



Press Release

DENVER, CO – April 27, 2021

Contact: Trent Trujillo
Phone: 720.283.6135

UDR ANNOUNCES FIRST QUARTER 2021 RESULTS AND INCREASES CERTAIN FULL-YEAR 2021 GUIDANCE RANGES

UDR, Inc. (the “Company”) First Quarter 2021 Highlights:

- Net income per share was \$0.01, Funds from Operations (“FFO”) per share was \$0.32, FFO as Adjusted (“FFOA”) per share was \$0.47, and Adjusted FFO (“AFFO”) per share was \$0.44.
- Net income attributable to common stockholders was \$2.0 million compared to net income of \$4.2 million in the prior year period, primarily due to higher costs associated with debt extinguishment and a decline in Same-Store net operating income (“NOI”), partially offset by gains from the sale of communities during the quarter.
- Year-over-year (“YOY”) Same-Store results during the first quarter of 2021, with concessions accounted for on cash and straight-line bases, as compared to the first quarter of 2020 were as follows:

Region	Revenue Growth / (Decline)	Expense Growth / (Decline)	NOI Growth / (Decline)	% of Same-Store Portfolio ⁽¹⁾	Physical Occupancy ⁽²⁾	YOY Change in Occupancy
West	(10.6)%	0.3%	(14.1)%	36.4%	95.8%	(1.1)%
Mid-Atlantic	(4.1)%	1.6%	(6.4)%	22.4%	96.6%	(0.4)%
Northeast	(9.7)%	8.5%	(17.9)%	16.8%	95.5%	(1.0)%
Southeast	2.3%	10.5%	(1.2)%	11.7%	97.3%	0.5%
Southwest	(2.0)%	(0.4)%	(3.0)%	7.2%	96.9%	(0.2)%
Other Markets	0.1%	0.0%	0.1%	5.5%	97.2%	1.0%
Total (Cash)	(6.4)%	3.3%	(10.4)%	100.0%	96.4%	(0.4)%
Total (Straight-Line)	(6.7)%	-	(10.8)%	-	-	-

⁽¹⁾ Based on Q1 2021 Same-Store NOI. For definitions of terms, please refer to the “Definitions and Reconciliations” section of the Company’s related quarterly Supplemental Financial Information.

⁽²⁾ Weighted average Same-Store physical occupancy for the quarter.

- The Company continues to implement its Next Generation Operating Platform, which assisted in limiting first quarter 2021 Same-Store controllable expense growth to 0.7 percent sequentially and 2.0 percent YOY.
- During the quarter, the Company
 - Entered into [forward sale agreements for approximately 9.3 million shares of common stock](#) at a weighted average initial forward price per share of \$43.60 for estimated future proceeds of approximately \$404.6 million, subject to adjustment as described later in this release. No shares under the forward sale agreements have been settled.
 - [Issued \\$300.0 million of unsecured debt at an effective interest rate of 2.14 percent](#) that matures in June 2033 and repaid \$300.0 million of higher cost, 4.00 percent debt originally due in 2025.
 - Acquired one multifamily community in suburban Boston (Franklin), MA, for \$77.4 million.
 - Through its Developer Capital Program, committed to invest \$50.1 million into two multifamily developments, one each in Herndon, VA, and Allen, TX. Each investment yields 9.0 percent on the Company’s capital outstanding and includes profit participation upon a liquidity event.
 - Sold one wholly owned community in Orange County (Anaheim), CA, and one joint venture community in Los Angeles, CA, for total net proceeds of \$187.0 million at the Company’s ownership share.
- Subsequent to quarter-end, the Company:
 - Acquired one community in suburban Dallas (Farmers Branch), TX, for \$110.0 million and is under contract to acquire another community in suburban Dallas (Frisco), TX, for \$167.0 million, which the Company expects to close during the second quarter of 2021, subject to customary closing conditions.

“First quarter 2021 earnings results met our expectations, and I am encouraged by continued improvement in our operating trends, collections, and the pace of the economic recovery. As a result of these factors and the accretive transactions we have completed and identified to-date, we have raised full-year 2021 guidance expectations,” said Tom Toomey, UDR’s Chairman and CEO. “While a variety of regulatory restrictions remain in place, the transition from stabilizing business trends to growth implies the low point for our quarterly earnings is behind us. Despite the economic uncertainties that remain, we expect our innovative Next Generation Operating Platform and accretive capital deployment to drive strong growth in 2021 and beyond.”

Recent Operating Trends

The table presented below is a summary of fourth quarter 2020 and first quarter 2021 residential operating trends. Additional disclosure, including April forecasts, is provided on the “Recent Operating Trends” section of the Company’s quarterly Supplemental Financial Information.

“Billed revenue is demonstrating signs of sequential quarterly improvement, cash revenue collection rates are increasing, rising traffic volume is supportive of continued strength in occupancy, and pricing power has returned across most of our markets, as evidenced by sequential quarterly improvements in effective blended lease rate growth,” said Mike Lacy, UDR’s Senior Vice President of Operations. “Collectively, these trends have resulted in positive sequential revenue growth. Combined with the continued successful rollout of our Next Generation Operating Platform, we are well positioned as we approach the traditional leasing season.”

Summary of Fourth Quarter 2020 and First Quarter 2021 Residential Operating Trends⁽¹⁾

Metric	As of and Through April 25, 2021				
	Q4 2020	Jan 2021	Feb 2021	Mar 2021	Q1 2021
Cash revenue collected (% of billed) during billing period	95.4%	93.3%	93.3%	93.8%	95.2%
Cash revenue collected (% of billed) subsequent to billing period⁽¹⁾	1.6%	3.2%	2.8%	1.6%	0.8%
Cash revenue collected (% of billed) as of April 25, 2021⁽¹⁾	97.0%	96.5%	96.1%	95.4%	96.0%⁽²⁾
Revenue reserved or written-off⁽²⁾	2.4%	N/A	N/A	N/A	2.6%
Same-Store Leasing Traffic (daily avg.) ⁽³⁾	815	930	931	1,170	1,013
Same-Store Visits (total for period) ⁽³⁾	22,445	9,909	8,820	13,275	32,004
<u>Same-Store Metrics</u>					
Weighted Average Physical Occupancy	96.1%	96.4%	96.3%	96.5%	96.4%
Effective Blended Lease Rate Growth ⁽³⁾	(0.3)%	0.1%	0.3%	0.3%	0.3%

⁽¹⁾ Metrics shown here are as of April 25, 2021, and are for the Company’s total residential portfolio, unless otherwise indicated. Cash revenue collected as a percentage of billed revenue for Q2 2020 and Q3 2020 are 98.3 percent and 97.9 percent, respectively, as of April 25, 2021.

⁽²⁾ For Q1 2021, the Company reserved (reflected as a reduction to revenue) approximately 1.5 percent, or \$4.7 million, of billed residential revenue for bad debt, including \$0.3 million for the Company’s share from unconsolidated joint ventures. This brings the Company’s total bad debt reserve to \$18.0 million, including \$1.1 million for the Company’s share from unconsolidated joint ventures, which compares to a quarter-end accounts receivable balance of \$25.4 million.

