does not reflect any cash requirements for such replacements;

• FFO, which includes discontinued operations, may not be indicative of our ongoing operations; and

• Other companies in our industry may calculate FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, FFO should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or our dividend paying capacity. We compensate for these limitations by relying primarily on our GAAP results and using FFO only supplementally.





Below is a reconciliation of net income to FFO (in thousands, except per share and per unit amounts):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<b>FUNDS FROM OPERATIONS</b>				
Net income	\$46,460	\$24,297	\$108,205	\$59,632
Adjusted for:				
Depreciation and amortization of real estate assets - consolidated	28,428	25,425	75,984	75,909
Depreciation and amortization of real estate assets - unconsolidated joint ventures	5,411	3,040	14,525	8,048
Gain on sale of assets and interests in unconsolidated entities	(20,215 )	—	(33,941 )	—
Funds from operations (FFO)	60,084	52,762	164,773	143,589
FFO attributable to noncontrolling interests in other consolidated partnerships	(45 )	(62 )	325	(139 )
Allocation of FFO to participating securities <sup>(1)</sup>	(640 )	(1,045 )	(1,783 )	(2,858 )
Funds from operations available to common shareholders and noncontrolling interests in Operating Partnership	\$59,399	\$51,655	\$163,315	\$140,592
Tanger Factory Outlet Centers, Inc.:				
Weighted average common shares outstanding <sup>(2) (3)</sup>	99,877	99,003	99,815	98,930
Dilutive funds from operations per share	\$0.59	\$0.52	\$1.64	\$1.42
Tanger Properties Limited Partnership:				
Weighted average Operating Partnership units outstanding <sup>(2)</sup>	99,877	99,003	99,815	98,930
Dilutive funds from operations per unit	\$0.59	\$0.52	\$1.64	\$1.42

Notional units granted in 2010 were converted into 933,769 restricted common shares in January 2014 which (1) vested on December 31, 2014. The restricted common shares were considered participating securities through the vesting date.

(2) Includes the dilutive effect of options, restricted common shares not considered participating securities, and notional units.

Assumes the Class A common limited partnership units of the Operating Partnership held by the noncontrolling interests are exchanged for common shares of the Company. Each Class A common limited partnership unit is (3) exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status.

## Adjusted Funds From Operations

We present Adjusted Funds From Operations ("AFFO") as a supplemental measure of our performance. We define AFFO as FFO further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating AFFO, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of AFFO should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We present AFFO because we believe it assists investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we use AFFO, or some form of AFFO, when certain material, unplanned transactions occur, as a factor in evaluating management's performance when determining incentive compensation and to evaluate the effectiveness of our business strategies.

AFFO has limitations as an analytical tool. Some of these limitations are:

- AFFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

- AFFO does not reflect changes in, or cash requirements for, our working capital needs;

- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and AFFO does not reflect any cash requirements for such replacements;

- AFFO does not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and

- Other companies in our industry may calculate AFFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, AFFO should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using AFFO only supplementally.

Below is a reconciliation of FFO to AFFO (in thousands, except per share and per unit amounts):

	Three months ended		Nine months ended	
	September 30,		September 30,	
	2015	2014	2015	2014
<b>ADJUSTED FUNDS FROM OPERATIONS</b>				
Funds from operations	\$60,084	\$52,762	\$164,773	\$143,589
Adjusted for non-core items:				
Abandoned pre-development costs	—	—	—	1,596
Acquisition costs	—	—	—	7
Casualty gain	—	(329	) —	(329
AFFO adjustments from unconsolidated joint ventures	—	237	—	237
Adjusted funds from operations (AFFO)	60,084	52,670	164,773	145,100
AFFO attributable to noncontrolling interests in other consolidated partnerships	(45	) (62	) 325	(139
Allocation of AFFO to participating securities <sup>(1)</sup>	(640	) (1,043	) (1,783	) (2,889
Adjusted funds from operations available to common shareholders and noncontrolling interests in Operating Partnership	\$59,399	\$51,565	\$163,315	\$142,072
Tanger Factory Outlet Centers, Inc.:				
Weighted average common shares outstanding <sup>(2)</sup> <sup>(3)</sup>	99,877	99,003	99,815	98,930
Dilutive adjusted funds from operations per share	\$0.59	\$0.52	\$1.64	\$1.44
Tanger Properties Limited Partnership:				
Weighted average Operating Partnership units outstanding <sup>(2)</sup>	99,877	99,003	99,815	98,930
Dilutive adjusted funds from operations per unit	\$0.59	\$0.52	\$1.64	\$1.44

