Risk Factors Comparison 2024-02-26 to 2023-02-24 Form: 10-K

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Set forth below are the risks that we believe are material to our investors and they should be carefully considered. Those risks are not all of the risks we face, and other factors not presently known to us or that we currently believe are immaterial may also affect our business if they occur. This section contains forward- looking statements. You should refer to the explanation of the qualifications and limitations on forward- looking statements in " Important Factors Related To Forward- Looking Statements. " For purposes of this " Risk ~~Factor~~ **Factors** " section, Centers wholly owned by us are referred to as " Wholly Owned Centers " and Centers that are partly but not wholly owned by us are referred to as " Joint Venture Centers. " RISKS RELATED TO OUR BUSINESS AND PROPERTIES We invest primarily in shopping centers, which are subject to a number of significant risks that are beyond our control. Real property investments are subject to varying degrees of risk that may affect the ability of our Centers to generate sufficient revenues to meet operating and other expenses, including debt service, lease payments, capital expenditures and tenant improvements, and to make distributions to us and our stockholders. A number of factors may decrease the income generated by the Centers, including: • the global and national economic climate, including the impact of geopolitical tensions and military conflict ~~;~~ **;** • the regional and local economy (which may be negatively impacted by rising unemployment, declining real estate values, increased foreclosures, higher taxes, plant closings, industry slowdowns, union activity, adverse weather conditions, natural disasters and other factors) ~~;~~ **;** • local real estate conditions (such as an oversupply of, or a reduction in demand for, retail space or retail goods, decreases in rental rates, declining real estate values and the availability and creditworthiness of current and prospective tenants) ~~;~~ **;** • **changes in consumer behaviors, preferences or demographics, which may lead to** decreased levels of consumer spending, consumer confidence, and seasonal spending (especially during the holiday season when many retailers generate a disproportionate amount of their annual sales) ~~;~~ **;** • increasing use by customers of e- commerce and online store sites and the impact of internet sales on the demand for retail space ~~;~~ **;** • negative perceptions by retailers or shoppers of the safety, convenience and attractiveness of a Center ~~;~~ **;** • acts of violence, including terrorist activities ~~;~~ **;** and • increased costs of maintenance, insurance and operations (including real estate taxes). Income from shopping center properties and shopping center values are also affected by applicable laws and regulations, including tax, environmental, safety and zoning laws. A significant percentage of our Centers are geographically concentrated and, as a result, are sensitive to local economic and real estate conditions. A significant percentage of our Centers are located in California, New York and Arizona. To the extent that weak economic or real estate conditions or other factors affect California, New York and Arizona or any region in which we have a high concentration of properties more severely than other areas of the country, our financial performance could be negatively impacted. We are in a competitive business. Our properties compete with other owners, developers and managers of malls, shopping centers and other retail- oriented real estate, including other publicly traded mall companies and large private mall companies, for the acquisition of properties and in attracting tenants or Anchors to occupy space. Competition for property acquisitions may result in increased purchase prices and may adversely affect our ability to make suitable property acquisitions on favorable terms or at all. The existence of competing shopping centers could have a material adverse impact on our ability to lease space and on the rental rates that can be achieved. There is also increasing competition for tenants and shoppers from other retail formats and technologies, such as lifestyle centers, power centers, outlet centers and online retail shopping that could adversely affect our revenues. The increased popularity of digital and mobile technologies has accelerated the transition of a percentage of market share from shopping at physical stores to web- based shopping. If we are unsuccessful in adapting our business to evolving consumer purchasing habits it may have a material adverse impact on our financial condition and results of operations. Further, the ~~increased~~ - **increase in** ~~utilization of~~ online retail shopping **has resulted in** , **and will continue** ~~if sustained, may lead~~ to **result in,** the closure of underperforming stores by retailers, which **, if sustained,** could impact our occupancy levels and the rates that tenants are willing to pay to lease our space. We may be unable to renew leases, lease vacant space or re- let space as leases expire on favorable terms or at all, or to the appropriate mix of tenants for the Centers, which could adversely affect our financial condition and results of operations. There are no assurances that our leases will be renewed or that vacant space in our Centers will be re- let at net effective rental rates equal to or above the current average net effective rental rates or that substantial rent abatements, tenant improvements, early termination rights or below- market renewal options will not be offered to attract new tenants or retain existing tenants. If the rental rates at our Centers decrease, if our existing tenants do not renew their leases or if we do not re- let a significant portion of our available space and space for which leases will expire, our financial condition and results of operations could be adversely affected. Additionally, if we fail to identify and secure the right blend of tenants at our retail and mixed- use properties, including our properties under development or redevelopment, our Centers may not appeal to the communities they are intended to serve, which could reduce customer traffic and the operations of our tenants and adversely affect our financial condition and results of operations. If Anchors or other significant tenants experience a downturn in their business, close or sell stores or declare bankruptcy, our financial condition and results of operations could be adversely affected. Our financial condition and results of operations could be adversely affected if a downturn in the business of, or the bankruptcy or insolvency of, an Anchor or other significant tenant leads them to close retail stores or terminate their leases after seeking protection under the bankruptcy laws from their creditors, including us as lessor. In recent years, including as a result of the general conditions caused by ~~COVID- 19~~ **economic uncertainty in the U. S.** , a number of companies in the retail industry, including some of our tenants, have declared bankruptcy, have gone out of business, have significantly reduced their brick- and- mortar presence or failed to comply with their contractual obligations to us and others. If one of our tenants files for bankruptcy, we may not be able to collect amounts owed by that party prior to filing for bankruptcy. We may make lease modifications either pre- or post- bankruptcy for certain tenants undergoing significant financial distress in order for them to continue as a going concern. In addition, after filing for bankruptcy, a tenant may terminate any or all of its leases with us, in which event we would have a general unsecured claim against such tenant that would likely be worth less than the full amount owed to us for the remainder of the lease term. Furthermore, we may be required to incur significant expense in re- letting the space vacated by a bankrupt tenant and may not be able to release the space on similar terms or at all. The bankruptcy of a tenant, particularly an Anchor, may require a substantial redevelopment of their space, the success of which cannot be assured, and may make the re- letting of their space difficult and costly, and it may also be difficult to lease the remainder of the space at the affected property. Furthermore, certain department stores and other national retailers have experienced, and may continue to experience, decreases in customer traffic in their retail stores, increased competition from alternative retail options such as e- commerce and other forms of pressure on their business models. If the in- store sales of retailers operating at our Centers decline significantly due to adverse economic conditions or for any other reason, tenants might be unable to pay their minimum rents or expense recovery charges. In the event of a default by a lessee, the affected Center may experience delays and costs in enforcing its rights as lessor. Anchors and / or tenants at one or more Centers might also terminate their leases as a result of mergers, acquisitions, consolidations or dispositions in the retail industry. The sale of an Anchor or store to a less desirable retailer may reduce occupancy levels, customer traffic and rental income. Depending on economic conditions, there is also a risk that Anchors or other significant tenants may sell stores operating in our Centers or consolidate duplicate or geographically overlapping store locations. Store closures by an Anchor and / or a significant number of tenants may allow other Anchors and / or certain other tenants to terminate their leases, receive reduced rent and / or cease operating their stores at the Center or otherwise adversely affect occupancy at the