

AMERICAN CAMPUS COMMUNITIES INC

Form 10-Q

November 07, 2014

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, 2014.

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 x No o

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

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

American Campus Communities, Inc. Yes x No o

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

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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 105,118,236 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 3, 2014.

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## EXPLANATORY NOTE

This report combines the reports on Form 10-Q for the quarterly period ended September 30, 2014 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, 2014, 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, 2014, ACC owned an approximate 98.8% 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, 2014  
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AMERICAN CAMPUS COMMUNITIES, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(in thousands, except share data)

	September 30, 2014 (Unaudited)	December 31, 2013
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,356,617	\$5,199,008
Wholly-owned property held for sale	—	14,408
On-campus participating properties, net	95,393	73,456
Investments in real estate, net	5,452,010	5,286,872
Cash and cash equivalents	19,412	38,751
Restricted cash	31,338	35,451
Student contracts receivable, net	14,660	9,238
Other assets	236,441	227,728
Total assets	\$5,753,861	\$5,598,040
Liabilities and equity		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,387,581	\$1,507,216
Secured agency facility	—	87,750
Unsecured notes	798,264	398,721
Unsecured term loans	600,000	600,000
Unsecured revolving credit facility	138,500	150,700
Accounts payable and accrued expenses	73,596	65,088
Other liabilities	155,386	110,036
Total liabilities	3,153,327	2,919,511
Commitments and contingencies (Note 14)		
Redeemable noncontrolling interests	50,937	47,964
Equity:		
American Campus Communities, Inc. stockholders' equity:		
Common stock, \$.01 par value, 800,000,000 shares authorized, 105,086,236 and 104,782,817 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	1,044	1,043
Additional paid in capital	3,022,686	3,017,631
Accumulated earnings and dividends	(474,659)	(392,338)
Accumulated other comprehensive loss	(5,114)	(1,435)
Total American Campus Communities, Inc. stockholders' equity	2,543,957	2,624,901
Noncontrolling interests - partially owned properties	5,640	5,664
Total equity	2,549,597	2,630,565



Total liabilities and equity	\$5,753,861	\$5,598,040
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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,	
	2014	2013	2014	2013
Revenues				
Wholly-owned properties	\$ 171,816	\$ 150,031	\$ 506,822	\$ 447,904
On-campus participating properties	5,786	5,066	18,709	17,871
Third-party development services	1,856	622	3,624	1,656
Third-party management services	1,769	1,792	5,751	5,425
Resident services	709	883	2,190	1,912
Total revenues	181,936	158,394	537,096	474,768
Operating expenses				
Wholly-owned properties	98,232	86,838	250,074	221,817
On-campus participating properties	3,003	3,021	8,265	8,454
Third-party development and management services	2,881	3,058	8,387	7,786
General and administrative	4,807	3,934	14,159	12,366
Depreciation and amortization	49,576	45,056	146,201	137,811
Ground/facility leases	2,206	1,386	5,351	3,749
Provision for real estate impairment	2,377	—	2,377	—
Total operating expenses	163,082	143,293	434,814	391,983
Operating income	18,854	15,101	102,282	82,785
Nonoperating income and (expenses)				
Interest income	1,055	792	3,123	2,165
Interest expense	(23,794)	(19,584)	(65,873)	(56,364)
Amortization of deferred financing costs	(1,543)	(1,410)	(4,503)	(4,134)
Loss from disposition of real estate	(67)	—	(67)	—
Other nonoperating income (expense)	—	134	—	(2,666)
Total nonoperating expenses	(24,349)	(20,068)	(67,320)	(60,999)
(Loss) income before income taxes and discontinued operations	(5,495)	(4,967)	34,962	21,786
Income tax provision	(290)	(255)	(869)	(765)
(Loss) income from continuing operations	(5,785)	(5,222)	34,093	21,021
Discontinued operations:				
Income (loss) attributable to discontinued operations	—	223	(123)	5,027
Gain from disposition of real estate	—	52,831	2,843	52,831
Total discontinued operations	—	53,054	2,720	57,858
Net (loss) income	(5,785)	47,832	36,813	78,879
Net income attributable to noncontrolling interests				
Redeemable noncontrolling interests	19	(573)	(567)	(986)
Partially owned properties	(81)	(83)	(257)	(1,078)
Net income attributable to noncontrolling interests	(62)	(656)	(824)	(2,064)
Net (loss) income attributable to common shareholders	\$(5,847)	\$47,176	\$35,989	\$76,815

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Other comprehensive income (loss)				
Change in fair value of interest rate swaps	2,073	(1,163	) (3,797	) 4,451
Comprehensive (loss) income	\$(3,774	) \$46,013	\$32,192	\$81,266
(Loss) income per share attributable to common shareholders - basic				
(Loss) income from continuing operations per share	\$(0.06	) \$(0.05	) \$0.31	\$0.18
Net (loss) income per share	\$(0.06	) \$0.45	\$0.34	\$0.73
(Loss) income per share attributable to common shareholders - diluted				
(Loss) income from continuing operations per share	\$(0.06	) \$(0.05	) \$0.31	\$0.18
Net (loss) income per share	\$(0.06	) \$0.45	\$0.33	\$0.72
Weighted-average common shares outstanding				
Basic	104,968,616	104,781,431	104,903,344	104,752,982
Diluted	104,968,616	104,781,431	105,605,755	105,381,053

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, 2013	104,782,817	\$1,043	\$3,017,631	\$ (392,338 )	\$ (1,435 )	\$ 5,664	\$2,630,565
Adjustments to reflect redeemable noncontrolling interests at fair value	—	—	(4,136 )	—	—	—	(4,136 )
Amortization of restricted stock awards	—	—	5,165	—	—	—	5,165
Vesting of restricted stock awards and restricted stock units	133,910	—	(2,072 )	—	—	—	(2,072 )
Distributions to common and restricted stockholders	—	—	—	(118,310 )	—	—	(118,310 )
Distributions to noncontrolling interests - partially owned properties	—	—	—	—	—	(281 )	(281 )
Conversion of operating partnership units to common stock	20,269	—	222	—	—	—	222
ATM Equity Program (net of offering costs)	149,240	1	5,876	—	—	—	5,877
Change in fair value of interest rate swaps	—	—	—	—	(3,797 )	—	(3,797 )
Amortization of interest rate swap terminations	—	—	—	—	118	—	118
Net income	—	—	—	35,989	—	257	36,246
Equity, September 30, 2014	105,086,236	\$1,044	\$3,022,686	\$ (474,659 )	\$ (5,114 )	\$ 5,640	\$2,549,597

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,	2013
	2014	2013
Operating activities		
Net income	\$36,813	\$78,879
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains and losses from disposition of real estate, net	(2,776	) (52,831
Impairment of real estate	2,377	—
Depreciation and amortization	146,248	140,059
Amortization of deferred financing costs and debt premiums/discounts	(5,067	) (6,397
Share-based compensation	5,513	5,008
Income tax provision	869	765
Amortization of interest rate swap terminations	118	—
Changes in operating assets and liabilities:		
Restricted cash	(4	) 1,468
Student contracts receivable, net	(5,474	) (3,333
Other assets	(11,255	) (16,315
Accounts payable and accrued expenses	4,621	3,577
Other liabilities	29,063	25,919
Net cash provided by operating activities	201,046	176,799
Investing activities		
Proceeds from disposition of properties	7,312	155,234
Proceeds from disposition of land	1,681	—
Cash paid for property acquisitions	(9,120	) (92,508
Cash paid for land acquisitions	(3,513	) (9,920
Capital expenditures for wholly-owned properties	(63,182	) (52,587
Investments in wholly-owned properties under development	(194,961	) (219,036
Capital expenditures for on-campus participating properties	(1,727	) (1,323
Investment in on-campus participating property under development	(25,007	) (7,045
Investment in loans receivable	—	(52,038
Investment in mezzanine loans	—	(8,750
Proceeds from loans receivable	2,984	—
Decrease (increase) in escrow deposits for investment transactions	1,157	(2,500
Change in restricted cash related to capital reserves	2,183	(1,156
Proceeds from insurance settlement	—	636
Purchase of corporate furniture, fixtures and equipment	(3,278	) (1,997
Net cash used in investing activities	(285,471	) (292,990
Financing activities		
Proceeds from unsecured notes	399,444	398,636
Proceeds from sale of common stock	5,984	—
Offering costs	(107	) —
Pay-off of mortgage loans	(125,191	) (61,891
Proceeds from revolving credit facilities	426,900	364,855
Pay downs of revolving credit facilities	(526,850	) (456,200

