

AMERICAN CAMPUS COMMUNITIES INC  
Form 10-Q  
November 06, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015.

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

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

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

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

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

Maryland (American Campus Communities, Inc.)  
Maryland (American Campus Communities Operating  
Partnership, L.P.)  
(State or Other Jurisdiction of  
Incorporation or Organization)

76-0753089 (American Campus Communities, Inc.)  
56-2473181 (American Campus Communities Operating  
Partnership, L.P.)  
(IRS Employer Identification No.)

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

78738  
(Zip Code)

(512) 732-1000  
Registrant's telephone number, including area code

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

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

American Campus Communities, Inc. Yes  No   
American Campus Communities Operating Partnership, L.P. 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” in Rule 12b-2 of the Exchange Act.

American Campus Communities,  
Inc.

Large accelerated filer x

Accelerated Filer o

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

American Campus Communities Operating Partnership, L.P.

Large accelerated filer

Accelerated Filer

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

Smaller reporting company

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

American Campus Communities, Inc.

Yes  No

American Campus Communities Operating Partnership, L.P.

Yes  No

There were 112,329,389 shares of the American Campus Communities, Inc.'s common stock with a par value of \$0.01 per share outstanding as of the close of business on November 2, 2015.

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## EXPLANATORY NOTE

This report combines the reports on Form 10-Q for the quarterly period ended September 30, 2015 of American Campus Communities, Inc. and American Campus Communities Operating Partnership, L.P. Unless stated otherwise or the context otherwise requires, references to “ACC” mean American Campus Communities, Inc., a Maryland real estate investment trust (“REIT”), and references to “ACCOP” mean American Campus Communities Operating Partnership, L.P., a Maryland limited partnership. References to the “Company,” “we,” “us” or “our” mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. The following chart illustrates the Company’s and the Operating Partnership’s corporate structure:

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of September 30, 2015, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of September 30, 2015, ACC owned an approximate 98.6% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates the Company and the Operating Partnership as one business. The management of ACC consists of the same members as the management of ACCOP. The Company is structured as an umbrella partnership REIT (“UPREIT”) and ACC contributes all net proceeds from its various equity offerings to the Operating Partnership. In return for those contributions, ACC receives a number of units of the Operating Partnership (“OP Units,” see definition below) equal to the number of common shares it has issued in the equity offering. Contributions of properties to the Company can be structured as tax-deferred transactions through the issuance of OP Units in the Operating Partnership. Based on the terms of ACCOP’s partnership agreement, OP Units can be exchanged for ACC’s common shares on a one-for-one basis. The Company maintains a one-for-one relationship between the OP Units of the Operating Partnership issued to ACC and ACC Holdings and the common shares issued to the public. The Company believes that combining the reports on Form 10-Q of ACC and ACCOP into this single report provides the following benefits:

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

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

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

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

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FORM 10-Q  
 FOR THE QUARTER ENDED SEPTEMBER 30, 2015  
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AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(in thousands, except share data)

	September 30, 2015 (Unaudited)	December 31, 2014
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,537,735	\$5,308,707
Wholly-owned properties held for sale	—	131,014
On-campus participating properties, net	91,351	94,128
Investments in real estate, net	5,629,086	5,533,849
Cash and cash equivalents	45,230	25,062
Restricted cash	36,380	31,937
Student contracts receivable, net	24,129	10,145
Other assets	291,277	233,755
Total assets	\$6,026,102	\$5,834,748
Liabilities and equity		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,123,651	\$1,331,914
Unsecured notes	1,197,678	798,305
Unsecured term loans	600,000	600,000
Unsecured revolving credit facility	—	242,500
Accounts payable and accrued expenses	81,020	70,629
Other liabilities	167,357	121,645
Total liabilities	3,169,706	3,164,993
Commitments and contingencies (Note 14)		
Redeemable noncontrolling interests	59,969	54,472
Equity:		
American Campus Communities, Inc. and Subsidiaries stockholders' equity:		
Common stock, \$0.01 par value, \$800,000,000 shares authorized, 112,329,389 and 107,175,236 shares issued and outstanding at September 30, 2015 and December 31, 2014, respectively	1,123	1,072
Additional paid in capital	3,326,515	3,102,540
Accumulated earnings and dividends	(533,708	) (487,986
Accumulated other comprehensive loss	(8,207	) (6,072
Total American Campus Communities, Inc. and Subsidiaries stockholders' equity	2,785,723	2,609,554
Noncontrolling interests - partially owned properties	10,704	5,729
Total equity	2,796,427	2,615,283



Total liabilities and equity	\$6,026,102	\$5,834,748
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See accompanying notes to consolidated financial statements.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Wholly-owned properties	\$ 170,275	\$ 171,816	\$ 517,641	\$ 506,822
On-campus participating properties	6,565	5,786	21,469	18,709
Third-party development services	937	1,856	3,178	3,624
Third-party management services	2,261	1,769	6,586	5,751
Resident services	778	709	2,309	2,190
Total revenues	180,816	181,936	551,183	537,096
Operating expenses				
Wholly-owned properties	96,411	98,232	252,672	250,074
On-campus participating properties	3,557	3,003	9,167	8,265
Third-party development and management services	3,555	2,988	10,554	8,589
General and administrative	5,086	4,700	15,667	13,957
Depreciation and amortization	51,874	49,576	154,103	146,201
Ground/facility leases	1,782	2,206	5,841	5,351
Provision for real estate impairment	—	2,377	—	2,377
Total operating expenses	162,265	163,082	448,004	434,814
Operating income	18,551	18,854	103,179	102,282
Nonoperating income and (expenses)				
Interest income	1,099	1,055	3,296	3,123
Interest expense	(21,053)	) (23,794)	) (63,627)	) (65,873)
Amortization of deferred financing costs	(1,315)	) (1,543)	) (4,032)	) (4,503)
Gain (loss) from disposition of real estate	4,657	(67)	) 52,699	(67)
Loss from early extinguishment of debt	—	—	(1,770)	) —
Other nonoperating income	388	—	388	—
Total nonoperating expenses	(16,224)	) (24,349)	) (13,046)	) (67,320)
Income (loss) before income taxes and discontinued operations	2,327	(5,495)	) 90,133	34,962
Income tax provision	(311)	) (290)	) (932)	) (869)
Income (loss) from continuing operations	2,016	(5,785)	) 89,201	34,093
Discontinued operations:				
Loss attributable to discontinued operations	—	—	—	(123)
Gain from disposition of real estate	—	—	—	2,843
Total discontinued operations	—	—	—	2,720
Net income (loss)	2,016	(5,785)	) 89,201	36,813
Net (income) loss attributable to noncontrolling interests				
Redeemable noncontrolling interests	(69)	) 19	(1,062)	) (567)
Partially owned properties	(92)	) (81)	) (507)	) (257)
Net income attributable to noncontrolling interests	(161)	) (62)	) (1,569)	) (824)

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Net income (loss) attributable to ACC, Inc. and Subsidiaries common stockholders	\$1,855	\$(5,847	) \$87,632	\$35,989
Other comprehensive (loss) income				
Change in fair value of interest rate swaps	(1,420	) 2,073	(2,443	) (3,797
Comprehensive income (loss)	\$435	\$(3,774	) \$85,189	\$32,192
Income (loss) per share attributable to ACC, Inc. and Subsidiaries common stockholders - basic				
Income (loss) from continuing operations per share	\$0.01	\$(0.06	) \$0.78	\$0.31
Net income (loss) per share	\$0.01	\$(0.06	) \$0.78	\$0.34
Income (loss) per share attributable to ACC, Inc. and Subsidiaries common stockholders - diluted				
Income (loss) from continuing operations per share	\$0.01	\$(0.06	) \$0.77	\$0.31
Net income (loss) per share	\$0.01	\$(0.06	) \$0.77	\$0.33
Weighted-average common shares outstanding				
Basic	112,323,520	104,968,616	111,867,257	104,903,344
Diluted	112,980,208	104,968,616	113,911,864	105,605,755
Distributions declared per common share	\$0.40	\$0.38	\$1.18	\$1.12

See accompanying notes to consolidated financial statements.

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

	Common Shares	Par Value of Common Shares	Additional Paid in Capital	Accumulated Earnings and Dividends	Accumulated Other Comprehensive Loss	Noncontrolling Interests – Partially Owned Properties	Total
Equity, December 31, 2014	107,175,236	\$ 1,072	\$ 3,102,540	\$ (487,986 )	\$ (6,072 )	\$ 5,729	\$ 2,615,283
Adjustments to reflect redeemable noncontrolling interests at fair value	—	—	5,352	—	—	—	5,352
Amortization of restricted stock awards	—	—	5,680	—	—	—	5,680
Vesting of restricted stock awards and restricted stock units	132,657	1	(2,146 )	—	—	—	(2,145 )
Distributions to common and restricted stockholders	—	—	—	(133,354 )	—	—	(133,354 )
Distributions to noncontrolling interests - partially owned properties	—	—	—	—	—	(618 )	(618 )
Increase in ownership of consolidated subsidiary	—	—	(208 )	—	—	(1,500 )	(1,708 )
Conversion of operating partnership units to common stock	87,831	1	2,663	—	—	—	2,664
Net proceeds from sale of common stock	4,933,665	49	212,634	—	—	—	212,683
Change in fair value of interest rate swaps	—	—	—	—	(2,443 )	—	(2,443 )
Amortization of interest rate swap terminations	—	—	—	—	308	—	308
Contributions by noncontrolling partners	—	—	—	—	—	6,586	6,586
Net income	—	—	—	87,632	—	507	88,139
Equity, September 30, 2015	112,329,389	\$ 1,123	\$ 3,326,515	\$ (533,708 )	\$ (8,207 )	\$ 10,704	\$ 2,796,427

See accompanying notes to consolidated financial statements.

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

	Nine Months Ended September	
	30,	2014
	2015	2014
Operating activities		
Net income	\$89,201	\$36,813
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains from disposition of real estate	(52,699)	) (2,776 )
Gain from insurance settlement	(388)	) — )
Loss from early extinguishment of debt	1,770	—
Impairment of real estate	—	2,377
Depreciation and amortization	154,103	146,248
Amortization of deferred financing costs and debt premiums/discounts	(4,726)	) (5,067 )
Share-based compensation	6,335	5,513
Income tax provision	932	869
Amortization of interest rate swap terminations	308	118
Changes in operating assets and liabilities:		
Restricted cash	(2,286)	) (4 )
Student contracts receivable, net	(15,051)	) (5,474 )
Other assets	(16,852)	) (11,255 )
Accounts payable and accrued expenses	(12,042)	) 4,621
Other liabilities	27,454	29,063
Net cash provided by operating activities	176,059	201,046
Investing activities		
Proceeds from disposition of properties	427,055	7,312
Proceeds from disposition of land	150	1,681
Cash paid for property acquisitions	(298,202)	) (9,120 )
Cash paid for land acquisitions	(41,855)	) (3,513 )
Capital expenditures for wholly-owned properties	(70,022)	) (63,182 )
Investments in wholly-owned properties under development	(140,725)	) (194,961 )
Capital expenditures for on-campus participating properties	(2,389)	) (1,727 )
Investment in on-campus participating property under development	—	) (25,007 )
Proceeds from loans receivable	—	2,984
Change in escrow deposits for investment transactions	87	1,157
Change in restricted cash related to capital reserves	3,156	2,183
Proceeds from insurance settlement	388	—
Increase in ownership of consolidated subsidiary	(1,708)	) — )
Purchase of corporate furniture, fixtures and equipment	(6,579)	) (3,278 )
Net cash used in investing activities	(130,644)	) (285,471 )
Financing activities		
Proceeds from unsecured notes	399,244	399,444
Proceeds from sale of common stock	216,666	5,984
Offering costs	(3,250)	) (107 )
Pay-off of mortgage and construction loans	(244,771)	) (125,191 )
Loss from early extinguishment of debt	(1,770)	) —

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Proceeds from revolving credit facilities	626,300	426,900	
Pay downs of revolving credit facilities	(868,800)	(526,850)	)
Proceeds from construction loans	258	26,261	
Scheduled principal payments on debt	(10,717)	(12,118)	)
Debt issuance and assumption costs	(2,725)	(5,019)	)
Termination of forward starting interest rate swaps	—	(4,122)	)
Distributions to common and restricted stockholders	(133,354)	(118,310)	)
Distributions to noncontrolling partners	(2,328)	(1,786)	)
Net cash (used in) provided by financing activities	(25,247)	) 65,086	
Net change in cash and cash equivalents	20,168	(19,339)	)
Cash and cash equivalents at beginning of period	25,062	38,751	
Cash and cash equivalents at end of period	\$45,230	\$19,412	

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

	Nine Months Ended September	
	30,	
	2015	2014
Supplemental disclosure of non-cash investing and financing activities		
Loans assumed in connection with property acquisitions	\$(69,423	) \$—
Issuance of common units in connection with property acquisitions	\$(14,182	) \$—
Change in fair value of derivative instruments, net	\$(2,443	) \$325
Supplemental disclosure of cash flow information		
Interest paid	\$74,620	\$76,764

See accompanying notes to consolidated financial statements.

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

(in thousands, except unit data)

	September 30, 2015 (Unaudited)	December 31, 2014
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,537,735	\$5,308,707
Wholly-owned properties held for sale	—	131,014
On-campus participating properties, net	91,351	94,128
Investments in real estate, net	5,629,086	5,533,849
Cash and cash equivalents	45,230	25,062
Restricted cash	36,380	31,937
Student contracts receivable, net	24,129	10,145
Other assets	291,277	233,755
Total assets	\$6,026,102	\$5,834,748
Liabilities and capital		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,123,651	\$1,331,914
Unsecured notes	1,197,678	798,305
Unsecured term loans	600,000	600,000
Unsecured revolving credit facility	—	242,500
Accounts payable and accrued expenses	81,020	70,629
Other liabilities	167,357	121,645
Total liabilities	3,169,706	3,164,993
Commitments and contingencies (Note 14)		
Redeemable limited partners	59,969	54,472
Capital:		
Partners' capital:		
General partner -12,222 OP units outstanding at both September 30, 2015 and December 31, 2014	95	100
Limited partner -112,317,167 and 107,163,014 OP units outstanding at September 30, 2015 and December 31, 2014, respectively	2,793,835	2,615,526
Accumulated other comprehensive loss	(8,207	) (6,072
Total partners' capital	2,785,723	2,609,554
Noncontrolling interests - partially owned properties	10,704	5,729
Total capital	2,796,427	2,615,283
Total liabilities and capital	\$6,026,102	\$5,834,748



See accompanying notes to consolidated financial statements.

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Revenues				
Wholly-owned properties	\$ 170,275	\$ 171,816	\$ 517,641	\$ 506,822
On-campus participating properties	6,565	5,786	21,469	18,709
Third-party development services	937	1,856	3,178	3,624
Third-party management services	2,261	1,769	6,586	5,751
Resident services	778	709	2,309	2,190
Total revenues	180,816	181,936	551,183	537,096
Operating expenses				
Wholly-owned properties	96,411	98,232	252,672	250,074
On-campus participating properties	3,557	3,003	9,167	8,265
Third-party development and management services	3,555	2,988	10,554	8,589
General and administrative	5,086	4,700	15,667	13,957
Depreciation and amortization	51,874	49,576	154,103	146,201
Ground/facility leases	1,782	2,206	5,841	5,351
Provision for real estate impairment	—	2,377	—	2,377
Total operating expenses	162,265	163,082	448,004	434,814
Operating income	18,551	18,854	103,179	102,282
Nonoperating income and (expenses)				
Interest income	1,099	1,055	3,296	3,123
Interest expense	(21,053)	) (23,794)	) (63,627)	) (65,873)
Amortization of deferred financing costs	(1,315)	) (1,543)	) (4,032)	) (4,503)
Gain (loss) from disposition of real estate	4,657	(67)	) 52,699	(67)
Loss from early extinguishment of debt	—	—	(1,770)	) —
Other nonoperating income	388	—	388	—
Total nonoperating expenses	(16,224)	) (24,349)	) (13,046)	) (67,320)
Income (loss) before income taxes and discontinued operations	2,327	(5,495)	) 90,133	34,962
Income tax provision	(311)	) (290)	) (932)	) (869)
Income (loss) from continuing operations	2,016	(5,785)	) 89,201	34,093
Discontinued operations:				
Loss attributable to discontinued operations	—	—	—	(123)
Gain from disposition of real estate	—	—	—	2,843
Total discontinued operations	—	—	—	2,720
Net income (loss)	2,016	(5,785)	) 89,201	36,813
Net income attributable to noncontrolling interests – partially owned properties	(92)	) (81)	) (507)	) (257)
Net income (loss) attributable to American Campus Communities Operating Partnership, L.P.	1,924	(5,866)	) 88,694	36,556
Series A preferred unit distributions	(44)	) (44)	) (132)	) (134)
Net income (loss) available to common unitholders	\$ 1,880	\$ (5,910)	) \$ 88,562	\$ 36,422

Other comprehensive (loss) income				
Change in fair value of interest rate swaps	(1,420	) 2,073	(2,443	) (3,797
Comprehensive income (loss)	\$460	\$(3,837	) \$86,119	\$32,625
Income (loss) per unit attributable to common unitholders – basic				
Income (loss) from continuing operations per unit	\$0.01	\$(0.06	) \$0.77	\$0.31
Net income (loss) per unit	\$0.01	\$(0.06	) \$0.77	\$0.34
Income (loss) per unit attributable to common unitholders – diluted				
Income (loss) from continuing operations per unit	\$0.01	\$(0.06	) \$0.77	\$0.31
Net income (loss) per unit	\$0.01	\$(0.06	) \$0.77	\$0.33
Weighted-average common units outstanding				
Basic	113,766,243	106,182,465	113,222,867	106,126,665
Diluted	114,422,931	106,182,465	113,911,864	106,829,076
Distributions declared per common unit	\$0.40	\$0.38	\$1.18	\$1.12

See accompanying notes to consolidated financial statements.