Center. Our real estate acquisition, development and redevelopment strategies may not be successful. Our historical growth in revenues, net income and funds from operations has been in part tied to the acquisition, development and redevelopment of shopping centers. Many factors, including the availability and cost of capital, our total amount of debt outstanding, our ability to obtain financing on attractive terms, if at all, interest rates and the availability of attractive acquisition targets, among others, will affect our ability to acquire, develop and redevelop additional properties in the future. We may not be successful in pursuing acquisition opportunities, and newly acquired properties may not perform as well as expected. Expenses arising from our efforts to complete acquisitions, develop and redevelop properties or increase our market penetration may have a material adverse effect on our business, financial condition and results of operations. We face competition for acquisitions primarily from other REITs, as well as from private real estate companies or investors. Some of our competitors have greater financial and other resources. Increased competition for shopping center acquisitions may result in increased purchase prices and may **adversely** impact ~~adversely~~ our ability to acquire additional properties on favorable terms **, or at all** . We cannot guarantee that we will be able to implement our growth strategy successfully or manage our expanded operations effectively and profitably. We may not be able to achieve the anticipated financial and operating results from newly acquired assets. Some of the factors that could affect anticipated results are: • our ability to integrate and manage new properties, including increasing occupancy rates and rents at such properties ~~;~~ **;** • the disposal of non- core assets within an expected time frame ~~;~~ **;** and • our ability to raise long- term financing to implement a capital structure at a cost of capital consistent with our business strategy. Our business strategy also includes the selective development and construction of retail properties. On a selective basis, our business strategy may include mixed- use densification to maximize space at our Regional Town Centers, including by developing available land at our Regional Town Centers or by demolishing underperforming department store boxes and redeveloping the land. Any development, redevelopment and construction activities that we may undertake will be subject to the risks of real estate development, including lack of financing, construction delays, environmental requirements **, rising construction costs** , budget overruns, sunk costs and lease- up. Furthermore, occupancy rates and rents at a newly completed property may not be sufficient to make the property profitable. Real estate development activities are also subject to risks relating to the inability to obtain, or delays in obtaining, all necessary zoning, land- use, building, and occupancy and other required governmental permits and authorizations. If any of the above events occur, our ability to pay dividends to our stockholders and service our indebtedness could be adversely affected. Additionally, if we elect to pursue a " mixed- use " redevelopment, we expose ourselves to risks associated with each non- retail use (e. g., office, residential, hotel and entertainment), and the performance of our retail tenants in such properties may be negatively impacted by delays in opening and / or the performance of such non- retail uses. We have less experience in developing and managing non- retail real estate than we do with retail real estate and, as a result, we may seek to contract with a third- party developer or third- party manager with more experience in non- retail uses. In addition to the risks typically associated with the development of commercial real estate generally, we would also be exposed to the risks associated with the ownership and management of non- retail real estate, including limited experience in managing certain types of non- retail properties and the adverse impacts of competition and trends in the non- retail industry. For example, in the case of office properties, some businesses are rapidly evolving to make employee telecommuting, flexible work schedules, open workplaces and teleconferencing increasingly common, which may enable businesses to reduce their space requirements and erode the overall demand for office space over time, which, in turn, may place downward pressure on occupancy, rental rates and property valuations, each of which could have an adverse effect on our financial position, results of operations, cash flows and ability to make expected distributions to our stockholders to the extent we own office property. Excess space at our properties could materially and adversely affect us. Certain of our properties have had or may continue to have excess space available for prospective tenants, and those properties may continue to experience, and other properties may commence experiencing, such oversupply in the future. ~~Among~~ **While** ~~other~~ -- **the** ~~causes,~~ **pace of bankruptcies slowed** in ~~2020~~ **2023** ~~due to the COVID- 19 pandemic~~ and ~~in the~~ **2022 compared to prior** years ~~leading up to the pandemic~~ , **we continue to experience** ~~there was an increased number of~~ bankruptcies of Anchors and other national **and local** retailers, as well as store closures **, among our tenants** . In the past, an increase in bargaining power of creditworthy retail tenants resulted in a downward pressure on our rental rates and occupancy levels, and ~~an~~ **any** increase in bargaining power **in the future** may also result in us having to increase our spend on tenant improvements and potentially make other lease modifications in order to attract or retain tenants, any of which, in the aggregate, could materially and adversely affect us. Real estate investments are relatively illiquid and we may be unable to sell properties at the time we desire and on favorable terms. Investments in real estate are relatively illiquid, which limits our ability to adjust our portfolio in response to changes in economic, market or other conditions. Moreover, there are some limitations under federal income tax laws applicable to REITs that limit our ability to sell assets. In addition, because our properties are generally mortgaged to secure our debts, we may not be able to obtain a release of a lien on a mortgaged property without the payment of the associated debt and / or a substantial prepayment penalty, which restricts our ability to dispose of a property, even though the sale might otherwise be desirable. Furthermore, the number of prospective buyers interested in purchasing shopping centers is limited. Therefore, if we want to sell one or more of our Centers, we may not be able to dispose of it in the desired time period and may receive less consideration than we originally invested in the Center. Our real estate assets may be subject to impairment charges. We periodically assess whether there are any indicators, including property operating performance, changes in anticipated holding period and general market conditions, that the value of our real estate assets and other investments may be impaired. A property' s value is considered to be impaired only if the estimated aggregate future undiscounted and unleveraged property cash flows, taking into account the anticipated probability weighted average holding period, are less than the carrying value of the property. In our estimate of cash flows, we consider trends and prospects for a property and the effects of demand and competition on expected future operating income. If we are evaluating the potential sale of an asset or redevelopment alternatives, the undiscounted future cash flows consider the most likely course of action as of the balance sheet date based on current plans, intended holding periods and available market information. We are required to make subjective assessments as to whether there are impairments in the value of our real estate assets and other investments. Impairment charges have an immediate direct impact on our earnings. **We have taken impairment charges on certain of our assets in the past and** ~~There~~ **there** can be no assurance that we will not take additional charges in the future ~~related to the impairment of our assets~~ . Any future impairment could have a material adverse effect on our operating results in the period in which the charge is recognized. Possible environmental liabilities could adversely affect us. Each of the Centers have undergone Environmental Site Assessment- Phase I studies conducted by an environmental consultant. As a result of these assessments and other information, we are aware of certain environmental issues present at certain Centers or at properties neighboring certain Centers, such as asbestos containing materials (" ACMs ") (some of which may ultimately require removal under certain conditions, though the company has developed an operations and maintenance plan to manage ACMs), underground storage tanks (which are often present at or near Centers in connection with gasoline stations or automotive tire, battery and accessory services centers, and some of which may have leaked or are suspected to have leaked) and chlorinated hydrocarbons (such as perchloroethylene and its degradation byproducts, which have been detected at certain Centers and are often present in connection with tenant dry cleaning operations). These issues may result in potential environmental liability and cause us to incur costs in responding to these liabilities or in other costs associated with future investigation or remediation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in that real