Notional units granted in 2010 were converted into 933,769 restricted common shares in January 2014 which (1) vested on December 31, 2014. The restricted common shares were considered participating securities through the vesting date.

(2) Includes the dilutive effect of options, restricted common shares not considered participating securities, and notional units.

(3) Assumes the Class A common limited partnership units of the Operating Partnership held by the noncontrolling interest are exchanged for common shares of the Company.

## Same Center Net Operating Income - Cash Basis

We present Same Center Net Operating Income - Cash Basis (“Same Center NOI - Cash Basis”) as a supplemental measure of our performance. We define Same Center NOI - Cash Basis as total operating revenues less property operating expenses for the properties that were operational for the entire portion of both comparable reporting periods and which were not acquired, renovated or subject to a material non-recurring event, such as a natural disaster, during the comparable reporting periods. Same Center NOI - Cash Basis also excludes termination fees and non-cash adjustments including straight-line rent, net above and below market rent amortization and gains or losses on the sale of outparcels recognized during the periods presented.

Same Center NOI - Cash Basis is used by industry analysts, investors and management to measure operating performance of our properties because it provides a performance measure directly related to the revenues and expenses involved in owning and operating real estate assets and provides a perspective not immediately apparent from net income or FFO. Because Same Center NOI - Cash Basis excludes properties developed, redeveloped, acquired and sold; as well as non-cash adjustments, gains or losses on the sale of outparcels and termination rents; it highlights operating trends such as occupancy levels, rental rates and operating costs on properties that were operational for both comparable periods. Other REITs may use different methodologies for calculating Same Center Net Operating Income, and accordingly, our Same Center NOI - Cash Basis may not be comparable to other REITs.

Same Center NOI - Cash Basis should not be viewed as an alternative measure of our financial performance since it does not reflect the operations of our entire portfolio, nor does it reflect the impact of general and administrative expenses, acquisition-related expenses, interest expense, depreciation and amortization costs, other non-property income and losses, and the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, or trends in development and construction activities which are significant economic costs and activities that could materially impact our results from operations.

Below is a reconciliation of income before equity in earnings of unconsolidated joint ventures to Same Center NOI - Cash Basis (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2015	2014	2015	2014
Same Center Net Operating Income - Cash Basis				
Income before equity in earnings of unconsolidated joint ventures	\$42,747	\$21,818	\$99,903	\$53,432
Interest expense	13,933	13,902	40,110	43,404
Gain on sale of assets and interests in unconsolidated entities	(20,215 )	—	(33,941 )	—
Other nonoperating income (expense)	(89 )	(437 )	98	(560 )
Operating income	36,376	35,283	106,170	96,276
Adjusted to exclude:				
Depreciation and amortization	28,785	25,774	77,046	77,034
Other non-property income and losses	(190 )	(1,030 )	(1,489 )	(1,687 )
Acquisition costs	—	—	—	7
Abandoned pre-development costs	—	—	—	1,596
General and administrative expenses	11,514	11,334	34,431	32,817
Non-cash adjustments and termination rents <sup>(1)</sup>	(2,356 )	(907 )	(6,663 )	(3,718 )
Non-same center NOI <sup>(2)</sup>	(5,830 )	(4,356 )	(11,896 )	(12,194 )
Same Center Net Operating Income - Cash Basis	\$68,299	\$66,098	\$197,599	\$190,131

(1) Non-cash items include straight-line rent, net above and below market rent amortization and gains or losses on outparcel sales.