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

	General Partner		Limited Partner		Accumulated Other Comprehensive Loss	Noncontrolling Interests - Partially Owned Properties	Total
	Units	Amount	Units	Amount			
Capital, December 31, 2014	12,222	\$100	107,163,014	\$2,615,526	\$ (6,072 )	\$ 5,729	\$2,615,283
Adjustments to reflect redeemable limited partners' interest at fair value	—	—	—	5,352	—	—	5,352
Amortization of restricted stock awards	—	—	—	5,680	—	—	5,680
Vesting of restricted stock awards and restricted stock units	—	—	132,657	(2,145 )	—	—	(2,145 )
Distributions	—	(14 )	—	(133,340 )	—	—	(133,354 )
Distributions to noncontrolling interests - partially owned properties	—	—	—	—	—	(618 )	(618 )
Increase in ownership of consolidated subsidiary	—	—	—	(208 )	—	(1,500 )	(1,708 )
Conversion of operating partnership units to common stock	—	—	87,831	2,664	—	—	2,664
Issuance of units in exchange for contributions of equity offering proceeds	—	—	4,933,665	212,683	—	—	212,683
Change in fair value of interest rate swaps	—	—	—	—	(2,443 )	—	(2,443 )
Amortization of interest rate swap terminations	—	—	—	—	308	—	308
Contributions by noncontrolling partners	—	—	—	—	—	6,586	6,586
Net income	—	9	—	87,623	—	507	88,139
Capital, September 30, 2015	12,222	\$95	112,317,167	\$2,793,835	\$ (8,207 )	\$ 10,704	\$2,796,427

See accompanying notes to consolidated financial statements.

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

	Nine Months Ended September	
	30,	2014
	2015	2014
Operating activities		
Net income	\$89,201	\$36,813
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains from disposition of real estate	(52,699)	(2,776)
Gain from insurance settlement	(388)	—
Loss from early extinguishment of debt	1,770	—
Impairment of real estate	—	2,377
Depreciation and amortization	154,103	146,248
Amortization of deferred financing costs and debt premiums/discounts	(4,726)	(5,067)
Share-based compensation	6,335	5,513
Income tax provision	932	869
Amortization of interest rate swap terminations	308	118
Changes in operating assets and liabilities:		
Restricted cash	(2,286)	(4)
Student contracts receivable, net	(15,051)	(5,474)
Other assets	(16,852)	(11,255)
Accounts payable and accrued expenses	(12,042)	4,621
Other liabilities	27,454	29,063
Net cash provided by operating activities	176,059	201,046
Investing activities		
Proceeds from disposition of properties	427,055	7,312
Proceeds from disposition of land	150	1,681
Cash paid for property acquisitions	(298,202)	(9,120)
Cash paid for land acquisitions	(41,855)	(3,513)
Capital expenditures for wholly-owned properties	(70,022)	(63,182)
Investments in wholly-owned properties under development	(140,725)	(194,961)
Capital expenditures for on-campus participating properties	(2,389)	(1,727)
Investment in on-campus participating property under development	—	(25,007)
Proceeds from loans receivable	—	2,984
Decrease in escrow deposits for investment transactions	87	1,157
Change in restricted cash related to capital reserves	3,156	2,183
Proceeds from insurance settlement	388	—
Increase in ownership of consolidated subsidiary	(1,708)	—
Purchase of corporate furniture, fixtures and equipment	(6,579)	(3,278)
Net cash used in investing activities	(130,644)	(285,471)
Financing activities		
Proceeds from unsecured notes	399,244	399,444
Proceeds from issuance of common units in exchange for contributions, net	213,416	5,877
Offering costs	—	—
Pay-off of mortgage and construction loans	(244,771)	(125,191)
Loss from early extinguishment of debt	(1,770)	—

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Proceeds from revolving credit facilities	626,300	426,900	
Pay downs of revolving credit facilities	(868,800)	(526,850)	)
Proceeds from construction loans	258	26,261	
Scheduled principal payments on debt	(10,717)	(12,118)	)
Change in construction accounts payable	—	—	
Redemption of common units for cash	—	—	
Debt issuance and assumption costs	(2,725)	(5,019)	)
Termination of forward starting interest rate swaps	—	(4,122)	)
Taxes paid on net-share settlements	—	—	
Distributions paid on unvested restricted stock awards	(867)	(844)	)
Distributions paid to common and preferred unitholders	(134,197)	(118,971)	)
Distributions paid to noncontrolling partners - partially owned properties	(618)	(281)	)
Net cash (used in) provided by financing activities	(25,247)	65,086	)
Net change in cash and cash equivalents	20,168	(19,339)	)
Cash and cash equivalents at beginning of period	25,062	38,751	
Cash and cash equivalents at end of period	\$45,230	\$19,412	

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

	Nine Months Ended September 30,	
	2015	2014
Supplemental disclosure of non-cash investing and financing activities		
Loans assumed in connection with property acquisitions	\$(69,423	) \$—
Issuance of common units in connection with property acquisitions	\$(14,182	) \$—
Change in fair value of derivative instruments, net	\$(2,443	) \$325
Supplemental disclosure of cash flow information		
Interest paid	\$74,620	\$76,764

See accompanying notes to consolidated financial statements.

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## 1. Organization and Description of Business

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

The general partner of ACCOP is American Campus Communities Holdings, LLC (“ACC Holdings”), an entity that is wholly-owned by ACC. As of September 30, 2015, ACC Holdings held an ownership interest in ACCOP of less than 1%. The limited partners of ACCOP are ACC and other limited partners consisting of current and former members of management and nonaffiliated third parties. As of September 30, 2015, ACC owned an approximate 98.6% limited partnership interest in ACCOP. As the sole member of the general partner of ACCOP, ACC has exclusive control of ACCOP’s day-to-day management. Management operates ACC and ACCOP as one business. The management of ACC consists of the same members as the management of ACCOP. ACC consolidates ACCOP for financial reporting purposes, and ACC does not have significant assets other than its investment in ACCOP. Therefore, the assets and liabilities of ACC and ACCOP are the same on their respective financial statements. References to the “Company,” “we,” “us” or “our” mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the “Operating Partnership” mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. Unless otherwise indicated, the accompanying Notes to the Consolidated Financial Statements apply to both the Company and the Operating Partnership.

As of September 30, 2015, our property portfolio contained 158 properties with approximately 96,300 beds in approximately 31,600 units. Our property portfolio consisted of 132 owned off-campus student housing properties that are in close proximity to colleges and universities, 21 American Campus Equity (“ACE®”) properties operated under ground/facility leases with ten university systems and five on-campus participating properties operated under ground/facility leases with the related university systems. Of the 158 properties, five were under development as of September 30, 2015, and when completed will consist of a total of approximately 2,400 beds in approximately 700 units. Our communities contain modern housing units and are supported by a resident assistant system and other student-oriented programming, with many offering resort-style amenities.

Through one of ACC’s taxable REIT subsidiaries (“TRSs”), we also provide construction management and development services, primarily for student housing properties owned by colleges and universities, charitable foundations, and others. As of September 30, 2015, also through one of ACC’s TRSs, we provided third-party management and leasing services for 39 properties that represented approximately 29,500 beds in approximately 10,900 units. Third-party management and leasing services are typically provided pursuant to management contracts that have initial terms that range from one to five years. As of September 30, 2015, our total owned and third-party managed portfolio included 197 properties with approximately 125,800 beds in approximately 42,500 units.

## 2. Summary of Significant Accounting Policies



## Basis of Presentation

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

## Recent Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2015-16 ("ASU 2015-16"), "Simplifying the Accounting for Measurement-Period Adjustments." ASU 2015-16 eliminates the requirement that an acquirer in a business combination account for a measurement-period adjustment retrospectively. Instead, an acquirer will

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recognize a measurement-period adjustment during the period in which the amount of the adjustment is determined. The guidance is effective for public business entities for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. Early adoption is permitted. The Company plans to adopt ASU 2015-16 as of January 1, 2016 and does not expect it to have a material impact on its consolidated financial statements.

In April 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2015-03 ("ASU 2015-03"), "Simplifying the Presentation of Debt Issuance Costs." ASU 2015-03 requires all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the debt rather than being recorded as a deferred charge and presented as an asset. ASU 2015-03 is effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted, and retrospective application required. In August 2015, the FASB issued Accounting Standards Update 2015-15 ("ASU 2015-15"), "Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements." ASU 2015-15 clarifies the presentation of debt issuance costs related to credit facility arrangements. For public business entities, the final guidance is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The Company plans to adopt ASU 2015-03 and ASU 2015-15 as of January 1, 2016 and does not expect it to have a material impact on its consolidated financial statements.

In February 2015, the FASB issued Accounting Standards Update 2015-02 ("ASU 2015-02"), "Amendments to the Consolidation Analysis." ASU 2015-02 changes the analysis a reporting entity must perform to determine whether it should consolidate certain types of legal entities. ASU 2015-02 modifies whether limited partnerships and similar entities are variable interest entities ("VIEs") or voting interest entities and eliminates the presumption a general partner should consolidate a limited partnership. ASU 2015-02 is effective for interim and annual periods beginning after December 15, 2015, with early adoption permitted. The Company plans to adopt ASU 2015-02 as of January 1, 2016 and is currently evaluating the potential impact of the new standard on its consolidated financial statements.

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

#### Interim Financial Statements

The accompanying interim financial statements are unaudited, but have been prepared in accordance with GAAP for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all disclosures required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting solely of normal recurring matters) necessary for a fair presentation of the financial statements of the Company for these interim periods have been included. Because of the seasonal nature of the Company's operations, the results of operations and cash flows for any

interim period are not necessarily indicative of results for other interim periods or for the full year. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

#### Use of Estimates

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

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Investments in Real Estate

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

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

Project costs directly associated with the development and construction of an owned real estate project, which include interest, property taxes, and amortization of deferred finance costs, are capitalized as construction in progress. Upon completion of the project, costs are transferred into the applicable asset category and depreciation commences. Interest totaling approximately \$2.8 million and \$2.1 million was capitalized during the three months ended September 30, 2015 and 2014, respectively, and \$8.2 million and \$7.0 million was capitalized during the nine months ended September 30, 2015 and 2014, respectively.

Management assesses whether there has been an impairment in the value of the Company's investments in real estate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Impairment is recognized when estimated expected future undiscounted cash flows are less than the carrying value of the property, or when it is probable that a property will be sold prior to the end of its estimated useful life, at which time an impairment charge is recognized for any excess of the carrying value of the property over the expected net proceeds from the disposal. The estimation of expected future net cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions. If such conditions change, then an adjustment to the carrying value of the Company's long-lived assets could occur in the future period in which the conditions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is charged to earnings. The Company believes that there were no impairments of the carrying values of its investments in real estate as of September 30, 2015.

The Company allocates the purchase price of acquired properties to net tangible and identified intangible assets based on relative fair values. Fair value estimates are based on information obtained from a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, our own analysis of recently acquired and existing comparable properties in our portfolio, and other market data. Information obtained about each property as a result of due diligence, marketing and leasing activities is also considered. The value allocated to land is generally based on the actual purchase price adjusted to fair value (as necessary) if acquired separately, or market research/comparables if acquired as part of an existing operating property. The value allocated to building is based on the fair value determined on an "as-if vacant" basis, which is estimated using an income, or discounted cash flow, approach that relies upon internally determined assumptions that we believe are consistent with current market conditions for similar properties. The value allocated to furniture, fixtures, and equipment is based on an estimate of the fair value of the appliances and fixtures inside the units. We have determined these estimates to have been primarily based upon unobservable inputs and therefore are considered to be Level 3 inputs within the fair value hierarchy.

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

#### Long-Lived Assets—Held for Sale

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

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

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

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

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

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

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

Concurrent with this classification, the asset is recorded at the lower of cost or fair value less estimated selling costs, and depreciation ceases.

#### Discontinued Operations

A discontinued operation represents (i) a component of an entity or group of components that has been disposed of or is classified as held for sale in a single transaction and represents a strategic shift that has or will have a major effect on an entity's operations and financial results, or (ii) an acquired business that is classified as held for sale on the date of acquisition. A strategic shift could include a disposal of (i) a separate major line of business, (ii) a separate major geographic area of operations, (iii) a major equity method investment, or (iv) other major parts of an entity. The Company classifies disposals of real estate that do not meet the definition of a discontinued operation within income from continuing operations in the accompanying consolidated statements of comprehensive income.

#### Loans Receivable

Loans held for investment are intended to be held to maturity and, accordingly, are carried at cost, net of unamortized loan purchase discounts, and net of an allowance for loan losses when such loan is deemed to be impaired. Loan purchase discounts are amortized over the term of the loan. The Company considers a loan impaired when, based upon current information and events, it is probable that it will be unable to collect all amounts due for both principal and interest according to the contractual terms of the loan agreement. Management's estimate of the collectability of principal and interest payments under the company's loans receivable from CaPFA Capital Corp. 2000F ("CaPFA"), which mature in December 2040 and carry a balance of approximately \$56.6 million as of September 30, 2015, are highly dependent on the future operating performance of the properties securing the loans. As future economic conditions and/or market conditions at the properties change, management will continue to evaluate the collectability of such amounts. The Company believes there were no impairments of the carrying value of its loans receivable as of September 30, 2015. Loans receivable are included in other assets on the accompanying consolidated balance sheets.

#### Intangible Assets

A portion of the purchase price of acquired properties is allocated to the value of in-place leases for both student and commercial tenants, which is based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued "as-if" vacant. As lease terms for student leases are typically one year or less, rates on in-place leases generally approximate market rental rates. Factors considered in the valuation of in-place leases include an estimate of the carrying costs during the expected lease-up period considering current market conditions, nature of the tenancy, and costs to execute similar leases. Carrying costs include estimates of lost rentals at market rates during the expected lease-up period, as well as marketing and other operating expenses. The value of in-place leases is amortized over the remaining initial term of the respective leases. The

purchase price of property acquisitions is not expected to be allocated to student tenant relationships, considering the terms of the leases and the expected levels of renewals.

In connection with the property acquisitions discussed in Note 3 herein, the Company capitalized approximately \$0.3 million and \$-0- for the three months ended September 30, 2015 and 2014, respectively, and \$3.3 million and \$-0- for the nine months ended September 30, 2015 and 2014, respectively, related to management's estimate of the fair value of in-place leases assumed. Amortization expense was approximately \$1.2 million and \$0.4 million for the three months ended September 30, 2015 and 2014, respectively, and \$3.5 million and \$2.2 million for the nine months ended September 30, 2015 and 2014, respectively. Accumulated amortization at September 30, 2015 and December 31, 2014 was approximately \$31.4 million and \$27.9 million, respectively. The value of in-place leases, net of amortization, is included in other assets on the accompanying consolidated balance sheets and the amortization of in-place leases is included in depreciation and amortization expense in the accompanying consolidated statements of comprehensive income.

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For acquired properties subject to an in-place property tax incentive arrangement, a portion of the purchase price is allocated to the present value of expected future property tax savings over the projected incentive arrangement period. Unamortized in-place property tax incentive arrangements as of September 30, 2015 and December 31, 2014 were approximately \$58.1 million and \$36.7 million, respectively, and are included in other assets on the accompanying consolidated balance sheets. Amortization of in-place property tax incentive arrangements is included in wholly-owned properties operating expense in the accompanying consolidated statements of comprehensive income.

#### Mortgage Debt - Premiums and Discounts

Mortgage debt premiums and discounts represent fair value adjustments to account for the difference between the stated rates and market rates of mortgage debt assumed in connection with the Company's property acquisitions. The mortgage debt premiums and discounts are amortized to interest expense over the term of the related mortgage loans using the effective-interest method. The amortization of mortgage debt premiums and discounts resulted in a net decrease to interest expense of approximately \$3.1 million and \$3.3 million for the three months ended September 30, 2015 and 2014, respectively, and \$8.9 million and \$9.7 million for the nine months ended September 30, 2015 and 2014, respectively. Mortgage debt premiums and discounts are included in secured mortgage, construction and bond debt on the accompanying consolidated balance sheets and amortization of mortgage debt premiums and discounts is included in interest expense on the accompanying consolidated statements of comprehensive income.