property. These laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of hazardous or toxic substances. The costs of investigation, removal or remediation of hazardous or toxic substances may be substantial. In addition, the presence of hazardous or toxic substances, or the failure to remedy environmental hazards properly, may adversely affect the owner' s or operator' s ability to sell or rent affected real property or to borrow money using affected real property as collateral. Persons or entities that arrange for the disposal or treatment of hazardous or toxic substances may also be liable for the costs of removal or remediation of hazardous or toxic substances at the disposal or treatment facility, whether or not that facility is owned or operated by the person or entity arranging for the disposal or treatment of hazardous or toxic substances. For example, laws exist that impose liability for release of ACMs into the air, and third parties may seek recovery from owners or operators of real property for personal injury associated with exposure to ACMs. In connection with our ownership, operation, management, development and redevelopment of the Centers, or any other centers or properties we acquire in the future, we may be potentially liable under these laws and may incur costs in responding to these liabilities. We face risks associated with climate change. Due to changes in weather patterns caused by climate change, our properties in certain markets could experience increases in storm intensity and rising sea levels. Over time, climate change could result in volatile or decreased demand for retail space at some of our Centers or, in extreme cases, our inability to operate the properties at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) insurance on favorable terms, or at all, increasing the cost of energy at our properties or requiring us to spend funds to repair and protect our properties against such risks. Additionally, we seek to promote energy efficiency and other sustainability strategies at our properties. Implementing such strategies and compliance with new laws or regulations related to climate change, including compliance with " green " building codes, may result in significant capital expenditures to improve our existing properties or properties we may acquire **. In addition, laws and regulations at the federal, state and local level aimed at increasing climate- related disclosures, including the rules proposed by the Securities and Exchange Commission and the legislation recently enacted in the state of California, may increase compliance and data collection costs if, and when, such laws and regulations become effective** . If we are unable to comply with the laws and regulations on climate change or implement effective sustainability strategies, our reputation among our tenants and investors may be damaged and we may incur fines and / or penalties. Moreover, there can be no assurance that any of our sustainability strategies will result in reduced operating costs, higher occupancy or higher rental rates or deter our existing tenants from relocating to properties owned by our competitors. Some of our properties are subject to potential natural or other disasters. Some of our Centers are located in areas that are subject to natural disasters, including our Centers in California or in other areas with higher risk of earthquakes, our Centers in flood plains or in areas that may be adversely affected by tornadoes, as well as our Centers in coastal regions that may be adversely affected by increases in sea levels or in the frequency or severity of hurricanes, tropical storms or other severe weather conditions. The occurrence of natural disasters can delay redevelopment or development projects, increase investment costs to repair or replace damaged properties, increase future property insurance costs and negatively impact the tenant demand for lease space. If insurance is unavailable to us or is unavailable on acceptable terms, or our insurance is not adequate to cover losses from these events, our financial condition and results of operations could be adversely affected. Uninsured or underinsured losses could adversely affect our financial condition. Each of our Centers has comprehensive liability, fire, extended coverage and rental loss insurance with insured limits customarily carried for similar properties. We do not insure certain types of losses (such as losses from wars), because they are either uninsurable or not economically insurable, and our insurance coverage may have certain exclusions (such as pandemics) that prevent us from collecting on certain claims under our policies. In addition, while we or the relevant joint venture, as applicable, carry specific earthquake insurance on the Centers located in California, the policies are subject to a deductible equal to 5 % of the total insured value of each Center, a $ 150, 000 per occurrence minimum and a combined annual aggregate loss limit of $ 100 million on these Centers. We or the relevant joint venture, as applicable, carry specific earthquake insurance on the Centers located in the Pacific Northwest and in the New Madrid Seismic Zone. However, the policies are subject to a deductible equal to 2 % of the total insured value of each Center, a $ 150, 000 per occurrence minimum and a combined annual aggregate loss limit of $ 100 million on these Centers. While we or the relevant joint venture also carry standalone terrorism insurance on the Centers, the policies are subject to a $ 25, 000 deductible and a combined annual aggregate loss limit of $ 1. ~~0~~ **2** billion. Each Center has environmental insurance covering eligible third- party losses, remediation and non- owned disposal sites, subject to a $ 100, 000 retention and a $ 50 million three- year aggregate loss limit, with the exception of one Center, which has a $ 5 million ten- year aggregate loss limit and another Center has a $ 20 million ten- year aggregate loss limit. Some environmental losses are not covered by this insurance because they are uninsurable or not economically insurable. Furthermore, we carry title insurance on substantially all of the Centers for generally less than their full value. If an uninsured loss or a loss in excess of insured limits occurs, we could lose all or a portion of the capital we have invested in a property, as well as the anticipated future revenue from the property, but may remain obligated for any mortgage debt or other financial obligations related to the property. **Our property taxes may increase without notice. The real property taxes on our properties and any other properties that we develop or acquire in the future may increase as property tax rates change and as those properties are assessed or reassessed by tax authorities. While most of our leases require the tenant to pay their pro rata share of property taxes, some or all of such property taxes may not be collectible from our tenants. An increase in our property tax rates or the assessed value of our properties could have an adverse effect on our financial position, results of operations, cash flows and ability to make expected distributions to our stockholders.** Compliance with the Americans with Disabilities Act and fire, safety and other regulations may require us to make expenditures that could adversely affect our cash flows. All of the properties in our portfolio are required to comply with the Americans with Disabilities Act (the “ ADA ”). Compliance with the ADA requirements could require removal of access barriers, and non- compliance could result in the imposition of fines by the United States government, awards of damages to private litigants, or both. While the tenants to whom our portfolio is leased are obligated to comply with ADA provisions, within their leased premises, if required changes within their leased premises involve greater expenditures than anticipated, or if the changes must be made on a more accelerated basis than anticipated, the ability of tenants to cover costs could be adversely affected. Furthermore, we are required to comply with ADA requirements within the common areas of the properties in our portfolio and we may not be able to pass on to our tenants any costs necessary to remediate any common area ADA issues. In addition, we are required to operate the properties in compliance with fire and safety regulations, building codes and other land use regulations, as they may be adopted by governmental agencies and bodies and become applicable to our portfolio. We may be required to make substantial capital expenditures to comply with, and we may be restricted in our ability to renovate or redevelop the properties subject to, those requirements and to comply with the provisions of the ADA. The resulting expenditures and restrictions could have a material adverse effect on our financial condition and operating results. ~~Possible~~ **We face risks associated with and have been the target of security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems. We face risks associated with cyber threats and have been the target of security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e- mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. Cyber incidents have been increasing in sophistication and frequency and can include third parties gaining access to data using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks, ransomware, and other deliberate attacks and attempts to gain unauthorized access. The techniques used to sabotage or to obtain systems in which data is stored or through which data is transmitted change frequently, and we may be unable to implement adequate preventative measures or stop security breaches while they are occurring. Because the techniques used by threat actors who may attempt to penetrate and sabotage our computer systems change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. These threats, in turn, may lead to increased costs to protect our information systems, detect and respond to threats, and recover from cyber incidents. While we carry cyber liability insurance, it may not be adequate to cover all losses relating to such events. Our IT networks and related systems are essential to the operation of our business and our ability to perform day- to- day operations and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security incident, there can be no guarantee that our security efforts and measures will be effective or that attempted cyber attacks would not be successful, disruptive, or damaging.**

