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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 6, 2024**

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**UMH Properties, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-12690**  
(Commission  
File Number)

**22-1890929**  
(IRS Employer  
Identification No.)

**Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ**  
(Address of principal executive offices)

**07728**  
(Zip Code)

**Registrant's telephone number, including area code: (732) 577-9997**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.10 par value	UMH	New York Stock Exchange
6.375% Series D Cumulative Redeemable Preferred Stock, \$0.10 par value	UMH PD	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02 Results of Operations and Financial Condition.**  
**Item 7.01 Regulation FD Disclosure.**

On November 6, 2024, UMH Properties, Inc. issued a press release announcing the results for the third quarter September 30, 2024 and disclosed a supplemental information package in connection with its earnings conference call for the third quarter September 30, 2024. A copy of the supplemental information package and press release is furnished with this report as Exhibit 99 and is incorporated herein by reference.

The information in this report and the exhibit attached hereto is being furnished, not filed, for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and pursuant to Item 2.02 and Item 7.01 of Form 8-K will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

#### Forward-Looking Statements

Statements contained in this report, including the document that is incorporated by reference, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended and the Private Securities Litigation Reform Act of 1995 (the “Exchange Act”). All statements, other than statements of historical facts that address activities, events or developments where the Company uses any of the words “anticipates,” “assumes,” “believes,” “estimates,” “expects,” “intends,” or similar expressions, are forward-looking statements. These forward-looking statements are not guaranteed and are based on the Company’s current intentions and on the Company’s current expectations and assumptions. These statements, intentions, expectations and assumptions involve risks and uncertainties, some of which are beyond the Company’s control that could cause actual results or events to differ materially from those that the Company anticipates or projects, such as:

- changes in the real estate market conditions and general economic conditions;
- the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;
- increased competition in the geographic areas in which we own and operate manufactured housing communities;
- our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;
- our ability to maintain or increase rental rates and occupancy levels;
- changes in market rates of interest;
- inflation and increases in costs, including personnel, insurance and the cost of purchasing manufactured homes;
- our ability to purchase manufactured homes for rental or sale;
- our ability to repay debt financing obligations;

- our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;
- our ability to comply with certain debt covenants;
- our ability to integrate acquired properties and operations into existing operations;
- the availability of other debt and equity financing alternatives;
- continued ability to access the debt or equity markets;
- the loss of any member of our management team;
- our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are timely made in a timely manner in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;
- the ability of manufactured home buyers to obtain financing;
- the level of repossessions by manufactured home lenders;
- market conditions affecting our investment securities;
- changes in federal or state tax rules or regulations that could have adverse tax consequences;
- our ability to qualify as a real estate investment trust for federal income tax purposes; and
- risks and uncertainties related to the COVID-19 pandemic or other highly infectious or contagious diseases.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99 Supplemental information package for the third quarter September 30, 2024 and press release dated November 6, 2024.

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

**SIGNATURE**

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

**UMH Properties, Inc.**

Date: November 6, 2024

By: /s/ Anna T. Chew  
 Name: Anna T. Chew  
 Title: Executive Vice President and  
 Chief Financial Officer

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

( x ) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the quarterly period ended September 30, 2024

( ) 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 001-12690

**UMH PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**22-1890929**  
(I.R.S. Employer  
identification number)

**Juniper Business Plaza, 3499 Route 9 North, Suite 3-C, Freehold, NJ 07728**  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code **(732) 577-9997**

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report.)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
Common Stock, \$0.10 par value	UMH	New York Stock Exchange
6.375% Series D Cumulative Redeemable Preferred Stock, \$0.10 par value	UMH PD	New York Stock Exchange

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. Yes  X  No \_\_\_\_\_

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).  
Yes  X  No \_\_\_\_\_

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer  X  Accelerated filer \_\_\_\_\_  
Non-accelerated filer \_\_\_\_\_ Smaller reporting company \_\_\_\_\_  
Emerging growth company \_\_\_\_\_

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. \_\_\_\_\_

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes \_\_\_\_\_ No  X

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding Common Shares as of November 1, 2024
Common Stock, \$0.10 par value per share	78,899,789

**UMH PROPERTIES, INC. AND SUBSIDIARIES**

**FORM 10-Q**

**FOR THE QUARTER ENDED SEPTEMBER 30, 2024**

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**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023**  
*(in thousands except per share amounts)*

<b>- ASSETS -</b>	September 30, 2024 (Unaudited)	December 31, 2023
<b>Investment Property and Equipment</b>		
Land	\$ 87,478	\$ 86,497
Site and Land Improvements	915,748	896,568
Buildings and Improvements	39,795	39,506
Rental Homes and Accessories	554,034	516,470
Total Investment Property	1,597,055	1,539,041
Equipment and Vehicles	30,759	29,126
Total Investment Property and Equipment	1,627,814	1,568,167
Accumulated Depreciation	(456,795)	(416,309)
Net Investment Property and Equipment	1,171,019	1,151,858
<b>Other Assets</b>		
Cash and Cash Equivalents	66,704	57,320
Marketable Securities at Fair Value	34,178	34,506
Inventory of Manufactured Homes	31,440	32,940
Notes and Other Receivables, net	88,367	81,071
Prepaid Expenses and Other Assets	17,138	11,729
Land Development Costs	65,965	33,302
Investment in Joint Venture	26,722	24,851
Total Other Assets	330,514	275,719
<b>TOTAL ASSETS</b>	<b>\$ 1,501,533</b>	<b>\$ 1,427,577</b>

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS – CONTINUED**  
**AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023**  
*(in thousands except per share amounts)*

<b>- LIABILITIES AND SHAREHOLDERS' EQUITY -</b>	September 30, 2024 (Unaudited)	December 31, 2023
<b>LIABILITIES:</b>		
Mortgages Payable, net of unamortized debt issuance costs	\$ 488,285	\$ 496,483
Other Liabilities:		
Accounts Payable	5,732	6,106
Loans Payable, net of unamortized debt issuance costs	25,968	93,479
Series A Bonds, net of unamortized debt issuance costs	100,691	100,055
Accrued Liabilities and Deposits	12,546	15,117
Tenant Security Deposits	9,926	9,543
Total Other Liabilities	154,863	224,300
Total Liabilities	643,148	720,783
<b>Commitments and Contingencies</b>		
<b>Shareholders' Equity:</b>		
Series D – 6.375% Cumulative Redeemable Preferred Stock, \$0.10 par value per share, 13,700 shares authorized as of September 30, 2024 and December 31, 2023; 12,271 and 11,607 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	306,778	290,180
Common Stock - \$0.10 par value per share, 163,714 and 153,714 shares authorized as of September 30, 2024 and December 31, 2023, respectively; 78,697 and 67,978 shares issued and outstanding as of September 30, 2024 and December 31, 2023, respectively	7,870	6,798
Excess Stock - \$0.10 par value per share, 3,000 shares authorized; no shares issued or outstanding as of September 30, 2024 and December 31, 2023	-0-	-0-
Additional Paid-In Capital	567,178	433,106
Accumulated Deficit	(25,364)	(25,364)
Total UMH Properties, Inc. Shareholders' Equity	856,462	704,720
Non-Controlling Interest in Consolidated Subsidiaries	1,923	2,074
Total Shareholders' Equity	858,385	706,794
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 1,501,533</b>	<b>\$ 1,427,577</b>

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS) (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands except per share amounts)*

	<u>THREE MONTHS ENDED</u>		<u>NINE MONTHS ENDED</u>	
	<u>September 30,</u> <u>2024</u>	<u>September 30,</u> <u>2023</u>	<u>September 30,</u> <u>2024</u>	<u>September 30,</u> <u>2023</u>
<b>INCOME:</b>				
Rental and Related Income	\$51,937	\$48,135	\$153,760	\$140,503
Sales of Manufactured Homes	8,734	7,909	24,919	23,438
<b>Total Income</b>	<u>60,671</u>	<u>56,044</u>	<u>178,679</u>	<u>163,941</u>
<b>EXPENSES:</b>				
Community Operating Expenses	22,511	20,673	65,203	60,795
Cost of Sales of Manufactured Homes	5,446	5,334	16,463	16,059
Selling Expenses	1,787	1,792	5,177	5,269
General and Administrative Expenses	4,474	4,491	15,348	14,654
Depreciation Expense	14,693	14,147	44,435	41,271
<b>Total Expenses</b>	<u>48,911</u>	<u>46,437</u>	<u>146,626</u>	<u>138,048</u>
<b>OTHER INCOME (EXPENSE):</b>				
Interest Income	1,816	1,306	4,884	3,661
Dividend Income	357	508	1,079	1,745
Gain (Loss) on Sales of Marketable Securities, net	-0-	226	(3,778)	183
Increase (Decrease) in Fair Value of Marketable Securities	5,499	(5,496)	3,468	(10,439)
Other Income	150	235	514	850
Loss on Investment in Joint Venture	(75)	(165)	(299)	(645)
Interest Expense	(6,524)	(7,694)	(21,369)	(24,662)
<b>Total Other Income (Expense)</b>	<u>1,223</u>	<u>(11,080)</u>	<u>(15,501)</u>	<u>(29,307)</u>
Income (Loss) before Gain (Loss) on Sales of Investment Property and Equipment	12,983	(1,473)	16,552	(3,414)
Gain (Loss) on Sales of Investment Property and Equipment	(78)	(26)	(91)	11
<b>Net Income (Loss)</b>	<u>12,905</u>	<u>(1,499)</u>	<u>16,461</u>	<u>(3,403)</u>
Preferred Dividends	(4,783)	(4,364)	(14,168)	(12,251)
Loss Attributable to Non-Controlling Interest	59	32	151	108
<b>Net Income (Loss) Attributable to Common Shareholders</b>	<u>\$8,181</u>	<u>\$(5,831)</u>	<u>\$2,444</u>	<u>\$(15,546)</u>
<b>Net Income (Loss) Attributable to Common Shareholders Per Share – Basic and Diluted</b>	<u>\$0.11</u>	<u>\$(0.09)</u>	<u>\$0.03</u>	<u>\$(0.25)</u>
<b>Weighted Average Common Shares Outstanding:</b>				
Basic	<u>75,610</u>	<u>65,076</u>	<u>72,173</u>	<u>61,853</u>
Diluted	<u>76,563</u>	<u>65,554</u>	<u>72,971</u>	<u>62,508</u>

See Accompanying Notes to Consolidated Financial Statements



**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands)*

	<b>Common Stock Issued and Outstanding</b>		<b>Preferred Stock Series D</b>
	<b>Number</b>	<b>Amount</b>	
Balance December 31, 2023	67,978	\$6,798	\$290,180
Common Stock Issued with the DRIP	168	16	-0-
Common Stock Issued through Restricted Stock Awards	481	48	-0-
Common Stock Issued through Stock Options	179	18	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	1,347	135	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	4,855
Distributions	-0-	-0-	-0-
Stock Compensation	-0-	-0-	-0-
Net Loss	-0-	-0-	-0-
Balance March 31, 2024	70,153	7,015	295,035
Common Stock Issued with the DRIP	172	17	-0-
Common Stock Issued through Restricted Stock Awards	9	1	-0-
Common Stock Issued through Stock Options	31	3	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	2,385	239	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	722
Distributions	-0-	-0-	-0-
Stock Compensation Expense	-0-	-0-	-0-
Net Income (Loss)	-0-	-0-	-0-
Balance June 30, 2024	72,750	\$7,275	\$295,757
Common Stock Issued with the DRIP	141	14	-0-
Common Stock Issued through Restricted Stock Awards	7	1	-0-
Common Stock Issued through Stock Options	70	7	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	5,729	573	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	11,021
Distributions	-0-	-0-	-0-
Stock Compensation Expense	-0-	-0-	-0-
Net Income (Loss)	-0-	-0-	-0-
Balance September 30, 2024	78,697	\$7,870	\$306,778