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Proceeds from construction loan	26,261	3,917	
Scheduled principal payments on debt	(12,118)	(11,353)	)
Debt issuance and assumption costs	(5,019)	(4,239)	)
Termination of forward starting interest rate swaps	(4,122)	—	)
Distributions to common and restricted stockholders	(118,310)	(111,525)	)
Distributions to noncontrolling partners	(1,786)	(2,196)	)
Net cash provided by financing activities	65,086	120,004	
Net change in cash and cash equivalents	(19,339)	3,813	)
Cash and cash equivalents at beginning of period	38,751	21,454	
Cash and cash equivalents at end of period	\$19,412	\$25,267	

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,	2013
	2014	2013
Supplemental disclosure of non-cash investing and financing activities		
Issuance of common units in connection with property acquisitions	\$—	\$(3,451 )
Change in fair value of derivative instruments, net	\$325	\$4,451
Supplemental disclosure of cash flow information		
Interest paid	\$76,764	\$70,226

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, 2014 (Unaudited)	December 31, 2013
Assets		
Investments in real estate:		
Wholly-owned properties, net	\$5,356,617	\$5,199,008
Wholly-owned property held for sale	—	14,408
On-campus participating properties, net	95,393	73,456
Investments in real estate, net	5,452,010	5,286,872
Cash and cash equivalents	19,412	38,751
Restricted cash	31,338	35,451
Student contracts receivable, net	14,660	9,238
Other assets	236,441	227,728
Total assets	\$5,753,861	\$5,598,040
Liabilities and capital		
Liabilities:		
Secured mortgage, construction and bond debt	\$1,387,581	\$1,507,216
Secured agency facility	—	87,750
Unsecured notes	798,264	398,721
Unsecured term loans	600,000	600,000
Unsecured revolving credit facility	138,500	150,700
Accounts payable and accrued expenses	73,596	65,088
Other liabilities	155,386	110,036
Total liabilities	3,153,327	2,919,511
Commitments and contingencies (Note 14)		
Redeemable limited partners	50,937	47,964
Capital:		
Partners' capital:		
General partner – 12,222 OP units outstanding at both September 30, 2014 and December 31, 2013	101	111
Limited partner – 105,074,014 and 104,770,595 OP units outstanding at September 30, 2014 and December 31, 2013, respectively	2,548,970	2,626,225
Accumulated other comprehensive loss	(5,114	) (1,435
Total partners' capital	2,543,957	2,624,901
Noncontrolling interests - partially owned properties	5,640	5,664
Total capital	2,549,597	2,630,565
Total liabilities and capital	\$5,753,861	\$5,598,040



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,	
	2014	2013	2014	2013
Revenues				
Wholly-owned properties	\$ 171,816	\$ 150,031	\$ 506,822	\$ 447,904
On-campus participating properties	5,786	5,066	18,709	17,871
Third-party development services	1,856	622	3,624	1,656
Third-party management services	1,769	1,792	5,751	5,425
Resident services	709	883	2,190	1,912
Total revenues	181,936	158,394	537,096	474,768
Operating expenses				
Wholly-owned properties	98,232	86,838	250,074	221,817
On-campus participating properties	3,003	3,021	8,265	8,454
Third-party development and management services	2,881	3,058	8,387	7,786
General and administrative	4,807	3,934	14,159	12,366
Depreciation and amortization	49,576	45,056	146,201	137,811
Ground/facility leases	2,206	1,386	5,351	3,749
Provision for real estate impairment	2,377	—	2,377	—
Total operating expenses	163,082	143,293	434,814	391,983
Operating income	18,854	15,101	102,282	82,785
Nonoperating income and (expenses)				
Interest income	1,055	792	3,123	2,165
Interest expense	(23,794)	(19,584)	(65,873)	(56,364)
Amortization of deferred financing costs	(1,543)	(1,410)	(4,503)	(4,134)
Loss from disposition of real estate	(67)	—	(67)	—
Other nonoperating income (expense)	—	134	—	(2,666)
Total nonoperating expenses	(24,349)	(20,068)	(67,320)	(60,999)
(Loss) income before income taxes and discontinued operations	(5,495)	(4,967)	34,962	21,786
Income tax provision	(290)	(255)	(869)	(765)
(Loss) income from continuing operations	(5,785)	(5,222)	34,093	21,021
Discontinued operations:				
Income (loss) attributable to discontinued operations	—	223	(123)	5,027
Gain from disposition of real estate	—	52,831	2,843	52,831
Total discontinued operations	—	53,054	2,720	57,858
Net (loss) income	(5,785)	47,832	36,813	78,879
Net income attributable to noncontrolling interests – partially owned properties	(81)	(83)	(257)	(1,078)
Net (loss) income attributable to American Campus Communities Operating Partnership, L.P.	(5,866)	47,749	36,556	77,801
Series A preferred unit distributions	(44)	(46)	(134)	(137)
Net (loss) income available to common unitholders	\$(5,910)	\$47,703	\$36,422	\$77,664

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Other comprehensive income (loss)				
Change in fair value of interest rate swaps	2,073	(1,163	) (3,797	) 4,451
Comprehensive (loss) income	\$(3,837	) \$46,540	\$32,625	\$82,115
(Loss) income per unit attributable to common unitholders – basic				
(Loss) income from continuing operations per unit	\$(0.06	) \$(0.05	) \$0.31	\$0.18
Net (loss) income per unit	\$(0.06	) \$0.45	\$0.34	\$0.73
(Loss) income per unit attributable to common unitholders – diluted				
(Loss) income from continuing operations per unit	\$(0.06	) \$(0.05	) \$0.31	\$0.18
Net (loss) income per unit	\$(0.06	) \$0.45	\$0.33	\$0.72
Weighted-average common units outstanding				
Basic	106,182,465	105,919,787	106,126,665	105,887,837
Diluted	106,182,465	105,919,787	106,829,076	106,515,908

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, 2013	12,222	\$ 111	104,770,595	\$ 2,626,225	\$ (1,435 )	\$ 5,664	\$ 2,630,565
Adjustments to reflect redeemable limited partners' interest at fair value	—	—	—	(4,136 )	—	—	(4,136 )
Amortization of restricted stock awards	—	—	—	5,165	—	—	5,165
Vesting of restricted stock awards and restricted stock units	—	—	133,910	(2,072 )	—	—	(2,072 )
Distributions	—	(14 )	—	(118,296 )	—	—	(118,310 )
Distributions to joint venture partners	—	—	—	—	—	(281 )	(281 )
Conversion of operating partnership units to common stock	—	—	20,269	222	—	—	222
ATM Equity Program (net of offering costs)	—	—	149,240	5,877	—	—	5,877
Change in fair value of interest rate swaps	—	—	—	—	(3,797 )	—	(3,797 )
Amortization of interest rates swap terminations	—	—	—	—	118	—	118
Net income	—	4	—	35,985	—	257	36,246
Capital, September 30, 2014	12,222	\$ 101	105,074,014	\$ 2,548,970	\$ (5,114 )	\$ 5,640	\$ 2,549,597

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,	2013
	2014	2013
Operating activities		
Net income	\$36,813	\$78,879
Adjustments to reconcile net income to net cash provided by operating activities:		
Gains and losses from disposition of real estate, net	(2,776	) (52,831
Impairment of real estate	2,377	—
Depreciation and amortization	146,248	140,059
Amortization of deferred financing costs and debt premiums/discounts	(5,067	) (6,397
Share-based compensation	5,513	5,008
Income tax provision	869	765
Amortization of interest rate swap terminations	118	—
Changes in operating assets and liabilities:		
Restricted cash	(4	) 1,468
Student contracts receivable, net	(5,474	) (3,333
Other assets	(11,255	) (16,315
Accounts payable and accrued expenses	4,621	3,577
Other liabilities	29,063	25,919
Net cash provided by operating activities	201,046	176,799
Investing activities		
Proceeds from disposition of properties	7,312	155,234
Proceeds from disposition of land	1,681	—
Cash paid for property acquisitions	(9,120	) (92,508
Cash paid for land acquisitions	(3,513	) (9,920
Capital expenditures for wholly-owned properties	(63,182	) (52,587
Investments in wholly-owned properties under development	(194,961	) (219,036
Capital expenditures for on-campus participating properties	(1,727	) (1,323
Investment in on-campus participating property under development	(25,007	) (7,045
Investment in loans receivable	—	(52,038
Investment in mezzanine loans	—	(8,750
Proceeds from loans receivable	2,984	—
Decrease (increase) in escrow deposits for investment transactions	1,157	(2,500
Change in restricted cash related to capital reserves	2,183	(1,156
Proceeds from insurance settlement	—	636
Purchase of corporate furniture, fixtures and equipment	(3,278	) (1,997
Net cash used in investing activities	(285,471	) (292,990
Financing activities		
Proceeds from unsecured notes	399,444	398,636
Proceeds from issuance of common units in exchange for contributions, net	5,877	—
Pay-off of mortgage loans	(125,191	) (61,891
Proceeds from revolving credit facilities	426,900	364,855
Pay downs of revolving credit facilities	(526,850	) (456,200
Proceeds from construction loan	26,261	3,917