⁽³⁾ The Company defines (a) Leasing Traffic as average daily leads to lease a home for the period indicated. The Company defines (b) Visits as the summation of tours taken by current and prospective residents, whether in-person (where allowed) or by virtual means, for the period indicated. The Company defines (c) Effective Blended Lease Rate Growth as the combined proportional growth as a result of Effective New Lease Rate Growth and Effective Renewal Lease Rate Growth. Management considers Effective Blended Lease Rate Growth a useful metric for investors as it assesses combined proportional market-level new and in-place demand trends. Please refer to the “Definitions and Reconciliations” section of the Company’s related quarterly Supplemental Financial Information for additional details.

Outlook

For the second quarter of 2021, the Company has established the following earnings guidance ranges. For the full-year 2021, the Company increased its previously provided same-store and certain earnings guidance ranges⁽¹⁾:

	Q1 2021 (Actual)	Q2 2021 (Outlook)	Prior Full-Year 2021 Outlook	Updated Full-Year 2021 Outlook	Change to 2021 Guidance, at Midpoint
Net Income / (Loss) per share	\$0.01	\$0.01 to \$0.03	\$0.13 to \$0.25	\$0.04 to \$0.13	\$(0.105)
FFO per share	\$0.32	\$0.47 to \$0.49	\$1.87 to \$1.99	\$1.76 to \$1.85	\$(0.125)
FFOA per share	\$0.47	\$0.47 to \$0.49	\$1.88 to \$2.00	\$1.91 to \$2.00	\$0.015
AFFO per share	\$0.44	\$0.42 to \$0.44	\$1.70 to \$1.82	\$1.73 to \$1.82	\$0.015
YOY Same-Store Revenue Growth / (Decline), with concessions reported on a <u>cash basis</u>	(6.4)%	N/A	(2.5)% to 0.5%	(2.0)% to 0.5%	0.25%
YOY Same-Store Revenue Growth / (Decline), with concessions reported on a <u>straight-line basis</u>	(6.7)%	N/A	(4.5)% to (1.5)%	(4.0)% to (1.5)%	0.25%
YOY Same-Store Expense Growth	3.3%	N/A	1.0% to 4.0%	1.0% to 3.0%	(0.50)%
YOY Same-Store NOI Growth / (Decline), with concessions reported on a <u>cash basis</u>	(10.4)%	N/A	(4.0)% to 0.0%	(3.25)% to 0.0%	0.375%
YOY Same-Store NOI Growth / (Decline), with concessions reported on a <u>straight-line basis</u>	(10.8)%	N/A	(6.5)% to (2.5)%	(5.75)% to (2.5)%	0.375%

⁽¹⁾ Additional assumptions for the Company's second quarter and 2021 outlook can be found on Attachment 15 of the Company's related quarterly Supplemental Financial Information. A reconciliation of FFO per share, FFOA per share, and AFFO per share to GAAP Net Income per share can be found on Attachment 16(E) of the Company's related quarterly Supplemental Financial Information. Non-GAAP financial measures and other terms, as used in this earnings release, are defined and further explained on Attachments 16(A) through 16(E), "Definitions and Reconciliations," of the Company's related quarterly Supplemental Financial Information.

First Quarter 2021 Operations

In the first quarter, total revenue decreased by \$(20.0) million year-over-year, or (6.2) percent, to \$301.4 million. This decrease was primarily attributable to declines in revenue from mature communities. The first quarter annualized rate of turnover increased by 110 basis points versus the prior year period to 39.4 percent. Please refer to page 1 of this Press Release for additional details on first quarter Same-Store growth results.

Approximately 25 percent of the Company's first quarter 2021 Same-Store NOI came from communities located in New York, NY, the San Francisco Bay Area, CA, and Boston, MA. As shown in the following table, sequential rent growth and occupancy improved during the first quarter as concessionary activity decreased and demand increased versus the prior quarter. These trends have continued into April 2021.

Summary of First Quarter 2021 versus Fourth Quarter 2020 Same-Store Growth and Occupancy Trends

Market	% of Same-Store Portfolio ⁽¹⁾	Revenue Growth / (Decline)		NOI Growth / (Decline)		Physical Occupancy ⁽³⁾	
		Cash Basis ⁽²⁾	Straight-Line Basis ⁽²⁾	Cash Basis ⁽²⁾	Straight-Line Basis ⁽²⁾	Q1 2021	As of April 25, 2021
New York, NY	5.2%	10.9%	(3.3)%	23.7%	(6.9)%	94.6%	95.9%
San Francisco, CA	8.6%	1.4%	(3.7)%	2.4%	(5.0)%	92.8%	94.5%
Boston, MA	11.6%	0.5%	(0.8)%	(1.7)%	(3.6)%	95.9%	96.5%
Subtotal / Wtd. Avg.	25.4%	2.9%	(2.4)%	4.9%	(4.7)%	94.6%	95.8%
Remaining Markets	74.6%	(0.7)%	(1.4)%	(1.5)%	(2.6)%	96.7%	97.0%
Total / Wtd. Avg.	100.0%	0.3%	(1.7)%	(0.2)%	(3.1)%	96.4%	96.8%

⁽¹⁾ Based on Q1 2021 Same-Store NOI. Totals may not equate to the displayed subtotals or weighted averages due to rounding. For definitions of terms, please refer to the "Definitions and Reconciliations" section of the Company's related quarterly Supplemental Financial Information.

⁽²⁾ "Cash Basis" and "Straight-Line Basis" present concessions reported on a cash or straight-line basis, respectively.

⁽³⁾ Weighted average Same-Store physical occupancy for the first quarter 2021 and April 2021 as of and through April 25, 2021, respectively.

In the table below, the Company has presented sequential Same-Store results by region, with concessions accounted for on cash and straight-line bases.

Summary of Same-Store Results in First Quarter 2021 versus Fourth Quarter 2020

Region	Revenue Growth / (Decline)	Expense Growth / (Decline)	NOI Growth / (Decline)	% of Same-Store Portfolio ⁽¹⁾	Physical Occupancy ⁽²⁾	Sequential Change in Occupancy
West	(0.1)%	(0.6)%	0.2%	36.4%	95.8%	0.8%
Mid-Atlantic	(1.9)%	4.0%	(4.3)%	22.4%	96.6%	(0.4)%
Northeast	4.3%	3.2%	5.0%	16.8%	95.5%	1.2%
Southeast	0.1%	1.1%	(0.4)%	11.7%	97.3%	0.1%
Southwest	(0.4)%	1.7%	(1.8)%	7.2%	96.9%	(0.2)%
Other Markets	(0.1)%	(3.5)%	1.4%	5.5%	97.2%	(0.2)%
Total (Cash)	0.3%	1.5%	(0.2)%	100.0%	96.4%	0.3%
Total (Straight-Line)	(1.7)%	-	(3.1)%	-	-	-

⁽¹⁾ Based on Q1 2021 Same-Store NOI. For definitions of terms, please refer to the "Definitions and Reconciliations" section of the Company's related quarterly Supplemental Financial Information.

⁽²⁾ Weighted average Same-Store physical occupancy for the quarter.