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands)*

	<b>Additional Paid-In Capital</b>	<b>Undistributed Income (Accumulated Deficit)</b>	<b>Non-Controlling Interest in Consolidated Subsidiary</b>	<b>Total Shareholders' Equity</b>
Balance December 31, 2023	\$433,106	\$(25,364)	\$2,074	\$706,794
Common Stock Issued with the DRIP	2,455	-0-	-0-	2,471
Common Stock Issued through Restricted Stock Awards	(48)	-0-	-0-	-0-
Common Stock Issued through Stock Options	1,748	-0-	-0-	1,766
Common Stock Issued in connection with At-The-Market Offerings, net	20,260	-0-	-0-	20,395
Preferred Stock Issued in connection with At-The-Market Offerings, net	(456)	-0-	-0-	4,399
Distributions	(20,479)	1,591	-0-	(18,888)
Stock Compensation Expense	1,845	-0-	-0-	1,845
Net Loss	-0-	(1,591)	(34)	(1,625)
Balance March 31, 2024	438,431	(25,364)	2,040	717,157
Common Stock Issued with the DRIP	2,548	-0-	-0-	2,565
Common Stock Issued through Restricted Stock Awards	(1)	-0-	-0-	-0-
Common Stock Issued through Stock Options	310	-0-	-0-	313
Common Stock Issued in connection with At-The-Market Offerings, net	35,844	-0-	-0-	36,083
Preferred Stock Issued in connection with At-The-Market Offerings, net	(63)	-0-	-0-	659
Distributions	(14,622)	(5,239)	-0-	(19,861)
Stock Compensation Expense	1,883	-0-	-0-	1,883
Net Income (Loss)	-0-	5,239	(58)	5,181
Balance June 30, 2024	464,330	(25,364)	1,982	743,980
Common Stock Issued with the DRIP	2,579	-0-	-0-	2,593
Common Stock Issued through Restricted Stock Awards	(1)	-0-	-0-	-0-
Common Stock Issued through Stock Options	833	-0-	-0-	840
Common Stock Issued in connection with At-The-Market Offerings, net	106,143	-0-	-0-	106,716
Preferred Stock Issued in connection with At-The-Market Offerings, net	(819)	-0-	-0-	10,202
Distributions	(7,770)	(12,964)	-0-	(20,734)
Stock Compensation Expense	1,883	-0-	-0-	1,883
Net Income (Loss)	-0-	12,964	(59)	12,905
Balance September 30, 2024	<u>\$567,178</u>	<u>\$(25,364)</u>	<u>\$1,923</u>	<u>\$858,385</u>

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands)*

	Common Stock Issued and Outstanding		Preferred Stock Series D
	Number	Amount	
Balance December 31, 2022	57,595	\$5,760	\$225,379
Common Stock Issued with the DRIP	164	15	-0-
Common Stock Issued through Restricted Stock Awards	140	14	-0-
Common Stock Issued through Stock Options	14	1	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	2,071	208	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	21,858
Distributions	-0-	-0-	-0-
Stock Compensation Expense	-0-	-0-	-0-
Net Loss	-0-	-0-	-0-
Balance March 31, 2023	59,984	5,998	247,237
Common Stock Issued with the DRIP	151	15	-0-
Common Stock Issued through Restricted Stock Awards	8	1	-0-
Common Stock Issued through Stock Options	42	4	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	2,887	289	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	17,795
Distributions	-0-	-0-	-0-
Stock Compensation Expense	-0-	-0-	-0-
Net Loss	-0-	-0-	-0-
Balance June 30, 2023	63,072	6,307	265,032
Common Stock Issued with the DRIP	137	13	-0-
Common Stock Issued through Restricted Stock Awards	155	16	-0-
Common Stock Issued through Stock Options	15	2	-0-
Common Stock Issued in connection with At-The-Market Offerings, net	2,793	279	-0-
Preferred Stock Issued in connection with At-The-Market Offerings, net	-0-	-0-	14,450
Distributions	-0-	-0-	-0-
Stock Compensation Expense	-0-	-0-	-0-
Net Loss	-0-	-0-	-0-
Balance September 30, 2023	66,172	\$6,617	\$279,482

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
**FOR THE THREE AND NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands)*

	<b>Additional Paid-In Capital</b>	<b>Undistributed Income (Accumulated Deficit)</b>	<b>Non-Controlling Interest in Consolidated Subsidiary</b>	<b>Total Shareholders' Equity</b>
Balance December 31, 2022	\$343,189	\$(25,364)	\$2,232	\$551,196
Common Stock Issued with the DRIP	2,502	-0-	-0-	2,517
Common Stock Issued through Restricted Stock Awards	(14)	-0-	-0-	-0-
Common Stock Issued through Stock Options	136	-0-	-0-	137
Common Stock Issued in connection with At-The-Market Offerings, net	34,080	-0-	-0-	34,288
Preferred Stock Issued in connection with At-The-Market Offerings, net	(2,567)	-0-	-0-	19,291
Distributions	(17,523)	1,461	-0-	(16,062)
Stock Compensation Expense	1,528	-0-	-0-	1,528
Net Loss	-0-	(1,461)	(40)	(1,501)
Balance March 31, 2023	361,331	(25,364)	2,192	591,394
Common Stock Issued with the DRIP	2,020	-0-	-0-	2,035
Common Stock Issued through Restricted Stock Awards	(1)	-0-	-0-	-0-
Common Stock Issued through Stock Options	409	-0-	-0-	413
Common Stock Issued in connection with At-The-Market Offerings, net	43,870	-0-	-0-	44,159
Preferred Stock Issued in connection with At-The-Market Offerings, net	(2,486)	-0-	-0-	15,309
Distributions	(16,878)	367	-0-	(16,511)
Stock Compensation Expense	1,471	-0-	-0-	1,471
Net Loss	-0-	(367)	(36)	(403)
Balance June 30, 2023	389,736	(25,364)	2,156	637,867
Common Stock Issued with the DRIP	2,245	-0-	-0-	2,258
Common Stock Issued through Restricted Stock Awards	(16)	-0-	-0-	-0-
Common Stock Issued through Stock Options	182	-0-	-0-	184
Common Stock Issued in connection with At-The-Market Offerings, net	43,238	-0-	-0-	43,517
Preferred Stock Issued in connection with At-The-Market Offerings, net	(2,258)	-0-	-0-	12,192
Distributions	(19,250)	1,467	-0-	(17,783)
Stock Compensation Expense	1,011	-0-	-0-	1,011
Net Loss	-0-	(1,467)	(32)	(1,499)
Balance September 30, 2023	<u>\$414,888</u>	<u>\$(25,364)</u>	<u>\$2,124</u>	<u>\$677,747</u>

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE NINE MONTHS ENDED**  
**SEPTEMBER 30, 2024 AND 2023**  
*(in thousands)*

	NINE MONTHS ENDED	
	September 30, 2024	September 30, 2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income (Loss)	\$16,461	\$(3,403)
Non-Cash items included in Net Income (Loss):		
Depreciation	44,435	41,271
Amortization of Financing Costs	1,770	1,592
Stock Compensation Expense	3,732	4,010
Provision for Uncollectible Notes and Other Receivables	1,302	1,332
(Gain) Loss on Sales of Marketable Securities, net	3,778	(183)
(Increase) Decrease in Fair Value of Marketable Securities	(3,468)	10,439
(Gain) Loss on Sales of Investment Property and Equipment	91	(11)
Loss on Investment in Joint Venture	690	799
Changes in Operating Assets and Liabilities:		
Inventory of Manufactured Homes	1,500	49,518
Notes and Other Receivables, net of notes acquired with acquisitions	(8,598)	(12,645)
Prepaid Expenses and Other Assets	(4,800)	1,612
Accounts Payable	(374)	(409)
Accrued Liabilities and Deposits	(2,571)	(3,815)
Tenant Security Deposits	383	1,007
Net Cash Provided by Operating Activities	<u>54,331</u>	<u>91,114</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of Manufactured Home Communities	-0-	(3,679)
Purchase of Investment Property and Equipment	(67,575)	(108,616)
Proceeds from Sales of Investment Property and Equipment	3,888	2,282
Additions to Land Development Costs	(30,784)	(24,310)
Purchase of Marketable Securities	(18)	(17)
Proceeds from Sales of Marketable Securities	36	4,323
Investment in Joint Venture	(2,561)	(5,709)
Net Cash Used in Investing Activities	<u>(97,014)</u>	<u>(135,726)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net Payments from Short-Term Borrowings	(67,363)	(8,338)
Principal Payments of Mortgages and Loans	(8,887)	(67,429)
Financing Costs on Debt	(593)	(871)
Proceeds from At-The-Market Preferred Equity Program, net of offering costs	15,260	46,792
Proceeds from At-The-Market Common Equity Program, net of offering costs	163,194	121,964
Proceeds from Issuance of Common Stock in the DRIP, net of dividend reinvestments	5,258	4,807
Proceeds from Exercise of Stock Options	2,919	734
Preferred Dividends Paid	(14,168)	(12,251)
Common Dividends Paid, net of dividend reinvestments	(42,944)	(36,102)
Net Cash Provided by Financing Activities	<u>52,676</u>	<u>49,306</u>
Net Increase in Cash, Cash Equivalents and Restricted Cash	9,993	4,694
Cash, Cash Equivalents and Restricted Cash at Beginning of Period	<u>64,437</u>	<u>40,876</u>
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b> <b>AT END OF PERIOD</b>	<u><u>\$74,430</u></u>	<u><u>\$45,570</u></u>

See Accompanying Notes to Consolidated Financial Statements

**UMH PROPERTIES, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2024 (UNAUDITED)**

**NOTE 1 – ORGANIZATION AND ACCOUNTING POLICIES**

UMH Properties, Inc., a Maryland corporation, and its subsidiaries (“we”, “our”, “us” or “the Company”) operates as a real estate investment trust (“REIT”) deriving its income primarily from real estate rental operations. The Company owns and operates 139 manufactured home communities containing approximately 26,200 developed homesites, of which approximately 10,300 are rental homes that we own. The 139 communities include two communities in central Florida owned through a joint venture with Nuveen Real Estate in which the Company has a 40% interest (Sebring Square and Rum Runner), the Countryside Village expansion (Duck River Estates) and the Allentown expansion (River Bluff Estates) in Tennessee, which are now considered separate communities, and also include two communities acquired through the Company’s qualified opportunity zone fund (See Note 5). These 139 communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Maryland, Michigan, Alabama, South Carolina, Florida and Georgia. In November 2023, the Company expanded its joint venture relationship with Nuveen Real Estate and formed a new joint venture entity for the development of a new manufactured housing community located in Honey Brook, Pennsylvania. The community, once complete, will contain 113 manufactured home sites situated on approximately 61 acres. The Company, through its wholly-owned taxable subsidiary, UMH Sales and Finance, Inc. (“S&F”), sells manufactured homes to residents and prospective residents in our communities. Inherent in the operations of manufactured home communities are site vacancies. S&F was established to fill these vacancies and enhance the value of the communities. The Company holds a 77% controlling interest in its qualified opportunity zone fund which it created in 2022 to acquire, develop and redevelop manufactured housing communities located in areas designated as Qualified Opportunity Zones by the U.S. Treasury Department to encourage long-term investment in economically distressed areas. The consolidated financial statements of the Company include S&F and all of its other wholly-owned subsidiaries and its qualified opportunity zone fund. All intercompany transactions and balances have been eliminated in consolidation.

The Company has elected to be taxed as a REIT under Sections 856-860 of the Internal Revenue Code (the “Code”) and intends to maintain its qualification as a REIT in the future. As a qualified REIT, with limited exceptions, the Company will not be taxed under federal and certain state income tax laws at the corporate level on taxable income that it distributes to its shareholders. For special tax provisions applicable to REITs, refer to Sections 856-860 of the Code. The Company is subject to franchise taxes in some of the states in which the Company owns property.

The interim consolidated financial statements furnished herein have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) applicable to interim financial information, the instructions to Form 10-Q, and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all

adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2023.

#### Use of Estimates

In preparing the consolidated financial statements in accordance with U.S. GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, as well as contingent assets and liabilities as of the dates of the consolidated balance sheets and revenue and expenses for the years then ended. These estimates and assumptions include the allowance for doubtful accounts, valuation of inventory, depreciation, valuation of securities, accounting for land development, reserves and accruals, and stock compensation expense. Actual results could differ from these estimates and assumptions.

#### Reclassifications

Certain amounts in the financial statements for the prior periods have been reclassified to conform to the statement presentation for the current periods.

#### Investment in Joint Venture

The Company accounts for its investment in entities formed under its joint venture with Nuveen Real Estate under the equity method of accounting in accordance with ASC 323, Investments – Equity Method and Joint Ventures. The Company has the ability to exercise significant influence, but not control, over the operating and financial decisions of the joint venture entities. Under the equity method of accounting, the cost of an investment is adjusted for the Company's share of the equity in net income or loss from the date of acquisition, reduced by distributions received and increased by contributions made. The income or loss is allocated in accordance with the provisions of the operating agreement. The carrying value of the investment in the joint venture is reviewed for other than temporary impairment whenever events or changes in circumstances indicate a possible impairment. Financial condition, operational performance, and other economic trends are among the factors that are considered in evaluation of the existence of impairment indicators (See Note 4).