A security incident involving our information systems could disrupt the proper functioning of our networks and systems. This could, in turn, result in misstated financial reports, violations of loan covenants and / or missed reporting deadlines, the inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT, the unauthorized access to, and the destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which could be used to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes ; require significant management attention and resources to remedy any damages that result ; subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements ; or damage our reputation among our tenants and investors generally. Moreover, cyber attacks perpetrated against our Anchors and tenants, including unauthorized access to customers' credit card data and other confidential information, could diminish consumer confidence and consumer spending and negatively impact our business. Any breach, loss, or compromise of personal data may also subject us to civil fines and penalties, or claims for damages under relevant state and federal privacy laws in the United States. Data breaches and other data security compromises may lead to public disclosures which, in turn, may lead to widespread negative publicity. Acts of violence and vandalism, civil unrest and actual or threatened terrorist **attacks** ~~activity or other acts or threats of violence and threats to public safety~~ could adversely affect our financial condition and results of operations. ~~Terrorist attacks and threats~~ **Because our properties are open to the public, they are exposed to risks related to acts** of **violence and vandalism, civil unrest, criminal activity and actual or threatened** terrorist attacks ~~in the United States~~ **that may be beyond** ~~or~~ **our control or ability to prevent. If any of these incidents were to occur,** ~~other~~ -- **the** ~~acts or~~ **relevant property could face material damage physically and reputationally, and the revenue generated by such property and its tenants could be negatively impacted. Consumers may also perceive a heightened** ~~threats~~ - **threat** of ~~violence may result~~ **these risks due to increased crime** in ~~declining economic activity~~ **markets where the Centers are located and negative media attention. Concern around safety risk may impact the willingness of consumers, tenants and tenants' employees to shop and / or work at our properties**, which could ~~harm~~ **result in decreased consumer traffic and decreased sales at our properties, or increase** the ~~demand~~ **need** for **additional expenditures on** ~~goods and services offered by our tenants and the value of our properties and might adversely affect the value of an investment in our securities~~ **security resources**. Such a resulting decrease in retail demand could **adversely impact our revenue and the value of our properties, as well as** make it difficult for us to renew or re- lease our properties. Terrorist activities or violence **and vandalism could** also ~~could result in decreased traffic at our properties due to a heightened level of concern for safety in public places or~~ directly affect the value of our properties through damage, destruction or loss. Further, the availability of insurance for such acts, or of insurance generally, might be reduced or cost more, which could increase our operating expenses and adversely affect our financial condition and results of operations. ~~To the extent that our tenants are affected by such attacks and threats of attacks, their businesses similarly could be adversely affected, including their ability to continue to meet obligations under their existing leases. These acts and threats might erode business and consumer confidence and spending and might result in increased volatility in national and international financial markets and economies.~~ Any ~~one of these events might decrease demand for real estate, decrease or delay the occupancy of our new or redeveloped properties, and limit our access to capital or increase our cost of raising capital. COVID- 19 has caused, and COVID- 19 or any~~ future pandemic, epidemic or outbreak of any ~~other~~ highly infectious disease could ~~continue to~~ cause ~~,~~ disruptions in the U. S., regional and global economies and could materially and adversely impact our business, financial condition and results of operations and the business, financial condition and results of operations of our tenants. ~~The~~ **Any future pandemic, epidemic or outbreak of any highly infectious disease, including the emergence of additional** COVID- 19 ~~pandemic, including the emergence of additional~~ variants, ~~has~~ **could** ~~caused~~ - **cause** ~~,~~ **widespread disruptions to the United States** and ~~COVID- 19 or~~ **global economies and could contribute to significant volatility and negative pressure in financial markets. The extent to which** any future pandemic, epidemic or outbreak of any ~~other~~ highly infectious disease ~~could continue to cause, widespread disruptions to the United States and global economies and has contributed, and could continue to contribute, to significant volatility and negative pressure in financial markets. The extent to which COVID- 19, or any future pandemic, epidemic or outbreak of any other highly infectious disease,~~ impacts our operations will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of such pandemic, the emergence and characteristics of new variants, the actions taken to contain the pandemic or mitigate its impact, including the adoption, administration and effectiveness of available vaccines, and the direct and indirect economic effects of the pandemic and containment measures, among others. **We previously experienced adverse impacts to our business from** COVID- 19 ~~has adversely affected,~~ and ~~COVID- 19 or~~ any future pandemic, epidemic or outbreak of any ~~other~~ highly infectious disease may ~~continue to~~ adversely affect, our business, financial condition and results of operations, and it may also have the effect of heightening many of the risks described in this " Risk Factors " section, including: • a complete or partial closure of, or other operational issues at, one or more of our Centers resulting from government or tenant action, which ~~has caused or~~ could ~~continue to cause subsequent closures of previously re- opened Centers, which has adversely affected, and could continue to~~ adversely effect ~~,~~ our operations and those of our tenants ~~;~~ **;** • reduced economic activity impacting the businesses, financial condition and liquidity of our tenants, which ~~has caused and~~ could ~~continue to~~ cause ~~,~~ one or more of our tenants, including one or more of our Anchors, to be unable to meet their obligations to us in full, or at all, to otherwise seek modifications of such obligations, including, deferrals or reductions of rental payments, or to declare bankruptcy ~~;~~ **;** • decreased levels of consumer spending and consumer confidence ~~during the pandemic~~, as well as a decrease in traffic at our Centers, which ~~has affected, and~~ could ~~continue to~~ affect ~~,~~ the ability of the Centers to generate sufficient revenues to meet operating and other expenses in the short- term and could also accelerate a shift to online retail shopping, which, if sustained could result in prolonged decreases in revenue at the Centers even after the immediate impact of ~~the~~ **such** pandemic **, epidemic or outbreak of any other highly infectious disease** is resolved ~~;~~ **;** • inability to renew leases, lease vacant space, including vacant space from tenant bankruptcies and defaults, or re- let space as leases expire on favorable terms, or at all, which could result in lower rental payments or reduced occupancy levels, or could cause interruptions or delays in the receipt of rental payments ~~;~~ **;** • the closure of Anchors at one or more of our properties, **which** ~~has triggered, and future closures~~ could trigger ~~,~~ co- tenancy lease clauses within one or more of our leases at such properties and ~~any future closures~~ could potentially lead to a decline in revenue and occupancy ~~;~~ **;** • a potential negative impact on our financial results could adversely impact our compliance with the financial covenants within our credit facility and other debt agreements or cause a failure to meet certain of these financial covenants, which could cause an event of default, which, if not cured or waived, could accelerate some or all of such indebtedness and could have a material adverse effect on us ~~;~~ **;** • a potential decline in asset values at one or more of our properties encumbered by mortgage debt, which could inhibit our ability to successfully refinance one or more such properties, result in the default under the applicable mortgage debt agreement and potentially cause the acceleration of such indebtedness ~~;~~ **;** and • disruption and instability in the global financial markets or deteriorations in credit and financing conditions ~~, which has made, and~~ could ~~continue to~~ make ~~,~~ it difficult for us to access debt and equity capital on attractive terms, or at all, and could also impact our ability to fund business activities, repay debt on a timely basis and renew, extend or replace our credit facility prior to its maturity date at all or on terms that are favorable to us. Inflation may adversely affect our financial condition and results of operations. Inflation in the United States increased ~~in~~ **throughout** 2022 **and 2023** and may continue to increase in the near- term. ~~If~~ **As a result of these** inflation increases ~~in the future~~ , we **have experienced, and** may **continue to** experience ~~any~~ **, some** or all of the following: • Increases in interest rates on our outstanding floating- rate debt as well as higher interest rates on any new and refinanced fixed- rate debt ~~;~~ **;** • Difficulty in replacing or renewing expiring leases with new leases at higher rents ~~;~~ **;** and • Decreasing tenant sales as a result of decreased consumer spending which could adversely affect the ability of our tenants to meet their rent obligations and / or result in lower percentage rents. Additionally, even though most of our leases require tenants to pay their pro rata share of utilities **and real estate taxes** , as well as a stated amount for operating expenses regardless of the expenses actually incurred at any Center, substantial inflationary pressures and increased operating costs may increase our exposure to rising property expenses **, which would reduce our cash flows and profits,** and make it more difficult to maintain our historical cost controls at the Centers. We have substantial debt that could affect our future operations. Our total outstanding loan indebtedness at December 31, ~~2022~~ **2023** was $ 6. ~~81~~ **92** billion (consisting of $ 4. ~~4~~ **23** billion of consolidated debt, less $ 0. ~~41~~ **16** billion attributable to noncontrolling interests, plus $ 2. ~~82~~ **85** billion of our pro rata share of mortgages and other notes payable on unconsolidated joint ventures). As a result of this substantial indebtedness, we are required to use a material portion of our cash flow to service principal and interest on our debt, which limits the amount of cash available for other business opportunities. Borrowing costs increased throughout 2022 and **2023 and** may continue to increase in the near- term as the Federal Reserve ~~acts~~ **continues** to address rising inflation and, as a result, borrowing costs on our outstanding floating- rate debt as well as on new and refinanced fixed- rate debt ~~may be~~ **has become** more expensive **and may continue to rise** . We are subject to the risks normally associated with debt financing and increased borrowing costs, including the risk that our cash flow from operations will be insufficient to meet required debt service and that rising interest rates could adversely affect our debt service costs. In certain cases, we may limit our exposure to interest rate fluctuations related to a portion of our floating- rate debt by the use of interest rate cap and swap agreements. Such agreements, subject to current market conditions, allow us to replace floating- rate debt with fixed- rate debt in order to achieve our desired ratio of floating- rate to fixed- rate debt. However, in an increasing interest rate environment, the fixed rates we can obtain with such replacement fixed- rate cap and swap agreements or the fixed- rate on new and refinanced debt will also continue to increase. Our use of interest rate hedging arrangements may also expose us to additional risks, including that the counterparty to the arrangement may fail to honor its obligations and that termination of these arrangements typically involves costs such as transaction fees or breakage costs. There can be no assurance that our hedging activities will have the desired impact on our results of operations, liquidity or financial condition. Furthermore, most of our Centers are mortgaged to secure payment of indebtedness, and if income from the Center is insufficient to pay that indebtedness, the Center could be foreclosed upon by the mortgagee resulting in a loss of income and a decline in our total asset value. During the year ended December 31, ~~2022~~ **2023** , we did not repay the outstanding mortgage loan on our ~~Towne Mall~~ **Fashion Outlets of Niagara Falls** property on its maturity and **, as a result, the loan is in default. We** are in **negotiations with** the **lender on** ~~process of transitioning~~ the ~~property to a~~ **terms of this non- recourse** loan ~~receiver~~ . We are obligated to comply with financial and other covenants that could affect our operating activities. Our unsecured credit facilities contain financial covenants, including interest coverage requirements, as well as limitations on our ability to incur debt, make dividend payments and make certain acquisitions. These covenants may restrict our ability to pursue certain business initiatives or certain transactions that might otherwise be advantageous. In addition, failure to meet certain of these financial covenants could cause an event of default, which, if not cured or waived, could accelerate some or all of such indebtedness which could have a material adverse effect on us. We depend on external financings for our growth and ongoing debt service requirements and are subject to refinancing risk. We depend primarily on external financings, principally debt financings and, in more limited circumstances, equity financings, to fund the growth of our business and to ensure that we can meet ongoing maturities of our outstanding debt. Our access to financing depends on the willingness of banks, lenders and other institutions to lend to us based on their underwriting criteria which can fluctuate with market conditions and on conditions in the capital markets in general. In addition, levels of market disruption and volatility could materially adversely impact our ability to access the capital markets for equity financings. We are also subject to the risks normally associated with debt financings, including the risk that our cash flow from operations will be insufficient to meet required debt service or that we will be unable to refinance such indebtedness on acceptable terms, or at all. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital, our cash flow may not be sufficient to repay all maturing debt in years when significant " balloon " payments come due. In addition, there are no assurances that we will continue to be able to obtain the financing we need for future growth on acceptable terms, or at all, and any new or refinanced debt could also impose more restrictive terms. **Our success depends, in part, on our ability to attract and retain talented employees, and the loss of any one of our key personnel could adversely impact our business.** The ~~discontinuation~~ **success** of ~~LIBOR~~ **our business depends, in part, on the leadership** and **performance of our executive management team and key employees, and our ability to attract, retain and motivate talented employees could significantly impact our future performance. Competition for these individuals is intense, and we cannot assure you that we will retain our executive management team and key employees or that we will be able to attract and retain other highly qualified individuals for these positions in the future. Losing any one or more of these persons could have a material adverse effect on our results of operations, financial condition and cash flows. The price of our common stock has and may continue to fluctuate significantly, which may make it difficult for our stockholders to resell their shares when** ~~the~~ **they** ~~replacement~~ **want or at prices they find attractive. The price** of ~~LIBOR~~ **our common stock on the NYSE constantly changes and has been subject to significant price fluctuations. Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors may include, but are not limited to, actual or anticipated variations in our operating results or dividends ; general market fluctuations, including potentially extreme increases or decreases in the market prices of certain of our publicly traded tenants, industry factors and general economic and geopolitical conditions and events, such as economic slowdowns or recessions, consumer confidence in the economy, ongoing military conflicts and terrorist attacks ; technical factors in the public trading market for our stock that may produce price movements that may or may not comport** with **macro, industry** ~~an alternative reference rate may adversely affect our~~ - **or** ~~borrowing costs~~ **company-specific fundamentals, including, without limitation, the sentiment of retail investors (including as may be expressed on financial trading** and ~~could~~ **other social media sites), the amount and status of short interest in our securities and the potential for a " short squeeze " whereby short sellers are forced to cover their open positions, access to margin debt, trading in options and other derivatives on our common stock and other technical trading factors ; changes in our funds from operations or earnings estimates ; changes in the ability of our shopping centers to generate sufficient revenues to meet operating and other expenses ; anchor or tenant bankruptcies, closures, mergers or consolidations ; local economic and real estate conditions in geographic locations where we have a high concentration of Centers ; competition by public or private mall companies or others, including competition for both acquisition of Centers and for tenants to occupy space ; the ability of our tenants to pay rent and meet their other obligations to us under current lease terms and our ability to lease space on favorable terms ; the success of our acquisition and real estate development strategy ; our ability to comply with the financial covenants in our debt agreements and the** impact **of restrictive covenants in our debt agreements ; our access to financing ; inflation and increases in interest rates ; the risk of our failure to qualify** ~~our~~ - **or** ~~business~~ **maintain our status as a REIT ; our ability to comply with our joint venture agreements and other risks associated with our joint venture investments ; possible uninsured losses, including losses from casualty events or natural disasters, and possible environmental liabilities ; adverse impacts from any future pandemic, epidemic or outbreak of any highly infectious disease on the U. S., regional and global economies and on our financial condition** and results of operations ~~. We expect that all LIBOR settings relevant to us will cease to be published or will no longer be representative after June 30, 2023. The discontinuation of LIBOR will not affect our ability to borrow or maintain already outstanding borrowings or hedging transactions, but if our contracts indexed to LIBOR, including certain contracts governing our variable rate debt, the variable rate debt of our joint ventures~~ and ~~our interest rate caps, are converted to SOFR,~~ the **financial condition** ~~differences between LIBOR~~ and ~~SOFR, plus the recommended spread adjustment, could result~~ **results** ~~in interest~~ **of operations of** ~~or~~ **our tenants ; a decision by any of** ~~hedging costs that are higher than if LIBOR remained available. Additionally, although SOFR is the Alternative Reference Rates Committee' s recommended replacement rate, it is also possible that lenders may instead choose alternative replacement rates that may differ from LIBOR in ways similar to SOFR or~~ **our significant stockholders to sell substantial amounts of** ~~in ways that would result in higher interest or~~ **our** ~~hedging costs for us. It is not yet possible to predict~~ **common stock ; any future issuances of equity securities ; and the realization of any of the** ~~the~~ **other** ~~magnitude of LIBOR' s end~~ **risk factors included in this Annual Report** on **Form 10- K** ~~our borrowing costs given the remaining uncertainty about which rates will replace LIBOR. As of December 31, 2022, each of the agreements governing our variable rate debt provides for the replacement of LIBOR if it becomes unavailable during the term of such agreement~~ . RISKS RELATED TO OUR ORGANIZATIONAL STRUCTURE Certain individuals have substantial influence over the management of both us and the Operating Partnership, which may create conflicts of interest. Under the limited partnership agreement of the Operating Partnership, we, as the sole general partner, are responsible for the management of the Operating Partnership' s business and affairs. Conflicts of interest may exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any of its partners, on the other. Our directors and officers have duties to our Company under Maryland law in connection with their management of our Company. At the same time, we have duties and obligations to our Operating Partnership and its limited partners under Delaware law as modified by the partnership agreement of our Operating Partnership in connection with the management of our Operating Partnership as the sole general partner. Our duties and obligations as the general partner of our Operating Partnership may come into conflict with the duties of our directors and officers to our Company and our stockholders. Outside partners in Joint Venture Centers result in additional risks to our stockholders. We own partial interests in property partnerships that own ~~22~~ **20** Joint Venture Centers ~~, one office property~~ and one development property, as well as several development sites. We may acquire partial interests in additional properties through joint venture arrangements. Investments in Joint Venture Centers involve risks different from those of investments in Wholly Owned Centers. We have fiduciary responsibilities to our joint venture partners that could affect decisions concerning the Joint Venture Centers. Our partners in certain Joint Venture Centers (notwithstanding our majority legal ownership) share control of major decisions relating to the Joint Venture Centers, including decisions with respect to sales, refinancings and the timing and amount of additional capital contributions, as well as decisions that could have an adverse impact on us. In addition, we may lose our management and other rights relating to the Joint Venture Centers if: • we fail to contribute our share of additional capital needed by the property partnerships ~~;~~ **;** or • we default under a partnership agreement for a property partnership or other agreements relating to the property partnerships or the Joint Venture Centers. Furthermore, ~~the~~ **if one of our joint venture partners filed for** bankruptcy **, it** ~~of one of the other investors in our Joint Venture Centers~~ could materially and adversely affect the respective property or properties. Pursuant to the bankruptcy code, we could be precluded from taking some actions affecting the estate of ~~the other investor~~ **our joint venture partner** without prior court approval which would, in most cases, entail prior notice to other parties and a hearing. At a minimum, the requirement to obtain court approval may delay the actions we would or might want to take. If the relevant joint venture through which we have invested in a Joint Venture Center has incurred recourse obligations, the discharge in bankruptcy of one of the ~~other investors~~ **joint venture partners** might result in our ultimate liability for a greater portion of those obligations than would otherwise be required. Our legal ownership interest in a joint venture vehicle may, at times, not equal our economic interest in the entity because of various provisions in certain joint venture agreements regarding distributions of cash flow based on capital account balances, allocations of profits and losses and payments of preferred returns. As a result, our actual economic interest (as distinct from our legal ownership interest) in certain of the Joint Venture Centers could fluctuate from time to time and may not wholly align with our legal ownership interests. Substantially all of our joint venture agreements contain rights of first refusal, buy- sell provisions, exit rights, default dilution remedies and / or other break up provisions or remedies which are customary in real estate joint venture agreements and which may, positively or negatively, affect the ultimate realization of cash flow and / or capital or liquidation proceeds. Our holding company structure makes us dependent on distributions from the Operating Partnership. Because we conduct our operations through the Operating Partnership, our ability to service our debt obligations and pay dividends to our stockholders is strictly dependent upon the earnings and cash flows of the Operating Partnership and the ability of the Operating Partnership to make distributions to us. Under the Delaware Revised Uniform Limited Partnership Act, the Operating Partnership is prohibited from making any distribution to us to the extent that at the time of the distribution, after giving effect to the distribution, all liabilities of the Operating Partnership (other than some non- recourse liabilities and some liabilities to the partners) exceed the fair value of the assets of the Operating Partnership. An inability to make cash distributions from the Operating Partnership could jeopardize our ability to maintain qualification as a REIT. An ownership limit and certain of our Charter and bylaw provisions could inhibit a change of control or reduce the value of our common stock. The Ownership Limit. In order for us to maintain our qualification as a REIT, not more than 50 % in value of our outstanding stock (after taking into account certain options to acquire stock) may be owned, directly or indirectly or through the application of certain attribution rules, by five or fewer individuals (as defined in the Internal Revenue Code of 1986, as amended (the " Code "), to include some entities that would not ordinarily be considered " individuals ") at any time during the last half of a taxable year. To assist us in maintaining our qualification as a REIT, among other purposes, our Charter restricts ownership of more than 5 % (the " Ownership Limit ") of the lesser of the number or value of our outstanding shares of stock by any single stockholder or a group of stockholders (with limited exceptions). In addition to enhancing preservation of our status as a REIT, the Ownership Limit may: • have the effect of delaying, deferring or preventing a change in control of us or other transaction without the approval of our board of directors, even if the change in control or other transaction is in the best interests of our stockholders ~~;~~ **;** and • limit the opportunity for our stockholders to receive a premium for their common stock or preferred stock that they might otherwise receive if an investor were attempting to acquire a block of stock in excess of the Ownership Limit or otherwise effect a change in control of us. Our board of directors, in its sole discretion, may waive or modify (subject to limitations and upon any conditions as it may direct) the Ownership Limit with respect to one or more of our stockholders, if it is satisfied that ownership in excess of this limit will not jeopardize our status as a REIT. Selected Provisions of our Charter and bylaws. Some of the provisions of our Charter and bylaws may have the effect of delaying, deferring or preventing a third party from making an acquisition proposal for us and may inhibit a change