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Scheduled principal payments on debt	(12,118	) (11,353	)
Debt issuance and assumption costs	(5,019	) (4,239	)
Termination of forward starting interest rate swaps	(4,122	) —	)
Distributions paid on unvested restricted stock awards	(844	) (710	)
Distributions paid on common units	(118,837	) (112,013	)
Distributions paid on preferred units	(134	) (137	)
Distributions paid to noncontrolling partners - partially owned properties	(281	) (861	)
Net cash provided by financing activities	65,086	120,004	)
Net change in cash and cash equivalents	(19,339	) 3,813	)
Cash and cash equivalents at beginning of period	38,751	21,454	)
Cash and cash equivalents at end of period	\$19,412	\$25,267	)

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	2013
Supplemental disclosure of non-cash investing and financing activities		
Issuance of common units in connection with property acquisitions	\$—	\$(3,451 )
Change in fair value of derivative instruments, net	\$325	\$4,451
Supplemental disclosure of cash flow information		
Interest paid	\$76,764	\$70,226

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, 2014, 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, 2014, ACC owned an approximate 98.8% 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, 2014, our property portfolio contained 167 properties with approximately 102,200 beds in approximately 33,200 units. Our property portfolio consisted of 143 owned off-campus student housing properties that are in close proximity to colleges and universities, 18 American Campus Equity (“ACE®”) properties operated under ground/facility leases with eight university systems, five on-campus participating properties operated under ground/facility leases with the related university systems and one property containing a hotel which we plan to redevelop into a new student housing facility. Of the 167 properties, four were under development as of September 30, 2014, and when completed will consist of a total of approximately 3,200 beds in approximately 800 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, 2014, also through one of ACC’s TRSs, we provided third-party management and leasing services for 33 properties that represented approximately 26,100 beds in approximately 10,400 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, 2014, our total owned and third-party managed portfolio included 200 properties with approximately 128,300 beds in approximately 43,600 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 May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2014-09 ("ASU 2014-09"), "Revenue From Contracts With Customers (Topic 606)", ASU 2014-09 outlines a single comprehensive model for

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entities to use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The ASU is based on the principle that an entity should recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The ASU also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to fulfill a contract. Entities have the option of using either a full retrospective or a modified retrospective approach for the adoption of the new standard. ASU 2014-09 is effective for the Company at the beginning of its 2017 fiscal year; early adoption is not permitted. We are currently assessing the impact that this standard will have on our consolidated financial statements.

In April 2014, the FASB issued Accounting Standards Update 2014-08 ("ASU 2014-08"), "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360) - Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." ASU 2014-08 changes the threshold for disclosing discontinued operations and the related disclosure requirements, requiring only disposals representing a strategic shift, such as a major line of business, a major geographical area or a major equity investment, to be presented as a discontinued operation. If the disposal does qualify as a discontinued operation under ASU 2014-08, the Company will be required to provide expanded disclosures. The guidance will be applied prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. ASU 2014-08 is effective for the Company beginning January 1, 2015 with early adoption permitted but only for disposals or classifications as held for sale which have not been reported in financial statements previously issued or available for issuance. While we have elected early adoption for our consolidated financial statements and footnote disclosures and believe future sales of our individual operating properties will no longer qualify as discontinued operations, the sale of Hawks Landing in February 2014 has continued to be presented in discontinued operations as the property was classified as held for sale in our consolidated financial statements for the year ended December 31, 2013.

#### 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, 2013.

#### Use of Estimates

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

Investments in Real Estate

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

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

Project costs directly associated with the development and construction of an owned real estate project, which include interest, property taxes, and amortization of deferred finance costs, are capitalized as construction in progress. Upon completion of the project, costs are transferred into the applicable asset category and depreciation commences. Interest totaling approximately \$2.1

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million and \$2.8 million was capitalized during the three months ended September 30, 2014 and 2013, respectively, and \$7.0 million and \$8.6 million was capitalized during the nine months ended September 30, 2014 and 2013, respectively. Amortization of deferred financing costs totaling approximately \$700 and \$120,000 was capitalized as construction in progress during the three months ended September 30, 2014 and 2013, respectively, and \$7,000 and \$200,000 was capitalized as construction in progress during the nine months ended September 30, 2014 and 2013, 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. 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, 2014.

The Company also performs a periodic assessment to determine which long-lived assets are likely to be sold prior to the end of their estimated useful lives. For those probable sales, an impairment charge is recorded for any excess of the carrying value of the asset over the expected net proceeds from the disposal. As discussed in more detail in Note 4, prior to the sale of a wholly-owned property in September 2014, the Company reduced the property's carrying amount to its estimated fair value less estimated selling costs which resulted in an impairment charge.

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.

#### 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. Significant judgments are required in determining whether impairment has occurred. The Company performs an impairment analysis by comparing either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable current market price or the fair value of the underlying collateral to the net carrying value of the loan, which may

result in an allowance and corresponding loan loss charge. 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.

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Amortization expense related to in-place leases was approximately \$0.4 million and \$2.1 million for the three months ended September 30, 2014 and 2013, respectively and \$2.2 million and \$13.0 million for the nine months ended September 30, 2014 and 2013, respectively. Accumulated amortization at September 30, 2014 and December 31, 2013 was approximately \$27.7 million and \$25.5 million, respectively. Intangible assets, net of amortization, are included in other assets on the accompanying consolidated balance sheets and the amortization of intangible assets is included in depreciation and amortization 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 \$3.3 million and \$3.4 million for the three months ended September 30, 2014 and 2013, respectively, and \$9.7 million and \$10.6 million for the nine months ended September 30, 2014 and 2013, respectively. As of September 30, 2014 and December 31, 2013, net unamortized mortgage debt premiums were approximately \$64.0 million and \$74.6 million, respectively, and net unamortized mortgage debt discounts were approximately \$1.1 million and \$2.0 million, 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

In April 2013 and again in June 2014, the Company issued \$400 million of senior unsecured notes (see Note 8) at 99.659 percent and 99.861 percent of par value, respectively, and recorded an original issue discount of approximately \$1.4 million and \$0.6 million, respectively. The total unamortized original issue discount was approximately \$1.7 million and \$1.3 million as of September 30, 2014 and December 31, 2013, respectively, and is included in unsecured notes on the accompanying consolidated balance sheets. Amortization of the original issue discounts of approximately \$41,000 and \$28,000 for the three months ended September 30, 2014 and 2013, respectively, and \$100,000 and \$56,000 for the nine months ended September 30, 2014 and 2013, 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, 2014, the Company has deferred approximately \$7.2 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 reflect common shares issuable from the assumed conversion of 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, 2014 and 2013, 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,	
	2014	2013	2014	2013
Common OP Units (Note 10)	1,213,849	1,138,356	1,223,321	1,134,855
Preferred OP Units (Note 10)	110,359	114,014	111,589	114,090
Unvested Restricted Stock Awards (Note 11)	681,223	606,024	—	—
Total potentially dilutive securities	2,005,431	1,858,394	1,334,910	1,248,945