#### Leases

The Company accounts for its leases under ASC 842, "Leases." Our primary source of revenue is generated from lease agreements for our sites and homes, where we are the lessor. These leases are generally for one-year or month-to-month terms and renewable by mutual agreement from us and the resident, or in some cases, as provided by jurisdictional statute.

We are the lessee in other arrangements, primarily for our corporate office and a ground lease at one community. As of September 30, 2024 and December 31, 2023, the right-of-use

assets and corresponding lease liabilities of \$3.1 million and \$3.3 million, respectively, are included in prepaid expenses and other assets and accrued liabilities and deposits on the consolidated balance sheets.

Future minimum lease payments under these leases over the remaining lease terms are as follows (*in thousands*):

2024	\$ 115
2025	460
2026	460
2027	257
2028	111
Thereafter	<u>18,503</u>
Total Lease Payments	<u><u>\$ 19,906</u></u>

The weighted average remaining lease term for these leases is 163 years. The right of use assets and lease liabilities was calculated using an interest rate of 5%.

#### Restricted Cash

The Company's restricted cash consists of amounts primarily held in deposit for tax, insurance and repair escrows held by lenders in accordance with certain debt agreements. Restricted cash is included in prepaid expenses and other assets on the consolidated balance sheets.

The following table presents beginning of period and end of period balances of cash, cash equivalents and restricted cash for the periods shown (*in thousands*):

	<u>9/30/24</u>	<u>12/31/23</u>	<u>9/30/23</u>	<u>12/31/22</u>
Cash and Cash Equivalents	\$66,704	\$57,320	\$38,646	\$29,785
Restricted Cash	<u>7,726</u>	<u>7,117</u>	<u>6,924</u>	<u>11,091</u>
Cash, Cash Equivalents And Restricted Cash	<u><u>\$74,430</u></u>	<u><u>\$64,437</u></u>	<u><u>\$45,570</u></u>	<u><u>\$40,876</u></u>

#### Revenue Recognition

We account for our Sales of Manufactured Homes in accordance with Accounting Standards Update ("ASU") 2014-09 "Revenue from Contracts with Customers (Topic 606)" (ASC 606). For transactions in the scope of ASC 606, we recognize revenue when control of goods or services transfers to the customer, in the amount that we expect to receive for the transfer of goods or provision of services.

Rental and related income is generated from lease agreements for our sites and homes. The lease component of these agreements is accounted for under ASC 842 "Leases." The non-



lease components of our lease agreements consist primarily of utility reimbursements, which are accounted for with the site lease as a single lease under ASC 842.

Revenue from sales of manufactured homes is recognized in accordance with the core principle of ASC 606, at the time of closing when control of the home transfers to the customer. After closing of the sale transaction, we generally have no remaining performance obligation.

Interest income is primarily from notes receivables for the previous sales of manufactured homes. Interest income on these receivables is accrued based on the unpaid principal balances of the underlying loans on a level yield basis over the life of the loans.

Dividend income and gain (loss) on sales of marketable securities are from our investments in marketable securities and are presented separately but are not in the scope of ASC 606.

Other income primarily consists of brokerage commissions for arranging for the sale of a home by a third party and other miscellaneous income. This income is recognized when the transactions are completed and our performance obligations have been fulfilled.

#### Notes Receivables

We account for our receivables in accordance with ASU No. 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” ASU 2016-13 requires that entities use a forward looking “expected loss” model that generally will result in the earlier recognition of allowance for credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. As of September 30, 2024 and December 31, 2023, the Company had notes receivable of \$83.9 million and \$77.1 million, respectively, net of the fair value adjustment of \$1.7 million and \$1.6 million, respectively. Notes receivables are presented as a component of notes and other receivables, net on our consolidated balance sheets. These receivables represent balances owed to us for previously completed performance obligations for sales of manufactured homes.

#### Recent Accounting Pronouncements

Management does not believe that any recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

#### NOTE 2 – NET INCOME (LOSS) PER SHARE

Basic Net Income (Loss) per Share is calculated by dividing Net Income (Loss) by the weighted average shares outstanding for the period. Diluted Net Income (Loss) per Share is calculated by dividing Net Income (Loss) less Income (Loss) Attributable to Non-Controlling Interest by the weighted average number of common shares outstanding, and when dilutive, the potential net shares that would be issued upon exercise of stock options pursuant to the treasury

stock method. In periods with a net loss, the diluted loss per share equals the basic loss per share as all common stock equivalents are excluded from the per share calculation because they are anti-dilutive.

For the three and nine months ended September 30, 2024, common stock equivalents resulting from employee stock options to purchase 5.4 million shares of common stock amounted to 953,000 and 798,000 shares, respectively, which were included in the computation of Diluted Net Income per Share. For the three and nine months ended September 30, 2023, common stock equivalents of 478,000 shares and 655,000 shares, respectively, were excluded from the computation of Diluted Net Loss per Share as their effect would be anti-dilutive.

### NOTE 3 – MARKETABLE SECURITIES

The Company’s marketable securities consist primarily of marketable common and preferred stock of other REITs with a fair value of \$34.2 million as of September 30, 2024, which represents 1.7% of undepreciated assets (total assets excluding accumulated depreciation). The Company does not intend to increase its investments in this REIT securities portfolio. The REIT securities portfolio provides the Company with additional diversification, liquidity and income.

As of September 30, 2024, the Company had total net unrealized losses of \$36.2 million in its REIT securities portfolio. For the three and nine months ended September 30, 2024, the Company recorded increases of \$5.5 million and \$3.5 million, respectively, in the fair value of these marketable securities. The Company held seven securities that had unrealized losses as of September 30, 2024.

### NOTE 4 – INVESTMENT IN JOINT VENTURE

In December 2021, the Company and Nuveen Real Estate (“Nuveen” or “Nuveen Real Estate”), established a joint venture for the purpose of acquiring manufactured housing and/or recreational vehicle communities that are under development and/or newly developed and meet certain other investment guidelines. The terms of the initial joint venture entity were set forth in a Limited Liability Company Agreement dated as of December 8, 2021 (the “LLC Agreement”) entered into between a wholly owned subsidiary of the Company and an affiliate of Nuveen. The LLC Agreement provided for the parties to initially fund up to \$70 million of equity capital for acquisitions during a 24-month commitment period, with Nuveen having the option, subject to certain conditions, to elect to increase the parties’ total commitments by up to an additional \$100 million and to extend the commitment period for up to an additional four years. The LLC Agreement called for committed capital to be funded 60% by Nuveen and 40% by the Company on a parity basis. The Company serves as managing member of the joint venture entity and is responsible for day-to-day operations of the joint venture entity and management of its properties, subject to obtaining approval of Nuveen Real Estate for major decisions (including investments, dispositions, financings, major capital expenditures and annual budgets). The Company receives property management, asset management and other fees from the joint venture entity. In addition, once each member has recouped its invested capital and received a 7.5% net unlevered internal rate of return, 80% of distributable cash will be allocated pro rata in

accordance with the members' respective percentage interests and the Company and Nuveen will receive a promote percentage equal to 70% (in the case of the Company) and 30% (in the case of Nuveen) of the remaining 20% of distributable cash. After 7 years the Company may elect to consummate the crystallization of the promote.

Under the terms of the LLC Agreement, after December 8, 2024 or, if later, the second anniversary of the acquisition and placing in service of a manufactured housing or recreational vehicle community, Nuveen will have a right to initiate the sale of one or more of the communities owned by the joint venture entity. If Nuveen elects to initiate such a sale process, the Company may exercise a right of first refusal to acquire Nuveen's interest in the community or communities to be sold for a purchase price corresponding to the greater of the appraised value of such communities or the amount required to provide a 7.5% net unlevered internal rate of return on Nuveen's investment. In addition, the Company will have the right to buy out Nuveen's interest in the joint venture entity at any time after December 8, 2031 at a purchase price corresponding to the greater of the appraised value of the portfolio or the amount required to provide a 7.5% net unlevered internal rate of return on Nuveen's investment.

The LLC Agreement between the Company and Nuveen provided that until the capital contributions to the joint venture are fully funded or the joint venture is terminated, the joint venture will be the exclusive vehicle for the Company to acquire any manufactured housing communities and/or recreational vehicle communities that meet the joint venture's investment guidelines. These guidelines called for the joint venture to acquire manufactured housing and recreational vehicle communities that have been developed within the previous two years and are less than 20% occupied, are located in certain geographic markets, are projected to meet certain cash flow and internal rate of return targets, and satisfy certain other criteria. The Company agreed to offer Nuveen the opportunity to have the joint venture acquire any manufactured housing community or recreational vehicle community that meets these investment guidelines. Under the terms of the LLC Agreement, if Nuveen determines not to pursue or approve any such acquisition, the Company would be permitted to acquire the property outside the joint venture. Since the execution of the LLC Agreement, Nuveen has provided the Company with written waivers of the exclusivity provision of the LLC Agreement with regard to two property acquisitions that may have fit the investment guidelines of the joint venture, which permitted the Company to acquire them outside of the Nuveen joint venture. Except for investment opportunities that are offered to and declined by Nuveen, the Company is prohibited from developing, owning, operating or managing manufactured housing communities or recreational vehicle communities within a 10-mile radius of any community owned by the joint venture. However, this restriction does not apply with respect to investments by the Company in existing communities operated by the Company.

The LLC Agreement provides that Nuveen will have the right to remove and replace the Company as managing member of the joint venture and manager of the joint venture's properties if the Company breaches certain obligations or certain events occur. Upon such removal, Nuveen may elect to buy out the Company's interest in the joint venture at 98% of the value of the Company's interest in the joint venture. If Nuveen does not exercise such buy-out right, the Company may, at specified times, elect to initiate a sale of the communities owned by the joint venture, subject to a right of first refusal on the part of Nuveen. The LLC Agreement contains

restrictions on a party's right to transfer its interest in the joint venture without the approval of the other party.

The LLC Agreement requires the Company to offer Nuveen the opportunity to have the joint venture acquire a manufactured housing community or recreational vehicle community that meets the investment guidelines. If Nuveen decides not to acquire the community through the joint venture, however, the Company is free to purchase the community on its own outside of the joint venture.

In December 2021, the joint venture entity closed on the acquisition of Sebring Square, a newly developed all-age, manufactured home community located in Sebring, Florida, for a total purchase price of \$22.2 million. This community contains 219 developed homesites situated on approximately 39 acres. In December 2022, the joint venture entity closed on the acquisition of Rum Runner, another newly developed all-age, manufactured home community also located in Sebring, Florida for a total purchase price of \$15.1 million. This community contains 144 developed homesites situated on approximately 20 acres. The Company manages these communities on behalf of the joint venture entity.

During the time since the joint venture with Nuveen was first established in 2021, the Company and Nuveen have continued to seek opportunities to acquire additional manufactured housing and/or recreational vehicle communities that are under development and/or newly developed and meet certain other investment guidelines. During 2022, the Company and Nuveen informally agreed that any future acquisitions would be made by one or more new joint venture entities to be formed for that purpose and that the original joint venture entity formed in December 2021 will not consummate additional acquisitions but will maintain its existing property portfolio, consisting of the Sebring Square and Rum Runner communities. The Company and Nuveen also informally agreed that, unless otherwise determined in connection with any specific future investment, capital for any such new joint venture entity would continue to be funded 60% by Nuveen and 40% by the Company on a parity basis and that other terms would be similar to those of the LLC Agreement entered into in 2021, except that the amounts of the parties' respective capital commitments will be determined on a property-by-property basis.

In November 2023, the Company expanded its relationship with Nuveen Real Estate and formed a new joint venture entity with Nuveen. The new joint venture entity was established to, directly or through one or more subsidiaries, identify, source, originate, acquire, hold, operate, sell, lease, mortgage, maintain, own, manage, finance, refinance, reposition, improve, renovate, develop, redevelop, pledge, hedge, exchange, and otherwise deal in and with the rental of manufactured housing and/or recreational vehicle communities that meet other investment guidelines. The terms of the new joint venture entity are set forth in a Limited Liability Company Agreement dated as of November 29, 2023 (the "Second LLC Agreement") entered into between a wholly owned subsidiary of the Company and an affiliate of Nuveen. The Company serves as managing member of this new joint venture entity and is responsible for day-to-day operations of the joint venture entity and management of its properties, subject to obtaining approval of Nuveen Real Estate for major decisions (including investments, dispositions, financings, major capital expenditures and annual budgets). The Company receives property management oversight, development and other fees from the joint venture entity. Sixty-one acres of land located in

Honey Brook, Pennsylvania, previously owned by the Company, with a carrying value cost basis of \$3.8 million, was contributed to the new joint venture entity. The Company was reimbursed by Nuveen for 60% of the carrying value of this land. This new joint venture entity is focused on the development of a new manufactured housing community on this property. The community, once complete, is expected to contain 113 manufactured home sites situated on approximately 61 acres.