in control that holders of some, or a majority, of our shares might believe to be in their best interests or that could give our stockholders the opportunity to realize a premium over the then- prevailing market prices for our shares. These provisions include the following: • advance notice requirements for stockholder nominations of directors and stockholder proposals to be considered at stockholder meetings ~~;~~ **;** • the obligation of our directors to consider a variety of factors with respect to a proposed business combination or other change of control transaction ~~;~~ **;** • the authority of our directors to classify or reclassify unissued shares and cause the Company to issue shares of one or more classes or series of common stock or preferred stock ~~;~~ **;** • the authority of our directors to create and cause the Company to issue rights entitling the holders thereof to purchase shares of stock or other securities from us ~~;~~ **;** and • limitations on the amendment of our Charter, the change in control of us, and the liability of our directors and officers. Certain provisions of Maryland law could inhibit a change in control or reduce the value of our common stock. Certain provisions of the Maryland General Corporation Law (the " MGCL ") may have the effect of delaying, deferring or preventing a third party from making an acquisition proposal for us and may inhibit a change in control that holders of some, or a majority, of our shares might believe to be in their best interests or that could give our stockholders the opportunity to realize a premium over the then- prevailing market prices for our shares, including: • " Business Combination " provisions that, subject to limitations, prohibit certain business combinations between us and an " interested stockholder " (defined generally as any person who beneficially owns 10 % or more of the voting power of our outstanding voting stock or an affiliate or associate of ours who, at any time within the two- year period immediately prior to the date in question, was the beneficial owner of 10 % or more of our then outstanding stock) or an affiliate of an interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter may impose special appraisal rights and special stockholder voting requirements on these combinations ~~;~~ **;** and • " Control Share " provisions that provide that holders of " control shares " of our Company (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a " control share acquisition " (defined as the direct or indirect acquisition of ownership or control of " control shares ") have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two- thirds of all the votes entitled to be cast on the matter, excluding all interested shares. As permitted by the MGCL, our Charter exempts from the " business combination " provisions any business combination between us and the principals and their respective affiliates and related persons. The MGCL also allows the board of directors to exempt particular business combinations before the interested stockholder becomes an interested stockholder. Furthermore, a person is not an interested stockholder if the transaction by which he or she would otherwise have become an interested stockholder is approved in advance by the board of directors. Additionally, pursuant to a provision in our bylaws, we have opted out of the " control share " acquisition provisions of the MGCL. However, in the future, we may, without the approval of our stockholders, by amendment to our bylaws, opt in to the control share provisions of the MGCL. The MGCL and our Charter also contain supermajority voting requirements with respect to our ability to amend certain provisions of our Charter, merge, or sell all or substantially all of our assets. Furthermore, our board of directors has adopted a resolution prohibiting us from electing to be subject to the provisions of Title 3, Subtitle 8 of the MGCL that would, among other things, permit our board of directors to classify the board without stockholder approval. Such provisions of Title 3, Subtitle 8 of the MGCL could have an anti- takeover effect. We may only elect to be subject to the classified board provisions of Title 3, Subtitle 8 after first obtaining the approval of our stockholders. FEDERAL INCOME TAX RISKS The tax consequences of the sale of some of the Centers and certain holdings of the principals may create conflicts of interest. The principals will experience negative tax consequences if some of the Centers are sold. As a result, the principals may not favor a sale of these Centers even though such a sale may benefit our other stockholders. In addition, the principals may have different interests than our stockholders because they are significant holders of limited partnership units in the Operating Partnership. If we were to fail to qualify as a REIT, we would have reduced funds available for distributions to our stockholders. We believe that we currently qualify as a REIT. No assurance can be given that we will remain qualified as a REIT. Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial or administrative interpretations. The complexity of these provisions and of the applicable income tax regulations is greater in the case of a REIT structure like ours that holds assets through the Operating Partnership and joint ventures. The determination of various factual matters and circumstances not entirely within our control, including determinations by our partners in the Joint Venture Centers, may affect our continued qualification as a REIT. In addition, legislation, new regulations, administrative interpretations or court decisions could significantly change the tax laws with respect to our qualification as a REIT or the U. S. federal income tax consequences of that qualification. In addition, we currently hold certain of our properties through subsidiaries that have elected to be taxed as REITs and we may in the future determine that it is in our best interests to hold one or more of our other properties through one or more subsidiaries that elect to be taxed as REITs. If any of these subsidiaries fails to qualify as a REIT for U. S. federal income tax purposes, then we may also fail to qualify as a REIT for U. S. federal income tax purposes. If in any taxable year we were to fail to qualify as a REIT, we will suffer the following negative results: • we will not be allowed a deduction for distributions to stockholders in computing our taxable income ~~;~~; and • we will be subject to U. S. federal and state income tax on our taxable income at regular corporate rates. In addition, if we were to lose our REIT status, we would be prohibited from qualifying as a REIT for the four taxable years following the year during which the qualification was lost, absent relief under statutory provisions. As a result, net income and the funds available for distributions to our stockholders would be reduced for at least five years and the fair market value of our shares could be materially adversely affected. Furthermore, the Internal Revenue Service could challenge our REIT status for past periods. Such a challenge, if successful, could result in us owing a material amount of tax, interest and penalties for prior periods. It is possible that future economic, market, legal, tax or other considerations might cause our board of directors to revoke our REIT election. Even if we remain qualified as a REIT, we might face other tax liabilities that reduce our cash flow. Further, we might be subject to federal, state and local taxes on our income and property. Any of these taxes would decrease cash available for distributions to stockholders. Complying with REIT requirements might cause us to forego otherwise attractive opportunities. In order to qualify as a REIT for U. S. federal income tax purposes, we must satisfy tests concerning, among other things, our sources of income, the nature of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may also be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with REIT requirements may cause us to forego opportunities we would otherwise pursue. In addition, the REIT provisions of the Code impose a 100 % tax on income from " prohibited transactions. " Prohibited transactions generally include sales of assets that do not qualify for a statutory safe harbor if such assets constitute inventory or other property held for sale in the ordinary course of business, other than foreclosure property. This 100 % tax could impact our desire to sell assets and other investments at otherwise opportune times if we believe such sales could be considered prohibited transactions. Complying with REIT requirements may force us to borrow or take other measures to make distributions to our stockholders. As a REIT, we generally must distribute 90 % of our annual taxable income (subject to certain adjustments) to our stockholders. From time to time, we might generate taxable income greater than our net income for financial reporting purposes, or our taxable income might be greater than our cash flow available for distributions to our stockholders. If we do not have other funds available in these situations, we might be unable to distribute 90 % of our taxable income as required by the REIT rules. In that case, we would need to borrow funds, liquidate or sell a portion of our properties or investments (potentially at disadvantageous or unfavorable prices), in certain limited cases distribute a combination of cash and stock (at our stockholders' election but subject to an aggregate cash limit established by the Company) or find another alternative source of funds. These alternatives could increase our costs or reduce our equity. In addition, to the extent we borrow funds to pay distributions, the amount of cash available to us in future periods will be decreased