In the table below, the Company has presented components of residential revenue contribution that drove the year-over-year decrease and sequential increase in Same-Store revenue during the first quarter, as reported on a cash basis. The changes are a result of the following:

Residential Revenue Components	Year-Over-Year Contribution to Growth / (Decline) ⁽¹⁾		Sequential Contribution to Growth / (Decline) ⁽¹⁾	
	Q1 2020 to Q1 2021 (\$ in millions)	Q1 2020 to Q1 2021 (%)	Q4 2020 to Q1 2021 (\$ in millions)	Q4 2020 to Q1 2021 (%)
Base Quarter Same-Store Revenue	\$296.9		\$277.0	
Gross Rents	\$(7.7)	(2.6)%	\$(1.7)	(0.6)%
Concessions ⁽²⁾	\$(3.7)	(1.2)%	\$4.0	1.4%
Economic Occupancy Loss	\$(2.0)	(0.7)%	\$0.6	0.2%
Bad Debt Reserve and Net Bad Debt Write-Offs	\$(5.4)	(1.8)%	\$(1.0)	(0.3)%
Fee and Other Income	\$(0.3)	(0.1)%	\$(1.1)	(0.4)%
Q1 2021 Same-Store Revenue	\$277.8	(6.4)%	\$277.8	0.3%

⁽¹⁾ Totals may not sum to \$277.8 million, (6.4) percent and 0.3 percent, respectively, due to rounding.

⁽²⁾ Concessions exclude direct leasing costs. Please see Attachment 16(C), "Definitions and Reconciliations," of the Company's related quarterly Supplemental Financial Information for a reconciliation of Same-Store Revenue with concessions on a cash basis to Same-Store Revenue on a straight-line basis.

Transactional Activity

During the quarter, the Company:

- Acquired Union Place, a 300-home community located in suburban Boston (Franklin), MA, for \$77.4 million, or \$258,000 per home. At the time of acquisition, the 15-year-old property, which affords substantial operating and renovation upside, had average monthly revenue per occupied home of \$1,707 and occupancy of 94 percent.
- Sold Parallel, a 386-home community located in Orange County (Anaheim), CA, for gross proceeds of \$156.0 million, or \$404,000 per home. At the time of sale, the community had a weighted average monthly revenue per occupied home of \$2,160 and physical occupancy of 96 percent.
- Sold OLIVE DTLA, a 293-home joint venture community located in Los Angeles, CA, in which the Company had 47 percent ownership, for a gross sales price of \$121.0 million, or \$413,000 per home, at 100 percent. At the time of sale, the community had a weighted average monthly revenue per occupied home of \$2,550 and physical occupancy of 93 percent.

Subsequent to quarter-end, the Company:

- Acquired The Canal, a 636-home community located in suburban Dallas (Farmers Branch), TX, for \$110.0 million, or \$173,000 per home. At the time of acquisition, the community, which was constructed in two phases in 2017 and 2019, had average monthly revenue per occupied home of \$1,369, occupancy of 93 percent, and was encumbered with \$42.0 million of secured debt. The Canal is located proximate to four wholly owned UDR communities (2,876 homes), which the Company expects should drive additional operating efficiencies as its Next Generation Operating Platform is deployed.
- Is under contract to acquire a 945-home community in suburban Dallas (Frisco), TX, for \$167.0 million, or \$177,000 per home, which the Company expects to close during the second quarter of 2021, subject to customary closing conditions. At the time the Company entered into a purchase agreement, the community, which was constructed in two phases in 2009 and 2012, had average monthly revenue per occupied home of \$1,095, occupancy of 96 percent, and was encumbered with \$89.5 million of secured debt. The community is located proximate to a wholly owned UDR community (Legacy Village Apartment Homes, 1,043 homes), which the Company expects should drive additional operating efficiencies as its Next Generation Operating Platform is deployed.

Development Activity

At the end of the first quarter, the Company's development pipeline totaled \$501.5 million and was 48 percent funded. The Company's active pipeline includes five development communities, one each in Denver, CO; Dublin, CA; King of Prussia, PA; Addison, TX; and Washington, D.C., for a combined total of 1,417 homes. During the quarter, the Company completed construction of Vitruvian West Phase 2, a \$64.0 million, 366-home community in Addison, TX, that continues its successful lease-up, and commenced construction of Vitruvian West Phase 3, a \$74.0 million, 405-home community in Addison, TX.

Developer Capital Program ("DCP") Activity

At the end of the first quarter, the Company's DCP investments, including accrued return, totaled \$447.3 million with a weighted average return rate of 8.3 percent and weighted average estimated remaining term of 2.5 years.

During the quarter, the Company committed to invest \$30.2 million into Makers Rise, a 356-home multifamily development located in suburban Washington, D.C. (Herndon, VA), and \$19.8 million into 121 at Watters, a 469-home multifamily development located in suburban Dallas (Allen), TX. Each investment yields 9.0 percent on the Company's capital outstanding with five years until expected redemption and includes profit participation upon a liquidity event. Both developments are fully capitalized, inclusive of developer equity equal to approximately 15 percent of each project's total cost, and construction for both communities is expected to commence during the second quarter of 2021.

Capital Markets and Balance Sheet Activity

As previously announced, during the quarter the Company:

- Entered into forward sale agreements for approximately 9.3 million shares of common stock at a weighted average initial forward price per share of \$43.60, which will be adjusted at settlement to reflect the then-current federal funds rate and the amount of dividends paid to holders of UDR common stock over the term of the forward sale agreements. [7.0 million shares are subject to forward sale agreements entered into in connection with an underwritten public offering](#) and approximately 2.3 million shares are subject to forward sale agreements under the Company's at-the-market equity program. No shares under any of the forward sale agreements have been settled. The final dates by which shares sold under the forward sale agreements must be settled range between February 23, 2022 and March 29, 2022.
- [Issued \\$300.0 million of unsecured debt at an effective interest rate of 2.14 percent](#) that matures in June 2033 and used the proceeds to redeem all \$300.0 million aggregate principal amount of its 4.00 percent medium-term notes originally due in October 2025.
- In conjunction with its joint venture partner MetLife, refinanced \$302.3 million of mortgage loans with a weighted average interest rate of 3.7 percent on Columbus Square (Manhattan, NY) that were scheduled to mature in 2022, with \$229.6 million of fixed rate mortgage loans at a weighted average interest rate of 2.6 percent that mature in 2031.

As of March 31, 2021, the Company had \$948.4 million of liquidity through a combination of cash and undrawn capacity on its credit facilities, plus estimated proceeds of approximately \$404.6 million from the potential settlement of previously-announced forward equity sale agreements (subject to adjustment as described above), for a total of \$1.35 billion in liquidity. Please see Attachment 15 of the Company's related quarterly Supplemental Financial Information for additional details on projected capital sources and uses.

The Company's total indebtedness as of March 31, 2021 was \$5.0 billion with no remaining consolidated maturities until 2023, excluding principal amortization, amounts on the Company's commercial paper program and amounts on the Company's working capital credit facility. The Company ended the quarter with fixed-rate debt representing 94.3 percent of its total debt, a weighted average interest rate of 2.84 percent and a weighted average years to maturity of 8.2 years. The Company's consolidated leverage was 35.3 percent versus 35.0 percent a year ago, its consolidated net-debt-to-EBITDA was 7.0x versus 6.0x a year ago and its consolidated fixed charge coverage ratio was 4.5x versus 4.8x a year ago.

Dividend

As previously announced, [the Company's Board of Directors approved a one percent annualized common dividend increase for 2021 and declared a regular quarterly dividend on its common stock for the first quarter of 2021 in the amount of \\$0.3625 per share](#). The dividend will be paid in cash on April 30, 2021 to UDR common stock shareholders of record as of April 9, 2021. The first quarter 2021 dividend will represent the 194th consecutive quarterly dividend paid by the Company on its common stock.