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,	
	2014	2013	2014	2013
Numerator – basic and diluted earnings per share:				
(Loss) income from continuing operations	\$ (5,785 )	\$ (5,222 )	\$ 34,093	\$ 21,021
Income from continuing operations attributable to noncontrolling interests	(62 )	(32 )	(790 )	(1,383 )
(Loss) income from continuing operations attributable to common shareholders	(5,847 )	(5,254 )	33,303	19,638
Amount allocated to participating securities	(260 )	(218 )	(844 )	(710 )
(Loss) income from continuing operations attributable to common shareholders, net of amount allocated to participating securities	(6,107 )	(5,472 )	32,459	18,928
Income from discontinued operations	—	53,054	2,720	57,858
Income from discontinued operations attributable to noncontrolling interests	—	(624 )	(34 )	(681 )
Income from discontinued operations attributable to common shareholders	—	52,430	2,686	57,177
Net (loss) income attributable to common shareholders	\$ (6,107 )	\$ 46,958	\$ 35,145	\$ 76,105
Denominator:				
Basic weighted average common shares outstanding	104,968,616	104,781,431	104,903,344	104,752,982
Unvested Restricted Stock Awards (Note 11)	—	—	702,411	628,071
Diluted weighted average common shares outstanding	104,968,616	104,781,431	105,605,755	105,381,053
Earnings per share – basic:				
(Loss) income from continuing operations attributable to common shareholders, net of amount allocated to participating securities	\$ (0.06 )	\$ (0.05 )	\$ 0.31	\$ 0.18
Income from discontinued operations attributable to common shareholders	\$ —	\$ 0.50	\$ 0.03	\$ 0.55
Net (loss) income attributable to common shareholders	\$ (0.06 )	\$ 0.45	\$ 0.34	\$ 0.73
Earnings per share – diluted:				
	\$ (0.06 )	\$ (0.05 )	\$ 0.31	\$ 0.18



(Loss) income from continuing operations attributable to common shareholders, net of amount allocated to participating securities

Income from discontinued operations attributable to common shareholders	\$—	\$0.50	\$0.02	\$0.54
Net (loss) income attributable to common shareholders	\$(0.06	) \$0.45	\$0.33	\$0.72
Distributions per common share	\$0.38	\$0.36	\$1.12	\$1.0575

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## 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, 2014 and 2013, but were not included in the computation of diluted earnings per unit because the effects of their inclusion would be anti-dilutive.

	Three Months Ended	
	September 30,	
	2014	2013
Unvested Restricted Stock Awards (Note 11)	681,223	606,024
Total potentially dilutive securities	681,223	606,024

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,	
	2014	2013	2014	2013
Numerator – basic and diluted earnings per unit:				
(Loss) income from continuing operations	\$(5,785	) \$(5,222	) \$34,093	\$21,021
Income from continuing operations attributable to noncontrolling interests – partially owned properties	(81	) (83	) (257	) (1,078
(Income) loss from continuing operations attributable to Series A preferred units	(44	) 11	(131	) (75
Amount allocated to participating securities	(260	) (218	) (844	) (710
(Loss) income from continuing operations attributable to common unitholders, net of amount allocated to participating securities	(6,170	) (5,512	) 32,861	19,158
Income from discontinued operations	—	53,054	2,720	57,858
Income from discontinued operations attributable to Series A preferred units	—	(57	) (3	) (62
Income from discontinued operations attributable to common unitholders	—	52,997	2,717	57,796
Net (loss) income attributable to common unitholders	\$(6,170	) \$47,485	\$35,578	\$76,954
Denominator:				
Basic weighted average common units outstanding	106,182,465	105,919,787	106,126,665	105,887,837
Unvested Restricted Stock Awards (Note 11)	—	—	702,411	628,071
Diluted weighted average common units outstanding	106,182,465	105,919,787	106,829,076	106,515,908

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	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013		2013	
Earnings per unit - basic:				
(Loss) income from continuing operations attributable to common unitholders, net of amount allocated to participating securities	\$ (0.06	) \$ (0.05	) \$ 0.31	\$ 0.18
Income from discontinued operations attributable to common unitholders	\$ —	\$ 0.50	\$ 0.03	\$ 0.55
Net (loss) income attributable to common unitholders	\$ (0.06	) \$ 0.45	\$ 0.34	\$ 0.73
Earnings per unit - diluted:				
(Loss) income from continuing operations attributable to common unitholders, net of amount allocated to participating securities	\$ (0.06	) \$ (0.05	) \$ 0.31	\$ 0.18
Income from discontinued operations attributable to common unitholders	\$ —	\$ 0.50	\$ 0.02	\$ 0.54
Net (loss) income attributable to common unitholders	\$ (0.06	) \$ 0.45	\$ 0.33	\$ 0.72
Distributions per common unit	\$ 0.38	\$ 0.36	\$ 1.12	\$ 1.0575

### 3. Property Acquisitions

On January 10, 2014, the Company acquired the Boulder Outlook Hotel property, which is located near the University of Colorado campus, for a purchase price of approximately \$9.3 million. The seller will operate the hotel until the fourth quarter 2014, at which point the hotel will be demolished and construction on a new student housing facility will commence.

### 4. Property Dispositions and Discontinued Operations

As discussed in more detail in Note 2, the operations for any properties sold during 2013 along with any properties sold in 2014 that were classified as held for sale as of December 31, 2013, are not subject to the new accounting guidance for discontinued operations and have been presented in discontinued operations in the accompanying consolidated statements of comprehensive income.

#### Dispositions Subject to New Guidance for Discontinued Operations

In September 2014, the Company sold The Enclave, a 120-unit, 480-bed wholly-owned property located near the campus of Bowling Green State University for a sales price of approximately \$6.3 million, resulting in net proceeds of approximately \$6.0 million. Prior to the sale of The Enclave, the Company recorded the property at the lower of cost or fair value less estimated selling costs, resulting in an impairment charge of approximately \$2.4 million. As discussed in more detail in Note 2, due to a recent change in accounting guidance, The Enclave along with future disposals of individual operating properties will no longer qualify as discontinued operations. As a result, the operations along with the impairment charge and resulting loss on disposition of \$67,000 are included within (loss) income from continuing operations on the accompanying consolidated statements of comprehensive income.

#### Dispositions Not Subject to New Guidance for Discontinued Operations

## 2014 Dispositions

In February 2014, the Company sold Hawks Landing, a 122-unit, 484-bed owned off-campus property located near the campus of Miami University of Ohio for a sales price of approximately \$17.3 million, including the assumption of an existing \$15.6 million mortgage loan by the purchaser, resulting in net proceeds of approximately \$1.3 million. Because Hawks Landing was classified as held for sale as of December 31, 2013, 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.

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### 2013 Dispositions

In July 2013, the Company sold four owned off-campus properties containing 3,070 beds for a combined sales price of \$157.4 million, resulting in proceeds of approximately \$155.2 million. The resulting gain on disposition of approximately \$52.8 million is included in discontinued operations on the accompanying consolidated statements of comprehensive income for the three and nine months ended September 30, 2013.

Additionally, two owned off-campus properties were classified as held for sale as of September 30, 2013 and subsequently sold in the fourth quarter 2013. The net income attributable to these properties is included in discontinued operations on the accompanying consolidated statements of comprehensive income for the three and nine months ended September 30, 2013.

The properties discussed above are included in the wholly-owned properties segment (see Note 15). The following is a summary of income (loss) attributable to discontinued operations for the periods presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Total revenues	\$—	\$2,399	\$279	\$15,293
Total operating expenses	—	(1,491	) (239	) (6,736
Depreciation and amortization	—	(323	) —	(2,248
Operating income	—	585	40	6,309
Total nonoperating expenses	—	(362	) (163	) (1,282
Net income (loss)	\$—	\$223	\$(123	) \$5,027

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5. Investments in Wholly-Owned Properties

Wholly-owned properties consisted of the following:

	September 30, 2014	December 31, 2013
Land <sup>(1) (2)</sup>	\$ 586,594	\$ 575,944
Buildings and improvements <sup>(2)</sup>	5,004,453	4,759,879
Furniture, fixtures and equipment <sup>(2)</sup>	291,792	267,022
Construction in progress	131,816	121,923
	6,014,655	5,724,768
Less accumulated depreciation	(658,038	) (525,760
Wholly-owned properties, net <sup>(3)</sup>	\$ 5,356,617	\$ 5,199,008

(1) The land balance above includes undeveloped land parcels with book values of approximately \$40.6 million as of both September 30, 2014 and December 31, 2013. Also includes land totaling approximately \$20.9 million and \$39.4 million as of September 30, 2014 and December 31, 2013, respectively, related to properties under development.

(2) Land, buildings and improvements and furniture, fixtures and equipment as of September 30, 2014 include \$4.1 million, \$26.0 million and \$2.0 million, respectively, related to the University Walk property located in Knoxville, Tennessee that serves students attending the University of Tennessee. In July 2013, the Company entered into a purchase and contribution agreement with a private developer whereby the Company is obligated to purchase the property as long as the developer meets certain construction completion deadlines and other closing conditions. The property opened for operations in August 2014 and the company anticipates closing on the purchase of the property in the fourth quarter 2014. The entity is financed with an \$8.8 million mezzanine loan from the Company, a \$19.0 million construction loan from a third-party lender and a \$1.5 million equity contribution from the developer. 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 University Walk is deemed to be a variable interest entity ("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 Hawks Landing which was classified as a wholly-owned property held for sale in the accompanying consolidated balance sheet as of December 31, 2013. The property was sold in February 2014.