by the amount of cash flow we will need to service principal and interest on the amounts we borrow, which will limit cash flow available to us for other investments or business opportunities. We may face risks in connection with Section 1031 Exchanges. If a transaction intended to qualify as a Section 1031 Exchange is later determined to be taxable, we may face adverse consequences, and if the laws applicable to such transactions are amended or repealed, we may not be able to dispose of properties on a tax deferred basis. Section 1031 Exchanges now only apply to real property and do not apply to any related personal property transferred with the real property. As a result, any appreciated personal property that is transferred in connection with a Section 1031 Exchange of real property will cause gain to be recognized, and such gain is generally treated as non- qualifying income for the 95 % and 75 % gross income tests. Any such non- qualifying income could have an adverse effect on our REIT status. If our Operating Partnership fails to maintain its status as a partnership for tax purposes, we would face adverse tax consequences. We intend to maintain the status of the Operating Partnership as a partnership for federal income tax purposes. However, if the Internal Revenue Service were to successfully challenge the status of the Operating Partnership as an entity taxable as a partnership, the Operating Partnership would be taxable as a corporation. This would reduce the amount of distributions that the Operating Partnership could make to us. This could also result in our losing REIT status, with the consequences described above. This would substantially reduce the cash available to us to make distributions and the return on your investment. In addition, if any of the partnerships or limited liability companies through which the Operating Partnership owns its property, in whole or in part, loses its characterization as a partnership or disregarded entity for federal income tax purposes, it would be subject to taxation as a corporation, thereby reducing distributions to the Operating Partnership. Such a recharacterization of an underlying entity could also threaten our ability to maintain REIT status. Legislative or regulatory action could adversely affect our stockholders. In recent years, numerous legislative, judicial and administrative changes have been made to the U. S. federal income tax laws applicable to investments similar to an investment in our stock. Additional changes to tax laws are likely to continue in the future, and we cannot assure you that any such changes will not adversely affect the taxation of us or our stockholders. Any such changes could have an adverse effect on an investment in our stock or on the market value or the resale potential of our properties. ~~GENERAL RISK FACTORS Our success depends, in part, on our ability to attract and retain talented employees, and the loss of any one of our key personnel could adversely impact our business. The success of our business depends, in part, on the leadership and performance of our executive management team and key employees, and our ability to attract, retain and motivate talented employees could significantly impact our future performance. Competition for these individuals is intense, and we cannot assure you that we will retain our executive management team and key employees or that we will be able to attract and retain other highly qualified individuals for these positions in the future. Losing any one or more of these persons could have a material adverse effect on our results of operations, financial condition and cash flows. The price of our common stock has and may continue to fluctuate significantly, which may make it difficult for our stockholders to resell their shares when they want or at prices they find attractive. The price of our common stock on the NYSE constantly changes and has been subject to significant price fluctuations. Our stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. These factors may include, but are not limited to, actual or anticipated variations in our operating results or dividends; general market fluctuations, including potentially extreme increases or decreases in the market prices of certain of our publicly traded tenants, industry factors and general economic and geopolitical conditions and events, such as economic slowdowns or recessions, consumer confidence in the economy, ongoing military conflicts and terrorist attacks; technical factors in the public trading market for our stock that may produce price movements that may or may not comport with macro, industry or company-specific fundamentals, including, without limitation, the sentiment of retail investors (including as may be expressed on financial trading and other social media sites), the amount and status of short interest in our securities and the potential for a " short squeeze " whereby short sellers are forced to cover their open positions, access to margin debt, trading in options and other derivatives on our common stock and other technical trading factors; changes in our funds from operations or earnings estimates; changes in the ability of our shopping centers to generate sufficient revenues to meet operating and other expenses; anchor or tenant bankruptcies, closures, mergers or consolidations; local economic and real estate conditions in geographic locations where we have a high concentration of Centers; competition by public or private mall companies or others, including competition for both acquisition of Centers and for tenants to occupy space; the ability of our tenants to pay rent and meet their other obligations to us under current lease terms and our ability to lease space on favorable terms; the success of our acquisition and real estate development strategy; our ability to comply with the financial covenants in our debt agreements and the impact of restrictive covenants in our debt agreements; our access to financing; inflation and increases in interest rates; the risk of our failure to qualify or maintain our status as a REIT; our ability to comply with our joint venture agreements and other risks associated with our joint venture investments; possible uninsured losses, including losses from casualty events or natural disasters, and possible environmental liabilities; adverse impacts from COVID- 19 or any future pandemic, epidemic or outbreak of any other highly infectious disease on the U. S., regional and global economies and on our financial condition and results of operations and the financial condition and results of operations of our tenants; a decision by any of our significant stockholders to sell substantial amounts of our common stock; any future issuances of equity securities; and the realization of any of the other risk factors included in this Annual Report on Form 10- K. We face risks associated with and have been the target of security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems. We face risks associated with cyber threats and have been the target of security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. Cyber incidents have been increasing in sophistication and frequency and can include third parties gaining access to data using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks, ransomware, and other deliberate attacks and attempts to gain unauthorized access. The techniques used to sabotage or to obtain systems in which data is stored or through which data is transmitted change frequently, and we may be unable to implement adequate preventative measures or stop security breaches while they are occurring. Because the techniques used by threat actors who may attempt to penetrate and sabotage our computer systems change frequently and may not be~~

~~recognized until launched against a target, we may be unable to anticipate these techniques. These threats, in turn, may lead to increased costs to protect our information systems, detect and respond to threats, and recover from cyber incidents. While we carry cyber liability insurance, it may not be adequate to cover all losses relating to such events. Our IT networks and related systems are essential to the operation of our business and our ability to perform day- to- day operations and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security incident, there can be no guarantee that our security efforts and measures will be effective or that attempted cyber attacks would not be successful, disruptive, or damaging. A security incident involving our information systems could disrupt the proper functioning of our networks and systems. This could, in turn, result in misstated financial reports, violations of loan covenants and / or missed reporting deadlines, the inability to properly monitor our compliance with the rules and regulations regarding our qualification as a REIT, the unauthorized access to, and the destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which could be used to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes; require significant management attention and resources to remedy any damages that result; subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or damage our reputation among our tenants and investors generally. Moreover, cyber attacks perpetrated against our Anchors and tenants, including unauthorized access to customers' credit card data and other confidential information, could diminish consumer confidence and consumer spending and negatively impact our business. Any breach, loss, or compromise of personal data may also subject us to civil fines and penalties, or claims for damages under relevant state and federal privacy laws in the United States. Data breaches and other data security compromises may lead to public disclosures which, in turn, may lead to widespread negative publicity.~~