Supplemental Information

The Company offers Supplemental Financial Information that provides details on the financial position and operating results of the Company which is available on the Company's website at ir.udr.com.



Attachment 16(A)

UDR, Inc. Definitions and Reconciliations March 31, 2021 (Unaudited)

Acquired Communities: The Company defines Acquired Communities as those communities acquired by the Company, other than development and redevelopment activity, that did not achieve stabilization as of the most recent quarter.

Adjusted Funds from Operations ("AFFO") attributable to common stockholders and unitholders: The Company defines AFFO as FFO as Adjusted attributable to common stockholders and unitholders less recurring capital expenditures on consolidated communities that are necessary to help preserve the value of and maintain functionality at our communities.

Management considers AFFO a useful supplemental performance metric for investors as it is more indicative of the Company's operational performance than FFO or FFO as Adjusted. AFFO is not intended to represent cash flow or liquidity for the period, and is only intended to provide an additional measure of our operating performance. The Company believes that net income/(loss) attributable to common stockholders is the most directly comparable GAAP financial measure to AFFO. Management believes that AFFO is a widely recognized measure of the operations of REITs, and presenting AFFO will enable investors to assess our performance in comparison to other REITs. However, other REITs may use different methodologies for calculating AFFO and, accordingly, our AFFO may not always be comparable to AFFO calculated by other REITs. AFFO should not be considered as an alternative to net income/(loss) (determined in accordance with GAAP) as an indication of financial performance, or as an alternative to cash flows from operating activities (determined in accordance with GAAP) as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to make distributions. A reconciliation from net income/(loss) attributable to common stockholders to AFFO is provided on Attachment 2.

Consolidated Fixed Charge Coverage Ratio - adjusted for non-recurring items: The Company defines Consolidated Fixed Charge Coverage Ratio - adjusted for non-recurring items as Consolidated Interest Coverage Ratio - adjusted for non-recurring items divided by total consolidated interest, excluding the impact of costs associated with debt extinguishment, plus preferred dividends.

Management considers Consolidated Fixed Charge Coverage Ratio - adjusted for non-recurring items a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its consolidated debt obligations as well as compare leverage against that of its peer REITs. A reconciliation of the components that comprise Consolidated Fixed Charge Coverage Ratio - adjusted for non-recurring items is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Consolidated Interest Coverage Ratio - adjusted for non-recurring items: The Company defines Consolidated Interest Coverage Ratio - adjusted for non-recurring items as Consolidated EBITDAre - adjusted for non-recurring items divided by total consolidated interest, excluding the impact of costs associated with debt extinguishment.

Management considers Consolidated Interest Coverage Ratio - adjusted for non-recurring items a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its consolidated debt obligations as well as compare leverage against that of its peer REITs. A reconciliation of the components that comprise Consolidated Interest Coverage Ratio - adjusted for non-recurring items is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Consolidated Net Debt-to-EBITDAre - adjusted for non-recurring items: The Company defines Consolidated Net Debt-to-EBITDAre - adjusted for non-recurring items as total consolidated debt net of cash and cash equivalents divided by annualized Consolidated EBITDAre - adjusted for non-recurring items. Consolidated EBITDAre - adjusted for non-recurring items is defined as EBITDAre excluding the impact of income/(loss) from unconsolidated entities, adjustments to reflect the Company's share of EBITDAre of unconsolidated joint ventures and other non-recurring items including, but not limited to casualty-related charges/(recoveries), net of wholly owned communities.

Management considers Consolidated Net Debt-to-EBITDAre - adjusted for non-recurring items a useful metric for investors as it provides ratings agencies, investors and lending partners with a widely-used measure of the Company's ability to service its consolidated debt obligations as well as compare leverage against that of its peer REITs. A reconciliation between net income/(loss) and Consolidated EBITDAre - adjusted for non-recurring items is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Controllable Expenses: The Company refers to property operating and maintenance expenses as Controllable Expenses.

Controllable Operating Margin: The Company defines Controllable Operating Margin as (i) rental income less Controllable Expenses (ii) divided by rental income. Management considers Controllable Operating Margin a useful metric as it provides investors with an indicator of the Company's ability to limit the growth of expenses that are within the control of the Company.

Development Communities: The Company defines Development Communities as those communities recently developed or under development by the Company, that are currently majority owned by the Company and have not achieved stabilization as of the most recent quarter.

Earnings Before Interest, Taxes, Depreciation and Amortization for Real Estate (EBITDAre): The Company defines EBITDAre as net income/(loss) (computed in accordance GAAP), plus interest expense, including costs associated with debt extinguishment, plus real estate depreciation and amortization, plus other depreciation and amortization, plus (minus) income tax provision/(benefit), net, (minus) plus net gain/(loss) on the sale of depreciable real estate owned, plus impairment write-downs of depreciable real estate, plus the adjustments to reflect the Company's share of EBITDAre of unconsolidated joint ventures. The Company computes EBITDAre in accordance with standards established by the National Association of Real Estate Investment Trusts, or Nareit, which may not be comparable to EBITDAre reported by other REITs that do not compute EBITDAre in accordance with the Nareit definition, or that interpret the Nareit definition differently than the Company does. The White Paper on EBITDAre was approved by the Board of Governors of Nareit in September 2017.

Management considers EBITDAre a useful metric for investors as it provides an additional indicator of the Company's ability to incur and service debt, and will enable investors to assess our performance against that of its peer REITs. EBITDAre should be considered along with, but not as an alternative to, net income and cash flow as a measure of the Company's activities in accordance with GAAP. EBITDAre does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of funds available to fund our cash needs. A reconciliation between net income/(loss) and EBITDAre is provided on Attachment 4(C) of the Company's quarterly supplemental disclosure.

Effective Blended Lease Rate Growth: The Company defines Effective Blended Lease Rate Growth as the combined proportional growth as a result of Effective New Lease Rate Growth and Effective Renewal Lease Rate Growth. Management considers Effective Blended Lease Rate Growth a useful metric for investors as it assesses combined proportional market-level, new and in-place demand trends.

Effective New Lease Rate Growth: The Company defines Effective New Lease Rate Growth as the increase in gross potential rent realized less concessions for the new lease term (current effective rent) versus prior resident effective rent for the prior lease term on new leases commenced during the current quarter.

Management considers Effective New Lease Rate Growth a useful metric for investors as it assesses market-level new demand trends.

Effective Renewal Lease Rate Growth: The Company defines Effective Renewal Lease Rate Growth as the increase in gross potential rent realized less concessions for the new lease term (current effective rent) versus prior effective rent for the prior lease term on renewed leases commenced during the current quarter.

Management considers Effective Renewal Lease Rate Growth a useful metric for investors as it assesses market-level, in-place demand trends.

Estimated Quarter of Completion: The Company defines Estimated Quarter of Completion of a development or redevelopment project as the date on which construction is expected to be completed, but it does not represent the date of stabilization.



Attachment 16(B)

UDR, Inc. Definitions and Reconciliations March 31, 2021 (Unaudited)

Funds from Operations as Adjusted ("FFO as Adjusted") attributable to common stockholders and unitholders: The Company defines FFO as Adjusted attributable to common stockholders and unitholders as FFO excluding the impact of other non-comparable items including, but not limited to, acquisition-related costs, prepayment costs/benefits associated with early debt retirement, impairment write-downs or gains and losses on sales of real estate or other assets incidental to the main business of the Company and income taxes directly associated with those gains and losses, casualty-related expenses and recoveries, severance costs and legal and other costs.