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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, 2014	December 31, 2013
Texas A&M University System / Prairie View A&M University <sup>(1)</sup>	2/1/1996	9/1/2023	\$43,043	\$42,288
Texas A&M University System / Texas A&M International	2/1/1996	9/1/2023	6,904	6,767
Texas A&M University System / Prairie View A&M University <sup>(2)</sup>	10/1/1999	8/31/2025 8/31/2028	26,731	26,275
University of Houston System / University of Houston <sup>(3)</sup>	9/27/2000	8/31/2035	36,505	36,126
West Virginia University Project / West Virginia University <sup>(4)</sup>	7/16/2013	7/16/2045	43,437	19,249
			156,620	130,705
Less accumulated amortization			(61,227	) (57,249
On-campus participating properties, net			\$95,393	\$73,456

(1) Consists of three phases placed in service between 1996 and 1998.

(2) Consists of two phases placed in service in 2000 and 2003.

(3) Consists of two phases placed in service in 2001 and 2005.

This property commenced operations in August 2014. Due to our involvement in the construction of the facility, (4) fees paid to the Company/lessee for development and construction management services during the construction period were deferred and amortized to revenue over the lease term.

## 7. Investments in Unconsolidated Joint Ventures

As of September 30, 2014, the Company owned a noncontrolling interest in one unconsolidated joint venture that is accounted for utilizing the equity method of accounting. The investment consists of a noncontrolling equity interest in a joint venture with the United States Navy that owns military housing privatization projects located on naval bases in Norfolk and Newport News, Virginia. In 2010, 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. We also earn fees for providing management services to this joint venture, which totaled approximately \$0.2 million and \$0.4 million for the three month periods ended September 30, 2014 and 2013, respectively and \$1.0 million and \$1.2 million for the nine months ended September 30, 2014 and 2013, 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, 2014	December 31, 2013
Debt secured by wholly-owned properties:		
Mortgage loans payable:		
Unpaid principal balance	\$1,150,065	\$1,300,371
Unamortized debt premiums	63,963	74,575
Unamortized debt discounts	(1,114	) (2,021
	1,212,914	1,372,925
Construction loans payable <sup>(1)</sup>	61,998	44,638
	1,274,912	1,417,563
Debt secured by on-campus participating properties:		
Mortgage loan payable	30,790	31,380
Bonds payable	39,785	42,440
Construction loan payable	42,094	15,833
	112,669	89,653
Secured mortgage, construction and bond debt	1,387,581	1,507,216
Secured agency facility	—	87,750
Unsecured notes, net of unamortized original issue discount	798,264	398,721
Unsecured revolving credit facility	138,500	150,700
Unsecured term loans	600,000	600,000
Total debt	\$2,924,345	\$2,744,387

Construction loans payable as of September 30, 2014 includes \$17.4 million related to a construction loan that partially financed the development and construction of University Walk, a VIE the Company is including in its consolidated financial statements (see Note 5). The creditor of this construction loan does not have recourse to the assets of the Company.

## Unsecured Notes

In June 2014, the Operating Partnership issued an additional \$400 million in senior unsecured notes under its existing shelf registration. These 10-year notes were issued at 99.861 percent of par value with a coupon of 4.125 percent and a yield of 4.142 percent, and are fully and unconditionally guaranteed by the Company. Interest on the notes is payable semi-annually on January 1 and July 1, with the first payment beginning on January 1, 2015. The notes will mature on July 1, 2024. Net proceeds from the sale of the unsecured notes totaled approximately \$395.3 million after deducting the 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 \$340 million of the offering proceeds to pay down the outstanding balance on its revolving credit facility in full. 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, 2014, the Company was in compliance with all such covenants.

In connection with the issuance of unsecured notes discussed above, the Company terminated two forward starting interest rate swap contracts with notional amounts totaling \$200 million, 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%. Refer to Note 12 for more information on the interest rate swap contracts mentioned above.

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### 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, 2014, the Term Loan II Facility bore interest at a variable rate of 1.66% per annum (0.16% + 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, 2014. 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 of September 30, 2014, the revolving credit facility bore interest at a weighted average annual rate of 1.71% (0.16% + 1.30% spread + 0.25% facility fee), and availability under the revolving credit facility totaled \$361.5 million as of September 30, 2014.

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, 2014, the Company was in compliance with all such covenants.

### Secured Agency Facility

The Company borrowed funds from its \$500 million unsecured revolving credit facility to pay off the outstanding balance on the secured agency facility on the scheduled maturity date of September 1, 2014.

### 9. Stockholders' Equity / Partners' Capital

In March 2013, the Company established a new 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. 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.

During the three months ended September 30, 2014, the Company sold 149,240 shares at a weighted average price of \$40.10 per share. Net proceeds received under this program during the three months ended September 30, 2014, totaled approximately \$5.9 million, after payment of approximately \$0.1 million of commissions paid to sales agents. As of September 30, 2014, the Company had approximately \$494.0 million available for issuance under its ATM Equity Program.

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## 10. Noncontrolling Interests

### Operating Partnership

Partially-owned properties: As of September 30, 2014, 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 accompanying consolidated statements of comprehensive income of the Operating Partnership as “net income attributable to noncontrolling interests – partially owned properties.”

As discussed in more detail in Note 5, the Company entered into a purchase and contribution agreement with a private developer whereby the Company is obligated to purchase the property (University Walk) as long as the developer meets certain construction completion deadlines 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 Operating Partnership as of September 30, 2014 and December 31, 2013.

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 accompanying 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 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 accompanying 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, 2014:

December 31, 2013	\$47,964	
Net income	567	
Distributions	(1,505	)
Conversion of redeemable limited partner units into shares of ACC common stock	(225	)
Adjustments to reflect redeemable limited partner units at fair value	4,136	
September 30, 2014	\$50,937	

During the nine months ended September 30, 2014, 18,000 common OP units and 2,269 Series A preferred units were converted into an equal number of shares of ACC's common stock and during the year ended December 31, 2013, 1,500 Series A preferred units were converted into an equal number of shares of ACC's common stock. As of September 30, 2014 and December 31, 2013, approximately 1.2% and 1.3%, 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.)

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## 11. Incentive Award Plan

### Restricted Stock Units (“RSUs”)

Upon reelection to the Board of Directors in May 2014, 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. 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 \$0.6 million was recorded during the nine months ended September 30, 2014 related to these awards.

A summary of ACC’s RSUs under the Plan as of September 30, 2014 and activity during the nine months then ended is presented below:

	Number of RSUs	
Outstanding at December 31, 2013	—	
Granted	15,457	
Settled in common shares	(9,027	)
Settled in cash	(6,430	)
Outstanding at September 30, 2014	—	

### Restricted Stock Awards (“RSAs”)

A summary of ACC’s RSAs under the Plan as of September 30, 2014 and activity during the nine months then ended, is presented below:

	Number of RSAs	
Nonvested balance at December 31, 2013	602,191	
Granted	292,526	
Vested	(124,883	)
Forfeited <sup>(1)</sup>	(158,589	)
Nonvested balance at September 30, 2014	611,245	

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

The fair value of RSA’s 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 and \$1.6 million for three months ended September 30, 2014 and 2013, respectively, and \$5.2 million and \$4.8 million for the nine months ended September 30, 2014 and 2013, 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.



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### 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, and 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 three and nine month periods ended September 30, 2014 and 2013.

The following table summarizes the Company's outstanding interest rate swap contracts as of September 30, 2014:

Hedged Debt Instrument	Effective Date	Maturity Date	Pay Fixed Rate	Receive Floating Rate Index	Current Notional Amount	Fair Value
Cullen Oaks mortgage loan <sup>(1)</sup>	Feb 18, 2014	Feb 15, 2021	2.275%	LIBOR - 1 month	\$15,316	\$(247 )
Cullen Oaks mortgage loan <sup>(1)</sup>	Feb 18, 2014	Feb 15, 2021	2.275%	LIBOR - 1 month	15,474	(249 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.8695%	LIBOR - 1 month	125,000	(198 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.88%	LIBOR - 1 month	100,000	(181 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.8875%	LIBOR - 1 month	62,500	(125 )
Term Loan I Facility	Feb 2, 2012	Jan 2, 2017	0.889%	LIBOR - 1 month	62,500	(127 )
Park Point mortgage loan	Nov 1, 2013	Oct 5, 2018	1.545%	LIBOR - 1 month	70,000	(123 )
				Total	\$450,790	\$(1,250 )

In February 2014, the Company renewed the Cullen Oaks Phase I and Phase II mortgage loans and extended the maturity date to February 15, 2021. The renewed loans bear interest at a rate of LIBOR plus 1.75% and require monthly payments of principal and interest. In connection with these loan renewals, the Company terminated the existing interest rate swap contract scheduled to mature on February 15, 2014, and entered into two new interest rate swap contracts described in the table above. Upon termination, the existing interest rate swap had a negative fair value of approximately \$0.2 million, which the Company settled by structuring the financing into the terms of new interest rate swaps (commonly referred to as a "blend and extend"). As a result, the two new interest rate swaps had a negative fair value of approximately \$0.2 million at inception of the hedging relationship.