#### Unsecured Notes - Original Issue Discount

The Company has completed three offerings of senior unsecured notes totaling \$1.2 billion that are detailed in Note 8 herein. The total unamortized original issue discount was approximately \$2.3 million and \$1.7 million as of September 30, 2015 and December 31, 2014, respectively, and is included in unsecured notes on the accompanying consolidated balance sheets. Amortization of the original issue discounts of approximately \$45,000 and \$41,000 for the three months ended September 30, 2015 and 2014, respectively, and \$128,000 and \$100,000 for the nine months ended September 30, 2015 and 2014, respectively, is included in interest expense on the accompanying consolidated statements of comprehensive income.

#### Pre-development Expenditures

Pre-development expenditures such as architectural fees, permits and deposits associated with the pursuit of third-party and owned development projects are expensed as incurred, until such time that management believes it is probable that the contract will be executed and/or construction will commence. Because the Company frequently incurs these pre-development expenditures before a financing commitment and/or required permits and authorizations have been obtained, the Company bears the risk of loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms or the Company is unable to successfully obtain the required permits and authorizations. As such, management evaluates the status of third-party and owned projects that have not yet commenced construction on a periodic basis and expenses any deferred costs related to projects whose current status indicates the commencement of construction is unlikely and/or the costs may not provide future value to the Company in the form of revenues. Such write-offs are included in third-party development and management services expenses (in the case of third-party development projects) or general and administrative expenses (in the case of owned development projects) on the accompanying consolidated statements of comprehensive income. As of September 30, 2015, the Company has deferred approximately \$6.4 million in pre-development costs related to third-party and owned development projects that have not yet commenced construction. Such costs are included in other assets on the



accompanying consolidated balance sheets.

#### Earnings per Share – Company

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

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The following potentially dilutive securities were outstanding for the three and nine months ended September 30, 2015 and 2014, but were not included in the computation of diluted earnings per share because the effects of their inclusion would be anti-dilutive.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Common OP Units (Note 10)	1,442,723	1,213,849	—	1,223,321
Preferred OP Units (Note 10)	109,359	110,359	109,916	111,589
Unvested Restricted Stock Awards (Note 11)	—	681,223	—	—
Total potentially dilutive securities	1,552,082	2,005,431	109,916	1,334,910

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

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Numerator – basic earnings per share:				
Income (loss) from continuing operations	\$2,016	\$(5,785)	) \$89,201	\$34,093
Income from continuing operations attributable to noncontrolling interests	(161)	) (62)	) (1,569)	) (790)
Income (loss) from continuing operations attributable to common shareholders	1,855	(5,847)	) 87,632	33,303
Amount allocated to participating securities	(264)	) (260)	) (867)	) (844)
Income (loss) from continuing operations attributable to common shareholders, net of amount allocated to participating securities	1,591	(6,107)	) 86,765	32,459
Income from discontinued operations	—	—	—	2,720
Income from discontinued operations attributable to noncontrolling interests	—	—	—	(34)
Income from discontinued operations attributable to common shareholders	—	—	—	2,686
Net income (loss) attributable to common shareholders - basic	\$1,591	\$(6,107)	) \$86,765	\$35,145
Numerator – diluted earnings (loss) per share:				
Net income (loss) attributable to common shareholders - basic	\$1,591	\$(6,107)	) \$86,765	\$35,145
Income allocated to Common OP Units	—	—	929	—
Net income (loss) attributable to common shareholders - diluted	\$1,591	\$(6,107)	) \$87,694	\$35,145
Denominator:				
Basic weighted average common shares outstanding	112,323,520	104,968,616	111,867,257	104,903,344
Unvested Restricted Stock Awards (Note 11)	656,688	—	688,997	702,411
Common OP units (Note 10)	—	—	1,355,610	—
Diluted weighted average common shares outstanding	112,980,208	104,968,616	113,911,864	105,605,755



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	Three Months Ended September 30, 2015		Nine Months Ended September 30, 2015	
	2014		2014	
Earnings (loss) per share – basic:				
Income (loss) from continuing operations attributable to common shareholders, net of amount allocated to participating securities	\$0.01	\$(0.06)	) \$0.78	\$0.31
Income from discontinued operations attributable to common shareholders	\$—	\$—	\$—	\$0.03
Net income (loss) attributable to common shareholders	\$0.01	\$(0.06)	) \$0.78	\$0.34
Earnings per share – diluted:				
Income (loss) from continuing operations attributable to common shareholders, net of amount allocated to participating securities	\$0.01	\$(0.06)	) \$0.77	\$0.31
Income from discontinued operations attributable to common shareholders	\$—	\$—	\$—	\$0.02
Net income (loss) attributable to common shareholders	\$0.01	\$(0.06)	) \$0.77	\$0.33

#### Earnings per Unit – Operating Partnership

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

The following potentially dilutive securities were outstanding for the three months ended September 30, 2015 and 2014, but were not included in the computation of diluted earnings per share because the effects of their inclusion would be anti-dilutive.

	Three Months Ended September 30,	
	2015	2014
Unvested restricted stock awards (Note 11)	—	681,223
Total potentially dilutive securities	—	681,223



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

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Numerator – basic and diluted earnings per unit:				
Income (loss) from continuing operations	\$2,016	\$(5,785)	) \$89,201	\$34,093
Income from continuing operations attributable to noncontrolling interests – partially owned properties	(92)	) (81)	) (507)	) (257)
Income from continuing operations attributable to Series A preferred units	(44)	) (44)	) (132)	) (131)
Amount allocated to participating securities	(264)	) (260)	) (867)	) (844)
Income (loss) from continuing operations attributable to common unitholders, net of amount allocated to participating securities	1,616	(6,170)	) 87,695	32,861
Income from discontinued operations	—	—	—	2,720
Income from discontinued operations attributable to Series A preferred units	—	—	—	(3)
Income from discontinued operations attributable to common unitholders	—	—	—	2,717
Net income (loss) attributable to common unitholders	\$1,616	\$(6,170)	) \$87,695	\$35,578
Denominator:				
Basic weighted average common units outstanding	113,766,243	106,182,465	113,222,867	106,126,665
Unvested Restricted Stock Awards (Note 11)	656,688	—	688,997	702,411
Diluted weighted average common units outstanding	114,422,931	106,182,465	113,911,864	106,829,076
Earnings (loss) per unit - basic:				
Income (loss) from continuing operations attributable to common unitholders, net of amount allocated to participating securities	\$0.01	\$(0.06)	) \$0.77	\$0.31
Income from discontinued operations attributable to common unitholders	\$—	\$—	\$—	\$0.03
Net income (loss) attributable to common unitholders	\$0.01	\$(0.06)	) \$0.77	\$0.34
Earnings (loss) per unit - diluted:				
Income (loss) from continuing operations attributable to common unitholders, net of amount allocated to participating securities	\$0.01	\$(0.06)	) \$0.77	\$0.31
Income from discontinued operations attributable to common unitholders	\$—	\$—	\$—	\$0.02
Net income (loss) attributable to common unitholders	\$0.01	\$(0.06)	) \$0.77	\$0.33

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### 3. Property Acquisitions

During the first nine months of 2015, the Company acquired the following wholly-owned properties for approximately \$378.3 million:

Property	Location	Primary University Served	Acquisition Date	Units	Beds
Park Point <sup>(1)</sup>	Syracuse, NY	Syracuse University	February 2015	66	226
University Walk <sup>(2)</sup>	Knoxville, TN	University of Tennessee	February 2015	177	526
1200 West Marshall	Richmond, VA	Virginia Commonwealth University	March 2015	136	406
8 1/2 Canal Street <sup>(3)</sup>	Richmond, VA	Virginia Commonwealth University	March 2015	160	540
Vistas San Marcos	San Marcos, TX	Texas State University	March 2015	255	600
Crest at Pearl	Austin, TX	University of Texas	June 2015	141	343
UP at Metroplex	Binghamton, NY	Binghamton University - SUNY	June 2015	186	710
Stadium Centre <sup>(4)</sup>	Tallahassee, FL	Florida State University	July 2015	367	710
				1,488	4,061

<sup>(1)</sup> As part of this transaction, the Company assumed approximately \$11.6 million of fixed rate mortgage debt.

University Walk completed construction and opened for operations in August 2014 and was purchased by the

<sup>(2)</sup> Company in February 2015. This property was consolidated for financial reporting purposes prior to the acquisition date because the entity that owned this property was deemed to be a variable interest entity (“VIE”) and the Company was determined to be the primary beneficiary of the VIE.

<sup>(3)</sup> As part of this transaction, the Company issued 343,895 Common OP Units to the seller, valued at \$41.24 per unit.

<sup>(4)</sup> As part of this transaction, the Company assumed approximately \$57.8 million of fixed rate mortgage debt.

The following table summarizes the fair values of the assets acquired and liabilities assumed from the properties discussed above:

	September 30, 2015	
Assets acquired:		
Land	\$26,766	
Buildings and improvements	317,627	
Furniture, fixtures and equipment	16,871	
Intangible assets	16,976	
Other assets	3,117	
Total Assets acquired	\$381,357	
Liabilities assumed:		
Mortgage debt	\$(72,365)	) <sup>(1)</sup>
Other liabilities	(3,457)	)
Total liabilities assumed	\$(75,822)	)
Net assets acquired	\$305,535	

<sup>(1)</sup> Balance includes \$3.0 million in premiums recorded to reflect mortgage debt at acquisition date fair value.

The difference between the contracted purchase price of \$378.3 million reflected above and the net assets acquired of \$305.5 million represents mortgage debt, other assets and liabilities that were not part of the contractual purchase price, but were part of the the acquisition. Consideration paid consisted of \$291.4 million in cash paid at closing and

OP Units valued at \$14.2 million.

The acquired properties' results of operations have been included in the accompanying consolidated statements of comprehensive income since the respective acquisition closing dates, with the exception of University Walk which was consolidated prior to its acquisition date. For the three and nine months ended September 30, 2015, the acquired properties contributed combined revenues

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of \$8.1 million and \$15.1 million. These properties had net losses of \$1.9 million and \$4.0 million for the three and nine months ended September 30, 2015, respectively. Net losses include \$0.6 million and \$2.8 million of acquisition-related costs such as broker fees, due diligence costs and legal and accounting fees, which are included in wholly-owned properties operating expenses on the accompanying consolidated statements of comprehensive income. The following pro forma information for three and nine months ended September 30, 2015 and 2014 presents consolidated financial information for the Company as if the property acquisitions discussed above had occurred at the beginning of the earliest period presented. The pro forma information is provided for informational purposes only and is not indicative of results that would have occurred or which may occur in the future:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Total revenues	\$181,245	\$189,015	\$562,161	\$554,684
Net income (loss) attributable to common shareholders	\$3,477	\$(4,083)	\$92,614	\$32,639
Net income (loss) per share attributable to common shareholders, as adjusted - basic	\$0.03	\$(0.04)	\$0.82	\$0.30
Net income (loss) per share attributable to common shareholders, as adjusted - diluted	\$0.03	\$(0.04)	\$0.81	\$0.30

#### 4. Property Dispositions and Discontinued Operations

During the first nine months of 2015, the Company sold the following wholly-owned properties for approximately \$436.7 million, resulting in proceeds of approximately \$427.1 million. The combined net gain on these dispositions of approximately \$52.7 million is included in income from continuing operations on the accompanying consolidated statements of comprehensive income for the nine months ended September 30, 2015.

Property	Location	Primary University Served	Disposition Date	Units	Beds
The Highlands	Reno, NV	University of Nevada at Reno	January 2015	216	732
The View	Lincoln, NE	University of Nebraska	January 2015	157	590
Chapel Ridge	Chapel Hill, NC	University of North Carolina	January 2015	180	544
Chapel View	Chapel Hill, NC	University of North Carolina	January 2015	224	358
The Village at Alafaya Club	Orlando, FL	University of Central Florida	January 2015	228	839
University Place	Charlottesville, VA	University of Virginia	January 2015	144	528
University Greens	Norman, OK	University of Oklahoma	January 2015	156	516
The Outpost San Marcos	San Marcos, TX	Texas State University	February 2015	162	486
University Meadows	Mt. Pleasant, MI	Central Michigan University	February 2015	184	616
Eagles Trail	Hattiesburg, MS	University of Southern Mississippi	March 2015	216	792
Lakeside Apartments	Athens, GA	University of Georgia	May 2015	244	776
The Club	Athens, GA	University of Georgia	May 2015	120	480
The Estates	Gainesville, FL	University of Florida	May 2015	396	1,044
South View	Harrisonburg, VA	James Madison University	May 2015	240	960
Stone Gate	Harrisonburg, VA	James Madison University	May 2015	168	672
The Commons	Harrisonburg, VA	James Madison University	May 2015	132	528

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University Heights	Knoxville, TN	University of Tennessee	May 2015	204	636
The Woods at Greenland	Murfreesboro, TN	Middle Tennessee State University	July 2015	78	276
Raiders Crossing	Murfreesboro, TN	Middle Tennessee State University	July 2015	96	276
University Gables	Murfreesboro, TN	Middle Tennessee State University	July 2015	168	648
				3,713	12,297

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In February 2014, the Company sold Hawks Landing, a 484-bed owned off-campus property located near the campus of Miami University of Ohio for a sales price of approximately \$17.3 million. Because Hawks Landing was classified as held for sale as of December 31, 2013, the new accounting guidelines on discontinued operations did not apply for this disposition. As such, the resulting gain on disposition of approximately \$2.8 million is included in discontinued operations on the accompanying consolidated statements of comprehensive income for the nine months ended September 30, 2014. Below is a summary of the results of operations for Hawks Landing:

	Nine Months Ended September 30, 2014	
Total revenues	\$279	
Total operating expenses	(239)	)
Depreciation and amortization	—	
Operating income	40	
Total nonoperating expenses	(163)	)
Net loss	\$(123)	)

#### 5. Investments in Wholly-Owned Properties

Wholly-owned properties consisted of the following:

	September 30, 2015	December 31, 2014
Land <sup>(1) (2)</sup>	\$603,480	\$571,242
Buildings and improvements	5,276,483	4,937,345
Furniture, fixtures and equipment	308,210	289,168
Construction in progress <sup>(2)</sup>	90,589	185,414
	6,278,762	5,983,169
Less accumulated depreciation	(741,027)	(674,462)
Wholly-owned properties, net	\$5,537,735	\$5,308,707 <sup>(3)</sup>

(1) The land balance above includes undeveloped land parcels with book values of approximately \$72.2 million and \$40.6 million as of September 30, 2015 and December 31, 2014, respectively. It also includes land totaling approximately \$17.1 million and \$30.2 million as of September 30, 2015 and December 31, 2014, respectively, related to properties under development.

(2) Land and construction in progress as of September 30, 2015 includes \$1.9 million and \$9.3 million, respectively, related to the Stadium Centre Phase II property located in Tallahassee, Florida that will serve students attending Florida State University. In conjunction with the purchase of Stadium Centre Phase I in July 2015, the Company entered into a presale agreement to purchase this adjacent property which is anticipated to be completed in May 2016. The Company is obligated to purchase the property as long as certain construction completion deadlines and other closing conditions are met. The Company is responsible for leasing, management, and initial operations of the project while the third-party developer is responsible for the development of the property. The entity that owns Stadium Centre Phase II is deemed to be a VIE, and the Company is determined to be the primary beneficiary of the VIE. As such, the assets and liabilities of the entity owning the property are included in the Company's and the Operating Partnership's consolidated financial statements.

(3) The balance above excludes the net book value of seven wholly-owned properties classified as held for sale in the accompanying consolidated balance sheet as of December 31, 2014. These properties were sold in January 2015 (see Note 4).



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## 6. On-Campus Participating Properties

On-campus participating properties are as follows:

Lessor/University	Lease Commencement	Required Debt Repayment	Historical Cost	
			September 30, 2015	December 31, 2014
Texas A&M University System / Prairie View A&M University <sup>(1)</sup>	2/1/1996	9/1/2023	\$44,036	\$43,036
Texas A&M University System / Texas A&M International	2/1/1996	9/1/2023	7,022	6,937
Texas A&M University System / Prairie View A&M University <sup>(2)</sup>	10/1/1999	8/31/2025 8/31/2028	27,465	26,828
University of Houston System / University of Houston <sup>(3)</sup>	9/27/2000	8/31/2035	37,276	36,606
West Virginia University System / West Virginia University	7/16/2013	7/16/2045	43,633	43,636
			159,432	157,043
Less accumulated amortization			(68,081	) (62,915 )
On-campus participating properties, net			\$91,351	\$94,128

<sup>(1)</sup> Consists of three phases placed in service between 1996 and 1998.

<sup>(2)</sup> Consists of two phases placed in service in 2000 and 2003.

<sup>(3)</sup> Consists of two phases placed in service in 2001 and 2005.