References in this report to the Company's joint venture relationship with Nuveen are intended to refer to its ongoing relationship with Nuveen.

The Company accounts for its joint venture with Nuveen Real Estate under the equity method of accounting in accordance with ASC 323, "Investments – Equity Method and Joint Ventures".

#### NOTE 5 – OPPORTUNITY ZONE FUND

In July 2022, the Company invested \$8.0 million, representing a portion of the capital gain the Company recognized as a result of the Monmouth Real Estate Investment Corp. ("MREIC") merger, in the UMH OZ Fund, LLC ("OZ Fund"), a new entity formed by the Company. The OZ Fund was created to acquire, develop and redevelop manufactured housing communities requiring substantial capital investment and located in areas designated as Qualified Opportunity Zones by the Treasury Department pursuant to a program authorized under the 2017 Tax Cuts and Jobs Act to encourage long-term investment in economically distressed areas. The OZ Fund was designed to allow the Company and other investors in the OZ Fund to defer the tax on recently realized capital gains reinvested in the OZ Fund until December 31, 2026 and to potentially obtain certain other tax benefits. UMH manages the OZ Fund and will receive certain management fees as well as a 15% carried interest in distributions by the OZ Fund to the other investors (subject to first returning investor capital with a 5% preferred return). UMH will have a right of first offer to purchase the communities from the OZ Fund at the time of sale at their then-current appraised value. On August 10, 2022, the Company, through the OZ Fund, acquired Garden View Estates, located in Orangeburg, South Carolina, for approximately \$5.2 million. On January 19, 2023, the Company, through the OZ Fund, acquired Mighty Oak, located in Albany, Georgia, for approximately \$3.7 million. As of September 30, 2024, the Company's investment in the OZ Fund represented 77% of the total capital contributed to the OZ Fund and is consolidated in the Company's Consolidated Financial Statements. Other investors in the OZ Fund include certain officers, directors and employees of the Company.

#### NOTE 6 – LOANS AND MORTGAGES PAYABLE AND OTHER LONG-TERM INDEBTEDNESS

##### *Loans Payable*

The following is a summary of our loans payable as of September 30, 2024 and December 31, 2023 (*in thousands*):

	9/30/2024		12/31/2023	
	Amount	Rate	Amount	Rate
Margin Loan	(1) \$-0-	N/A	\$-0-	N/A
Unsecured revolving credit facility	(2) -0-	N/A	70,000	7.27%
Floorplan inventory financing	(3) 3,123	8.97%	-0-	N/A
FirstBank rental home loan	(4) 24,197	6.15%	24,683	6.15%
FirstBank rental home line of credit	(5) -0-	N/A	-0-	N/A
Triad rental home loan	(6) -0-	N/A	-0-	N/A
OceanFirst notes receivable financing	(7) -0-	N/A	-0-	N/A
Total Loans Payable	27,320	6.47%	94,683	6.98%
Unamortized debt issuance costs	(1,352)		(1,204)	
Loans Payable, net of unamortized debt issuance costs	\$25,968	6.81%	\$93,479	7.07%

- (1) Collateralized by the Company's securities portfolio and is due on demand. The Company must maintain a coverage ratio of approximately 2 times.
- (2) Represents an unsecured revolving credit facility syndicated with three banks, BMO Capital Markets Corp., JPMorgan Chase Bank, N.A., and Wells Fargo, N.A. Total available borrowings under this facility is \$260 million.
- (3) Represents revolving credit agreements totaling \$108.5 million with 21st Mortgage Corporation ("21st Mortgage"), Customers Bank, Northpoint Commercial Finance and Triad Financial Services ("Triad") to finance inventory purchases. Interest rates on these agreements range from prime minus 0.75% to SOFR plus 4%. Subsequent to quarter end, the Company paid down this balance.
- (4) Represents a term loan secured by rental homes and rental home leases, with a fixed interest rate of 6.15% and a maturity of date of May 10, 2028.
- (5) Represents a \$25 million revolving line of credit secured by rental homes and their leases with a 5-year term and a variable interest rate of prime.
- (6) Represents a \$30 million revolving line of credit secured by rental homes and rental home leases, with an interest rate of prime plus 0.25%, with a minimum of 5%.
- (7) Represents a revolving line of credit secured by eligible notes receivable, with an interest rate of prime with a floor of 4.75%.

On April 2, 2024, the Company expanded the borrowing capacity on its unsecured revolving credit facility from \$180 million in available borrowings to \$260 million in available borrowings. The Facility is syndicated with three banks, BMO Capital Markets Corp., JPMorgan Chase Bank, N.A., and Wells Fargo, N.A. as joint arrangers and joint book runners, with Bank of Montreal as administrative agent. Interest is based on the Company's overall leverage ratio and is equal to the Secured Overnight Financing Rate ("SOFR") plus 1.5% to 2.20%, or BMO's prime lending rate plus 0.50% to 1.20%. The maturity date is November 7, 2026.

### Series A Bonds

On February 6, 2022, the Company issued \$102.7 million of its new 4.72% Series A Bonds due 2027, or the 2027 Bonds, in an offering to investors in Israel. The Company received \$98.7 million, net of offering expenses. The 2027 Bonds are unsecured obligations of the Company denominated in Israeli shekels (NIS) and were issued pursuant to a Deed of Trust dated January 31, 2022 between the Company and Reznik Paz Nevo Trusts Ltd., an Israeli trust company, as trustee.

The 2027 Bonds pay interest at a rate of 4.72% per year. Interest on the 2027 Bonds is payable semi-annually on August 31, 2022, and on February 28 and August 31 of the years 2023-2026 (inclusive) and on the final maturity date of February 28, 2027. The principal and interest will be linked to the U.S. Dollar. In the event of a future downgrade by two or more notches in the rating of the 2027 Bonds or a failure by the Company to comply with certain covenants in the Deed of Trust, the interest rate on the 2027 Bonds will be subject to increase. However, any such increases, in the aggregate, would not exceed 1.25% per annum. As of September 30, 2024, the Company is in compliance with these covenants.

Under the Deed of Trust, the Company has the right to redeem the 2027 Bonds, in whole or in part, at any time on or after 60 days from February 9, 2022, the date on which the 2027 Bonds were listed for trading on the Tel Aviv Stock Exchange (the “TASE”). Any such voluntary early redemption by the Company will require payment of the applicable early redemption amount calculated in accordance with the Deed of Trust. The Company does not intend to redeem the 2027 Bonds. Upon the occurrence of an event of default or certain other events, including a delisting of the 2027 Bonds by the TASE, the Company may be required to effect an early repayment or redemption of all or a portion of the 2027 Bonds at their par value plus accrued and unpaid interest. The Deed of Trust permits the Company, subject to certain conditions, to issue additional 2027 Bonds without obtaining approval of the holders of the 2027 Bonds.

The 2027 Bonds are general unsecured obligations of the Company and rank equal in right of payment with all of the Company’s existing and future unsecured indebtedness. The Deed of Trust includes certain customary covenants, including financial covenants requiring the Company to maintain certain ratios of debt to net operating income, to shareholders’ equity and to earnings, and customary events of default. The 2027 Bonds were offered solely to investors outside the United States and were not offered to, or for the account or benefit of, U.S. Persons (as defined in Regulation S under the Securities Act of 1933).

### Mortgages Payable

The following is a summary of our mortgages payable as of September 30, 2024 and December 31, 2023 (*in thousands*):

	<u>9/30/2024</u>		<u>12/31/2023</u>	
	<u>Amount</u>	<u>Rate</u>	<u>Amount</u>	<u>Rate</u>
Fixed rate mortgages	\$492,248	4.17%	\$501,135	4.17%
Unamortized debt issuance costs	<u>(3,963)</u>		<u>(4,652)</u>	
Mortgages Payable, net of unamortized debt issuance costs	<u>\$488,285</u>	<u>4.21%</u>	<u>\$496,483</u>	<u>4.21%</u>

As of September 30, 2024 and December 31, 2023, the weighted average loan maturity of mortgages payable was 4.6 years and 5.3 years, respectively.

## NOTE 7 – SHAREHOLDERS’ EQUITY

### Common Stock

On April 1, 2024, the Company announced a \$0.01 increase, representing a 4.9% increase, in its quarterly common stock dividend, raising it to \$0.215 per share from \$0.205 per share. Since 2020, we have increased our dividend four times by an aggregate amount of \$0.14, representing a 19% increase. The Company’s annual dividend rate on its Common Stock is currently \$0.86 per share.

On September 16, 2024, the Company paid total cash dividends of \$16.0 million or \$0.215 per share to common shareholders of record as of the close of business on August 15, 2024, of which \$838,000 was reinvested in the Dividend Reinvestment and Stock Purchase Plan (“DRIP”). On October 1, 2024, the Company declared a dividend of \$0.215 per share to be paid December 16, 2024 to common shareholders of record as of the close of business on November 15, 2024.

During the nine months ended September 30, 2024, the Company received, including dividends reinvested of \$2.4 million, a total of \$7.6 million from its DRIP. There were 481,000 shares issued under the DRIP during this period.

On January 10, 2024, the Board of Directors reaffirmed our Common Stock Repurchase Program (the “Repurchase Program”) that authorizes us to repurchase up to \$25 million in the aggregate of the Company’s common stock. Purchases under the Repurchase Program may be made using a variety of methods, which may include open market purchases, privately negotiated transactions or block trades, or by any combination of such methods, in accordance with applicable insider trading and other securities laws and regulations. The size, scope and timing of any purchases will be based on business, market and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The Repurchase Program does not require the Company to acquire any particular amount of common stock and may be suspended, modified or discontinued at any time at the Company's discretion without prior notice. For the three and nine months ended September 30, 2024, the Company did not repurchase any shares of its Common Stock.

### Common Stock At-The-Market Sales Programs

On April 4, 2023, the Company entered into an equity distribution agreement (“2023 Common ATM Program”) with BMO Capital Markets Corp., J.P. Morgan Securities LLC, B. Riley Securities, Inc., Compass Point Research & Trading, LLC, and Janney Montgomery Scott LLC, as distribution agents (the “Distribution Agents”) under which the Company was permitted to offer and sell shares of the Company’s common stock, \$0.10 par value per share (the “Common Stock”), having an aggregate sales price of up to \$150 million from time to time through the Distribution Agents, as agents or principals. Sales of the shares of Common Stock under the Distribution Agreement for the 2023 Common ATM Program were made in “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”), including, without limitation, sales made directly on or through the New York Stock Exchange (the “NYSE”) or to or through a market maker or any other method permitted



by law, including, without limitation, negotiated transactions and block trades. The Distribution Agents were not required to sell any specific number or dollar amount of securities, but were to use commercially reasonable efforts consistent with their normal trading and sales practices, on mutually agreed terms between the Distribution Agents and the Company. The 2023 Common ATM Program replaced an earlier similar at-the-market offering that the Company commenced in 2022. The Company began selling shares under the 2023 Common ATM Program in April 2023 and sold a total of 8.5 million shares of Common Stock during 2023 and 2024 under the 2023 Common ATM Program for an aggregate sale price of \$132.2 million. For the nine months ended September 30, 2024, 1.2 million shares of Common Stock were issued and sold under the 2023 Common ATM Program at a weighted average price of \$15.37 per share, generating gross proceeds of \$19.1 million and net proceeds of \$18.9 million, after offering expenses.

On March 12, 2024, the Company terminated the use of the 2023 Common ATM Program and entered into a new equity distribution agreement (“2024 March Common ATM Program”) with BMO Capital Markets Corp., J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, B. Riley Securities, Inc., Compass Point Research & Trading, LLC, and Janney Montgomery Scott LLC, as Distribution Agents under which the Company was permitted to offer and sell shares of the Company’s common stock, \$0.10 par value per share, having an aggregate sales price of up to \$150 million from time to time through the Distribution Agents, as agents or principals. Sales of the shares of Common Stock under the Distribution Agreement for the 2024 March Common ATM Program were made in “at the market offerings” as defined in Rule 415 under the Securities Act, including, without limitation, sales made directly on or through the NYSE or to or through a market maker or any other method permitted by law, including, without limitation, negotiated transactions and block trades. The Distribution Agents were not required to sell any specific number or dollar amount of securities, but were to use commercially reasonable efforts consistent with their normal trading and sales practices, on mutually agreed terms between the Distribution Agents and the Company. The Company began selling shares under the 2024 March Common ATM Program on March 13, 2024 and sold a total of 8.1 million shares of Common Stock during 2024 under the 2024 March Common ATM Program at a weighted average price of \$17.86 per share, generating gross proceeds of \$145.1 million and net proceeds of \$142.9 million, after offering expenses.