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. As discussed in Note 8, 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. Amortization of the loss totaled approximately \$0.1 million for both the three and nine months ended September 30, 2014.

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, 2014 and December 31, 2013:

Description	Asset Derivatives			Liability Derivatives		
	Balance Sheet Location	Fair Value as of		Balance Sheet Location	Fair Value as of	
		September 30, 2014	December 31, 2013		September 30, 2014	December 31, 2013
Interest rate swaps contracts	Other assets	\$—	\$31	Other liabilities	\$1,250	\$1,466
Total derivatives designated as hedging instruments		\$—	\$31		\$1,250	\$1,466

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## 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, 2014 and December 31, 2013, 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.

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

	Fair Value Measurements as of September 30, 2014				December 31, 2013			
	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
Assets:								
Derivative financial instruments	\$—	\$—	\$ —	\$—	\$—	\$31	\$ —	\$31
Liabilities:								
Derivative financial instruments	\$—	\$1,250	\$ —	\$1,250	\$—	\$1,466	\$ —	\$1,466
Mezzanine: Redeemable noncontrolling interests (Company)/Redeemable limited partners (Operating Partnership)	\$—	\$50,937	\$ —	\$50,937	\$—	\$47,964	\$ —	\$47,964

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, 2014, 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, 2014 and December 31, 2013, the Company has assessed the significance of the impact of the credit valuation adjustments on the overall

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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, Mezzanine Loans 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.

Secured Agency Facility, Unsecured Term Loan Facility II, 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 Payable: The fair value of mortgage loans payable 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 Payable: The fair value of bonds payable 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, 2014 and December 31, 2013:

	September 30, 2014		December 31, 2013	
	Estimated Fair Value	Carrying Amount	Estimated Fair Value	Carrying Amount
Assets:				
Loans receivable	\$48,269	\$53,472	\$49,154	\$51,192
Liabilities:				

Unsecured notes	\$796,101	\$798,264	\$372,420	\$398,721
Mortgage loans	1,213,514	1,243,704	1,382,773	1,404,305
Bonds payable	44,513	39,785	44,908	42,440

#### 14. Commitments and Contingencies

##### Commitments

Development-related guarantees: For 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

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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 \$2.7 million as of September 30, 2014.

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 the completion of projects under construction, the Company could potentially be committed to satisfy outstanding purchase orders with such parties. At September 30, 2014, 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, 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 façade and other systems. 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 to the University.

#### Contingencies

**Litigation:** The Company is subject to various claims, lawsuits and legal proceedings, including the matter discussed below 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, joint ventures, or other investment transactions. 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.

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	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
<b>Wholly-Owned Properties</b>				
Rental revenues and other income	\$172,525	\$150,914	\$509,012	\$449,816
Interest income	270	14	821	36
Total revenues from external customers	172,795	150,928	509,833	449,852
Operating expenses before depreciation, amortization, ground/facility leases and allocation of corporate overhead	(98,574 )	(88,002 )	(251,599 )	(224,441 )
Ground/facility leases	(1,136 )	(759 )	(3,004 )	(2,063 )
Interest expense	(10,568 )	(10,827 )	(32,689 )	(33,237 )
Operating income before depreciation, amortization, and allocation of corporate overhead	\$62,517	\$51,340	\$222,541	\$190,111
Depreciation and amortization	\$47,481	\$43,386	\$140,647	\$132,903
Capital expenditures	\$108,855	\$96,770	\$258,143	\$271,623
Total segment assets at September 30,	\$5,524,722	\$5,133,137	\$5,524,722	\$5,133,137
<b>On-Campus Participating Properties</b>				
Rental revenues and other income	\$5,786	\$5,066	\$18,709	\$17,871
Interest income	(3 )	8 )	3	12
Total revenues from external customers	5,783	5,074	18,712	17,883
Operating expenses before depreciation, amortization, ground/facility leases and allocation of corporate overhead	(2,786 )	(2,850 )	(7,675 )	(7,915 )
Ground/facility leases	(1,070 )	(627 )	(2,347 )	(1,686 )
Interest expense	(1,091 )	(1,365 )	(3,352 )	(4,120 )
Operating income before depreciation, amortization and allocation of corporate overhead	\$836	\$232	\$5,338	\$4,162
Depreciation and amortization	\$1,548	\$1,197	\$3,988	\$3,553
Capital expenditures	\$5,564	\$7,660	\$26,734	\$8,368
Total segment assets at September 30,	\$114,516	\$77,250	\$114,516	\$77,250
<b>Development Services</b>				
Development and construction management fees	\$1,856	\$622	\$3,624	\$1,656
Operating expenses	(3,191 )	(3,159 )	(8,771 )	(8,541 )
Operating loss before depreciation, amortization and allocation of corporate overhead	\$(1,335 )	\$(2,537 )	\$(5,147 )	\$(6,885 )
Total segment assets at September 30,	\$2,770	\$5,113	\$2,770	\$5,113
<b>Property Management Services</b>				
Property management fees from external customers	\$1,769	\$1,792	\$5,751	\$5,425
Intersegment revenues	5,693	5,293	16,896	15,879
Total revenues	7,462	7,085	22,647	21,304
Operating expenses	(3,149 )	(2,413 )	(9,210 )	(7,534 )

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Operating income before depreciation, amortization and allocation of corporate overhead	\$4,313	\$4,672	\$13,437	\$13,770
Total segment assets at September 30,	\$7,536	\$6,960	\$7,536	\$6,960
Reconciliations				
Total segment revenues and other income	\$187,896	\$163,709	\$554,816	\$490,695
Unallocated interest income earned on investments and corporate cash	788	770	2,299	2,117
Elimination of intersegment revenues	(5,693	) (5,293	) (16,896	) (15,879
Total consolidated revenues, including interest income	\$182,991	\$159,186	\$540,219	\$476,933
Segment operating income before depreciation, amortization and allocation of corporate overhead	\$66,331	\$53,707	\$236,169	\$201,158
Depreciation and amortization	(51,119	) (46,466	) (150,704	) (141,945
Net unallocated expenses relating to corporate interest and overhead	(18,263	) (12,342	) (48,059	) (34,761
Loss from disposition of real estate	(67	) —	(67	) —
Other nonoperating (expense) income	(2,377	) 134	(2,377	) (2,666
Income tax provision	(290	) (255	) (869	) (765
(Loss) income from continuing operations	\$(5,785	) \$(5,222	) \$34,093	\$21,021
Total segment assets	\$5,649,544	\$5,222,460	\$5,649,544	\$5,222,460
Unallocated corporate assets	104,317	97,626	104,317	97,626
Total assets at September 30,	\$5,753,861	\$5,320,086	\$5,753,861	\$5,320,086

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16. Subsequent Events

Distributions: On October 29, 2014, the Company declared a third quarter 2014 distribution per share of \$0.38 which will be paid on November 26, 2014 to all common stockholders of record as of November 13, 2014. 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, 2013.

### 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, 2014, our total owned property portfolio contained 167 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, on-campus participating properties operated under ground/facility leases with the related university systems, and one property containing a hotel which we plan to redevelop into a new student housing facility. Of the 167 properties, four were under development as of September 30, 2014, and when completed will consist of a total of approximately 3,200 beds in approximately 800 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.