## 7. Investments in Unconsolidated Joint Ventures

As of September 30, 2015, the Company owned a noncontrolling interest in one unconsolidated joint venture that is accounted for utilizing the equity method of accounting. The Company discontinued applying the equity method in regards to its investment in this joint venture as a result of the Company's share of losses exceeding its investment in the joint venture. Because the Company had not guaranteed any obligations of the investee and was not otherwise committed to provide further financial support to the investee, it therefore suspended recording its share of losses once the investment was reduced to zero. The Company also earns fees for providing management services to this joint venture, which totaled approximately \$0.6 million and \$0.2 million for the three months ended September 30, 2015 and 2014, respectively, and \$1.5 million and \$1.0 million for the nine months ended September 30, 2015 and 2014, respectively.

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## 8. Debt

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

	September 30, 2015	December 31, 2014
Debt secured by wholly-owned properties:		
Mortgage loans payable:		
Unpaid principal balance	\$955,883	\$1,094,306
Unamortized debt premiums	53,972	60,586
Unamortized debt discounts	(225)	(895)
	1,009,630	1,153,997
Construction loans payable <sup>(1)</sup>	3,177	63,637
	1,012,807	1,217,634
Debt secured by on-campus participating properties:		
Mortgage loan payable	73,909	<sup>(2)</sup> 30,553
Bonds payable	36,935	39,785
Construction loan payable	—	43,942
	110,844	114,280
Total secured mortgage, construction and bond debt	1,123,651	1,331,914
Unsecured notes, net of unamortized original issue discount	1,197,678	798,305
Unsecured term loans	600,000	600,000
Unsecured revolving credit facility	—	242,500
Total debt	\$2,921,329	\$2,972,719

Construction loans payable as of September 30, 2015 consist of \$3.2 million related to a construction loan partially financing the development and construction of Stadium Centre Phase II, a VIE the Company is including in its consolidated financial statements. Construction loans payable as of December 31, 2014 included \$19.0 million related to a construction loan that partially financed the development and construction of University Walk, a VIE the company included in its consolidated financial statements (see Note 5). The creditors of these construction loans do/did not have recourse to the assets of the Company.

A construction loan securing the on-campus participating property located at West Virginia University was classified as a construction loan as of December 31, 2014 and is now reflected as a mortgage loan as of September 30, 2015, as the loan now requires principal and interest payments beginning in August 2015.

## Pay-off of Mortgage and Construction Debt

During the three months ended September 30, 2015, the Company paid off approximately \$35.8 million of fixed rate mortgage debt secured by two wholly-owned properties (Tower at Third and University Pointe). During the nine months ended September 30, 2015, the Company paid off approximately \$162.7 million of fixed rate mortgage debt secured by eight wholly-owned properties (Newtown Crossing, Olde Towne University Square, Peninsular Place, The Estates, South View, Stone Gate, Tower at Third, and University Pointe) in addition to approximately \$37.4 million of fixed rate mortgage debt in connection with the sales of Chapel View, University Meadows, Lakeside Apartments and The Commons.

During the nine months ended September 30, 2015, the Company also paid off approximately \$44.6 million of variable rate construction debt secured by two owned on-campus ACE properties (The Suites and Hilltop Townhomes). The remaining decrease in construction loans payable secured by wholly-owned properties of \$19.0 million is related to our purchase of University Walk in February 2015, as the seller/developer paid off the outstanding construction loan balance with sales proceeds.

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### Unsecured Notes

The Company has issued the following senior unsecured notes:

Date Issued	Amount	% of Par Value	Coupon	Yield	Original Issue Discount	Term
September 2015 <sup>(1)</sup>	\$400,000	99.811	3.350	% 3.391	% \$756	5
June 2014	400,000	99.861	4.125	% 4.142	% 556	10
April 2013	400,000	99.659	3.750	% 3.791	% 1,364	10
	\$1,200,000				\$2,676	

Net proceeds from the sale of the unsecured notes totaled approximately \$394.9 million after deducting the <sup>(1)</sup>underwriting discount and offering expenses. The underwriting discount and offering expenses were capitalized to deferred financing costs and will be amortized over the term of the unsecured notes. The Company used \$356.2 million of the offering proceeds to pay down the outstanding balance on its revolving credit facility in full.

The notes are fully and unconditionally guaranteed by the Company. Interest on the notes is payable semi-annually. The terms of the unsecured notes include certain financial covenants that require the Operating Partnership to limit the amount of total debt and secured debt as a percentage of total asset value, as defined. In addition, the Operating Partnership must maintain a minimum ratio of unencumbered asset value to unsecured debt, as well as a minimum interest coverage level. As of September 30, 2015, the Company was in compliance with all such covenants.

### Unsecured Credit Facility

The Company has an aggregate unsecured credit facility totaling \$1.1 billion which is comprised of two unsecured term loans totaling \$600 million and a \$500 million unsecured revolving credit facility, which may be expanded by up to an additional \$500 million upon the satisfaction of certain conditions. The maturity date of the unsecured revolving credit facility is March 1, 2018, and can be extended for an additional 12 months to March 1, 2019, subject to the satisfaction of certain conditions. The maturity date of the \$350 million term loan facility ("Term Loan I Facility") is January 10, 2017 and can be extended to January 10, 2019 through the exercise of two 12-month extension options, subject to the satisfaction of certain conditions. The maturity date of the \$250 million term loan ("Term Loan II Facility") is March 1, 2019.

Each loan bears interest at a variable rate, at the Company's option, based upon a base rate or one-, two-, three- or six-month LIBOR, plus, in each case, a spread based upon the Company's investment grade rating from either Moody's Investor Services, Inc. or Standard & Poor's Rating Group. As of September 30, 2015, the Term Loan II Facility bore interest at a variable rate of 1.70% per annum (0.20% + 1.50% spread). The Company has entered into multiple interest rate swap contracts with notional amounts totaling \$350 million that effectively fix the interest rate to a weighted average annual rate of 0.88% on the outstanding balance of the Term Loan I Facility. Including the current spread of 1.50%, the all-in weighted average annual rate on the Term Loan I Facility was 2.38% at September 30, 2015. Refer to Note 12 for more information on the interest rate swap contracts mentioned above. Availability under the revolving credit facility is limited to an "aggregate borrowing base amount" equal to 60% of the value of the Company's unencumbered properties, calculated as set forth in the unsecured credit facility. Additionally, the Company is required to pay a facility fee of 0.25% per annum on the \$500 million revolving credit facility. As discussed above, in September 2015 the Company paid down the outstanding balance on its revolving credit facility in full with proceeds from a \$400 million offering of senior unsecured notes. As a result, availability under the revolving



credit facility totaled \$500 million as of September 30, 2015.

The terms of the unsecured credit facility include certain restrictions and covenants, which limit, among other items, the incurrence of additional indebtedness, liens, and the disposition of assets. The facility contains customary affirmative and negative covenants and also contains financial covenants that, among other things, require the Company to maintain certain minimum ratios of “EBITDA” (earnings before interest, taxes, depreciation and amortization) to fixed charges and total indebtedness. The Company may not pay distributions that exceed a specified percentage of funds from operations, as adjusted, for any four consecutive quarters. The financial covenants also include consolidated net worth and leverage ratio tests. As of September 30, 2015, the Company was in compliance with all such covenants.

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## 9. Stockholders' Equity / Partners' Capital

### Stockholders' Equity - Company

In June of 2015, the Company established an at-the-market share offering program (the "ATM Equity Program") through which the Company may issue and sell, from time to time, shares of common stock having an aggregate offering price of up to \$500 million. The shares that may be sold under this program include shares of common stock of the Company with an aggregate offering price of approximately \$194 million that were not sold under the company's prior ATM program that expired in May 2015.

Actual sales under the program will depend on a variety of factors, including, but not limited to, market conditions, the trading price of the Company's common stock and determinations of the appropriate sources of funding for the Company.

The following table presents activity under the Company's ATM Equity Programs during the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Total net proceeds	\$—	\$5,895	\$213,416	\$5,895
Commissions paid to sales agents	\$—	\$90	\$3,250	\$90
Weighted average price per share	\$—	\$40.10	\$43.92	\$40.10
Shares of common stock sold	—	149,240	4,933,665	149,240

As of September 30, 2015, the Company had approximately \$500 million available for issuance under its ATM Equity Program.

### Partners' Capital – Operating Partnership

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

In connection with our purchase of 8 1/2 Canal Street during the first quarter of 2015, we issued 343,895 common OP units to the seller, valued at \$41.24 per unit. See Note 3 for more details.

During the nine months ended September 30, 2015, 86,831 common OP units and 1,000 Series A preferred units were converted into an equal number of shares of ACC's common stock. During the year ended December 31, 2014, 50,000 common OP units and 2,269 Series A preferred units were converted into an equal number of shares of ACC's common stock.

## 10. Noncontrolling Interests

### Operating Partnership

Partially-owned properties: As of September 30, 2015, the Operating Partnership consolidates three joint ventures that own and operate University Village at Sweet Home, University Centre and Villas at Chestnut Ridge owned-off

campus properties. The portion of net assets attributable to the third-party partners in these joint ventures is classified as “noncontrolling interests - partially owned properties” within capital on the accompanying consolidated balance sheets of the Operating Partnership. Accordingly, the third-party partners’ share of the income or loss of the joint ventures is reported on the consolidated statements of comprehensive income of the Operating Partnership as “net income attributable to noncontrolling interests – partially owned properties.”

As discussed in Note 5, in July 2015, the Company entered into a purchase agreement with a private developer whereby the Company is obligated to purchase a property (Stadium Centre - Phase II) as long as the developer meets certain construction completion deadlines and other conditions. The \$6.6 million equity contribution from the developer is reflected as noncontrolling interest - partially owned properties within capital on the accompanying consolidated balance sheets of the Operating Partnership as of September 30, 2015.

In July 2013, the Company entered into a purchase and contribution agreement with a private developer whereby the Company was obligated to purchase the property (University Walk) as long as the developer met certain construction completion deadlines

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and other closing conditions. The \$1.5 million equity contribution from the developer is reflected as noncontrolling interests - partially owned properties within capital on the accompanying consolidated balance sheets of the Company as of December 31, 2014. The Company purchased University Walk in February 2015 and paid approximately \$1.7 million in cash consideration for the remaining noncontrolling interest and recognized the \$0.2 million excess of consideration paid over the carrying amount of the noncontrolling interest acquired as an adjustment to additional paid in capital in the accompanying consolidated statement of changes in capital.

OP Units: For the portion of OP Units that the Operating Partnership is required, either by contract or securities law, to deliver registered common shares of ACC to the exchanging OP unit holder, or for which the Operating Partnership has the intent or history of exchanging such units for cash, we classify the units as “redeemable limited partners” in the mezzanine section of the consolidated balance sheets of the Operating Partnership. The units classified as such include Series A preferred units as well as common units that are not held by ACC or ACC Holdings. The value of redeemable limited partners on the consolidated balance sheets of the Operating Partnership is reported at the greater of fair value, which is based on the closing market value of the Company's common stock, or historical cost at the end of each reporting period. Changes in the value from period to period are charged to limited partner’s capital on the consolidated statement of changes in capital of the Operating Partnership.

Below is a table summarizing the activity of redeemable limited partners for the nine months ended September 30, 2015:

December 31, 2014	\$54,472	
Net income	1,062	
Distributions	(1,710	)
Redeemable limited partner units issued as consideration (see Note 3)	14,182	
Conversion of redeemable limited partner units into shares of ACC common stock	(2,685	)
Adjustments to reflect redeemable limited partner units at fair value	(5,352	)
September 30, 2015	\$59,969	

As of September 30, 2015 and December 31, 2014, approximately 1.4% and 1.2%, respectively, of the equity interests of the Operating Partnership were held by owners of common OP Units and Series A preferred units not held by ACC or ACC Holdings.

#### Company

The noncontrolling interests of the Company include the third-party equity interests in partially-owned properties, as discussed above, which are presented as a component of equity in the Company’s consolidated balance sheets. The Company’s noncontrolling interests also include the redeemable limited partners presented in the consolidated balance sheets of the Operating Partnership, which are referred to as “redeemable noncontrolling interests” in the mezzanine section of the Company’s consolidated balance sheets. Noncontrolling interests on the Company’s consolidated statements of comprehensive income include the income/loss attributable to third-party equity interests in partially-owned properties, as well as the income/loss attributable to redeemable noncontrolling interests (i.e. OP Units not held by ACC or ACC Holdings.)

#### 11. Incentive Award Plan

##### Restricted Stock Units (“RSUs”)

Upon reelection to the Board of Directors in May 2015, all members of the Company's Board of Directors were granted restricted stock units ("RSUs") in accordance with the American Campus Communities, Inc. 2010 Incentive Award Plan (the "Plan"). These RSUs were valued at \$95,000 for the Chairman of the Board of Directors and at \$71,500 for all other members. Additionally, effective July 1, 2015, the Board of Directors' compensation program was revised to reflect an increase in RSUs of \$55,000 for the Chairman of the Board of Directors and \$33,500 for all other members. The number of RSUs was determined based on the fair market value of the Company's stock on the date of grant, as defined in the Plan. All awards vested and settled immediately on the date of grant, and the Company delivered shares of common stock and cash, as determined by the Compensation Committee of the Board of Directors. A compensation charge of approximately \$0.9 million was recorded during the nine months ended September 30, 2015 related to these awards.

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A summary of ACC's RSUs under the Plan as of September 30, 2015 and activity during the nine months then ended is presented below:

	Number of RSUs	
Outstanding at December 31, 2014	—	
Granted	22,320	
Settled in common shares	(16,491	)
Settled in cash	(5,829	)
Outstanding at September 30, 2015	—	

#### Restricted Stock Awards ("RSAs")

A summary of RSAs under the American Campus Communities, Inc. 2010 Incentive Award Plan (the "Plan") as of September 30, 2015 and activity during the nine months then ended, is presented below:

	Number of RSAs	
Nonvested balance at December 31, 2014	609,514	
Granted	282,457	
Vested	(116,166	)
Forfeited <sup>(1)</sup>	(117,436	)
Nonvested balance at September 30, 2015	658,369	

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

The fair value of RSAs is calculated based on the closing market value of ACC's common stock on the date of grant. The fair value of these awards is amortized to expense over the vesting periods, which amounted to approximately \$1.7 million for each of the three months ended September 30, 2015 and 2014, and \$5.7 million and \$5.2 million for nine months ended September 30, 2015 and 2014, respectively.

## 12. Derivative Instruments and Hedging Activities

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

### Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and forward starting swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making

fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Forward starting swaps are used to protect the Company against adverse fluctuations in interest rates by reducing its exposure to variability in cash flows relating to interest payments on a forecasted issuance of debt. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in other comprehensive income (outside of earnings) and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. Ineffectiveness resulting from the derivative instruments summarized below was immaterial for both the three and nine month periods ended September 30, 2015 and 2014.

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The following table summarizes the Company's outstanding interest rate swap contracts as of September 30, 2015:

Hedged Debt Instrument	Effective Date	Maturity Date	Pay Fixed Rate	Receive Floating Rate Index	Current Notional Amount	Fair Value
Cullen Oaks mortgage loan	Feb 18, 2014	Feb 15, 2021	2.275%	LIBOR - 1 month	\$ 14,840	\$(708 )
Cullen Oaks mortgage loan	Feb 18, 2014	Feb 15, 2021	2.275%	LIBOR - 1 month	14,993	(715 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.8695%	LIBOR - 1 month	125,000	(658 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.88%	LIBOR - 1 month	100,000	(540 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.8875%	LIBOR - 1 month	62,500	(343 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.889%	LIBOR - 1 month	62,500	(344 )
Park Point mortgage loan	Nov 1, 2013	Oct 5, 2018	1.545%	LIBOR - 1 month	70,000	(1,426 )
				Total	\$ 449,833	\$(4,734 )

In March 2014, the Company entered into two forward starting interest rate swap contracts with notional amounts totaling \$200 million designated to hedge the Company's exposure to increasing interest rates related to interest payments on an anticipated issuance of unsecured notes. In connection with the issuance of unsecured notes in June 2014, the Company terminated both swap contracts resulting in payments to both counterparties totaling approximately \$4.1 million, which were recorded in accumulated other comprehensive loss and will be amortized to interest expense over the term of the unsecured notes. When including the effect of these interest rate swap terminations, the effective yield on the unsecured notes is 4.269%. During the three and nine months ended September 30, 2015 \$0.1 and \$0.3 million was amortized from accumulated other comprehensive loss to interest expense. As of September 30, 2015 and December 31, 2014, approximately \$3.6 million and \$3.9 million of the \$4.1 million payment remained to be amortized, respectively.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets as of September 30, 2015 and December 31, 2014:

Description	Liability Derivatives		
	Balance Sheet Location	Fair Value as of	
		September 30, 2015	December 31, 2014
Interest rate swaps contracts	Other liabilities	\$4,734	\$2,306
Total derivatives designated as hedging instruments		\$4,734	\$2,306

### 13. Fair Value Disclosures

The following table presents information about the Company's financial instruments measured at fair value on a recurring basis as of September 30, 2015 and December 31, 2014, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities the Company has the ability to access. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices



for similar assets and liabilities in active markets and inputs other than quoted prices observable for the asset or liability, such as interest rates and yield curves observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

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

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

	Fair Value Measurements as of				December 31, 2014			
	September 30, 2015				September 30, 2014			
	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total	Quoted Prices in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Liabilities:								
Derivative financial instruments	\$—	\$4,734	\$—	\$4,734	\$—	\$2,306	\$—	\$2,306
Mezzanine: Redeemable noncontrolling interests (Company)/Redeemable limited partners (Operating Partnership)	\$—	\$59,969	\$—	\$59,969	\$—	\$54,472	\$—	\$54,472

The Company uses derivative financial instruments, specifically interest rate swaps and forward starting swaps, for nontrading purposes. The Company uses interest rate swaps to manage interest rate risk arising from previously unhedged interest payments associated with variable rate debt and forward starting swaps to reduce exposure to variability in cash flows relating to interest payments on forecasted issuances of debt. Through September 30, 2015, derivative financial instruments were designated and qualified as cash flow hedges. Derivative contracts with positive net fair values inclusive of net accrued interest receipts or payments are recorded in other assets. Derivative contracts with negative net fair values, inclusive of net accrued interest payments or receipts, are recorded in other liabilities. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The Company incorporates credit valuation adjustments to appropriately reflect its own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds and guarantees.