On September 13, 2024, the Company filed with the State Department of Assessments and Taxation of the State of Maryland (the “Maryland SDAT”) an amendment (the “Articles of Amendment”) to the Company’s charter to increase the Company’s authorized shares of common stock, par value \$0.10 per share (“Common Stock”), by 10 million shares. The Articles of Amendment became effective at 10:00 a.m., Eastern time, on September 16, 2024.

On September 16, 2024, the Company terminated the use of the 2024 March Common ATM Program and entered into a new equity distribution agreement (“2024 September Common ATM Program”) with BMO Capital Markets Corp., J.P. Morgan Securities LLC, Wells Fargo Securities, LLC, B. Riley Securities, Inc., Compass Point Research & Trading, LLC, and Janney Montgomery Scott LLC, as Distribution Agents under which the Company may offer and sell shares of the Company’s common stock, \$0.10 par value per share, having an aggregate sales price of up to \$150 million from time to time through the Distribution Agents, as agents or principals. Sales of the shares of Common Stock under the Distribution Agreement for the 2024 September Common ATM Program will be in “at the market offerings” as defined in Rule 415 under the

Securities Act, including, without limitation, sales made directly on or through the NYSE or to or through a market maker or any other method permitted by law, including, without limitation, negotiated transactions and block trades. The Distribution Agents are not required to sell any specific number or dollar amount of securities, but will use commercially reasonable efforts consistent with their normal trading and sales practices, on mutually agreed terms between the Distribution Agents and the Company. The Company began selling shares under the 2024 September Common ATM Program on September 17, 2024 and through September 30, 2024, 90,000 shares of Common Stock were issued and sold under the 2024 September Common ATM Program at a weighted average price of \$19.71 per share, generating gross proceeds of \$1.8 million and net proceeds of \$1.4 million, after offering expenses.

Under the 2023 Common ATM Program, the 2024 March Common ATM Program and the 2024 September Common ATM Program, during the nine months ended September 30, 2024, a total of 9.4 million shares of Common Stock were issued and sold at a weighted average price of \$17.55 per share, generating gross proceeds of \$166.0 million and net proceeds of \$163.2 million, after offering expenses.

As of September 30, 2024, \$148.2 million of common stock remained eligible for sale under the 2024 September Common ATM Program.

#### 6.375% Series D Cumulative Redeemable Preferred Stock

On September 16, 2024, the Company paid \$4.8 million in dividends or \$0.3984375 per share for the period from June 1, 2024 through August 31, 2024 to holders of record as of the close of business on August 15, 2024 of our 6.375% Series D Cumulative Redeemable Preferred Stock, \$0.10 par value per share, Liquidation Preference \$25.00 per share (“Series D Preferred Stock”). Dividends on our Series D Preferred Stock are cumulative and payable quarterly at an annual rate of \$1.59375 per share.

On October 1, 2024, the Company declared a dividend of \$0.3984375 per share for the period from September 1, 2024 through November 30, 2024 to be paid on December 16, 2024 to Series D Preferred shareholders of record as of the close of business on November 15, 2024.

#### Preferred Stock At-The-Market Sales Program

On January 10, 2023, the Company entered into an At Market Issuance Sales Agreement (“2023 Preferred ATM Program”) with B. Riley. Under the 2023 Preferred ATM Program, the Company may offer and sell shares of the Company’s 6.375% Series D Cumulative Redeemable Preferred Stock, \$0.10 par value per share, with a liquidation preference of \$25.00 per share (the “Series D Preferred Stock”), having an aggregate sales price of up to \$100 million from time to time through B. Riley, as agent or principal. Sales of the shares of Series D Preferred Stock in the 2023 Preferred ATM Program will be in “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”), including, without limitation, sales made directly on or through the New York Stock Exchange (the “NYSE”) or on any other existing trading market for the Series D Preferred Stock, as applicable, or to or through a market maker or any other method permitted by law, including, without limitation, negotiated

transactions and block trades. B. Riley is not required to sell any specific number or dollar amount of securities, but will use its commercially reasonable efforts consistent with its normal trading and sales practices, on mutually agreed terms between B. Riley and the Company. For the nine months ended September 30, 2024, the Company issued and sold 664,000 shares of its Series D Preferred Stock under the 2023 Preferred ATM Program at a weighted average price of \$23.35 per share, generating gross proceeds of \$15.5 million and net proceeds of \$15.3 million, after offering expenses.

As of September 30, 2024, \$30.6 million in shares of Series D Preferred Stock remained eligible for sale under the 2023 Preferred ATM Program.

#### NOTE 8 – STOCK BASED COMPENSATION

The Company accounts for awards of stock, stock options and restricted stock in accordance with ASC 718-10, “Compensation-Stock Compensation.” ASC 718-10 requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). The compensation cost for stock option grants is determined using option pricing models, intended to estimate the fair value of the awards at the grant date less estimated forfeitures. The compensation expense for restricted stock is recognized based on the fair value of the restricted stock awards less estimated forfeitures. The fair value of restricted stock awards is equal to the fair value of the Company’s stock on the grant date. Compensation costs of \$1.9 and \$5.6 million have been recognized for the three and nine months ended September 30, 2024, respectively. Compensation costs of \$1.0 and \$4.0 million have been recognized for the three and nine months ended September 30, 2023, respectively.

On January 10, 2024, the Company awarded a total of 26,000 shares of restricted stock to six employees under the Company’s 2023 Equity Incentive Award Plan (the “2023 Plan”). The grant date fair value of these restricted stock grants was \$411,000. These grants vest ratably over 5 years.

On January 10, 2024, the Company awarded a total of 8,613 shares of common stock to nine members of our Board of Directors in payment of directors fees. The grant date fair value of these awards was \$136,000.

On January 10, 2024, the Company granted options to purchase 99,000 shares of common stock to nine members of our Board of Directors under the 2023 Plan. The grant date fair value of these options amounted to approximately \$266,000. These grants vest ratably over five years.

On March 26, 2024, the Company awarded a total of 8,694 shares of common stock to nine members of our Board of Directors in payment of directors fees. The grant date fair value of these awards was \$136,000.

On March 26, 2024, the Company awarded a total of 24,275 shares of common stock to four employees, pursuant to their employment agreements. The grant date fair value of these awards was \$380,000.

On March 26, 2024, the Company awarded a total of 413,016 shares of restricted stock to four employees, pursuant to their employment agreements. These grants are subject to a combination of both performance-based and time-based metrics. The grant date fair value of these restricted stock grants was \$6.5 million. Of these shares, 121,488 shares (time-based) vest ratably over 2 years. The remaining shares (performance-based) vest after 2 years upon achievement of certain corporate and financial metrics.

On March 26, 2024, the Company granted options to purchase 829,500 shares of common stock to sixty employees under the Company's 2023 Plan. The grant date fair value of these options amounted to approximately \$2.3 million. These grants vest ratably over five years. Compensation costs for grants issued to a participant who is of retirement age are recognized at the time of the grant.

On June 20, 2024, the Company awarded a total of 8,847 shares of common stock to nine members of our Board of Directors in payment of directors fees. The grant date fair value of these awards was \$136,000.

On September 25, 2024, the Company awarded a total of 6,930 shares of common stock to nine members of our Board of Directors in payment of directors fees. The grant date fair value of these awards was \$136,000.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option pricing model with the following weighted-average assumptions used for grants during the nine months ended September 30, 2024:

	<u>2024</u>
Dividend yield	5.33%
Expected volatility	27.05%
Risk-free interest rate	4.22%
Expected lives	10
Estimated forfeitures	-0-

During the nine months ended September 30, 2024, twenty-four participants exercised options to purchase a total of 280,340 shares of common stock at a weighted-average exercise price of \$10.41 per share for total proceeds of \$2.9 million. The aggregate intrinsic value of options exercised was \$1.8 million. During the nine months ended September 30, 2024, options to purchase 18,400 shares were forfeited.

As of September 30, 2024, there were options outstanding to purchase 5.4 million shares, with an aggregate intrinsic value of \$23.3 million. There were 777,000 shares available for grant under the 2023 Plan.

## NOTE 9 – FAIR VALUE MEASUREMENTS

In accordance with ASC 820-10, “Fair Value Measurements and Disclosures,” the Company measures certain financial assets and liabilities at fair value on a recurring basis, including marketable securities. The fair value of these financial assets and liabilities was determined using the following inputs at September 30, 2024 and December 31, 2023 (*in thousands*):

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>As of September 30, 2024:</u>				
Marketable Securities - Preferred stock	\$495	\$495	\$-0-	\$-0-
Marketable Securities - Common stock	33,683	33,683	-0-	-0-
Total	<u>\$34,178</u>	<u>\$34,178</u>	<u>\$-0-</u>	<u>\$-0-</u>
<u>As of December 31, 2023:</u>				
Marketable Securities - Preferred stock	\$447	\$447	\$-0-	\$-0-
Marketable Securities - Common stock	34,059	34,059	-0-	-0-
Total	<u>\$34,506</u>	<u>\$34,506</u>	<u>\$-0-</u>	<u>\$-0-</u>

In addition to the Company’s investment in marketable securities at fair value, the Company is required to disclose certain information about fair values of its other financial instruments, as defined in ASC 825-10, Financial Instruments. Estimates of fair value are made at a specific point in time, based upon, where available, relevant market prices and information about the financial instrument. Such estimates do not include any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. All of the Company’s marketable securities have quoted market prices. However, for a portion of the Company's other financial instruments, no quoted market value exists. Therefore, estimates of fair value are necessarily based on a number of significant assumptions (many of which involve events outside the control of management). Such assumptions include assessments of current economic conditions, perceived risks associated with these financial instruments and their counterparties, future expected loss experience and other factors. Given the uncertainties surrounding these assumptions, the reported fair values represent estimates only and, therefore, cannot be compared to the historical accounting model. Use of different assumptions or methodologies is likely to result in significantly different fair value estimates.

The fair value of cash and cash equivalents and notes receivable approximates their current carrying amounts since all such items are short-term in nature. The fair value of variable rate loans payable approximate their current carrying amounts since such amounts payable are approximately at a weighted-average current market rate of interest. As of September 30, 2024, the estimated fair value of fixed rate mortgages payable amounted to \$483.8 million and the carrying value of fixed rate mortgages payable amounted to \$492.2 million.

## NOTE 10 – CONTINGENCIES, COMMITMENTS AND OTHER MATTERS

The Company is subject to claims and litigation in the ordinary course of business. Management does not believe that any such claim or litigation will have a material adverse effect on the business, assets, or results of operations of the Company.

The Company had an agreement with 21st Mortgage under which 21st Mortgage provided financing for home purchasers in the Company's communities. This program was terminated on June 22, 2023, however, the Company's repurchase obligations for the outstanding loans that were originated by 21st Mortgage remain in effect. The Company did not receive referral fees or other cash compensation under the agreement. If 21st Mortgage made loans to purchasers and those purchasers defaulted on their loans and 21st Mortgage repossessed the homes securing such loans, the Company agreed to purchase from 21st Mortgage each such repossessed home for a price equal to 80% to 95% of the amount under each such loan, subject to certain adjustments. As of September 30, 2024, the total loan balance under this agreement was approximately \$2.2 million. Additionally, 21st Mortgage previously made loans to purchasers in certain communities we acquired. In conjunction with these acquisitions, the Company has agreed to purchase from 21st Mortgage each repossessed home, if those purchasers default on their loans. The purchase price ranges from 55% to 100% of the amount under each such loan, subject to certain adjustments. As of September 30, 2024, the total loan balance owed to 21st Mortgage with respect to homes in these acquired communities was approximately \$579,000.

The Company entered into a Manufactured Home Retailer Agreement (the "MHRA") with 21st Mortgage on January 24, 2023, under which 21st Mortgage provides financing for home purchasers in the Company's communities. 21st Mortgage has no recourse against the Company under the MHRA except in instances where the Customer defaults before two scheduled monthly payments are paid by the purchaser and the default is based on any dispute between S&F surrounding the terms or execution of the purchase and sale of the home. Upon such a default, S&F is to take assignment of the loan from 21st Mortgage for the unpaid principal balance plus accrued interest. As of September 30, 2024, no loans have been originated under the MHRA.