As of September 30, 2014, through ACC's taxable REIT subsidiary ("TRS") entities, we provided third-party management and leasing services for 33 properties, bringing our total owned and third-party managed portfolio to 200 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, 2014:

Property portfolio:	Properties	Units	Beds
Wholly-owned operating properties:			
Off-campus properties <sup>(1)</sup> <sup>(2)</sup>	141	26,303	81,094
On-campus ACE	17	3,970	12,847
Subtotal – operating properties	158	30,273	93,941
Wholly-owned properties under development:			
Off-campus properties	3	498	1,872
On-campus ACE	1	351	1,316
Subtotal – properties under development	4	849	3,188
Total wholly-owned properties	162	31,122	97,129
On-campus participating properties	5	2,087	5,086
Total owned property portfolio	167	33,209	102,215
Managed properties	33	10,361	26,040
Total property portfolio	200	43,570	128,255

Includes a hotel we acquired in January 2014 that is being operated by the seller until the fourth quarter 2014, at <sup>(1)</sup> which time the hotel will be demolished and construction on a new student housing facility will commence. This property currently has no units or beds included in the totals above.

Includes University Walk, a 177-unit, 526-bed property we did not own as of September 30, 2014, but were <sup>(2)</sup> obligated to purchase once construction was complete and certain closing conditions were met. The property opened for operations in August 2014 and we expect to purchase the property in the fourth quarter 2014.

#### Owned development activity

Recently completed projects: In June and August 2014, the final stages of construction were completed on three on-campus ACE properties, two owned off-campus properties, one on-campus participating property and one off-campus property subject to a pre-sale agreement. These properties are summarized in the following table:

Project	Project Type	Location	Primary University Served	Units	Beds	Total Project Cost	Opened for Occupancy
Merwick Stanworth Phase I	ACE	Princeton, NJ	Princeton University	127	214	\$31,700	June 2014
The Plaza on University	Off-campus	Orlando, FL	University of Central Florida	364	1,313	112,900	August 2014
U Club on Frey Phase II	Off-campus	Kennesaw, GA	Kennesaw State University	102	408	24,700	August 2014
	ACE			196	784	36,800	August 2014

U Centre at Northgate		College Station, TX	Texas A&M University				
The Suites Phase II	ACE	Flagstaff, AZ	Northern Arizona University	164	328	18,300	August 2014
University Walk <sup>(1)</sup>	Pre-sale	Knoxville, TN	University of Tennessee	177	526	34,500	August 2014
College Park <sup>(2)</sup>	On-campus participating	Morgantown, WV	West Virginia University	224	567	43,800	August 2014
TOTAL – 2014 DELIVERIES				1,354	4,140	\$302,700	

<sup>(1)</sup> This project was completed by a third-party developer and we expect to purchase the property in the fourth quarter 2014.

<sup>(2)</sup> In July 2013, we entered into long-term ground and facility leases with the University to finance, construct and manage this on-campus participating property. Under the terms of the leases, title to the constructed facility will be held by the



University/lessor and the University will receive 50% of defined net cash flows on an annual basis through the term of the leases.

Projects under construction: At September 30, 2014, we were in the process of constructing three owned off-campus properties and one on-campus ACE property. 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
The Summit at University City	ACE	Philadelphia, PA	Drexel University	351	1,316	\$170,700	\$75,139	September 2015
2125 Franklin	Off-campus	Eugene, OR	University of Oregon	192	734	64,600	33,605	September 2015
160 Ross	Off-campus	Auburn, AL	Auburn University	182	642	41,300	15,855	August 2015
U Club on Woodward Phase II	Off-campus	Tallahassee, FL	Florida State University	124	496	37,100	16,617	August 2015
TOTAL – 2015 DELIVERIES				849	3,188	\$313,700	\$141,216	

#### 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 ended September 30, 2014, we acquired one property containing an existing hotel that we plan to redevelop into a student housing community.

#### 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. We completed construction on one on-campus participating property during the three months ended September 30, 2014. The development and construction management fees on this project total approximately \$2.4 million but are deferred and amortized to income over the term of the ground lease due to our involvement in the construction of this project. We also received a fee of \$0.6 million during the three months ended September 30, 2014 for certain predevelopment services provided to a University for a student and academic services facility.

As of September 30, 2014, we were under contract on a total of three third-party development projects that are currently in progress and whose fees range from \$1.5 million to \$3.2 million. As of September 30, 2014, fees of approximately \$2.0 million remained to be earned by us with respect to these projects, which have scheduled completion dates ranging from the fourth quarter 2014 through August 2015.

## Results of Operations

## Comparison of the Three Months Ended September 30, 2014 and September 30, 2013

The following table presents our results of operations for the three months ended September 30, 2014 and 2013, including the amount and percentage change in these results between the two periods.

	Three Months Ended September 30,				
	2014	2013	Change (\$)	Change (%)	
Revenues					
Wholly-owned properties	\$ 171,816	\$ 150,031	\$ 21,785	14.5	%
On-campus participating properties	5,786	5,066	720	14.2	%
Third-party development services	1,856	622	1,234	198.4	%
Third-party management services	1,769	1,792	(23)	(1.3)	)%
Resident services	709	883	(174)	(19.7)	)%
Total revenues	181,936	158,394	23,542	14.9	%
Operating expenses					
Wholly-owned properties	98,232	86,838	11,394	13.1	%
On-campus participating properties	3,003	3,021	(18)	(0.6)	)%
Third-party development and management services	2,881	3,058	(177)	(5.8)	)%
General and administrative	4,807	3,934	873	22.2	%
Depreciation and amortization	49,576	45,056	4,520	10.0	%
Ground/facility leases	2,206	1,386	820	59.2	%
Provision for real estate impairment	2,377	—	2,377	100.0	%
Total operating expenses	163,082	143,293	19,789	13.8	%
Operating income	18,854	15,101	3,753	24.9	%
Nonoperating income and (expenses)					
Interest income	1,055	792	263	33.2	%
Interest expense	(23,794)	(19,584)	(4,210)	21.5	)%
Amortization of deferred financing costs	(1,543)	(1,410)	(133)	9.4	)%
Loss from disposition of real estate	(67)	—	(67)	100.0	)%
Other nonoperating income	—	134	(134)	(100.0)	)%
Total nonoperating expenses	(24,349)	(20,068)	(4,281)	21.3	)%
Loss before income taxes and discontinued operations	(5,495)	(4,967)	(528)	10.6	)%
Income tax provision	(290)	(255)	(35)	13.7	)%
Loss from continuing operations	(5,785)	(5,222)	(563)	10.8	)%
Discontinued operations					
Income attributable to discontinued operations	—	223	(223)	(100.0)	)%
Gain from disposition of real estate	—	52,831	(52,831)	(100.0)	)%
Total discontinued operations	—	53,054	(53,054)	(100.0)	)%
Net (loss) income	(5,785)	47,832	(53,617)	(112.1)	)%

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Net income attributable to noncontrolling interests					
Redeemable noncontrolling interests	19	(573	)	592	(103.3 )%
Partially owned properties	(81	)	(83	)	2 (2.4 )%
Net income attributable to noncontrolling interests	(62	)	(656	)	594 (90.5 )%
Net (loss) income attributable to common shareholders	\$ (5,847	)	\$ 47,176	\$ (53,023	) (112.4 )%

## 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 entire periods being compared, and which are not conducting or planning to conduct substantial development or redevelopment activities.

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	
	Three Months Ended		Three Months Ended		Three Months Ended		Three Months Ended	
	September 30,		September 30,		September 30,		September 30,	
	2014	2013	2014	2013	2014	2013	2014	2013
Number of properties	139	139	19	10	1	1	159	150
Number of beds	83,025	<sup>(3)</sup> 83,057	10,884	5,587	480	480	94,389	89,124
Revenues <sup>(4)</sup>	\$151,917	\$144,842	\$20,260	\$5,633	\$348	\$439	\$172,525	\$150,914
Operating expenses	86,615	83,024	11,296	3,406	321	408	98,232	86,838

Does not include properties under construction as of September 30, 2014. Number of properties and number of beds also excludes properties undergoing redevelopment as of September 30, 2014, although the results of operations of those properties are included in new property revenues and operating expenses prior to commencement of redevelopment activities.

Includes The Enclave, a 480-bed wholly-owned property sold in September 2014. Due to a recent change in accounting guidance, The Enclave along with future disposals of individual operating properties will no longer qualify as discontinued operations and will be classified within income from continuing operations on the accompanying consolidated statements of comprehensive income. As a result, the operations of The Enclave are included in the table above in order to reconcile to wholly-owned revenues and wholly-owned operating expenses on the accompanying consolidated statements of comprehensive income. Refer to Note 2 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for a more detailed discussion of the new guidance for discontinued operations.

The decrease in the number of beds for the comparable three month periods is due to a fire that damaged 32 beds at one of our wholly-owned properties in July 2014. These beds are currently being rebuilt and are anticipated to be available for occupancy in 2015.