Management believes that FFO as Adjusted is useful supplemental information regarding our operating performance as it provides a consistent comparison of our operating performance across time periods and allows investors to more easily compare our operating results with other REITs. FFO as Adjusted is not intended to represent cash flow or liquidity for the period, and is only intended to provide an additional measure of our operating performance. The Company believes that net income/(loss) attributable to common stockholders is the most directly comparable GAAP financial measure to FFO as Adjusted. However, other REITs may use different methodologies for calculating FFO as Adjusted or similar FFO measures and, accordingly, our FFO as Adjusted may not always be comparable to FFO as Adjusted or similar FFO measures calculated by other REITs. FFO as Adjusted should not be considered as an alternative to net income (determined in accordance with GAAP) as an indication of financial performance, or as an alternative to cash flows from operating activities (determined in accordance with GAAP) as a measure of our liquidity. A reconciliation from net income attributable to common stockholders to FFO as Adjusted is provided on Attachment 2.

Funds from Operations ("FFO") attributable to common stockholders and unitholders: The Company defines FFO attributable to common stockholders and unitholders as net income/(loss) attributable to common stockholders (computed in accordance with GAAP), excluding impairment write-downs of depreciable real estate related to the main business of the Company or of investments in non-consolidated investees that are directly attributable to decreases in the fair value of depreciable real estate held by the investee, gains and losses from sales of depreciable real estate related to the main business of the Company and income taxes directly associated with those gains and losses, plus real estate depreciation and amortization, and after adjustments for noncontrolling interests, and the Company's share of unconsolidated partnerships and joint ventures. This definition conforms with the National Association of Real Estate Investment Trust's definition issued in April 2002 and restated in November 2018. In the computation of diluted FFO, if OP Units, DownREIT Units, unvested restricted stock, unvested LTIP Units, stock options, and the shares of Series E Cumulative Convertible Preferred Stock are dilutive, they are included in the diluted share count.

Management considers FFO a useful metric for investors as the Company uses FFO in evaluating property acquisitions and its operating performance and believes that FFO should be considered along with, but not as an alternative to, net income and cash flow as a measure of the Company's activities in accordance with GAAP. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of funds available to fund our cash needs. A reconciliation from net income/(loss) attributable to common stockholders to FFO is provided on Attachment 2.

Held For Disposition Communities: The Company defines Held for Disposition Communities as those communities that were held for sale as of the end of the most recent quarter.

Joint Venture Reconciliation at UDR's weighted average ownership interest:

In thousands

	1Q 2021
Income/(loss) from unconsolidated entities	\$ 4,922
Management fee	470
Financing fee	287
Interest expense	4,431
Debt extinguishment and other associated costs	1,395
Depreciation	8,205
General and administrative	64
Developer Capital Program (excludes Alameda Point Block 11 and Brio)	(7,027)
Other (income)/expense	137
Realized/unrealized (gain)/loss on unconsolidated real estate technology investments	(1,950)
NOI related to sold properties	(87)
(Gain)/loss on sales	(2,460)
Total Joint Venture NOI at UDR's Ownership Interest	\$ 8,387

Leasing Traffic: The Company defines Leasing Traffic as average daily leads to lease a home for the period indicated.

Net Operating Income ("NOI"): The Company defines NOI as rental income less direct property rental expenses. Rental income represents gross market rent and other revenues less adjustments for concessions, vacancy loss and bad debt. Rental expenses include real estate taxes, insurance, personnel, utilities, repairs and maintenance, administrative and marketing. Excluded from NOI is property management expense, which is calculated as 3.0% of property revenue, and land rent. Property management expense covers costs directly related to consolidated property operations, inclusive of corporate management, regional supervision, accounting and other costs.

Management considers NOI a useful metric for investors as it is a more meaningful representation of a community's continuing operating performance than net income as it is prior to corporate-level expense allocations, general and administrative costs, capital structure and depreciation and amortization and is a widely used input, along with capitalization rates, in the determination of real estate valuations. A reconciliation from net income/(loss) attributable to UDR, Inc. to NOI is provided below.

In thousands

	1Q 2021	4Q 2020	3Q 2020	2Q 2020	1Q 2020
Net income/(loss) attributable to UDR, Inc.	\$ 3,104	\$ 26,532	\$ (25,258)	\$ 57,771	\$ 5,221
Property management	8,995	8,659	8,879	8,797	9,203
Other operating expenses	4,435	6,153	5,543	6,100	4,966
Real estate depreciation and amortization	144,088	146,135	151,949	155,056	155,476
Interest expense	78,156	62,524	62,268	38,597	39,317
Casualty-related charges/(recoveries), net	5,577	778	-	102	1,251
General and administrative	12,736	11,978	11,958	10,971	14,978
Tax provision/(benefit), net	619	668	187	1,526	164
(Income)/loss from unconsolidated entities	(4,922)	(4,516)	(2,940)	(8,021)	(3,367)
Interest income and other (income)/expense, net	(2,057)	1,030	(2,183)	(2,421)	(2,700)
Joint venture management and other fees	(1,615)	(1,208)	(1,199)	(1,274)	(1,388)
Other depreciation and amortization	2,601	2,074	3,887	2,027	2,025
(Gain)/loss on sale of real estate owned	(50,829)	(57,974)	-	(61,303)	-
Net income/(loss) attributable to noncontrolling interests	170	2,019	(1,959)	4,325	319
Total consolidated NOI	\$ 201,058	\$ 204,852	\$ 211,132	\$ 212,253	\$ 225,465



Attachment 16(C)

UDR, Inc. Definitions and Reconciliations March 31, 2021 (Unaudited)

NOI Enhancing Capital Expenditures ("Cap Ex"): The Company defines NOI Enhancing Capital Expenditures as expenditures that result in increased income generation or decreased expense growth over time.

Management considers NOI Enhancing Capital Expenditures a useful metric for investors as it quantifies the amount of capital expenditures that are expected to grow, not just maintain, revenues or to decrease expenses.

Non-Mature Communities: The Company defines Non-Mature Communities as those communities that have not met the criteria to be included in same-store communities.

Non-Residential / Other: The Company defines Non-Residential / Other as non-apartment components of mixed-use properties, land held, properties being prepared for redevelopment and properties where a material change in home count has occurred.

Other Markets: The Company defines Other Markets as the accumulation of individual markets where it operates less than 1,000 Same-Store homes. Management considers Other Markets a useful metric as the operating results for the individual markets are not representative of the fundamentals for those markets as a whole.

Physical Occupancy: The Company defines Physical Occupancy as the number of occupied homes divided by the total homes available at a community.

QTD Same-Store Communities: The Company defines QTD Same-Store Communities as those communities Stabilized for five full consecutive quarters. These communities were owned and had stabilized operating expenses as of the beginning of the quarter in the prior year, were not in process of any substantial redevelopment activities, and were not held for disposition.

Recurring Capital Expenditures: The Company defines Recurring Capital Expenditures as expenditures that are necessary to help preserve the value of and maintain functionality at its communities.