(2)

Edgar Filing: TANGER FACTORY OUTLET CENTERS INC - Form 10-Q

Excluded from Same Center NOI - Cash Basis: Foxwoods outlet center, which opened in May of 2015; Grand Rapids outlet center, which opened in July of 2015; Lincoln City outlet center, which was sold in December 2014; Kittery, Tuscola and West Branch outlet centers, which were sold in September 2015; and Barstow outlet center, which was sold in October 2015

## ECONOMIC CONDITIONS AND OUTLOOK

The majority of our leases contain provisions designed to mitigate the impact of inflation. Such provisions include clauses for the escalation of base rent and clauses enabling us to receive percentage rentals based on tenants' gross sales (above predetermined levels) which generally increase as prices rise. Most of the leases require the tenant to pay their share of property operating expenses, including common area maintenance, real estate taxes, insurance and advertising and promotion, thereby reducing exposure to increases in costs and operating expenses resulting from inflation.

While we believe outlet stores will continue to be a profitable and fundamental distribution channel for many brand name manufacturers, some retail formats are more successful than others. As typical in the retail industry, certain tenants have closed, or will close, certain stores by terminating their lease prior to its natural expiration or as a result of filing for protection under bankruptcy laws.

Due to the relatively short-term nature of our tenants' leases, a significant portion of the leases in our portfolio come up for renewal each year. As of January 1, 2015, we had approximately 1.5 million square feet, or 13% of our consolidated portfolio at that time, coming up for renewal during 2015. During the first nine months of 2015, we renewed approximately 1,131,000 square feet of this space at a 22% increase in the average base rental rate compared to the expiring rate. We also re-tenanted approximately 430,000 square feet at a 31% increase in the average base rental rate. In addition, we continue to attract and retain additional tenants. However, there can be no assurance that we can achieve similar increases in base rental rates. In addition, if we were unable to successfully renew or release a significant amount of this space on favorable economic terms, the loss in rent could have a material adverse effect on our results of operations.

Our outlet centers typically include well-known, national, brand name companies. By maintaining a broad base of well-known tenants and a geographically diverse portfolio of properties located across the United States, we believe we reduce our operating and leasing risks. No one tenant (including affiliates) accounts for more than 8% of our square feet or 6% of our combined base and percentage rental revenues. Accordingly, we do not expect any material adverse impact on our results of operations and financial condition as a result of leases to be renewed or stores to be released. Occupancy at our consolidated centers was 97% and 98% as of September 30, 2015 and 2014, respectively.

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

We are exposed to various market risks, including changes in interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. We may periodically enter into certain interest rate protection and interest rate swap agreements to effectively convert existing floating rate debt to a fixed rate basis. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We are also exposed to foreign currency risk on investments in outlet centers that are located in Canada. Our currency exposure is concentrated in the Canadian Dollar. We typically reinvest net cash flow from our Canadian joint ventures to fund future Canadian development activity. We believe this strategy mitigates some of the risk of our initial investment and our exposure to changes in foreign currencies. We generally do not hedge currency translation exposures.

In October 2013, we entered into interest rate swap agreements with notional amounts totaling \$150.0 million to reduce our floating rate debt exposure. The interest rate swap agreements fix the base LIBOR rate at an average of 1.30% and mature in August 2018. The fair value of the interest rate swap agreements represents the estimated receipts or payments that would be made to terminate the agreement. As of September 30, 2015, the fair value of these contracts is a liability of \$1,950,000. The fair value is based on dealer quotes, considering current interest rates, remaining term to maturity and our credit standing.





As of September 30, 2015, approximately 35% of our outstanding debt had variable rates, excluding variable rate debt with interest rate protection agreements in place, and therefore were subject to market fluctuations. An increase in the LIBOR rate of 100 basis points would result in an increase of approximately \$5.4 million in interest expense on an annual basis. The information presented herein is merely an estimate and has limited predictive value. As a result, the ultimate effect upon our operating results of interest rate fluctuations will depend on the interest rate exposures that arise during the period, our hedging strategies at that time and future changes in the level of interest rates.