Although the Company has determined the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its

counterparty. However, as of September 30, 2015 and December 31, 2014, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of the Company's derivative financial instruments. As a result, the Company has determined each of its derivative valuations in its entirety is classified in Level 2 of the fair value hierarchy.

Redeemable noncontrolling interests in the Operating Partnership have a redemption feature and are marked to their redemption value. The redemption value is based on the fair value of the Company's common stock at the redemption date, and therefore, is calculated based on the fair value of the Company's common stock at the balance sheet date. Since the valuation is based on observable inputs such as quoted prices for similar instruments in active markets, redeemable noncontrolling interests in the Operating Partnership are classified in Level 2 of the fair value hierarchy.

#### Other Fair Value Disclosures

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

Derivative Instruments: These instruments are reported on the balance sheet at fair value, which is based on calculations provided by independent, third-party financial institutions and represent the discounted future cash flows expected, based on the projected future interest rate curves over the life of the instrument.

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

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

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

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

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

The table below contains the estimated fair value and related carrying amounts for the Company's financial instruments as of September 30, 2015 and December 31, 2014:

	September 30, 2015		December 31, 2014	
	Estimated Fair Value	Carrying Amount	Estimated Fair Value	Carrying Amount
Assets:				
Loans receivable	\$47,092	\$56,640	\$47,092	\$54,260
Liabilities:				
Unsecured notes	\$1,203,800	\$1,197,678	\$802,943	\$798,305
Mortgage loans	1,041,683	1,083,539	1,182,501	1,184,550
Bonds	41,789	36,935	45,176	39,785

#### 14. Commitments and Contingencies

##### Commitments

Construction Contracts: As of September 30, 2015, the Company estimates additional costs to complete five wholly-owned development projects under construction to be approximately \$152.8 million. The Company expects to fund this amount through a combination of cash flows generated from operations and proceeds from potential property dispositions.

Development-related Guarantees: For certain of its third-party development projects, the Company commonly provides alternate housing and project cost guarantees, subject to force majeure. These guarantees are typically limited, on an aggregate basis, to the amount of the projects' related development fees or a contractually agreed-upon maximum exposure amount. Alternate housing guarantees typically expire five days after construction is complete

and generally require the Company to provide substitute living quarters and transportation for students to and from the university if the project is not complete by an agreed-upon completion date. Under project cost guarantees, the Company is responsible for the construction cost of a project in excess of an approved budget. The budget consists primarily of costs included in the general contractors' guaranteed maximum price contract ("GMP"). In most cases, the GMP obligates the general contractor, subject to force majeure and approved change orders, to provide completion date guarantees and to cover cost overruns and liquidated damages. In addition, the GMP is typically secured with payment and performance bonds. Project cost guarantees expire upon completion of certain developer obligations, which are normally satisfied within one year after completion of the project. The Company's estimated maximum exposure amount under the above guarantees is approximately \$1.5 million as of September 30, 2015.

In the normal course of business, the Company enters into various development-related purchase commitments with parties that provide development-related goods and services. In the event that the Company was to terminate development services prior to

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the completion of projects under construction, the Company could potentially be committed to satisfy outstanding purchase orders with such parties. At September 30, 2015, management did not anticipate any material deviations from schedule or budget related to third-party development projects currently in progress.

In August 2013, the Company entered into an agreement to convey fee interest in a parcel of land, on which one of our student housing properties resides (University Crossings), to Drexel University (the "University"). Concurrent with the land conveyance, the Company as lessee entered into a ground lease agreement with the University as lessor for an initial term of 40 years, with three 10-year extensions, at the Company's option. As part of the ground lease agreement, the Company committed to spend a minimum of \$22.3 million in renovation and capital improvement costs over a five year period to improve the unit finishes, expand and improve amenity space and upgrade the exterior facade and other systems. As of September 30, 2015, the Company has spent approximately \$31.5 million in renovations and capital improvements and anticipates spending an additional \$3.5 million in 2015. In addition, the Company also agreed to convey the building and improvements to the University at an undetermined date in the future and to pay real estate transfer taxes not to exceed \$2.4 million. The Company paid approximately \$0.6 million in real estate transfer taxes upon the conveyance of land to the University, leaving approximately \$1.8 million to be paid by the Company upon the transfer of the building and improvements.

In addition, in connection with certain property acquisitions, the Company has assumed the obligation to fund future infrastructure improvements located near the acquired properties. During the three months ended September 30, 2015, the Company recorded \$0.6 million related to this obligation, which is contingent upon project completion within the initial budget, and is included in wholly-owned properties operating expenses on the accompanying Consolidated Statement of Comprehensive Income. Should additional obligations arise, it is likely that such payments made by the Company will be expensed at such time the local municipalities decide to move forward with the projects.

#### Contingencies

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

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

diligence periods for real property are frequently extended as needed. Once the due diligence period expires, the Company is then at risk under a real property acquisition contract, but only to the extent of any earnest money deposits associated with the contract.

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

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## 15. Segments

The Company defines business segments by their distinct customer base and service provided. The Company has identified four reportable segments: Wholly-Owned Properties, On-Campus Participating Properties, Development Services, and Property Management Services. Management evaluates each segment's performance based on operating income before depreciation, amortization, minority interests and allocation of corporate overhead. Intercompany fees are reflected at the contractually stipulated amounts.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Wholly-Owned Properties</b>				
Rental revenues and other income	\$ 171,053	\$ 172,525	\$ 519,950	\$ 509,012
Interest income	266	270	807	821
Total revenues from external customers	171,319	172,795	520,757	509,833
Operating expenses before depreciation, amortization, ground/facility leases and allocation of corporate overhead	(96,528 )	(98,574 )	(252,270 )	(251,599 )
Ground/facility leases	(1,314 )	(1,136 )	(3,759 )	(3,004 )
Interest expense	(6,763 )	(10,568 )	(22,416 )	(32,689 )
Operating income before depreciation, amortization, and allocation of corporate overhead	\$ 66,714	\$ 62,517	\$ 242,312	\$ 222,541
Depreciation and amortization	\$ 49,466	\$ 47,481	\$ 147,023	\$ 140,647
Capital expenditures	\$ 73,291	\$ 108,855	\$ 210,747	\$ 258,143
Total segment assets at September 30,	\$ 5,765,405	\$ 5,524,722	\$ 5,765,405	\$ 5,524,722
<b>On-Campus Participating Properties</b>				
Rental revenues and other income	\$ 6,565	\$ 5,786	\$ 21,469	\$ 18,709
Interest income	1	—	1	6
Total revenues from external customers	6,566	5,786	21,470	18,715
Operating expenses before depreciation, amortization, ground/facility leases and allocation of corporate overhead	(3,313 )	(2,786 )	(8,415 )	(7,675 )
Ground/facility leases	(468 )	(1,070 )	(2,082 )	(2,347 )
Interest expense	(1,464 )	(1,091 )	(4,430 )	(3,352 )
Operating income before depreciation, amortization and allocation of corporate overhead	\$ 1,321	\$ 839	\$ 6,543	\$ 5,341
Depreciation and amortization	\$ 1,780	\$ 1,548	\$ 5,231	\$ 3,988
Capital expenditures	\$ 1,530	\$ 5,564	\$ 2,389	\$ 26,734
Total segment assets at September 30,	\$ 110,280	\$ 114,516	\$ 110,280	\$ 114,516
<b>Development Services</b>				
Development and construction management fees	\$ 937	\$ 1,856	\$ 3,178	\$ 3,624
Operating expenses	(3,207 )	(3,191 )	(10,239 )	(8,771 )



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Operating loss before depreciation, amortization and allocation of corporate overhead	\$ (2,270	) \$ (1,335	) \$ (7,061	) \$ (5,147	)
Total segment assets at September 30,	\$ 3,854	\$ 2,770	\$ 3,854	\$ 2,770	
Property Management Services					
Property management fees from external customers	\$ 2,261	\$ 1,769	\$ 6,586	\$ 5,751	
Intersegment revenues	5,664	5,693	17,139	16,896	
Total revenues	7,925	7,462	23,725	22,647	
Operating expenses	(2,562	) (3,149	) (8,422	) (9,210	)
Operating income before depreciation, amortization and allocation of corporate overhead	\$ 5,363	\$ 4,313	\$ 15,303	\$ 13,437	
Total segment assets at September 30,	\$ 8,653	\$ 7,536	\$ 8,653	\$ 7,536	

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Reconciliations</b>				
Total segment revenues and other income	\$186,747	\$187,899	\$569,130	\$554,819
Unallocated interest income earned on investments and corporate cash	832	785	2,488	2,296
Elimination of intersegment revenues	(5,664)	(5,693)	(17,139)	(16,896)
Total consolidated revenues, including interest income	\$181,915	\$182,991	\$554,479	\$540,219
Segment operating income before depreciation, amortization and allocation of corporate overhead	\$71,128	\$66,334	\$257,097	\$236,172
Depreciation and amortization	(53,189)	(51,119)	(158,135)	(150,704)
Net unallocated expenses relating to corporate interest and overhead	(20,657)	(18,263)	(60,146)	(48,059)
Gain (loss) from disposition of real estate	4,657	(67)	52,699	(67)
Other nonoperating income	388	—	388	—
Loss from early extinguishment of debt	—	—	(1,770)	—
Provision for real estate impairment	—	(2,377)	—	(2,377)
Income tax provision	(311)	(290)	(932)	(869)
Income (loss) from continuing operations	\$2,016	\$(5,782)	\$89,201	\$34,096
Total segment assets	\$5,888,192	\$5,649,544	\$5,888,192	\$5,649,544
Unallocated corporate assets	137,910	104,317	137,910	104,317
Total assets at September 30,	\$6,026,102	\$5,753,861	\$6,026,102	\$5,753,861

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16. Subsequent Events

Distributions: On November 5, 2015, the Company declared a distribution per share of \$0.40, which will be paid on November 30, 2015 to all common stockholders of record as of November 16, 2015. At the same time, the Operating Partnership will pay an equivalent amount per unit to holders of Common Units, as well as the quarterly cumulative preferential distribution to holders of Series A Preferred Units (see Note 10).

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

### Forward-looking Statements

This report contains forward-looking statements within the meaning of the federal securities laws. We caution investors that any forward-looking statements presented in this report, or which management may make orally or in writing from time to time, are based on management's beliefs and assumptions made by, and information currently available to, management. When used, the words "anticipate," "believe," "expect," "intend," "may," "might," "plan," "estimate," "project," "should," "will," "result" and similar expressions, do not relate solely to historical matters and are intended to identify forward-looking statements. Such statements are subject to risks, uncertainties and assumptions and may be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We caution you that forward-looking statements are not guarantees of future performance and will be impacted by actual events when they occur after we make such statements. We expressly disclaim any responsibility to update forward-looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on results and trends at the time they were made, to anticipate future results or trends.

Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the following: general risks affecting the real estate industry; risks associated with changes in University admission or housing policies; risks associated with the availability and terms of financing and the use of debt to fund acquisitions and developments; failure to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully; risks and uncertainties affecting property development and construction; risks associated with downturns in the national and local economies, volatility in capital and credit markets, increases in interest rates, and volatility in the securities markets; costs of compliance with the Americans with Disabilities Act and other similar laws; potential liability for uninsured losses and environmental contamination; risks associated with our Company's potential failure to qualify as a REIT under the Internal Revenue Code of 1986 (the "Code"), as amended, and possible adverse changes in tax and environmental laws; and the other factors discussed in the "Risk Factors" contained in Item 1A of our Form 10-K for the year ended December 31, 2014.

### Our Company and Our Business

#### Overview

American Campus Communities, Inc. ("ACC") is a real estate investment trust ("REIT") that commenced operations effective with the completion of an initial public offering ("IPO") on August 17, 2004. Through ACC's controlling interest in American Campus Communities Operating Partnership, L.P. ("ACCOP"), ACC is one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned and under management. ACC is a fully integrated, self-managed and self-administered equity REIT with expertise in the acquisition, design, financing, development, construction management, leasing and management of student housing properties. ACC's common stock is publicly traded on the New York Stock Exchange ("NYSE") under the ticker symbol "ACC." References to the "Company," "we," "us" or "our" mean collectively ACC, ACCOP and those entities/subsidiaries owned or controlled by ACC and/or ACCOP. References to the "Operating Partnership" mean collectively ACCOP and those entities/subsidiaries owned or controlled by ACCOP. Unless otherwise indicated, the accompanying discussion applies to both the Company and the Operating Partnership.

#### Property Portfolio

As of September 30, 2015, our total owned property portfolio contained 158 properties, consisting of owned off-campus student housing properties that are in close proximity to colleges and universities, American Campus Equity (“ACE<sup>®</sup>”) properties operated under ground/facility leases with university systems, and on-campus participating properties operated under ground/facility leases with the related university systems. Of the 158 properties, five were under development as of September 30, 2015. Our communities contain modern housing units and are supported by a resident assistant system and other student-oriented programming, with many offering resort-style amenities.

As of September 30, 2015, through ACC's taxable REIT subsidiary ("TRS") entities, we provided third-party management and leasing services for 39 properties, bringing our total owned and third-party managed portfolio to 197 properties. Third-party management and leasing services are typically provided pursuant to management contracts that have initial terms that range from one to five years. Below is a summary of our property portfolio as of September 30, 2015:

Property portfolio:	Properties	Units	Beds
Wholly-owned operating properties:			
Off-campus properties	130	24,505	74,633
On-campus ACE	18	4,321	14,162
Subtotal – operating properties	148	28,826	88,795
Wholly-owned properties under development:			
Off-campus properties	2	234	936
On-campus ACE	3	483	1,468
Subtotal – properties under development	5	717	2,404
Total wholly-owned properties	153	29,543	91,199
On-campus participating properties	5	2,087	5,086
Total owned property portfolio	158	31,630	96,285
Managed properties	39	10,932	29,527
Total property portfolio	197	42,562	125,812

#### Owned development activity

Recently completed projects: In August and September 2015, the final stages of construction were completed on one on-campus ACE property and three owned off-campus properties. These properties are summarized in the following table:

Project	Project Type	Location	Primary University Served	Units	Beds	Total Project Cost	Opened for Occupancy
160 Ross	Off-campus	Auburn, AL	Auburn University	182	642	\$42,000	August 2015
U Club on Woodward Phase II	Off-campus	Tallahassee, FL	Florida State University	124	496	35,700	August 2015
The Summit at University City <sup>(1)</sup>	ACE	Philadelphia, PA	Drexel University	351	1,315	155,600	September 2015
2125 Franklin	Off-campus	Eugene, OR	University of Oregon	192	734	64,300	September 2015
SUBTOTAL – 2015 DELIVERIES				849	3,187	\$297,600	

(1) Total project cost does not include a reimbursement from Drexel University at construction completion totaling \$9.4 million related to the cost of constructing the project's dining facility.

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At September 30, 2015, we were in the process of constructing two owned off-campus properties and three on-campus ACE properties. These properties are summarized in the table below:

Project	Project Type	Location	Primary University Served	Units	Beds	Estimated Project Cost	Total Costs Incurred	Scheduled to Open for Occupancy
Currie Hall	ACE	Los Angeles, CA	University of Southern California	178	456	\$50,400	\$23,208	August 2016
U Club on 28th	Off-campus	Boulder, CO	University of Colorado	100	400	52,200	23,448	August 2016
Fairview House	ACE	Indianapolis, IN	Butler University	107	633	39,600	15,589	August 2016
U Club Sunnyside	Off-campus	Morgantown, WV	West Virginia University	134	536	46,300	13,270	August 2016
Merwick Stanworth Phase II	ACE	Princeton, NJ	Princeton University	198	379	48,300	8,473	Fall 2016
SUBTOTAL – 2016 DELIVERIES				717	2,404	\$236,800	\$83,988	

### Acquisitions

As discussed in more detail in Note 3 in the accompanying Notes to Consolidated Financial Statements contained in Item 1, during the nine months of 2015, the Company acquired eight properties containing 4,061 beds for approximately \$378.3 million.