Redevelopment Communities: The Company generally defines Redevelopment Communities as those communities where substantial redevelopment is in progress that is expected to have a material impact on the community's operations, including occupancy levels and future rental rates.

Redevelopment Projected Weighted Average Return on Incremental Capital Invested: The projected weighted average return on incremental capital invested for redevelopment projects is NOI as set forth in the definition of Stabilization Period for Redevelopment Yield, less Recurring Capital Expenditures, minus the project's annualized NOI prior to commencing the redevelopment, less Recurring Capital Expenditures, divided by the total cost of the project.

Same-Store Revenue with Concessions on a Cash Basis: Same-Store Revenue with Concessions on a Cash Basis is considered by the Company to be a supplemental measure to rental income on a straight-line basis which allows investors to evaluate the impact of both current and historical concessions and to more readily enable comparisons to revenue as reported by its peer REITs. In addition, Same-Store Revenue with Concessions on a Cash Basis allows an investor to understand the historical trends in cash concessions.

A reconciliation between Same-Store Revenue with Concessions on a Cash Basis to Same-Store Revenue on a straight-line basis (inclusive of the impact to Same-Store NOI) is provided below:

	1Q 21	1Q 20	1Q 21	4Q 20
Revenue (Cash basis)	\$ 277,820	\$ 296,882	\$ 277,820	\$ 276,996
Concessions granted/(amortized), net	(1,407)	(568)	(1,407)	4,196
Revenue (Straight-line basis)	\$ 276,413	\$ 296,314	\$ 276,413	\$ 281,192
 % change - Same-Store Revenue with Concessions on a Cash basis:	 -6.4%		 0.3%	
 % change - Same-Store Revenue on a Straight-line basis:	 -6.7%		 -1.7%	
 % change - Same-Store NOI with Same-Store Revenue with Concessions on a Cash basis:	 -10.4%		 -0.2%	
 % change - Same-Store NOI with Same-Store Revenue on a Straight-line basis:	 -10.8%		 -3.1%	

Sold Communities: The Company defines Sold Communities as those communities that were disposed of prior to the end of the most recent quarter.

Stabilization/Stabilized: The Company defines Stabilization/Stabilized as when a community's occupancy reaches 90% or above for at least three consecutive months.

Stabilized, Non-Mature Communities: The Company defines Stabilized, Non-Mature Communities as those communities that have reached Stabilization but are not yet in the same-store portfolio.

Stabilization Period for Development Yield: The Company defines the Stabilization Period for Development Yield as the forward twelve month NOI, excluding any remaining lease-up concessions outstanding, commencing one year following the delivery of the final home of the project.

Stabilization Period for Redevelopment Yield: The Company defines the stabilization period for a redevelopment property yield for purposes of computing the Redevelopment Projected Weighted Average Return on Incremental Capital Invested, as the forward twelve month NOI, excluding any remaining lease-up concessions outstanding, commencing one year following the delivery of the final home of a project.

Stabilized Yield on Developments: The Company calculates expected stabilized yields on development as follows: projected stabilized NOI less management fees divided by budgeted construction costs on a project-specific basis. Projected stabilized NOI for development projects, calculated in accordance with the NOI reconciliation provided on Attachment 16(B), is set forth in the definition of Stabilization Period for Development Yield. Given the differing completion dates and years for which NOI is being projected for these communities as well as the complexities associated with estimating other expenses upon completion such as corporate overhead allocation, general and administrative costs and capital structure, a reconciliation to GAAP measures is not meaningful. Projected NOI for these projects is neither provided, nor is representative of Management's expectations for the Company's overall financial performance or cash flow growth and there can be no assurances that forecast NOI growth implied in the estimated construction yield of any project will be achieved.

Management considers estimated Stabilized Yield on Developments as a useful metric for investors as it helps provide context to the expected effects that development projects will have on the Company's future performance once stabilized.



Attachment 16(D)

UDR, Inc. Definitions and Reconciliations March 31, 2021 (Unaudited)

Total Revenue per Occupied Home: The Company defines Total Revenue per Occupied Home as rental and other revenues, calculated in accordance with GAAP, divided by the product of occupancy and the number of apartment homes.

Management considers Total Revenue per Occupied Home a useful metric for investors as it serves as a proxy for portfolio quality, both geographic and physical.

TRS: The Company's taxable REIT subsidiary ("TRS") focuses on making investments and providing services that are otherwise not allowed to be made or provided by a REIT.

Visits: The Company defines Visits as the summation of tours taken by current and prospective residents, whether in-person (where allowed) or by virtual means, for the period indicated.

YTD Same-Store Communities: The Company defines YTD Same-Store Communities as those communities Stabilized for two full consecutive calendar years. These communities were owned and had stabilized operating expenses as of the beginning of the prior year, were not in process of any substantial redevelopment activities, and were not held for disposition.

Conference Call and Webcast Information

UDR will host a webcast and conference call at 1:00 p.m. Eastern Time on April 28, 2021 to discuss first quarter results as well as high-level views for 2021.

The webcast will be available on UDR's website at ir.udr.com. To listen to a live broadcast, access the site at least 15 minutes prior to the scheduled start time in order to register, download and install any necessary audio software.

To participate in the teleconference dial 877-705-6003 for domestic and 201-493-6725 for international. A passcode is not necessary.

This quarter, given the combination of a high volume of conference calls occurring during this time of year generally and the impact that the COVID-19 pandemic has had on staffing and capacity at our conference call provider, we anticipate potential delays if you dial in to be connected to the live call. As a result, we encourage stockholders and interested parties to join us for the Company's earnings results discussion via the webcast link. If you choose to dial in to the live call, please allow extra time to be connected to the call.

A replay of the conference call will be available through May 28, 2021, by dialing 844-512-2921 for domestic and 412-317-6671 for international and entering the confirmation number, 13718415, when prompted for the passcode. A replay of the call will also be available for 30 days on UDR's website at ir.udr.com.

Full Text of the Earnings Report and Supplemental Data

The full text of the earnings report and related quarterly Supplemental Financial Information will be available on the Company's website at ir.udr.com.

Forward-Looking Statements

Certain statements made in this press release may constitute "forward-looking statements." Words such as "expects," "intends," "believes," "anticipates," "plans," "likely," "will," "seeks," "estimates" and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements, by their nature, involve estimates, projections, goals, forecasts and assumptions and are subject to risks and uncertainties that could cause actual results or outcomes to differ materially from those expressed in a forward-looking statement, due to a number of factors, which include, but are not limited to, the impact of the COVID-19 pandemic and measures intended to prevent its spread or address its effects, unfavorable changes in the apartment market, changing economic conditions, the impact of inflation/deflation on rental rates and property operating expenses, expectations concerning availability of capital and the stabilization of the capital markets, the impact of competition and competitive pricing, acquisitions, developments and redevelopments not achieving anticipated results, delays in completing developments, redevelopments and lease-ups on schedule, expectations on job growth, home affordability and demand/supply ratio for multifamily housing, expectations concerning development and redevelopment activities, expectations on occupancy levels and rental rates, expectations concerning the joint ventures with third parties, expectations that technology will help grow net operating income, expectations on annualized net operating income and other risk factors discussed in documents filed by the Company with the SEC from time to time, including the Company's Annual Report on Form 10-K and the Company's Quarterly Reports on Form 10-Q. Actual results may differ materially from those described in the forward-looking statements. These forward-looking statements and such risks, uncertainties and other factors speak only as of the date of this press release, and the Company expressly disclaims any obligation or undertaking to update or revise any forward-looking statement contained herein, to reflect any change in the Company's expectations with regard thereto, or any other change in events, conditions or circumstances on which any such statement is based, except to the extent otherwise required under the U.S. securities laws.