The estimated fair value and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

	September 30, 2015	December 31, 2014
Fair value of debt	\$1,608,042	\$1,493,519
Recorded value of debt	\$1,539,224	\$1,443,194

A 100 basis point increase from prevailing interest rates at September 30, 2015 and December 31, 2014 would result in a decrease in fair value of total debt of approximately \$54.3 million and \$58.3 million, respectively. With the exception of the unsecured term loan and unsecured lines of credit, that have variable rates and considered at market value, fair values of the senior notes and mortgage loans are determined using discounted cash flow analysis with an interest rate or credit spread similar to that of current market borrowing arrangements. Because the Company's senior unsecured notes are publicly traded with limited trading volume, these instruments are classified as Level 2 in the hierarchy. In contrast, mortgage loans are classified as Level 3 given the unobservable inputs utilized in the valuation. Considerable judgment is necessary to develop estimated fair values of financial instruments. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on the disposition of the financial instruments.

Item 4. Controls and Procedures

Tanger Factory Outlet Centers, Inc. Controls and Procedures

The Company's management carried out an evaluation, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2015. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer, have concluded the Company's disclosure controls and procedures were effective as of September 30, 2015. There were no changes to the Company's internal controls over financial reporting during the quarter ended September 30, 2015, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Tanger Properties Limited Partnership Controls and Procedures

The management of the Operating Partnership's general partner carried out an evaluation, with the participation of the Chief Executive Officer and the Vice-President and Treasurer (Principal Financial Officer) of the Operating Partnership's general partner, of the effectiveness of the Operating Partnership's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of September 30, 2015. Based on this evaluation, the Chief Executive Officer of the Operating Partnership's general partner, and the Vice-President and Treasurer of the Operating Partnership's general partner, have concluded the Operating Partnership's disclosure controls and procedures were effective as of September 30, 2015. There were no changes to the Operating Partnership's internal controls over financial reporting during the quarter ended September 30, 2015, that materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company and the Operating Partnership are, from time to time, engaged in a variety of legal proceedings arising in the normal course of business. Although the results of these legal proceedings cannot be predicted with certainty, management believes that the final outcome of such proceedings will not have a material adverse effect on our results of operations or financial condition.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2014.

Item 4. Mine Safety Disclosures

Not applicable

Item 6. Exhibits

Exhibit Number	Exhibit Descriptions
12.1*	Company's Ratio of Earnings to Fixed Charges.
12.2*	Operating Partnership's Ratio of Earnings to Fixed Charges.
31.1*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.2*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.3*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
31.4*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.1**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.2**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.3**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.4**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
101	The following financial statements from Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership's dual Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Other Comprehensive Income (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Cash Flows (unaudited), and (vi) Notes to Consolidated Financial Statements (unaudited).

\* Filed herewith.

\*\* Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: November 3, 2015

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ Frank C. Marchisello, Jr.  
Frank C. Marchisello, Jr.  
Executive Vice President and Chief Financial Officer

TANGER PROPERTIES LIMITED PARTNERSHIP

By: TANGER GP TRUST, its sole general partner

By: /s/ Frank C. Marchisello, Jr.  
Frank C. Marchisello, Jr.  
Vice President and Treasurer (principle financial officer)

Exhibit Index

Exhibit Number	Exhibit Descriptions
12.1*	Company's Ratio of Earnings to Fixed Charges.
12.2*	Operating Partnership's Ratio of Earnings to Fixed Charges.
31.1*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.2*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.3*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
31.4*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.1**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.2**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.3**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.4**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
101	The following financial statements from Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership's dual Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, formatted in XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Other Comprehensive income (unaudited), (iv) Consolidated Statements of Equity (unaudited), (v) Consolidated Statements of Cash Flows (unaudited), and (vi) Notes to Consolidated Financial Statements (unaudited).

\* Filed herewith.

\*\* Furnished herewith.