S&F entered into a Chattel Loan Origination, Sale and Servicing Agreement ("COP Program") with Triad Financial Services, effective January 1, 2016. Neither the Company, nor S&F, receive referral fees or other cash compensation under the agreement. Customer loan applications are initially submitted to Triad for consideration by Triad's portfolio of outside lenders. If a loan application does not meet the criteria for outside financing, the application is then considered for financing under the COP Program. If the loan is approved under the COP Program, then it is originated by Triad, assigned to S&F and then assigned by S&F to the Company. Included in Notes and Other Receivables is approximately \$81.4 million of loans that the Company acquired under the COP Program as of September 30, 2024.

The Company and one of its subsidiaries are parties to a Limited Liability Company Agreement dated as of December 8, 2021 with an affiliate of Nuveen, which governs the initial joint venture entity between the Company and Nuveen. The LLC Agreement provided for the

parties to initially fund up to \$70 million of equity capital for acquisitions during a 24-month commitment period, with Nuveen having the option, subject to certain conditions, to elect to increase the parties' total commitments by up to an additional \$100 million and to extend the commitment period for up to an additional four years. The Company is required to fund 40% of the committed capital and Nuveen is required to fund 60%. All such funding will be on a parity basis. Since the execution of the LLC Agreement, this joint venture entity has acquired two properties. The Company and Nuveen have continued to seek, and are continuing to seek, opportunities to acquire additional manufactured housing and/or recreational vehicle communities that are under development and/or newly developed and meet certain other investment guidelines. The Company and Nuveen have informally agreed that any future acquisitions would be made by one or more new joint venture entities to be formed for that purpose and that the existing joint venture entity formed in December 2021 will not consummate additional acquisitions but will maintain its existing property portfolio. The Company and Nuveen also informally agreed that, unless otherwise determined in connection with any specific future investment, capital for any such new joint venture entity would continue to be funded 60% by Nuveen and 40% by the Company on a parity basis and that other terms would be similar to those of the LLC Agreement entered into in 2021, except that the amounts of the parties' respective capital commitments will be determined on a property-by-property basis. In 2023, the Company and Nuveen formed a new joint venture entity, governed by a new joint venture agreement, focused on the development of a new manufactured housing community located in Honey Brook, Pennsylvania. The community, once complete, is expected to contain 113 manufactured home sites situated on approximately 61 acres. As with the 2021 LLC Agreement, capital contributions to the joint venture entity formed for this project will be funded 60% by Nuveen and 40% by the Company on a parity basis and the other terms (including restrictions on the Company's right to acquire manufacturing housing communities that meet the LLC Agreement's investment guidelines without first offering Nuveen an opportunity to participate in the acquisition) are similar to those set forth in the LLC Agreement entered into in 2021 (See Note 4).

#### NOTE 11 – SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest during the nine months ended September 30, 2024 and 2023 was \$23.5 million and \$27.2 million, respectively. Interest cost capitalized to land development was \$4.1 million for the nine months ended September 30, 2024 and 2023, respectively.

During the nine months ended September 30, 2024 and 2023, the Company had Dividend Reinvestments of \$2.4 million and \$2.0 million, respectively, which required no cash transfers.

#### NOTE 12 – SUBSEQUENT EVENTS

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were issued.

Since October 1, 2024, the Company issued and sold an additional 170,000 shares of its Common Stock under the 2024 September Common ATM Program at a weighted average price of \$18.92 per share, generating net proceeds of \$3.2 million, after offering expenses. As of

November 1, 2024, \$145.0 million of Common Stock remained eligible for sale under the 2024 September Common ATM Program.

Since October 1, 2024, the Company issued and sold an additional 247,000 shares of its Series D Preferred Stock under the 2023 Preferred ATM Program at a weighted average price of \$23.90 per share, generating net proceeds of \$5.8 million, after offering expenses. As of November 1, 2024, \$24.7 million of Series D Preferred Stock remained eligible for sale under the 2023 Preferred ATM Program.

#### NOTE 13 – PROFORMA FINANCIAL INFORMATION (UNAUDITED)

The following unaudited pro forma condensed financial information reflects the acquisitions during 2023 and 2024. This information has been prepared utilizing the historical financial statements of the Company and the effect of additional revenue and expenses from the properties acquired during this period assuming that the acquisitions had occurred as of the first day of the applicable period, after giving effect to certain adjustments including: (a) rental and related income; (b) community operating expenses; (c) interest expense resulting from the assumed increase in mortgages and loans payable related to the new acquisitions; and (d) depreciation expense related to the new acquisitions. The unaudited pro forma condensed financial information is not indicative of the results of operations that would have been achieved had the acquisitions reflected herein been consummated on the dates indicated or that will be achieved in the future (*in thousands*).

	<u>Three Months Ended</u>		<u>Nine Months Ended</u>	
	<u>9/30/24</u>	<u>9/30/23</u>	<u>9/30/24</u>	<u>9/30/23</u>
Rental and Related Income	\$51,937	\$48,135	\$153,760	\$140,506
Community Operating Expenses	22,511	20,673	65,203	60,801
Net Income (Loss) Attributable to Common Shareholders	8,181	(5,831)	2,444	(15,564)
Net Income (Loss) Attributable to Common Shareholders Per Share – Basic and Diluted	\$0.11	\$(0.09)	\$0.03	\$(0.25)

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

### **Overview**

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the consolidated financial statements and footnotes thereto included elsewhere herein and in the Company’s annual report on Form 10-K for the year ended December 31, 2023.



The Company is a Maryland corporation that operates as a self-administered, self-managed REIT with headquarters in Freehold, New Jersey. The Company's primary business is the ownership and operation of manufactured home communities, which includes leasing manufactured home spaces on an annual or month-to-month basis to residents. The Company also leases manufactured homes to residents and, through its wholly-owned taxable REIT subsidiary, S&F, sells and finances the sale of manufactured homes to residents and prospective residents of our communities and for placement on customers' privately-owned land. During 2022, the Company also formed a qualified opportunity zone fund to acquire, develop and redevelop manufactured housing communities requiring substantial capital investment and located in areas designated as qualified opportunity zones by the Treasury Department pursuant to a program authorized under the 2017 Tax Cuts and Jobs Act to encourage long-term investment in economically distressed areas. The Company currently holds a 77% interest in the qualified opportunity zone fund. The Company also has an ownership interest in and operates two communities in Florida through its joint venture relationship with Nuveen Real Estate. In November 2023, the Company expanded its joint venture relationship with Nuveen Real Estate and formed a new joint venture entity for the development of a new manufactured housing community located in Honey Brook, Pennsylvania. The community, once complete, will contain 113 manufactured home sites situated on approximately 61 acres.

As of September 30, 2024, the Company owns and operates 139 manufactured home communities containing approximately 26,200 developed homesites, of which approximately 10,300 are rental homes that we own. The 139 communities include two communities in central Florida owned through a joint venture with Nuveen Real Estate in which the Company has a 40% interest (Sebring Square and Rum Runner), the Countryside Village expansion (Duck River Estates) and the Allentown expansion (River Bluff Estates) in Tennessee, which are now considered separate communities, and also include two communities acquired through the Company's qualified opportunity zone fund (See Note 5). These 139 communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Maryland, Michigan, Alabama, South Carolina, Florida and Georgia.

The Company is in preliminary discussions with a leading national homebuilder regarding the potential formation of a joint venture to develop approximately 131 acres of undeveloped land adjacent to one of the Company's existing manufactured home communities in southern New Jersey. If necessary governmental approvals can be obtained, the purpose of the joint venture would be to construct roads, infrastructure and other site improvements on the property and then sell the improved lots to an affiliate of the Company's joint venture partner, which would construct luxury single family residential homes to sell to purchasers. It is envisioned that the joint venture partner would fully fund the costs of required site improvements and obtain all approvals. The Company would contribute the real property to the joint venture and receive a percentage of the sale price of each home. If the parties elect to proceed, it is anticipated that the joint venture partner would seek preliminary subdivision and site plan approvals over the next two years and, if these approvals are obtained, the joint venture would then be formally established. Pursuit of this project would be contingent upon execution of definitive documentation setting forth the terms of an agreement between the parties and a 90-day due diligence review period for the benefit of the joint venture partner. There can be no assurance that the Company and its potential joint venture partner will reach agreement or

proceed with this arrangement or that required governmental approvals can be obtained.

The Company earns income from the operation of its manufactured home communities, leasing of manufactured homesites, the rental of manufactured homes, the sale and finance of manufactured homes and the brokering of home sales, self-storage leases, oil and gas leases, cable service agreements and from appreciation in the values of the manufactured home communities and vacant land owned by the Company. In addition, the Company receives property management and other fees from its joint venture arrangements with Nuveen and from its opportunity zone fund. Management views the Company as a single segment based on its method of internal reporting in addition to its allocation of capital and resources.

The Company believes that its capital structure, which allows for the ownership of assets using a balanced combination of equity obtained through the issuance of common stock, preferred stock and debt, will enhance shareholder returns as the properties appreciate over time.

The Company intends to continue to increase its real estate investments. Our business plan includes acquiring communities that over time are expected to yield in excess of our cost of funds and then investing in physical improvements, including adding rental homes onto otherwise vacant sites. This has resulted in increased occupancy rates and improved operating results. For the three and nine months ended September 30, 2024, rental and related income increased 8% and 9%, respectively, from the prior year periods and Community Net Operating Income (“NOI”), as defined below, increased 7% and 11%, respectively. Same property NOI, which includes communities owned and operated as of January 1, 2023 (excluding Memphis Blues, Duck River Estates and River Bluff Estates), increased 7% and 11% for the three and nine months ended September 30, 2024, respectively, over the prior year period driven by a 70 basis point increase in occupancy, to 87.7%, and a rental rate increase of 4.5%. We have been positioning ourselves for future growth and will continue to seek opportunistic investments. In addition, on behalf of our joint venture arrangement with Nuveen Real Estate, we will seek opportunities to acquire manufactured home communities that are under development and/or newly developed and meet certain other investment guidelines. We will also seek additional opportunities, through our opportunity zone fund, to acquire communities that require substantial capital investment and are located in qualified opportunity zones.

For the three and nine months ended September 30, 2024, sales of manufactured homes increased 10% and 6%, respectively from the prior year periods. Demand for quality affordable housing remains healthy while inventory is scarce. Our property type offers substantial comparative value that should result in increased demand.

The macro-economic environment and current housing fundamentals continue to favor home rentals. Due to high mortgage rates and lack of inventory, the higher cost of buying a home versus renting one is at its most extreme since 1996. Despite mortgage rates hitting a two-year low this past September as they moved toward 6%, rates are still too high for many buyers and according to the National Association of Realtors, sales of existing homes are on track for their worst year since 1995 for the second year in a row. Even if this year’s sales slightly exceed last year’s level, sales are still on track for the worst two-year period since the mid-1990s, when the country’s population was considerably smaller. Rental homes in a manufactured home

community allow the resident to obtain the efficiencies of factory-built housing and the amenities of community living for less than the cost of other forms of affordable housing. We continue to see strong demand for rental homes. We have added an additional 284 rental homes during the first nine months of 2024, net of home sales. This brought the total number of rental homes to approximately 10,300 rental homes, or 39.7% of total sites. Occupied rental homes represented approximately 42.9% of total occupied sites at quarter end. Occupancy in rental homes continues to be strong and was at 94.4% as of September 30, 2024. Our manufactured home communities compare favorably with other types of rental housing, including apartments, and we will continue to allocate capital to rental home purchases, as demand dictates.

See PART I, Item 1 – Business in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 for a more complete discussion of the economic and industry-wide factors relevant to the Company and the opportunities and challenges, and risks on which the Company is focused.

### **Significant Accounting Policies and Estimates**

The discussion and analysis of the Company’s financial condition and results of operations are based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities at the date of the Company’s consolidated financial statements. Actual results may differ from these estimates under different assumptions or conditions.

On a regular basis, management evaluates our assumptions, judgments and estimates. Management believes there have been no material changes to the items that we disclosed as our significant accounting policies and estimates under Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual Report on Form 10-K for the year ended December 31, 2023.