About UDR, Inc.

[UDR, Inc.](http://UDR.Inc) (NYSE: UDR), an S&P 500 company, is a leading multifamily real estate investment trust with a demonstrated performance history of delivering superior and dependable returns by successfully managing, buying, selling, developing and redeveloping attractive real estate communities in targeted U.S. markets. As of March 31, 2021, UDR owned or had an ownership position in 52,617 apartment homes including 1,417 homes under development. For over 48 years, UDR has delivered long-term value to shareholders, the best standard of service to Residents and the highest quality experience for Associates.



Attachment 1

UDR, Inc. Consolidated Statements of Operations (Unaudited) ⁽¹⁾

In thousands, except per share amounts	Three Months Ended March 31,	
	2021	2020
REVENUES:		
Rental income ⁽²⁾	\$ 299,826	\$ 320,093
Joint venture management and other fees	1,615	1,388
Total revenues	301,441	321,481
OPERATING EXPENSES:		
Property operating and maintenance	51,381	49,483
Real estate taxes and insurance	47,387	45,145
Property management	8,995	9,203
Other operating expenses	4,435	4,966
Real estate depreciation and amortization	144,088	155,476
General and administrative	12,736	14,978
Casualty-related charges/(recoveries), net ⁽³⁾	5,577	1,251
Other depreciation and amortization	2,601	2,025
Total operating expenses	277,200	282,527
Gain/(loss) on sale of real estate owned	50,829	-
Operating income	75,070	38,954
Income/(loss) from unconsolidated entities ⁽²⁾	4,922	3,367
Interest expense	(36,206)	(39,317)
Debt extinguishment and other associated costs	(41,950)	-
Total interest expense	(78,156)	(39,317)
Interest income and other income/(expense), net	2,057	2,700
Income/(loss) before income taxes	3,893	5,704
Tax (provision)/benefit, net	(619)	(164)
Net income/(loss)	3,274	5,540
Net (income)/loss attributable to redeemable noncontrolling interests in the OP and DownREIT Partnership	(154)	(313)
Net (income)/loss attributable to noncontrolling interests	(16)	(6)
Net income/(loss) attributable to UDR, Inc.	3,104	5,221
Distributions to preferred stockholders - Series E (Convertible)	(1,056)	(1,066)
Net income/(loss) attributable to common stockholders	\$ 2,048	\$ 4,155
Income/(loss) per weighted average common share - basic:	\$0.01	\$0.01
Income/(loss) per weighted average common share - diluted:	\$0.01	\$0.01
Common distributions declared per share	\$0.3625	\$0.3600
Weighted average number of common shares outstanding - basic	296,537	294,457
Weighted average number of common shares outstanding - diluted	297,026	295,160

(1) See Attachment 16 for definitions and other terms.

(2) During the three months ended March 31, 2021, UDR collected 95.2% of billed residential revenue and 84.4% of billed retail revenue. Of the 4.8% and 15.6% not collected, UDR reserved (reflected as a reduction to revenues) approximately 1.5% or \$4.7 million for residential, including \$0.3 million for UDR's share from unconsolidated joint ventures, and 10.1% or \$0.8 million, including straight-line rent receivables and \$0.1 million for UDR's share from unconsolidated joint ventures, for retail. The reserves are based on probability of collection.

(3) During the three months ended March 31, 2021, various UDR communities in Texas and Washington incurred property damage in connection with Winter Storm Uri.



Attachment 2

UDR, Inc. Funds From Operations (Unaudited) ⁽¹⁾

In thousands, except per share and unit amounts	Three Months Ended March 31,	
	2021	2020
Net income/(loss) attributable to common stockholders	\$ 2,048	\$ 4,155
Real estate depreciation and amortization	144,088	155,476
Noncontrolling interests	170	319
Real estate depreciation and amortization on unconsolidated joint ventures	8,205	8,816
Net gain on the sale of unconsolidated depreciable property	(2,460)	-
Net gain on the sale of depreciable real estate owned, net of tax	(50,778)	-
Funds from operations ("FFO") attributable to common stockholders and unitholders, basic	\$ 101,273	\$ 168,766
Distributions to preferred stockholders - Series E (Convertible) ⁽²⁾	1,056	1,066
FFO attributable to common stockholders and unitholders, diluted	\$ 102,329	\$ 169,832
FFO per weighted average common share and unit, basic	\$ 0.32	\$ 0.53
FFO per weighted average common share and unit, diluted	\$ 0.32	\$ 0.53
Weighted average number of common shares and OP/DownREIT Units outstanding, basic	318,935	316,685
Weighted average number of common shares, OP/DownREIT Units, and common stock equivalents outstanding, diluted	322,342	320,399
Impact of adjustments to FFO:		
Debt extinguishment and other associated costs	\$ 41,950	\$ -
Debt extinguishment and other associated costs on unconsolidated joint ventures	1,682	-
Legal and other costs	629	758
Realized/unrealized (gain)/loss on unconsolidated real estate technology investments, net of tax	(1,428)	32
Severance costs and other restructuring expense	468	1,642
Casualty-related charges/(recoveries), net	5,577	1,399
Casualty-related charges/(recoveries) on unconsolidated joint ventures, net	-	31
	\$ 48,878	\$ 3,862
FFO as Adjusted attributable to common stockholders and unitholders, diluted	\$ 151,207	\$ 173,694
FFO as Adjusted per weighted average common share and unit, diluted	\$ 0.47	\$ 0.54
Recurring capital expenditures	(9,754)	(9,209)
AFFO attributable to common stockholders and unitholders, diluted	\$ 141,453	\$ 164,485
AFFO per weighted average common share and unit, diluted	\$ 0.44	\$ 0.51

(1) See Attachment 16 for definitions and other terms.

(2) Series E cumulative convertible preferred shares are dilutive for purposes of calculating FFO per share for the three months ended March 31, 2021 and March 31, 2020. Consequently, distributions to Series E cumulative convertible preferred stockholders are added to FFO and the weighted average number of Series E cumulative convertible preferred shares are included in the denominator when calculating FFO per common share and unit, diluted.