### Third-Party Development Services

Through ACC's TRS entities, we provide development and construction management services for student housing properties owned by colleges and universities, charitable foundations and others. As of September 30, 2015, we were under contract on one third-party development project that is currently under construction and whose fees totals \$2.1 million. As of September 30, 2015, fees of approximately \$0.8 million remained to be earned by us with respect to this project, which has a scheduled completion date of August 2016.



## Results of Operations

## Comparison of the Three Months Ended September 30, 2015 and September 30, 2014

The following table presents our results of operations for the three months ended September 30, 2015 and 2014, including the amount and percentage change in these results between the two periods.

	Three Months Ended September 30,				
	2015	2014	Change (\$)		Change (%)
<b>Revenues</b>					
Wholly-owned properties	\$170,275	\$171,816	\$(1,541)	)	(0.9)%
On-campus participating properties	6,565	5,786	779		13.5%
Third-party development services	937	1,856	(919)	)	(49.5)%
Third-party management services	2,261	1,769	492		27.8%
Resident services	778	709	69		9.7%
Total revenues	180,816	181,936	(1,120)	)	(0.6)%
<b>Operating expenses</b>					
Wholly-owned properties	96,411	98,232	(1,821)	)	(1.9)%
On-campus participating properties	3,557	3,003	554		18.4%
Third-party development and management services	3,555	2,988	567		19.0%
General and administrative	5,086	4,700	386		8.2%
Depreciation and amortization	51,874	49,576	2,298		4.6%
Ground/facility leases	1,782	2,206	(424)	)	(19.2)%
Provision for real estate impairment	—	2,377	(2,377)	)	(100.0)%
Total operating expenses	162,265	163,082	(817)	)	(0.5)%
Operating income	18,551	18,854	(303)	)	(1.6)%
<b>Nonoperating income and (expenses)</b>					
Interest income	1,099	1,055	44		4.2%
Interest expense	(21,053)	) (23,794)	) 2,741		(11.5)%
Amortization of deferred financing costs	(1,315)	) (1,543)	) 228		(14.8)%
Gain (loss) from disposition of real estate	4,657	(67)	) 4,724		(7,050.7)%
Other nonoperating income	388	—	388		100.0%
Total nonoperating expenses	(16,224)	) (24,349)	) 8,125		(33.4)%
Income (loss) before income taxes and discontinued operations	2,327	(5,495)	) 7,822		(142.3)%
Income tax provision	(311)	) (290)	) (21)	)	7.2%
Net income (loss)	2,016	(5,785)	) 7,801		(134.8)%
<b>Net (income) loss attributable to noncontrolling interests</b>					
Redeemable noncontrolling interests	(69)	) 19	(88)	)	(463.2)%
Partially owned properties	(92)	) (81)	) (11)	)	13.6%
Net income attributable to noncontrolling interests	(161)	) (62)	) (99)	)	159.7%
	\$1,855	\$ (5,847)	) \$7,702		(131.7)%

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

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## Same Store and New Property Operations

We define our same store property portfolio as wholly-owned properties that were owned and/or operating for both of the full years ended December 31, 2015 and December 31, 2014, and which are not conducting or planning to conduct substantial development or redevelopment activities. Prior to the third quarter of 2015, we defined our same store property portfolio as properties that were owned and/or operating for both of the entire periods being compared. We revised the definition of our same store property portfolio during the third quarter of 2015 in order to simplify the presentation of same store operating results over multiple periods by utilizing a consistent peer group throughout the entire year.

Same store revenues are defined as revenues generated from our same store portfolio and consist of rental revenue earned from student leases as well as other income items such as utility income, damages, parking income, summer conference rent, application and administration fees, income from retail tenants, and income earned by one of our taxable REIT subsidiaries (“TRS”) from ancillary activities such as the provision of food services.

Same store operating expenses are defined as operating expenses generated from our same store portfolio and include usual and customary expenses incurred to operate a property such as payroll, maintenance, utilities, marketing, general and administrative costs, insurance, property taxes, and bad debt. Same store operating expenses also include an allocation of payroll and other administrative costs related to corporate management and oversight.

A reconciliation of our same store, new property and sold property operations to our consolidated statements of comprehensive income is set forth below:

	Same Store Properties		New Properties <sup>(1)</sup>		Sold Properties <sup>(2)</sup>		Total - All Properties <sup>(3)</sup>	
	Three Months Ended September 30,		Three Months Ended September 30,		Three Months Ended September 30,		Three Months Ended September 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Number of properties	129	129	19	2	20	21	168	152
Number of beds	76,874	<sup>(4)</sup> 76,894	11,921	1,152	12,297	12,777	101,092	90,823
Revenues <sup>(5)</sup>	\$ 152,518	\$ 147,059	\$ 18,102	\$ 7,673	\$ 433	\$ 17,793	\$ 171,053	\$ 172,525
Operating expenses	85,263	83,525	10,779	3,927	369	10,780	96,411	98,232

Does not include properties under construction as of September 30, 2015. Number of properties and number of beds also excludes properties undergoing redevelopment as of September 30, 2015, although the results of operations of those properties are included in new property revenues and operating expenses prior to commencement of redevelopment activities.

<sup>(1)</sup> Includes The Enclave, a 480-bed wholly-owned property that was sold in September 2014 along with 20 wholly-owned properties that were sold during the nine months ended September 30, 2015. Due to a recent change in accounting guidance, these disposals along with future disposals of individual operating properties or portfolios that do not represent a strategic shift in our operations will no longer qualify as discontinued operations and will be classified within income from continuing operations on the consolidated statements of comprehensive income. As a result, the operations of these properties are included in the table above in order to reconcile wholly-owned revenues and wholly-owned operating expenses on the accompanying consolidated statements of comprehensive income. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for a more detailed discussion of our recent disposition activity.

<sup>(2)</sup> Excludes Hawks Landing, a property that was sold in February 2014, which is classified within discontinued operations on the accompanying consolidated statements of comprehensive income.

- (4) The difference in number of beds for the comparable periods is due to the sale of one building containing 20 beds at one of our wholly-owned properties in October 2014.
- (5) Includes revenues that are reflected as resident services revenue on the accompanying consolidated statements of comprehensive income.

Same Store Properties. The increase in revenue from our same store properties was primarily due to an increase in average rental rates for the 2014/2015 and 2015/2016 academic years, partially offset by a decrease in average occupancy from 92.8% during the three months ended September 30, 2014 to 91.4% during the three months ended September 30, 2015. Future revenues will be dependent on our ability to maintain our current leases in effect for the 2015/2016 academic year and our ability to obtain appropriate rental rates and desired occupancy for the 2016/2017 academic year at our various properties.

The increase in operating expenses from our same store properties was primarily due to additional repairs and maintenance expenses incurred during the three months ended September 30, 2015 related to one-time occurrences at three properties totaling \$0.6 million, as well as \$0.6 million of additional general and administrative expenses incurred related to the Company's obligation to fund certain municipal infrastructure improvements at a property. These increases were partially offset by a decrease in marketing expense as a result of the strategic refinement of our marketing activities. We anticipate that operating expenses for our same

store property portfolio for the full year 2015 will increase as compared with 2014 for the reasons discussed above as well as general inflation.

New Property Operations. Our new properties for the three and nine months ended September 30, 2015 are summarized in the table below:

Property	Location	Primary University Served	Beds	Acquisition/Opening Date
<b>Acquisitions:</b>				
University Walk	Knoxville, TN	University of Tennessee	526	August 2014
The Standard	Athens, GA	University of Georgia	610	October 2014
Park Point	Syracuse, NY	Syracuse University	226	February 2015
1200 West Marshall	Richmond, VA	Virginia Commonwealth University	406	March 2015
8 1/2 Canal Street	Richmond, VA	Virginia Commonwealth University	540	March 2015
Vistas San Marcos	San Marcos, TX	Texas State University	600	March 2015
Crest at Pearl	Austin, TX	University of Texas	343	June 2015
UP at Metroplex	Binghamton, NY	Binghamton University - SUNY	710	June 2015
Stadium Centre	Tallahassee, FL	Florida State University	710	July 2015
		<b>SUBTOTAL - Acquisitions</b>	<b>4,671</b>	
<b>Owned Developments:</b>				
Merwick Stanworth Phase I	Princeton, NJ	Princeton University	214	June 2014
The Plaza on University	Orlando, FL	University of Central Florida	1,313	August 2014
U Club on Frey Phase II	Kennesaw, GA	Kennesaw State University	408	August 2014
U Centre at Northgate	College Station, TX	Texas A&M University	784	August 2014
The Suites Phase II	Flagstaff, AZ	Northern Arizona University	328	August 2014
160 Ross	Auburn, AL	Auburn University	642	August 2015
U Club on Woodward Phase II	Tallahassee, FL	Florida State University	496	August 2015
The Summit at University City	Philadelphia, PA	Drexel University	1,315	September 2015
2125 Franklin	Eugene, OR	University of Oregon	734	September 2015
		<b>SUBTOTAL - Owned Developments</b>	<b>6,234</b>	
<b>Under Renovation:</b>				
University Crossings <sup>(1)</sup>	Philadelphia, PA	Drexel University	1,016	September 2015
		<b>Total - New Properties</b>	<b>11,921</b>	

Due to significant ongoing renovation activity occurring at University Crossings, revenues decreased from \$2.6 million for the three months ended September 30, 2014 to \$0.5 million for the three months ended September 30, 2015, while operating expenses remained relatively constant at \$0.9 million for the three months ended September 30, 2014 as compared to \$0.8 million for the three months ended September 30, 2015.

#### On-Campus Participating Properties (“OCPP”) Operations

Same Store OCPP Properties. We had four participating properties containing 4,519 beds which were operating during the three months ended September 30, 2015 and 2014. Revenues from these properties increased from \$5.3 million for the three months ended September 30, 2014 to \$5.5 million for the three months ended September 30, 2015, an increase of \$0.2 million. This increase was primarily a result of increased rental rates for the 2015/2016 academic year, offset by a decrease in average occupancy from 72.4% for the three months ended September 30, 2014 to 67.1% for the three months ended September 30, 2015. Occupancy at our on-campus participating properties is low during the summer months due to the expiration of the 9-month leases concurrent with the end of the spring semester.

Operating expenses for these properties increased from \$2.9 million for the three months ended September 30, 2014 to \$3.2 million for the three months ended September 30, 2015, an increase of \$0.3 million. This increase was primarily due to an increase in costs incurred related to the annual turn process and increased utilities expense.

New Property Operations. In August 2014, we completed construction on College Park, a 567-bed on-campus participating property serving students attending West Virginia University. This property contributed additional revenue and operating expenses of approximately \$0.5 million and \$0.2 million, respectively, during the three months ended September 30, 2015.

### Third-Party Development Services Revenue

Third-party development services revenue decreased by approximately \$1.0 million, from \$1.9 million during the three months ended September 30, 2014 to \$0.9 million for the three months ended September 30, 2015. This decrease was primarily due to the closing of bond financing and commencement of construction in July 2014 on a third-party on-campus development project at Texas A&M University - Corpus Christi, resulting in \$0.9 million of revenue recognized during the three months ended September 30, 2014. Third party development revenue for the full year 2015 will be highly dependent upon the finalization of documents and commencement of construction of additional third-party development projects, as well as the verification of anticipated savings under the construction budgets for recently completed projects, of which we are entitled to a portion of such savings.

Development services revenues are dependent on our ability to successfully be awarded such projects, the amount of the contractual fee related to the project and the timing and completion of the development and construction of the project. In addition, to the extent projects are completed under budget, we may be entitled to a portion of such savings, which are recognized as revenue when performance has been agreed upon by all parties, or when performance has been verified by an independent third-party. It is possible that projects for which we have deferred pre-development costs will not close and that we will not be reimbursed for such costs. The pre-development costs associated therewith will ordinarily be charged against income for the then-current period.

### Third-Party Management Services Revenue

Third-party management services revenue increased by approximately \$0.5 million, from \$1.8 million during the three months ended September 30, 2014 to \$2.3 million for the three months ended September 30, 2015. The increase was primarily a result of revenue earned from newly awarded management contracts, and the recognition of incentive fees from another third party management contract during the three months ended September 30, 2015. We anticipate third-party management services revenue for the full year 2015 will increase as compared to 2014 for the reasons discussed above.

### Third-Party Development and Management Services Expenses

Third-party development and management services expenses increased by approximately \$0.6 million, from \$3.0 million during the three months September 30, 2014 to \$3.6 million for the three months ended September 30, 2015. This increase was primarily a result of the timing of new management contracts awarded in 2014 and 2015, an increase in the level of pursuits of potential third-party development projects, and general inflation. We anticipate third-party development and management services expenses will increase for the full year 2015 as compared to 2014 for the reasons discussed above.

### General and Administrative

General and administrative expenses increased by approximately \$0.4 million, from \$4.7 million during the three months ended September 30, 2014 to \$5.1 million for the three months ended September 30, 2015. This increase was primarily due to additional expenses incurred in connection with enhancements to our operating system platforms, additional payroll, health care and benefits expense, public company costs and other general inflationary factors. We anticipate general and administrative expenses will increase for the full year 2015 as compared to 2014 for the reasons discussed above.

### Depreciation and Amortization

Depreciation and amortization increased by approximately \$2.3 million, from \$49.6 million during the three months ended September 30, 2014 to \$51.9 million for the three months ended September 30, 2015. This increase was primarily due to the completion of construction and opening of four owned development properties in August and

September 2015, five owned development properties in June and August 2014, one mezzanine development property in August 2014, and one on-campus participating property in August 2014. These properties contributed approximately \$2.4 million of additional depreciation and amortization expense during the three months ended September 30, 2015. In addition, property acquisition activity in October 2014 and the first nine months of 2015 contributed approximately \$4.0 million of additional depreciation and amortization expense during the three months ended September 30, 2015. These increases were offset by a decrease in depreciation and amortization expense of approximately \$4.1 million related to the sale of one property in September 2014 and 20 properties in the first nine months of 2015.

We expect depreciation and amortization expense to increase for the full year 2015 as a result of the completion of owned development projects placed into service in Fall 2015 and Fall 2014, and acquisitions occurring in 2015, offset by a reduction in depreciation and amortization related to the disposition of properties occurring in 2015.



### Ground/Facility Leases

Ground/facility leases expense decreased by approximately \$0.4 million, from \$2.2 million during the three months ended September 30, 2014 to \$1.8 million for the three months ended September 30, 2015. This decrease was primarily due to additional capital expenditures incurred at our on-campus participating properties during the respective periods. These decreases were offset by additional ground lease expense of \$0.2 million incurred during the three months ended September 30, 2015 related to ACE projects that completed construction and opened for operations in Fall 2014 and Fall 2015. We anticipate ground/facility leases expense to increase for the full year 2015 as compared to 2014, primarily as a result of the timing of ACE properties being placed into service.

### Provision for Real Estate Impairment

During the three months ended September 30, 2014, we recorded a loss of approximately \$2.4 million related to an impairment recognized prior to the sale of a wholly-owned property in September 2014.

### Interest Expense

Interest expense decreased by approximately \$2.7 million, from \$23.8 million during the three months ended September 30, 2014 to \$21.1 million for the three months ended September 30, 2015. Interest expense decreased as a result of the following: (i) a decrease of approximately \$1.3 million during the three months ended September 30, 2015, related to the disposition of properties with outstanding mortgage debt; (ii) approximately \$2.3 million related to the payoff of additional mortgage and construction loans during the past 15 months and the payoff of our secured agency facility on September 1, 2014; and (iii) a decrease of approximately \$0.7 million as a result of an increase in capitalized interest due to the timing and volume of construction activities on our owned development projects during the comparable three month periods. These decreases were partially offset by the following: (i) an increase of approximately \$0.8 million related to a increase in borrowings under our unsecured revolving credit facility during the comparable three month periods; (ii) approximately \$0.5 million of additional mortgage interest related to property acquisition activity in October of 2014 and the first nine months of 2015; and (iii) an increase of approximately \$0.3 million during the three months ended September 30, 2015 related to two \$400 million offerings of senior unsecured notes, which closed in June 2014 and September 2015. We anticipate interest expense will decrease for the full year 2015 as compared to the prior year, primarily as a result of utilizing proceeds received from the disposition of properties to fund our investment pipeline as opposed to incurring debt to fund such investment activities.