### **Supplemental Measures**

In addition to the results reported in accordance with U.S. GAAP, management’s discussion and analysis of financial condition and results of operations include certain non-U.S. GAAP financial measures that in management’s view of the business we believe are meaningful as they allow the investor the ability to understand key operating details of our business both with and without regard to certain accounting conventions or items that may not always be indicative of recurring annual cash flow of the portfolio. These non-U.S. GAAP financial measures as determined and presented by us may not be comparable to related or similarly titled measures reported by other companies, and include Community Net Operating Income (“Community NOI”), Funds from Operations Attributable to Common Shareholders (“FFO”) and Normalized Funds from Operations Attributable to Common Shareholders (“Normalized FFO”).

We define Community NOI as rental and related income less community operating expenses such as real estate taxes, repairs and maintenance, community salaries, utilities, insurance and other expenses. We believe that Community NOI is helpful to investors and analysts as a direct measure of the actual operating results of our manufactured home communities, rather than our Company overall. Community NOI should not be considered a substitute for the reported results prepared in accordance with U.S. GAAP. Community NOI should not be considered as an alternative to net income (loss) as an indicator of our financial performance, or to cash flows as a measure of liquidity; nor is it indicative of funds available for our cash needs, including our ability to make cash distributions.

The Company's Community NOI for the three and nine months ended September 30, 2024 and 2023 is calculated as follows (*in thousands*):

	Three Months Ended		Nine Months Ended	
	9/30/24	9/30/23	9/30/24	9/30/23
Rental and Related Income	\$51,937	\$48,135	\$153,760	\$140,503
Less: Community Operating Expenses	22,511	20,673	65,203	60,795
Community NOI	<u>\$29,426</u>	<u>\$27,462</u>	<u>\$88,557</u>	<u>\$79,708</u>

We assess and measure our overall operating results based upon FFO, an industry performance measure which management believes is a useful indicator of our operating performance. FFO is used by industry analysts and investors as a supplemental operating performance measure of a REIT. FFO, as defined by Nareit, represents net income (loss) attributable to common shareholders, as defined by accounting principles generally accepted in the U.S. ("U.S. GAAP"), excluding gains or losses from sales of previously depreciated real estate assets, impairment charges related to depreciable real estate assets, the change in the fair value of marketable securities, and the gain or loss on the sale of marketable securities plus certain non-cash items such as real estate asset depreciation and amortization. Included in the Nareit FFO White Paper - 2018 Restatement, is an option pertaining to assets incidental to our main business in the calculation of Nareit FFO to make an election to include or exclude gains and losses on the sale of these assets, such as marketable equity securities, and include or exclude mark-to-market changes in the value recognized on these marketable equity securities. In conjunction with the adoption of the FFO White Paper - 2018 Restatement, for all periods presented, we have elected to exclude the change in the fair value of marketable securities from our FFO calculation. Nareit created FFO as a non-U.S. GAAP supplemental measure of REIT operating performance. We define Normalized Funds from Operations Attributable to Common Shareholders ("Normalized FFO"), as FFO, excluding certain one-time charges. FFO and Normalized FFO should be considered as supplemental measures of operating performance used by REITs. FFO and Normalized FFO exclude historical cost depreciation as an expense and may facilitate the comparison of REITs which have a different cost basis. However, other REITs may use different methodologies to calculate FFO and Normalized FFO and, accordingly, our FFO and Normalized FFO may not be comparable to all other REITs. The items excluded from FFO and Normalized FFO are significant components in understanding the Company's financial performance.

FFO and Normalized FFO (i) do not represent cash flow from operations as defined by U.S. GAAP; (ii) should not be considered as an alternative to net income (loss) as a measure of operating performance or to cash flows from operating, investing and financing activities; and (iii) are not alternatives to cash flow as a measure of liquidity.

The Company's FFO and Normalized FFO attributable to common shareholders for the three and nine months ended September 30, 2024 and 2023 are calculated as follows (*in thousands*):

	Three Months Ended		Nine Months Ended	
	9/30/24	9/30/23	9/30/24	9/30/23
Net Income (Loss) Attributable to				
Common Shareholders	\$8,181	\$(5,831)	\$2,444	\$(15,546)
Depreciation Expense	14,693	14,147	44,435	41,271
Depreciation Expense from				
Unconsolidated Joint Venture	209	179	610	504
(Gain) Loss on Sales of Investment				
Property and Equipment	78	26	91	(11)
(Increase) Decrease in Fair Value				
of Marketable Securities	(5,499)	5,496	(3,468)	10,439
(Gain) Loss on Sales of Marketable				
Securities, net	-0-	(226)	3,778	(183)
FFO Attributable to Common				
Shareholders	17,662	13,791	47,890	36,474
Adjustments:				
Amortization of Financing Costs	608	536	1,771	1,592
Non- Recurring Other Expense <sup>(1)</sup>	192	73	625	1,103
Normalized FFO Attributable to				
Common Shareholders	<u>\$ 18,462</u>	<u>\$ 14,400</u>	<u>\$ 50,286</u>	<u>\$ 39,169</u>

(1) Consists of one-time legal fees (\$192 and \$243, respectively), and costs associated with the liquidation/sale of inventory in a particular sales center (\$0 and \$382, respectively) for the three and nine months ended September 30, 2024, respectively. Consists of the previously disclosed special bonus and restricted stock grants for the August 2020 groundbreaking Fannie Mae financing, which are being expensed over the vesting period (\$0 and \$862, respectively) and non-recurring expenses for the joint venture with Nuveen (\$43 and \$93, respectively), one-time legal fees (\$25 and \$75, respectively), fees related to the establishment of the OZ Fund (\$0 and \$37, respectively), and costs associated with acquisitions that were not completed (\$5 and \$36, respectively) for the three and nine months ended September 30, 2023, respectively.

The following are the cash flows provided by (used in) operating, investing and financing activities for the nine months ended September 30, 2024 and 2023 (*in thousands*):

	Nine Months Ended	
	9/30/24	9/30/23
Operating Activities	\$54,331	\$91,114
Investing Activities	(97,014)	(135,726)
Financing Activities	52,676	49,306

## **Changes In Results Of Operations**

Rental and related income increased 8% from \$48.1 million for the three months ended September 30, 2023 to \$51.9 million for the three months ended September 30, 2024. Rental and related income increased 9% from \$140.5 million for the nine months ended September 30, 2023 to \$153.8 million for the nine months ended September 30, 2024. This increase was due to increases in rental rates and same property occupancy and additional rental homes. The Company has been raising rental rates by approximately 5% to 6% annually at most communities. Same property occupancy has increased 70 basis points from 87.0% as of September 30, 2023 to 87.7% at September 30, 2024. Occupied rental homes increased 4% from approximately 9,300 homes at September 30, 2023 to 9,700 homes at September 30, 2024.

Community operating expenses increased 9% from \$20.7 million for the three months ended September 30, 2023 to \$22.5 million for the three months ended September 30, 2024. Community operating expenses increased 7% from \$60.8 million for the nine months ended September 30, 2023 to \$65.2 million for the nine months ended September 30, 2024. These increases were due to an increase in payroll costs, real estate taxes, rental home expenses and storm cleanup.

Community NOI increased 7% from \$27.5 million for the three months ended September 30, 2023 to \$29.4 million for the three months ended September 30, 2024. Community NOI increased 11% from \$79.7 million for the nine months ended September 30, 2023 to \$88.6 million for the nine months ended September 30, 2024. These increases were primarily due to increases in rental rates, occupancy and rental homes. The Company's operating expense ratio (defined as community operating expenses divided by rental and related income) was 43.3% and 42.4% for the three and nine months ended September 30, 2024 and 42.9% and 43.3% for the three and nine months ended September 30, 2023, respectively. Many recently acquired communities have deferred maintenance requiring higher than normal expenditures in the first few years of ownership. Since most of the community expenses consist of fixed costs, as occupancy rates increase, these expense ratios are expected to continue to improve. Due to the Company's ability to increase its rental rates annually (subject to limitations on rent increases in certain jurisdictions), increasing costs due to inflation and changing prices have generally not had a material effect on revenue and income from continuing operations.

Sales of manufactured homes increased 10% from \$7.9 million, or 90 homes, for the three months ended September 30, 2023 to \$8.7 million, or 100 homes, for the three months ended September 30, 2024. Sales of manufactured homes increased 6% from \$23.4 million, or 264 homes, for the nine months ended September 30, 2023 to \$24.9 million, or 300 homes, for the nine months ended September 30, 2024. Cost of sales of manufactured homes amounted to \$5.4 million and \$5.3 million for the three months ended September 30, 2024 and 2023, respectively. Cost of sales of manufactured homes amounted to \$16.5 million and \$16.1 million for the nine months ended September 30, 2024 and 2023, respectively. The gross profit percentage was 38% and 33% for the three months ended September 30, 2024 and 2023, respectively, and 34% and 31% for the nine months ended September 30, 2024 and 2023, respectively. Selling expenses, which includes salaries, commissions, advertising and other miscellaneous expenses, amounted to \$1.8 million for the three months ended September 30, 2024 and 2023, and \$5.2 million and \$5.3 million for the nine months ended September 30, 2024 and 2023, respectively. Gain from the sales operations

(defined as sales of manufactured homes, less cost of sales of manufactured homes, less selling expenses), excluding interest on the financing of inventory, amounted to \$1.5 million or 17% of total sales and \$783,000 or 10% of total sales for the three months ended September 30, 2024 and 2023, respectively. Gain from the sales operations, excluding interest on the financing of inventory, amounted to \$3.3 million or 13% of total sales and \$2.1 million or 9% of total sales for the nine months ended September 30, 2024 and 2023, respectively. Many of the costs associated with sales, such as salaries, and to an extent, advertising and promotion, are fixed.

Despite high mortgage rates, home prices have continued to rise as fewer sellers are listing homes and inventories decline resulting in the inherent relative affordability of our property type becoming more and more apparent, which should result in increased demand. The Company continues to be optimistic about future sales and rental prospects given the fundamental need for affordable housing. The Company believes that sales of new homes produce new rental revenue and represent an investment in the upgrading of our communities.

General and administrative expenses remained relatively stable from the three months ended September 30, 2023 to September 30, 2024. General and administrative expenses increased 5% from \$14.7 million for the nine months ended September 30, 2023 to \$15.3 million for the nine months ended September 30, 2024, primarily due to an increase in meeting costs as a result of our biennial in-person employee training meeting (which was not held last year) and an increase in payroll and related personnel cost. Although general and administrative expenses increased for the nine months, general and administrative expenses as a percentage of gross revenue (total income plus interest, dividends and other income) was down for both the three and the nine months ended September 30, 2024 as compared to same periods ended September 30, 2023. These percentages were 7.1% and 8.3% for the three and nine months ended September 30, 2024, respectively, as compared to 7.7% and 8.6% for the three and nine months ended September 30, 2023, respectively.

Depreciation expense increased 4% from \$14.1 million for the three months ended September 30, 2023 to \$14.7 million for the three months ended September 30, 2024. Depreciation expense increased 8% from \$41.3 million for the nine months ended September 30, 2023 to \$44.4 million for the nine months ended September 30, 2024. This increase was primarily due to the increase in rental homes during 2023 and 2024.

Interest income increased 39% from \$1.3 million for the three months ended September 30, 2023 to \$1.8 million for the three months ended September 30, 2024. Interest income increased 33% from \$3.7 million for the nine months ended September 30, 2023 to \$4.9 million for the nine months ended September 30, 2024. This increase was primarily due to an increase in the average balance of notes receivable from \$68.9 million at September 30, 2023 to \$79.2 million at September 30, 2024. The weighted average interest rate earned on these notes receivable increased 20 basis points and were approximately 7.1% and 6.9% as of September 30, 2024 and 2023, respectively.

Dividend income decreased 30% from \$508,000 for the three months ended September 30, 2023 to \$357,000 for the three months ended September 30, 2024. Dividend income decreased 38% from \$1.7 million for the nine months ended September 30, 2023 to \$1.1 million for the nine months ended September 30, 2024. This decrease was due to reduced dividends as a

result of our smaller securities portfolio and dividend cuts. The weighted average yield on our dividends received from our marketable securities investments decreased 330 basis points and were approximately 4.3% and 7.6% at September 30, 2024 and 2023, respectively.

The Company recognized a loss on sales of marketable securities of \$3.8 million for the nine months ended September 30, 2024. The Company recognized a gain on sales of marketable securities of \$226,000 and \$183,000 for the three and nine months ended September 30, 2023, respectively. The increase (decrease) in fair value of marketable securities amounted to an increase of \$5.5 million and a decrease of \$5.5 million for the three months ended September 30, 2024 and 2023, respectively. The increase (decrease) in fair value of marketable securities amounted to an increase of \$3.5 million and a decrease of \$10.4 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the Company had total net unrealized losses of \$36.2 million in its REIT securities portfolio.