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 academic year offset by a slight decrease in average occupancy from 94.2% during the three months ended September 30, 2013 to 94.0% during the three months ended September 30, 2014. Future revenues will be dependent on our ability to maintain our current leases in effect for the 2014/2015 academic year and our ability to obtain appropriate rental rates and desired occupancy for the 2015/2016 academic year at our various properties.

The increase in operating expenses from our same store properties was primarily due to an increase in utility costs, an increase in property taxes caused primarily by the stabilization of development property tax assessments in the second year of operations and an increase in bad debt expense as a result of a lower quality tenant base at certain properties resulting from the slower leasing

velocity experienced during the 2013/2014 leasing campaign. These increases were partially offset by a decrease in marketing expense as a result of expense control efforts and improved leasing velocity for the 2014/2015 academic year.

**New Property Operations.** Our new properties for the three months ended September 30, 2014 consist of the following: (i) 7th Street Station, acquired in July 2013, (ii) The Lodges of East Lansing Phase II, an additional phase at an existing property previously subject to a pre-sale agreement that we acquired in July 2013, (iii) Townhomes at Newtown Crossing, a property previously subject to a pre-sale agreement that we acquired in September 2013, (iv) seven owned development projects that opened for occupancy in August and September 2013, (v) Park Point, acquired in October 2013, (vi) U Centre at Fry Street and Cardinal Towne, both acquired in November 2013, (vii) Boulder Outlook Hotel, acquired in January 2014, (viii) five owned development projects that opened for occupancy in June and August 2014, and (ix) University Walk, a property subject to a pre-sale agreement that we did not own as of September 30, 2014 but is consolidated for financial reporting purposes.

#### 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, 2014 and 2013. Revenues from our same store participating properties increased approximately \$0.2 million to \$5.3 million during three months ended September 30, 2014 from \$5.1 million for the three months ended September 30, 2013. This change occurred as a result of an increase in average rental rates for the 2014/2015 academic year and an increase in average occupancy from 69.9% for the three months ended September 30, 2013 to 72.4% for the three months ended September 30, 2014. 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.

At these properties, operating expenses decreased by approximately \$0.2 million, from \$3.0 million for the three months ended September 30, 2013 to \$2.8 million for the nine months ended September 30, 2014. This decrease was primarily a result of a decrease in utilities expense at two of our participating properties that discontinued resident telephone service in 2014.

**New Property Operations.** In August 2014, we completed construction on College Park, a 224-unit, 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, 2014.

#### Third-Party Development Services Revenue

Third-party development services revenue increased by approximately \$1.2 million, from \$0.6 million during the three months ended September 30, 2013 to \$1.8 million for the three months ended September 30, 2014. This increase was primarily due to the closing of bond financing and commencement of construction in July 2014 on a third-party on-campus development project containing 482 beds at Texas A&M University - Corpus Christi, resulting in \$0.9 million of revenue recognized during three months ended September 30, 2014. During the three months ended September 30, 2014, we had four projects in progress with an average contractual fee of approximately \$1.9 million, as compared to the three months ended September 30, 2013 in which we had three projects in progress with an average contractual fee of approximately \$2.7 million.

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 Development and Management Services Expenses

Third-party development and management services expenses decreased by approximately \$0.2 million, from \$3.1 million during the three months September 30, 2013 to \$2.9 million for the three months ended September 30, 2014. This decrease was primarily a result of approximately \$0.6 million of transfer taxes paid by us during the three months ended September 30, 2013 in connection with our conversion of a wholly-owned property from off-campus into an on-campus ACE structure via a ground lease with Drexel University. This decrease was partially offset by an increase in payroll and benefits, branding initiatives and general inflation during the three months ended September 30, 2014. We anticipate third-party development and management services expenses will increase in 2014 as compared to 2013 due to the factors discussed above.

### General and Administrative

General and administrative expenses increased by approximately \$0.9 million, from \$3.9 million during the three months ended September 30, 2013 to \$4.8 million for the three months ended September 30, 2014. This increase was primarily due to additional payroll, health care and benefits expense, public company costs and other general inflationary factors.

### Depreciation and Amortization

Depreciation and amortization increased by approximately \$4.5 million, from \$45.1 million during the three months ended September 30, 2013 to \$49.6 million for the three months ended September 30, 2014. This increase was primarily a result of additional depreciation and amortization expense of approximately \$2.0 million recorded during the three months ended September 30, 2014 related to properties acquired during 2013 and 2014. In addition, the completion of construction and opening of seven owned development properties in August and September 2013 along with six owned development properties and one on-campus participating property in June and August 2014 contributed an additional \$3.5 million of depreciation and amortization expense during the three months ended September 30, 2014. These increases were partially offset by a decrease in the amortization of in-place leases of approximately \$2.0 million related to the purchase of 40 properties in 2012. The value assigned to in-place leases upon acquisition of these properties was fully amortized by the end of 2013. We expect depreciation and amortization expense to increase in 2014 as compared to 2013 for the reasons discussed above.

### Ground/Facility Leases

Ground/facility leases expense increased by approximately \$0.8 million, from \$1.4 million during the three months ended September 30, 2013 to \$2.2 million for the three months ended September 30, 2014. This increase was primarily due to the recently completed on-campus participating property placed into service in August 2014, along with improved operating results at two other on-campus participating properties during the comparable three month periods, which contributed an additional \$0.4 million of ground/facility leases expense during the three months ended September 30, 2014. The timing of ACE development projects placed into service during 2013 and 2014 contributed the remaining \$0.4 million increase to ground/facility leases expense during the three months ended September 30, 2014. We anticipate ground/facility leases expense to increase in 2014 as compared to 2013 for the reasons discussed above.

### 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. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for a detailed discussion of our property dispositions.

### Interest Income

Interest income increased by approximately \$0.3 million, from \$0.8 million during the three months September 30, 2013 to \$1.1 million for the three months ended September 30, 2014. This increase was a result of the assumption of a loan receivable in connection with our purchase of Cardinal Towne in November 2013, which contributed an additional \$0.3 million of interest income during the three months ended September 30, 2014.

### Interest Expense

Interest expense increased by approximately \$4.2 million, from \$19.6 million during the three months ended September 30, 2013 to \$23.8 million for the three months ended September 30, 2014. We incurred additional interest expense of approximately \$4.2 million during the three months ended September 30, 2014 related to our \$400 million



offering of senior unsecured notes which closed on June 24, 2014. In December 2013, we borrowed \$250 million under a new term loan facility ("Term Loan II Facility") which resulted in approximately \$1.0 million of additional interest expense for the three months ended September 30, 2014. We also incurred additional interest expense of approximately \$0.9 million during the three months ended September 30, 2014 related to loans assumed in connection with 2013 property acquisitions. Lastly, interest expense increased by approximately \$0.8 million as a result of a decrease in capitalized interest due to the timing and volume of construction activities on our owned development projects along with a decrease to our weighted-average cost of capital during the comparable three month periods. These increases were offset by a decrease of approximately \$2.0 million during the three months ended September 30, 2014 related to the payoff of mortgage loans during the past 15 months and the payoff of our secured agency facility on September 1, 2014. In addition, interest expense decreased by approximately \$0.3 million related to a decrease in borrowings under our unsecured revolving credit facility during the comparable three month periods. Lastly, interest expense decreased by approximately \$0.2 million during the three months ended September 30, 2014 as a result of the refinancing of our Cullen Oaks Phase I and Phase II mortgage loans in

February 2014. We anticipate interest expense will increase significantly in 2014 as compared to 2013 for the reasons discussed above along with the timing of our \$400 million offering of senior unsecured notes in April 2013.

#### Discontinued Operations

Discontinued operations on the accompanying consolidated statements of comprehensive income for the three months ended September 30, 2013 includes the following wholly-owned properties: (i) Hawks Landing, sold in February 2014 for a sales price of \$17.3 million, (ii) University Mills, sold in November 2013 for a sales price of \$14.5 million, (iii) Campus Ridge, sold in October 2013 for a sales price of \$12.3 million, and (iv) State College Park, University Pines, The Village at Blacksburg and Northgate Lakes, wholly-owned properties sold in July 2013 for a combined sales price of \$157.4 million. Refer to Note 4 in the accompanying Notes to Consolidated Financial Statements contained in Item 1 for a table summarizing the results of operations of the properties classified within discontinued operations.

#### 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 for a detailed discussion of noncontrolling interests.

Comparison of the Nine Months Ended September 30, 2014 and September 30, 2013

The following table presents our results of operations for the nine months ended September 30, 2014 and 2013, including the amount and percentage change in these results between the two periods.

Nine Months Ended September	
30,	
2014	2013