### Gain (Loss) from Disposition of Real Estate

During the three months ended September 30, 2015, we sold a portfolio of three wholly-owned properties containing 1,200 beds, resulting in a net gain from disposition of real estate of approximately \$4.7 million. During the three months ended September 30, 2014, we sold one wholly-owned property containing 484 beds, resulting in a loss from disposition of \$0.1 million. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for additional details regarding the disposal of these properties.

### Other Nonoperating Income

During the three months ended September 30, 2015, we recognized an insurance gain of \$0.4 million related to a fire that occurred at one of our properties in 2014.

## Comparison of the Nine Months Ended September 30, 2015 and September 30, 2014

The following table presents our results of operations for the nine months ended September 30, 2015 and 2014, including the amount and percentage change in these results between the two periods.

	Nine Months Ended September 30,		Change (\$)	Change (%)	
	2015	2014			
Revenues					
Wholly-owned properties	\$517,641	\$506,822	\$10,819	2.1	%
On-campus participating properties	21,469	18,709	2,760	14.8	%
Third-party development services	3,178	3,624	(446)	(12.3)	)%
Third-party management services	6,586	5,751	835	14.5	%
Resident services	2,309	2,190	119	5.4	%
Total revenues	551,183	537,096	14,087	2.6	%
Operating expenses					
Wholly-owned properties	252,672	250,074	2,598	1.0	%
On-campus participating properties	9,167	8,265	902	10.9	%
Third-party development and management services	10,554	8,589	1,965	22.9	%
General and administrative	15,667	13,957	1,710	12.3	%
Depreciation and amortization	154,103	146,201	7,902	5.4	%
Ground/facility leases	5,841	5,351	490	9.2	%
Provision for real estate impairment	—	2,377	(2,377)	(100.0)	)%
Total operating expenses	448,004	434,814	13,190	3.0	%
Operating income	103,179	102,282	897	0.9	%
Nonoperating income and (expenses)					
Interest income	3,296	3,123	173	5.5	%
Interest expense	(63,627)	(65,873)	2,246	(3.4)	)%
Amortization of deferred financing costs	(4,032)	(4,503)	471	(10.5)	)%
Gain (loss) from disposition of real estate	52,699	(67)	52,766	(78,755.2)	)%
Loss from early extinguishment of debt	(1,770)	—	(1,770)	100.0	%
Other nonoperating income	388	—	388	100.0	%
Total nonoperating (expenses)	(13,046)	(67,320)	54,274	(80.6)	)%
Income before income taxes and discontinued operations	90,133	34,962	55,171	157.8	%
Income tax provision	(932)	(869)	(63)	7.2	%
Income from continuing operations	89,201	34,093	55,108	161.6	%
Discontinued operations					
Loss attributable to discontinued operations	—	(123)	123	(100.0)	)%
Gain from disposition of real estate	—	2,843	(2,843)	(100.0)	)%
Total discontinued operations	—	2,720	(2,720)	(100.0)	)%
Net income	89,201	36,813	52,388	142.3	%

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Net income attributable to noncontrolling interests					
Redeemable noncontrolling interests	(1,062	) (567	) (495	) 87.3	%
Partially owned properties	(507	) (257	) (250	) 97.3	%
Net income attributable to noncontrolling interests	(1,569	) (824	) (745	) 90.4	%
Net income attributable to ACC, Inc. and subsidiaries common stockholders	\$87,632	\$35,989	\$51,643	143.5	%

## Same Store and New Property Operations

A reconciliation of our same store, new property and sold property operations to our consolidated statements of comprehensive income is set forth below:

	Same Store Properties		New Properties <sup>(1)</sup>		Sold Properties <sup>(2)</sup>		Total - All Properties <sup>(3)</sup>	
	Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014	2015	2014	2015	2014
Number of properties	129	129	19	2	20	21	168	152
Number of beds	76,874	<sup>(4)</sup> 76,894	11,921	1,152	12,297	12,777	101,092	90,823
Revenues <sup>(5)</sup>	\$455,938	\$441,025	\$45,973	\$15,074	\$18,039	\$52,913	\$519,950	\$509,012
Operating expenses	219,568	215,415	23,967	7,222	9,137	27,437	252,672	250,074

Does not include properties under construction as of September 30, 2015. Number of properties and number of beds also excludes properties undergoing redevelopment as of September 30, 2015, although the results of operations of those properties are included in new property revenues and operating expenses prior to commencement of redevelopment activities.

<sup>(1)</sup> Includes The Enclave, a 480-bed wholly-owned property that was sold in September 2014 along with 20 wholly-owned properties that were sold during the nine months ended September 30, 2015. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for a more detailed discussion of our recent disposition activity.

<sup>(2)</sup> Excludes Hawks Landing, a property that was sold in February 2014, which is classified within discontinued operations on the accompanying consolidated statements of comprehensive income.

<sup>(3)</sup> The difference in number of beds for the comparable periods is due to the sale of one building containing 20 beds at one of our wholly-owned properties in October 2014.

<sup>(4)</sup> Includes revenues which are reflected as resident services revenue on the accompanying consolidated statements of comprehensive income.

Same Store Properties. The increase in revenue from our same store properties was primarily due to an increase in average rental rates for the 2014/2015 and 2015/16 academic years.

The increase in operating expenses from our same store properties was primarily due to the same factors that contributed to the increase in operating expenses for the three months ended September 30, 2015, as discussed above, as well as general inflation.

New Property Operations. Our new properties for the nine months ended September 30, 2015 are summarized in the table of new properties contained in the discussion of our results of operations for the three months ended September 30, 2015 and 2014. Due to significant ongoing renovation activity occurring at University Crossings, revenues decreased from \$7.5 million for the nine months ended September 30, 2014 to \$5.3 million for the nine months ended September 30, 2015, while operating expenses remained relatively constant at \$2.4 million for the nine months ended September 30, 2015 as compared to \$2.2 million for the nine months ended September 30, 2014.

## On-Campus Participating Properties (“OCPP”) Operations

Same Store OCPP Properties. We had four participating properties containing 4,519 beds which were operating during the nine months ended September 30, 2015 and 2014. Revenues from these properties increased by \$0.3 million, from \$18.2 million for the nine months ended September 30, 2014 to \$18.5 million for the nine months ended September 30, 2015. This increase was primarily due to an increase in average rental rates, offset by a decrease in

average occupancy from 70.3% for the nine months ended September 30, 2014 to 69.4% for the nine months ended September 30, 2015. Operating expenses at these properties increased by \$0.2 million, from \$8.1 million for the nine months ended September 30, 2014 as compared to \$8.3 million for the nine months ended September 30, 2015, primarily due to increased security and turn costs as compared to the prior year.

**New Property Operations.** In August 2014, we completed construction on College Park, a 567-bed on-campus participating property serving students attending West Virginia University. This property contributed additional revenue and operating expenses of approximately \$2.5 million and \$0.7 million, respectively, during the nine months ended September 30, 2015.

### Third-Party Development Services Revenue

Third-party development services revenue decreased by approximately \$0.4 million, from \$3.6 million during the nine months ended September 30, 2014 to \$3.2 million for the nine months ended September 30, 2015. This decrease was primarily due to the the closing and commencement of construction of two third-party development projects at the University of Toledo and Texas A&M University - Corpus Christi during the nine months ended September 30, 2014, as compared to the closing and commencement of construction of one project at Northeastern Illinois University during the nine months ended September 30, 2015.

### Third-Party Management Services Revenue

Third-party management services revenue increased by approximately \$0.8 million, from \$5.8 million during the nine months ended September 30, 2014 to \$6.6 million for the nine months ended September 30, 2015. This increase was primarily due to the same factors that contributed to the increase for the three months ended September 30, 2015, as discussed above.

### Third-Party Development and Management Services Expenses

Third-party development and management services expenses increased by approximately \$2.0 million, from \$8.6 million during the nine months ended September 30, 2014 to \$10.6 million for the nine months ended September 30, 2015. This increase was primarily due to the same factors that contributed to the increase for the three months ended September 30, 2015, as discussed above.

### General and Administrative

General and administrative expenses increased by approximately \$1.7 million, from \$14.0 million during the nine months ended September 30, 2014 to \$15.7 million for the nine months ended September 30, 2015. This increase was primarily due to the same factors that contributed to the increase for the three months ended September 30, 2015, as discussed above.

### Depreciation and Amortization

Depreciation and amortization increased by approximately \$7.9 million, from \$146.2 million during the nine months ended September 30, 2014 to \$154.1 million for the nine months ended September 30, 2015. This increase was primarily due to the completion of construction and opening of four owned development properties in August and September 2015, five owned development properties in June and August 2014, one mezzanine development property in August 2014, and one on-campus participating property in August 2014, which contributed approximately \$8.0 million of additional depreciation and amortization expense during the nine months ended September 30, 2015. In addition, property acquisition activity in October 2014 and the first nine months of 2015 contributed approximately \$8.5 million of additional depreciation and amortization expense during the nine months ended September 30, 2015. These increases were offset by a decrease in depreciation and amortization expense of approximately \$8.8 million related to the sale of one property in September 2014 and 20 properties in the first nine months of 2015.

### Ground/Facility Leases

Ground/facility leases expense increased by approximately \$0.4 million, from \$5.4 million during the nine months ended September 30, 2014 to \$5.8 million for the nine months ended September 30, 2015. This increase was primarily due to the timing of ACE development projects placed into service during 2014 and 2015, which contributed approximately \$0.7 million of additional ground/facility leases expense during the nine months ended September 30, 2015. In addition, the new on-campus participating property placed into service in August 2014 contributed \$0.3 million of the increase to ground/facility leases expense during the nine months ended September 30, 2015. These

increases were offset by a decrease in ground/facility leases expense at our same store on-campus participating properties as a result of increased bad debt expense, turn costs, and capital expenditures as compared to the prior year.  
Interest Expense

Interest expense decreased by approximately \$2.3 million, from \$65.9 million during the nine months ended September 30, 2014 to \$63.6 million for the nine months ended September 30, 2015. Interest expense decreased as a result of the following: (i) a decrease of \$7.2 million related to the payoff of additional mortgage and construction loans during the past 15 months and the payoff of our secured agency facility on September 1, 2014; (ii) a decrease of approximately \$2.9 million during the nine months ended September 30, 2015, related to the disposition of properties with outstanding mortgage debt; (iii) a decrease of approximately \$2.0 million as a result of an increase in capitalized interest due to the timing and volume of construction activities on our owned

development projects during the comparable nine month periods; and (iv) approximately \$0.6 million in decreases related to lower outstanding balances on our mortgage debt due to continued scheduled principal payments. These decreases were partially offset by the following: (i) an increase of approximately \$8.4 million during the nine months ended September 30, 2015 related to two of our \$400 million offerings of senior unsecured notes, which closed in June 2014 and September 2015; (ii) an approximately \$1.3 million increase related to the completion of one on-campus participating property in August 2014 which was partially financed with a construction loan; and (iii) approximately \$0.7 million of additional mortgage interest related to property acquisition activity in October of 2014 and the first nine months of 2015.

#### Amortization of Deferred Financing Costs

Amortization of deferred financing costs decreased by approximately \$0.5 million, from \$4.5 million during the nine months ended September 30, 2014 to \$4.0 million for the nine months ended September 30, 2015. This decrease was primarily due to a decrease of approximately \$0.3 million during the nine months ended September 30, 2015, related to the payoff of mortgage and construction loans during 2015 and 2014, and approximately \$0.4 million during the nine months ended September 30, 2015 resulting from the payoff of our secured agency facility on September 1, 2014. These decreases were partially offset by \$0.2 million in increases related to our 2014 and 2015 bond offerings.

#### Gain (Loss) from Disposition of Real Estate

During the nine months ended September 30, 2015, we sold 20 wholly-owned properties containing 12,297 beds, resulting in a net gain from disposition of real estate of approximately \$52.7 million. During the nine months ended September 30, 2014, we sold two wholly-owned property containing 964 beds, resulting in a net gain on disposition of real estate of approximately \$2.8 million. One of the properties which was sold in the first quarter 2014 was classified as Held for Sale as of December 31, 2013, and accordingly the gain on disposition for this property is reflected in discontinued operations in the accompanying consolidated statements of comprehensive income. Under new accounting guidance, subsequent property disposition transactions that do not represent a strategic shift in our operations will no longer qualify as discontinued operations and the related gains and losses from disposition are classified within income from continuing operations on the consolidated statements of comprehensive income. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for additional details regarding our recent disposition transactions.

#### Loss from Early Extinguishment of Debt

During the nine months ended September 30, 2015, we incurred approximately \$1.8 million of losses associated with the early pay off of four mortgage loans in connection with the sale of four wholly-owned properties.

#### Discontinued Operations

Discontinued operations on the accompanying consolidated statements of comprehensive income for the nine months ended September 30, 2014 includes Hawks Landing, a wholly-owned property that was sold in February 2014. As discussed above, the disposition of Hawks Landing was not subject to the new accounting guidance for discontinued operations because it was classified as held for sale as of December 31, 2013.

#### Noncontrolling Interests

Noncontrolling interests represent holders of common and preferred units in our Operating Partnership not held by ACC or ACC Holdings as well as certain third-party partners in joint ventures consolidated by us for financial reporting purposes. Accordingly, these external partners are allocated their share of income/loss during the respective reporting periods. Refer to Note 10 in the accompanying Notes to Consolidated Financial Statements in Item 1 for a



detailed discussion of noncontrolling interests.

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## Liquidity and Capital Resources

### Cash Balances and Cash Flows

As of September 30, 2015, excluding our on-campus participating properties, we had \$69.5 million in cash and cash equivalents and restricted cash as compared to \$45.5 million in cash and cash equivalents and restricted cash as of December 31, 2014. Restricted cash primarily consists of escrow accounts held by lenders and resident security deposits, as required by law in certain states, and funds held in escrow in connection with potential acquisition and development opportunities. The following discussion relates to changes in cash due to operating, investing and financing activities, which are presented in our consolidated statements of cash flows included in Item 1.

**Operating Activities:** For the nine months ended September 30, 2015, net cash provided by operating activities was approximately \$176.1 million, as compared to approximately \$201.0 million for the nine months ended September 30, 2014, a decrease of \$24.9 million. This decrease in cash flows was primarily due to (i) the sale of one property in September 2014 and 20 properties during the first nine months of 2015; (ii) an increase in student accounts receivable due to the timing of anticipated collections; and (iii) an increase in other assets due to an anticipated reimbursement from Drexel University related to construction of the dining facility in a recently completed project. These decreases in cash provided by operating activities were partially offset by: (i) operating cash flows provided from the timing of property acquisitions purchased in the last quarter of 2014 and the first nine months of 2015, (ii) the completion of construction and opening of six owned development projects and one on-campus participating project in Fall 2014; the completion of construction and opening of four owned development projects in August and September 2015.

**Investing Activities:** Investing activities utilized approximately \$130.6 million and \$285.5 million for the nine months ended September 30, 2015 and 2014, respectively. The \$154.9 million decrease in cash utilized in investing activities was primarily a result of the following: (i) a \$419.7 million increase in proceeds from the disposition of wholly owned properties as we sold 20 properties during the nine months ended September 30, 2015, as compared to one property during the the comparable nine month period in 2014; (ii) a \$54.2 million decrease in cash used to fund the construction of our wholly-owned development properties, related to the timing of construction commencement and completion of our owned development pipeline; and (iii) a \$25.0 million decrease in cash used during the nine months ended September 30, 2015 to fund the construction of an on-campus participating property located in Morgantown, West Virginia which opened for occupancy in August 2014. These decreases in cash utilized in investing activities were partially offset by (i) a \$327.4 million increase in cash paid to acquire properties and undeveloped land parcels; (ii) a \$7.5 million increase in cash used to fund capital expenditures at our wholly-owned and on-campus participating properties; (iii) a \$3.3 million increase in cash used to fund purchases of corporate furniture, fixtures, and assets; and (iv) a decrease related to the repayment of a \$3.0 million loan to a third-party developer during the nine months ended September 30, 2014.

**Financing Activities:** Cash used in financing activities for the nine months ended September 30, 2015 totaled approximately \$25.2 million as compared to \$65.1 million in cash provided by financing activities during the nine months ended September 30, 2014. The \$90.3 million decrease in cash provided by financing activities was primarily a result of the following: (i) a \$119.6 million increase in cash used to pay off maturing mortgage and construction debt during the comparable nine month periods; (ii) a \$142.6 million increase in net pay downs on our revolving credit facility; (iii) a \$26.0 million decrease in construction loan proceeds during the comparable nine month periods as the development and construction of an on-campus participating property, which opened for occupancy in August 2014, was financed with a construction loan; and (iv) a \$15.0 million increase in distributions to stockholders during the comparable nine month periods, as a result of the recent issuance of common stock under our at-the-market share offering program ("ATM Equity Program") discussed below and an increase to the quarterly dividend per share of common stock in May 2014 and May 2015. These decreases in cash provided by financing activities were partially offset by the following: (i) an increase of \$207.5 million in net proceeds received from the issuance of common stock under our ATM Equity Program; (ii) a \$6.4 million decrease in debt issuance costs and the termination of our forward

operating swap; and (iii) a \$1.4 million decrease in principal payments on mortgage and construction loans.