Attachment 3

UDR, Inc. Consolidated Balance Sheets (Unaudited) ⁽¹⁾

In thousands, except share and per share amounts	March 31, 2021	December 31, 2020
ASSETS		
Real estate owned:		
Real estate held for investment	\$ 12,852,700	\$ 12,706,940
Less: accumulated depreciation	(4,729,702)	(4,590,577)
Real estate held for investment, net	8,122,998	8,116,363
Real estate under development		
(net of accumulated depreciation of \$319 and \$1,010)	242,881	246,867
Real estate held for disposition		
(net of accumulated depreciation of \$0 and \$13,779)	-	102,876
Total real estate owned, net of accumulated depreciation	8,365,879	8,466,106
Cash and cash equivalents	1,172	1,409
Restricted cash	33,428	22,762
Notes receivable, net	155,206	157,992
Investment in and advances to unconsolidated joint ventures, net	620,111	600,233
Operating lease right-of-use assets	200,064	200,913
Other assets	190,696	188,118
Total assets	\$ 9,566,556	\$ 9,637,533
LIABILITIES AND EQUITY		
Liabilities:		
Secured debt	\$ 919,177	\$ 862,147
Unsecured debt	4,121,998	4,114,401
Operating lease liabilities	194,829	195,592
Real estate taxes payable	32,437	29,946
Accrued interest payable	23,149	44,760
Security deposits and prepaid rent	47,968	49,008
Distributions payable	116,693	115,795
Accounts payable, accrued expenses, and other liabilities	104,218	110,999
Total liabilities	5,560,469	5,522,648
Redeemable noncontrolling interests in the OP and DownREIT Partnership	989,686	856,294
Equity:		
Preferred stock, no par value; 50,000,000 shares authorized		
2,695,363 shares of 8.00% Series E Cumulative Convertible issued		
and outstanding (2,695,363 shares at December 31, 2020)	44,764	44,764
14,374,488 shares of Series F outstanding (14,440,519 shares		
at December 31, 2020)	1	1
Common stock, \$0.01 par value; 350,000,000 shares authorized		
296,822,363 shares issued and outstanding (296,611,579 shares at December 31, 2020)	2,968	2,966
Additional paid-in capital	5,885,682	5,881,383
Distributions in excess of net income	(2,923,073)	(2,685,770)
Accumulated other comprehensive income/(loss), net	(8,614)	(9,144)
Total stockholders' equity	3,001,728	3,234,200
Noncontrolling interests	14,673	24,391
Total equity	3,016,401	3,258,591
Total liabilities and equity	\$ 9,566,556	\$ 9,637,533

(1) See Attachment 16 for definitions and other terms.



Attachment 4(C)

UDR, Inc.

Selected Financial Information

(Dollars in Thousands)

(Unaudited) ⁽¹⁾

	Quarter Ended March 31, 2021
Coverage Ratios	
Net income/(loss)	\$ 3,274
Adjustments:	
Interest expense, including debt extinguishment and other associated costs	78,156
Real estate depreciation and amortization	144,088
Other depreciation and amortization	2,601
Tax provision/(benefit), net	619
Net (gain)/loss on the sale of depreciable real estate owned	(50,829)
Adjustments to reflect the Company's share of EBITDAre of unconsolidated joint ventures	11,858
EBITDAre	\$ 189,767
Casualty-related charges/(recoveries), net	5,577
Legal and other costs	629
Severance costs and other restructuring expense	468
(Income)/loss from unconsolidated entities	(4,922)
Adjustments to reflect the Company's share of EBITDAre of unconsolidated joint ventures	(11,858)
Management fee expense on unconsolidated joint ventures	(757)
Consolidated EBITDAre - adjusted for non-recurring items	\$ 178,904
Annualized consolidated EBITDAre - adjusted for non-recurring items	\$ 715,616
Interest expense, including debt extinguishment and other associated costs	78,156
Capitalized interest expense	2,122
Total interest	\$ 80,278
Debt extinguishment and other associated costs	(41,950)
Total interest - adjusted for non-recurring items	\$ 38,328
Preferred dividends	\$ 1,056
Total debt	\$ 5,041,175
Cash	(1,172)
Net debt	\$ 5,040,003
Consolidated Interest Coverage Ratio - adjusted for non-recurring items	4.7x
Consolidated Fixed Charge Coverage Ratio - adjusted for non-recurring items	4.5x
Consolidated Net Debt-to-EBITDAre - adjusted for non-recurring items	7.0x

Debt Covenant Overview

Unsecured Line of Credit Covenants ⁽²⁾	Required	Actual	Compliance
Maximum Leverage Ratio	≤60.0%	38.4% ⁽²⁾	Yes
Minimum Fixed Charge Coverage Ratio	≥1.5x	4.3x	Yes
Maximum Secured Debt Ratio	≤40.0%	10.7%	Yes
Minimum Unencumbered Pool Leverage Ratio	≥150.0%	295.7%	Yes

Senior Unsecured Note Covenants ⁽³⁾	Required	Actual	Compliance
Debt as a percentage of Total Assets	≤65.0%	35.3% ⁽³⁾	Yes
Consolidated Income Available for Debt Service to Annual Service Charge	≥1.5x	5.5x	Yes
Secured Debt as a percentage of Total Assets	≤40.0%	6.4%	Yes
Total Unencumbered Assets to Unsecured Debt	≥150.0%	296.2%	Yes

Securities Ratings	Debt	Outlook	Commercial Paper
Moody's Investors Service	Baa1	Stable	P-2
S&P Global Ratings	BBB+	Stable	A-2

Asset Summary	Number of Homes	1Q 2021 NOI ⁽¹⁾ (\$000s)	% of NOI	Gross Carrying Value (\$000s)	% of Total Gross Carrying Value
Unencumbered assets	42,165	\$ 177,898	88.5%	\$ 11,630,533	88.8%
Encumbered assets	6,198	23,160	11.5%	1,465,367	11.2%
	48,363	\$ 201,058	100.0%	\$ 13,095,900	100.0%

(1) See Attachment 16 for definitions and other terms.

(2) As defined in our credit agreement dated September 27, 2018.

(3) As defined in our indenture dated November 1, 1995 as amended, supplemented or modified from time to time.



Attachment 16(E)

UDR, Inc. Definitions and Reconciliations March 31, 2021 (Unaudited)

All guidance is based on current expectations of future economic conditions and the judgment of the Company's management team. The following reconciles from GAAP Net income/(loss) per share for full-year 2021 and second quarter of 2021 to forecasted FFO, FFO as Adjusted and AFFO per share and unit:

	Full-Year 2021	
	Low	High
Forecasted net income per diluted share	\$ 0.04	\$ 0.13
Conversion from GAAP share count	(0.02)	(0.02)
Net gain on the sale of depreciable real estate owned	(0.16)	(0.16)
Depreciation	1.88	1.88
Noncontrolling interests	0.01	0.01
Preferred dividends	0.01	0.01
Forecasted FFO per diluted share and unit	\$ 1.76	\$ 1.85
Legal and other costs	-	-
Debt extinguishment and other associated costs	0.14	0.14
Casualty-related charges/(recoveries)	0.02	0.02
Realized/unrealized gain on unconsolidated real estate technology investments, net of tax	(0.01)	(0.01)
Forecasted FFO as Adjusted per diluted share and unit	\$ 1.91	\$ 2.00
Recurring capital expenditures	(0.18)	(0.18)
Forecasted AFFO per diluted share and unit	\$ 1.73	\$ 1.82

	2Q 2021	
	Low	High
Forecasted net income per diluted share	\$ 0.01	\$ 0.03
Conversion from GAAP share count	(0.01)	(0.01)
Depreciation	0.47	0.47
Noncontrolling interests	-	-
Preferred dividends	-	-
Forecasted FFO per diluted share and unit	\$ 0.47	\$ 0.49
Legal and other costs	-	-
Debt extinguishment and other associated costs	-	-
Casualty-related charges/(recoveries)	-	-
Realized/unrealized gain on unconsolidated real estate technology investments, net of tax	-	-
Forecasted FFO as Adjusted per diluted share and unit	\$ 0.47	\$ 0.49
Recurring capital expenditures	(0.05)	(0.05)
Forecasted AFFO per diluted share and unit	\$ 0.42	\$ 0.44