Interest expense, including amortization of financing costs, decreased 15% from \$7.7 million for the three months ended September 30, 2023 to \$6.5 million for the three months ended September 30, 2024. Interest expense, including amortization of financing costs, decreased 13% from \$24.7 million for the nine months ended September 30, 2023 to \$21.4 million for the nine months ended September 30, 2024. This decrease was due to a decrease in the average balance of mortgages and loans from \$624.6 million at September 30, 2023 to \$552.1 million at September 30, 2024. The weighted average interest rate on our total debt decreased from 4.7% at September 30, 2023 to 4.4% at September 30, 2024, respectively.

### **Changes in Financial Condition**

Total investment property increased 4% or \$58.0 million during the nine months ended September 30, 2024. In addition to adding 284 rental homes, net of 202 rental homes sold to its communities during the nine months ended September 30, 2024, the Company is preparing sites for additional homes to be added during the year. Occupied rentals increased by 310 rental homes from December 31, 2023 to September 30, 2024. The Company's occupancy rate on its rental homes portfolio increased 40 basis points and was 94.4% at September 30, 2024 as compared to 94.0% at December 31, 2023.

Marketable securities decreased 1% or \$328,000 during the nine months ended September 30, 2024. This decrease was due to sales of securities with a cost basis of \$3.8 million offset by a net increase in the fair value of \$3.5 million.

Mortgages payable, net of unamortized debt issuance costs, decreased 2% or \$8.2 million during the nine months ended September 30, 2024 due to principal payments.

Loans payable, net of unamortized debt issuance costs, decreased 72% or \$67.5 million during the nine months ended September 30, 2024. This decrease was due to a decrease of \$70 million on our unsecured line of credit offset by an increase of \$3.1 million on our revolving lines of credit for the purchase of inventory.



## **Liquidity and Capital Resources**

The Company's focus is on real estate investments, including investment in rental homes. The Company's principal liquidity demands have historically been, and are expected to continue to be, distributions to the Company's shareholders, acquisitions, capital improvements, development and expansions of properties, debt service, purchases of manufactured home inventory and rental homes, financing of manufactured home sales and payments of expenses relating to real estate operations. We anticipate that the liquidity demands of the recent properties acquired will be met by the operations of these acquisitions. The Company's ability to generate cash adequate to meet these demands is dependent primarily on income from its real estate investments, the sale of real estate investments, refinancing of mortgage debt, leveraging of real estate investments, availability of bank borrowings, lines of credit, and other incurrence of indebtedness, proceeds from the DRIP, and access to the capital markets, including through its Common and Preferred ATM Programs.

In addition to cash generated through operations, the Company uses a variety of sources to fund its cash needs, including acquisitions. The Company may sell marketable securities from its investment portfolio, borrow on its unsecured credit facility or lines of credit, incur other indebtedness, finance and refinance its properties, and/or raise capital through the DRIP and capital markets, including through the Company's ATM Programs. In order to provide financial flexibility to opportunistically access the capital markets, on March 12, 2024, the Company implemented its 2024 March Common ATM Program which allowed the Company to offer and sell shares of the Company's Common Stock, having an aggregate sales price of up to \$150 million, from time to time through the Distribution Agents. In addition, on September 16, 2024, the Company terminated its successful 2024 March Common ATM Program and implemented a new 2024 September Common ATM Program which allows the Company to offer and sell shares of the Company's Common Stock, having an aggregate sales price of up to \$150 million, from time to time through the Distribution Agents. Additionally, during 2024 the Company expanded the borrowing capacity on its unsecured revolving credit facility from \$180 million in available borrowings to \$260 million in available borrowings.

The Company intends to continue to increase its real estate investments. Our business plan includes acquiring communities that over time are expected to yield in excess of our cost of funds and then investing in physical improvements, including adding rental homes onto otherwise vacant sites. As part of this plan, we intend to continue to seek opportunities, through our opportunity zone fund, to acquire communities that require substantial capital investment and are located in qualified opportunity zones. In addition, on behalf of our joint venture with Nuveen Real Estate, we will continue to seek opportunities to acquire manufactured home communities that are under development and/or newly developed and meet certain other investment guidelines. There is no guarantee that any of these additional opportunities will materialize or that the Company will be able to take advantage of such opportunities. The growth of our real estate portfolio and success of our joint venture depends on the availability of suitable properties which meet the Company's investment criteria and appropriate financing. Competition in the market areas in which the Company operates is significant. To the extent that funds or appropriate communities are not available, fewer acquisitions will be made.

The Company continues to strengthen its capital and liquidity positions. During the nine months ended September 30, 2024, the Company issued and sold 9.4 million shares of Common Stock through our Common ATM Programs, at a weighted average price of \$17.55 per share, generating gross proceeds of \$166.0 million and net proceeds of \$163.2 million, after offering expenses. Subsequent to quarter end, the Company issued and sold an additional 170,000 shares of its Common Stock under the 2024 September Common ATM Program at a weighted average price of \$18.92 per share, generating net proceeds of \$3.2 million, after offering expenses.

In addition, during the nine months ended September 30, 2024, the Company issued and sold 664,000 shares of Series D Preferred Stock through our 2023 Preferred ATM Program, at a weighted average price of \$23.35 per share, generating gross proceeds of \$15.5 million and net proceeds of \$15.3 million, after offering expenses. Subsequent to quarter end, the Company issued and sold an additional 247,000 shares of its Series D Preferred Stock under the 2023 Preferred ATM Program at a weighted average price of \$23.90 per share, generating net proceeds of \$5.8 million, after offering expenses.

The Company also raised \$7.6 million from the issuance of common stock in the DRIP during the nine months ended September 30, 2024, which included dividend reinvestments of \$2.4 million. Dividends paid on the common stock for the nine months ended September 30, 2024 were \$45.3 million, of which \$2.4 million were reinvested. Dividends paid on the Series D Preferred Stock for the nine months ended September 30, 2024 totaled \$14.2 million.

Net cash provided by operating activities amounted to \$54.3 million and \$91.1 million for the nine months ended September 30, 2024 and 2023, respectively. As of September 30, 2024, the Company had cash and cash equivalents of \$66.7 million, marketable securities of \$34.2 million and \$260 million available on our credit facility. We also had approximately \$147 million available on our revolving lines of credit for the financing of home sales and purchases of inventory and \$55 million available on our line of credit secured by rental homes and rental homes leases.

The Company owns and operates 139 communities (including two communities owned by the Company's joint venture with Nuveen), of which 52 are unencumbered. Except for communities in the borrowing base for our unsecured credit facility, these unencumbered communities can be used to raise additional funds. Our marketable securities, unencumbered properties, and lines of credit provide the Company with additional liquidity. The Company holds a 40% equity interest in the entities formed under its joint venture with Nuveen, which owns two newly developed communities that are unencumbered and one community in the process of being developed that is also unencumbered.

As of September 30, 2024, the Company had total assets of \$1.5 billion and total liabilities of \$643.1 million. The Company's net debt (net of unamortized debt issuance costs and cash and cash equivalents) to total market capitalization as of September 30, 2024 was approximately 22% and the Company's net debt, less securities to total market capitalization as of September 30, 2024 was approximately 21%. As of September 30, 2024, the Company had eighteen mortgages totaling \$84.4 million due within the next 12 months and twenty-four mortgages totaling \$120.8 million within the next 18 months. The Company believes that it has the ability to meet its obligations and to generate funds for new investments.

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements.

## **Cautionary Statement Regarding Forward-Looking Statements**

Statements contained in this Form 10-Q, that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements provide our current expectations or forecasts of future events. Forward-looking statements include statements about the Company’s expectations, beliefs, intentions, plans, objectives, goals, strategies, future events, performance and underlying assumptions and other statements that are not historical facts. Forward-looking statements can be identified by their use of forward-looking words, such as “may,” “will,” “anticipate,” “expect,” “believe,” “intend,” “plan,” “should,” “seek” or comparable terms, or the negative use of those words, but the absence of these words does not necessarily mean that a statement is not forward-looking.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us. Some of these factors are described below and under the headings “Business”, “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These and other risks, uncertainties and factors could cause our actual results to differ materially from those included in any forward-looking statements we make. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. Except as required by law, we are not obligated to, and do not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause actual results to differ materially from our expectations include, among others:

- changes in the real estate market conditions and general economic conditions;
- the inherent risks associated with owning real estate, including local real estate market conditions, governing laws and regulations affecting manufactured housing communities and illiquidity of real estate investments;
- increased competition in the geographic areas in which we own and operate manufactured housing communities;
- our ability to continue to identify, negotiate and acquire manufactured housing communities and/or vacant land which may be developed into manufactured housing communities on terms favorable to us;
- our ability to maintain or increase rental rates and occupancy levels;
- changes in market rates of interest;
- inflation and increases in costs, including personnel, insurance and the cost of purchasing manufactured homes;
- our ability to purchase manufactured homes for rental or sale;
- our ability to repay debt financing obligations;

- our ability to refinance amounts outstanding under our credit facilities at maturity on terms favorable to us;
- our ability to comply with certain debt covenants;
- our ability to integrate acquired properties and operations into existing operations;
- the availability of other debt and equity financing alternatives;
- continued ability to access the debt or equity markets;
- the loss of any member of our management team;
- our ability to maintain internal controls and processes to ensure all transactions are accounted for properly, all relevant disclosures and filings are made in a timely manner in accordance with all rules and regulations, and any potential fraud or embezzlement is thwarted or detected;
- the ability of manufactured home buyers to obtain financing;
- the level of repossessions by manufactured home lenders;
- market conditions affecting our investment securities;
- changes in federal or state tax rules or regulations that could have adverse tax consequences;
- our ability to qualify as a real estate investment trust for federal income tax purposes;
- risks and uncertainties related to pandemics or other highly infectious or contagious diseases; and,
- those risks and uncertainties referenced under the heading "Risk Factors" contained in this Form 10-Q and the Company's other filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2023.

You should not place undue reliance on these forward-looking statements, as events described or implied in such statements may not occur. The forward-looking statements contained in this Form 10-Q speak only as of the date hereof and the Company expressly disclaims any obligation to publicly update or revise any forward-looking statements whether as a result of new information, future events, or otherwise.

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

There have been no material changes to information required regarding quantitative and qualitative disclosures about market risk from the end of the preceding year to the date of this Quarterly Report on Form 10-Q.

### **Item 4. Controls and Procedures**

The Company's President and Chief Executive Officer (principal executive officer) and the Company's Executive Vice President and Chief Financial Officer (principal financial and accounting officer), with the assistance of other members of the Company's management, have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Company's President and Chief Executive Officer and Executive Vice President and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of the end of such period.

## **Changes In Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting during the quarterly period ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II – OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None.

### **Item 1A. Risk Factors**

There have been no material changes to information required regarding risk factors from the end of the preceding year to the date of this Quarterly Report on Form 10-Q. In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A – “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, which could materially affect the Company’s business, financial condition or future results. The risks described in the Company’s Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company’s business, financial condition and/or operating results.

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

None.

### **Item 3. Defaults Upon Senior Securities**

None.

### **Item 4. Mine Safety Disclosures**

None.

### **Item 5. Other Information**

(a) Information Required to be Disclosed in a Report on Form 8-K, but not Reported – None.

(b) Material Changes to the Procedures by which Security Holders may Recommend Nominees to the Board of Directors – None.

### **Item 6. Exhibits**

**31.1** Certification of Samuel A. Landy, President and Chief Executive Officer of the Company, pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (Filed herewith).

- 31.2** Certification of Anna T. Chew, Chief Financial Officer of the Company, pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended (Filed herewith).
- 32** Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Samuel A. Landy, President and Chief Executive Officer, and Anna T. Chew, Chief Financial Officer (Furnished herewith).
- 101** The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income (Loss), (iii) the Consolidated Statements of Shareholders' Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.

As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

- 101.INS** Inline XBRL Instance Document
- 101.SCH** Inline XBRL Taxonomy Extension Schema Document
- 101.CAL** Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF** Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB** Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE** Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104** Cover Page Interactive Data File (embedded within the Inline XBRL document)

## SIGNATURES

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

UMH PROPERTIES, INC.

DATE: November 6, 2024

By /s/ Samuel A. Landy  
Samuel A. Landy  
President and Chief Executive Officer  
(Principal Executive Officer)

DATE: November 6, 2024

By /s/ Anna T. Chew  
Anna T. Chew  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)