#### Liquidity Needs, Sources and Uses of Capital

As of September 30, 2015, our short-term liquidity needs included, but were not limited to, the following: (i) anticipated distribution payments to our common and restricted stockholders totaling approximately \$180.8 million based on an assumed annual cash distribution of \$1.60 per share based on the number of our shares outstanding as of September 30, 2015, (ii) anticipated distribution payments to our Operating Partnership unitholders totaling approximately \$2.5 million based on an assumed annual distribution of \$1.60 per common unit and a cumulative preferential per annum cash distribution rate of 5.99% on our Series A preferred units based on the number of units outstanding as of September 30, 2015, (iii) pay off of approximately \$94.0 million of outstanding fixed rate mortgage debt scheduled to mature during the next 12 months, (iv) estimated development costs over the next 12 months totaling approximately \$152.8 million for our wholly-owned properties currently under construction, (v) funds for other

development projects scheduled to commence construction during the next 12 months, and (vi) potential future land acquisitions, including mezzanine financed developments.

We expect to meet our short-term liquidity requirements by (i) borrowing under our existing unsecured credit facility discussed below, (ii) accessing the unsecured bond market, (iii) issuing securities, including common stock, under our ATM Equity Program discussed more fully in Note 9 in the accompanying Notes to Consolidated Financial Statements contained in Item 1, (iv) potentially disposing of properties depending on market conditions, and (v) utilizing current cash on hand and net cash provided by operations.

We may seek additional funds to undertake initiatives not contemplated by our business plan or obtain additional cushion against possible shortfalls. We also may pursue additional financing as opportunities arise. Future financings may include a range of different sizes or types of financing, including the incurrence of additional secured debt and the sale of additional debt or equity securities. These funds may not be available on favorable terms or at all. Our ability to obtain additional financing depends on several factors, including future market conditions, our success or lack of success in penetrating our markets, our future creditworthiness, and restrictions contained in agreements with our investors or lenders, including the restrictions contained in the agreements governing our unsecured credit facility and unsecured notes. These financings could increase our level of indebtedness or result in dilution to our equity holders.

#### Distributions

We are required to distribute 90% of our REIT taxable income (excluding capital gains) on an annual basis in order to qualify as a REIT for federal income tax purposes. Distributions to common stockholders are at the discretion of the Board of Directors. We may use borrowings under our unsecured revolving credit facility to fund distributions. The Board of Directors considers a number of factors when determining distribution levels, including market factors and our Company's performance in addition to REIT requirements.

On November 5, 2015, we declared a distribution per share of \$0.40, which will be paid on November 30, 2015 to all common stockholders of record as of November 16, 2015. At the same time, the Operating Partnership will pay an equivalent amount per unit to holders of Common Units, as well as the quarterly cumulative preferential distribution to holders of Series A Preferred Units.

#### Pre-Development Expenditures

Our third-party and owned development activities have historically required us to fund pre-development expenditures such as architectural fees, permits and deposits. The closing and/or commencement of construction of these development projects is subject to a number of risks such as our inability to obtain financing on favorable terms and delays or refusals in obtaining necessary zoning, land use, building, and other required governmental permits and authorizations. As such, we cannot always predict accurately the liquidity needs of these activities. We frequently incur these pre-development expenditures before a financing commitment and/or required permits and authorizations have been obtained. Accordingly, we bear the risk of the loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms or we are unable to successfully obtain the required permits and authorizations. Historically, our third-party and owned development projects have been successfully structured and financed; however, these developments have at times been delayed beyond the period initially scheduled, causing revenue to be recognized in later periods. As of September 30, 2015, we have deferred approximately \$6.4 million in pre-development costs related to third-party and owned development projects that have not yet commenced construction.



## Indebtedness

A summary of our consolidated indebtedness as of September 30, 2015 is as follows:

	Amount	% of Total	Weighted Average Rates	Weighted Average Maturities (years)
Secured	\$1,069,904	37.4	% 5.17	% 5.5 Years
Unsecured	1,800,000	62.6	% 3.22	% 5.5 Years
Total consolidated debt	\$2,869,904	100.0	% 3.95	% 5.5 Years
Fixed rate debt				
Secured				
Project-based taxable bonds <sup>(1)</sup>	\$36,935	1.3	% 7.56	% 9.0 Years
Construction <sup>(2)</sup>	3,177	0.1	% 4.61	% 8.9 Years
Mortgage <sup>(3)</sup>	1,029,792	36.0	% 4.94	% 4.1 Years
Unsecured				
3.750% Notes, due April 2023 <sup>(4)</sup>	400,000	13.9	% 3.75	% 7.5 Years
4.125% Notes, due July 2024 <sup>(5)</sup>	400,000	13.9	% 4.25	% 8.8 Years
3.350% Notes, due Oct 2020 <sup>(6)</sup>	400,000	13.9	% 3.35	% 5.0 Years
Term loan <sup>(7) (8)</sup>	350,000	12.2	% 2.38	% 1.3 Years
Total - fixed rate debt	2,619,904	91.3	% 4.16	% 5.7 Years
Variable rate debt:				
Unsecured				
Revolving credit facility <sup>(8)</sup>	—	—	% 1.70	% 2.4 Years
Term loan <sup>(8)</sup>	250,000	8.7	% 1.70	% 3.4 Years
Total - variable rate debt	250,000	8.7	% 1.70	% 3.4 Years
Total consolidated debt <sup>(9)</sup>	\$2,869,904	100.0	% 3.95	% 5.5 Years

(1) Three of our on-campus participating properties are 100% financed with project-based taxable bonds.

(2) Represents a construction loan used to partially finance the development and construction of Stadium Centre Phase II, a VIE the Company includes in its consolidated financial statements.

A total of 41 of our properties are encumbered with mortgage debt. Balance excludes net unamortized debt

(3) premiums and debt discounts related to mortgage loans assumed in connection with property acquisitions of approximately \$54.0 million and \$0.2 million, respectively.

(4) 10-year notes were issued at 99.659% of par value with a coupon of 3.750% and a yield of 3.791%. Balance excludes unamortized original issue discount of approximately \$1.1 million.

(5) 10-year notes were issued at 99.861% of par value with a coupon of 4.125% and a yield of 4.142%. Balance excludes unamortized original issue discount of approximately \$0.5 million.

(6) 5-year notes were issued at 99.811% of par value with a coupon of 3.350% and a yield of 3.391%. Balance excludes unamortized original issue discount of approximately \$0.7 million.

(7) As discussed more fully in Note 8 and Note 12 in the accompanying Notes to Consolidated Financial Statements contained in Item 1, we have entered into multiple interest rate swap contracts that effectively fix the interest rate on the outstanding balance for this term loan.

(8) As discussed more fully in Note 8 in the accompanying Notes to Consolidated Financial Statements contained in Item 1, we have an aggregate unsecured credit facility totaling \$1.1 billion, which is comprised of two unsecured term loans totaling \$600 million and a \$500 million unsecured revolving credit facility.

(9) Balance excludes \$53.7 million in net unamortized premiums related to mortgage loans and \$2.3 million in unamortized original issue discounts on unsecured notes.



## Funds From Operations (“FFO”)

The National Association of Real Estate Investment Trusts (“NAREIT”) currently defines FFO as net income or loss computed in accordance with generally accepted accounting principles (“GAAP”), excluding gains or losses from depreciable operating property sales, impairment charges and real estate depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. 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 excludes GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. We therefore believe that FFO provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, and interest costs, among other items, providing perspective not immediately apparent from net income. We compute FFO in accordance with standards established by the Board of Governors of NAREIT in its March 1995 White Paper (as amended in November 1999 and April 2002), which may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly, may not be comparable to such other REITs.

We also believe it is meaningful to present a measure we refer to as FFO-Modified, or FFOM, which reflects certain adjustments related to the economic performance of our on-campus participating properties and other nonrecurring items. Under our participating ground leases, we and the participating university systems each receive 50% of the properties’ net cash available for distribution after payment of operating expenses, debt service (which includes significant amounts towards repayment of principal) and capital expenditures. A substantial portion of our revenues attributable to these properties is reflective of cash that is required to be used for capital expenditures and for the amortization of applicable property indebtedness. These amounts do not increase our economic interest in these properties or otherwise benefit us since our interest in the properties terminates upon the repayment of the applicable property indebtedness. Therefore, unlike the ownership of our wholly-owned properties, the unique features of our ownership interest in our on-campus participating properties cause the value of these properties to diminish over time. For example, since the ground/facility leases under which we operate the participating properties require the reinvestment from operations of specified amounts for capital expenditures and for the repayment of debt while our interest in these properties terminates upon the repayment of the debt, such capital expenditures do not increase the value of the property to us and mortgage debt amortization only increases the equity of the ground lessor.

Accordingly, we believe it is meaningful to modify FFO to exclude the operations of our on-campus participating properties and to consider their impact on our performance by including only that portion of our revenues from those properties that are reflective of our share of net cash flow and the management fees that we receive, both of which increase and decrease with the operating performance of the properties. This narrower measure of performance measures our profitability for these properties in a manner that is similar to the measure of our profitability from our services business where we similarly incur no initial or ongoing capital investment in a property and derive only consequential benefits from capital expenditures and debt amortization. We believe, however, that this narrower measure of performance is inappropriate in traditional real estate ownership structures where debt amortization and capital expenditures enhance the property owner’s long-term profitability from its investment. When calculating FFOM, we also exclude losses from early extinguishment of debt incurred in connection with property dispositions, property acquisition costs and other non-cash items, as we determine in good faith.

Our FFOM may have limitations as an analytical tool because it reflects the contractual calculation of net cash flow from our on-campus participating properties, which is unique to us and is different from that of our owned off-campus properties. Companies that are considered to be in our industry may not have similar ownership structures; and therefore those companies may not calculate FFOM in the same manner that we do, or at all, limiting its usefulness as a comparative measure. We compensate for these limitations by relying primarily on our GAAP and FFO results and using FFOM only supplementally. Further, FFO and FFOM do not represent amounts available for management’s discretionary use because of needed capital replacement or expansion, debt service obligations or other commitments



and uncertainties. FFO and FFOM should not be considered as alternatives to net income or loss computed in accordance with GAAP as an indicator of our financial performance, or to cash flow from operating activities computed in accordance with GAAP as an indicator of our liquidity, nor are these measures indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions.

The following table presents a reconciliation of our net income attributable to common shareholders to FFO and FFOM:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income attributable to ACC, Inc. and Subsidiaries common stockholders	\$1,855	\$(5,847)	\$87,632	\$35,989
Noncontrolling interests	161	62	1,569	824
(Gain) loss from disposition of real estate	(4,657)	) 67	(52,699)	) (2,776)
Elimination of provision for asset impairment <sup>(1)</sup>	—	2,377	—	2,377
Real estate related depreciation and amortization	51,244	49,029	152,253	144,681
Funds from operations (“FFO”) attributable to common stockholders and OP unitholders	48,603	45,688	188,755	181,095
Elimination of operations of on-campus participating properties:				
Net loss (income) from on-campus participating properties	493	749	(1,206)	) (1,242)
Amortization of investment in on-campus participating properties	(1,780)	) (1,548)	) (5,231)	) (3,988)
	47,316	44,889	182,318	175,865
Modifications to reflect operational performance of on-campus participating properties:				
Our share of net cash flow <sup>(2)</sup>	468	1,070	2,082	2,347
Management fees	289	257	957	841
On-campus participating properties development fees <sup>(3)</sup>	—	642	—	1,070
Impact of on-campus participating properties	757	1,969	3,039	4,258
Property acquisition costs	623	—	2,836	—
Impact of University Walk (pre-sale arrangement) <sup>(4)</sup>	—	(323)	) —	(323)
Elimination of loss from early extinguishment of debt <sup>(5)</sup>	—	—	1,770	—
Funds from operations – modified (“FFOM”) attributable to common stockholders and OP unitholders	\$48,696	\$46,535	\$189,963	\$179,800
FFO per share – diluted	\$0.42	\$0.43	\$1.66	\$1.69
FFOM per share – diluted	\$0.43	\$0.44	\$1.67	\$1.68
Weighted average common shares outstanding – diluted	114,532,290	106,974,047	114,021,780	106,940,665

(1) For the three and nine months ended September 30, 2014, represents an impairment charge recorded for a property that was sold in September 2014.

(2) 50% of the properties’ net cash available for distribution after payment of operating expenses, debt service (including repayment of principal) and capital expenditures. Represents amounts accrued for the interim periods, which is included in ground/facility leases expense in the consolidated statements of comprehensive income.

(3) Represents development and construction management fees related to the West Virginia University on-campus participating property, which completed construction in August 2014.

(4) University Walk is a property that was subject to a pre-sale arrangement and was purchased in January 2015. The property was consolidated for financial reporting purposes prior to its acquisition. However, as we did not benefit from the net cash flow from operations prior to our purchase, we have excluded the operations of this property from FFOM in 2014.

(5) Represents losses associated with the early pay-off of mortgage loans for four properties sold during the nine months ended September 30, 2015. Such costs are excluded from gains from disposition of real estate reported in

accordance with GAAP. However, we view the losses from early extinguishment of debt associated with the sales of real estate as an incremental cost of the sale transactions because we extinguished the debt in connection with the consummation of the sale transactions and we had no intent to extinguish the debt absent such transactions. We believe that adjusting FFO to exclude these losses more appropriately reflects the results of our operations exclusive of the impact of our disposition transactions.

#### Inflation

Our student leases do not typically provide for rent escalations. However, they typically do not have terms that extend beyond 12 months. Accordingly, although on a short term basis we would be required to bear the impact of rising costs resulting from inflation, we have the opportunity to raise rental rates at least annually to offset such rising costs. However, a weak economic environment or declining student enrollment at our principal universities may limit our ability to raise rental rates.

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

Market risk is the risk of loss from adverse changes in market prices and interest rates. Our future earnings and cash flows are dependent upon prevailing market rates. Accordingly, we manage our market risk by matching projected cash inflows from operating, investing and financing activities with projected cash outflows for debt service, acquisitions, capital expenditures, distributions to stockholders and unitholders, and other cash requirements. The majority of our outstanding debt has fixed interest rates, which minimizes the risk of fluctuating interest rates. Our exposure to market risk includes interest rate fluctuations in connection with our revolving credit facilities and variable rate construction loans and our ability to incur more debt without stockholder approval, thereby increasing our debt service obligations, which could adversely affect our cash flows. No material changes have occurred in relation to market risk since our Annual Report on Form 10-K for the year ended December 31, 2014.

### Item 4. Controls and Procedures

American Campus Communities, Inc.

#### (a) Evaluation of Disclosure Controls and Procedures

As required by SEC Rule 13a-15(b), we have carried out an evaluation, under the supervision of and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures for the quarter covered by this report were effective at the reasonable assurance level.

#### (b) Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

American Campus Communities Operating Partnership, L.P.

#### (a) Evaluation of Disclosure Controls and Procedures

As required by SEC Rule 13a-15(b), we have carried out an evaluation, under the supervision of and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures for the quarter covered by this report were effective at the reasonable assurance level.

#### (b) Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to various claims, lawsuits and legal proceedings that arise in the ordinary course of business. While it is not possible to ascertain the ultimate outcome of such matters, management believes that the aggregate amount of such liabilities, if any, in excess of amounts provided or covered by insurance, will not have a material adverse effect on the our consolidated financial position or our results of operations.

Item 1A. Risk Factors

There have been no material changes to the risk factors that were discussed in Part 1, Item 1A of the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6.	Exhibits
Exhibit Number	Description of Document
31.1	American Campus Communities, Inc. - Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	American Campus Communities, Inc. - Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	American Campus Communities Operating Partnership, L.P. - Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	American Campus Communities Operating Partnership, L.P. - Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	American Campus Communities, Inc. - Certification of Chief Executive Officer Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	American Campus Communities, Inc. - Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.3	American Campus Communities Operating Partnership, L.P. - Certification of Chief Executive Officer Pursuant to 18 U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.4	American Campus Communities Operating Partnership, L.P. - Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 6, 2015

AMERICAN CAMPUS COMMUNITIES, INC.

By: /s/ William C. Bayless, Jr.

William C. Bayless, Jr.  
President and Chief Executive Officer

By: /s/ Jonathan A. Graf

Jonathan A. Graf  
Executive Vice President,  
Chief Financial Officer, Treasurer  
and Secretary

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: November 6, 2015

AMERICAN CAMPUS COMMUNITIES  
OPERATING PARTNERSHIP, L.P.

By: American Campus Communities Holdings,  
LLC, its general partner

By: American Campus Communities, Inc.,  
its sole member

By: /s/ William C. Bayless, Jr.

William C. Bayless, Jr.  
President and Chief Executive Officer

By: /s/ Jonathan A. Graf

Jonathan A. Graf  
Executive Vice President,  
Chief Financial Officer, Treasurer  
and Secretary

