

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

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period _____ to _____

Commission File Number 001-12690

UMH Properties, Inc.

(Exact name of registrant as specified in its charter)

Maryland

22-1890929

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer identification number)

3499 Route 9, Suite 3C, Freehold, New Jersey

07728

(Address of principal executive offices)

(Zip code)

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

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, \$.10 par value	UMH	New York Stock Exchange
6.375% Series D Cumulative Redeemable Preferred Stock, \$.10 par value	UMH PRD	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☒ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☒ No

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 ☐ 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 ☐ 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

☒

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

Based upon the assumption that directors and executive officers of the registrant are not affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2022 was \$965.4 million. Presuming that such directors and executive officers are affiliates of the registrant, the aggregate market value of the voting stock of the registrant held by nonaffiliates of the registrant at June 30, 2022 was \$900.7 million.

The number of shares outstanding of issuer's common stock as of February 27, 2023 was 59,641,288 shares.

Documents Incorporated by Reference:

-Part III incorporates certain information by reference from the Registrant's definitive proxy statement for the 2023 annual meeting of shareholders, which will be filed no later than 120 days after the close of the Registrant's fiscal year ended December 31, 2022.

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PART I

Item 1 – Business

General Development of Business

UMH Properties, Inc. (“UMH”), together with its predecessors and consolidated subsidiaries, are referred to herein as “we”, “us”, “our”, or “the Company”, unless the context requires otherwise.

UMH is a Maryland corporation that operates as a self-administered and self-managed qualified real estate investment trust (“REIT”) under Sections 856-860 of the Internal Revenue Code (the “Code”). The Company elected REIT status effective January 1, 1992 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.

UMH was incorporated in the state of New Jersey in 1968. On September 29, 2003, UMH changed its state of incorporation from New Jersey to Maryland by merging with and into a Maryland corporation. Our executive office is located in Freehold, NJ.

Description of Business

The Company’s primary business is the ownership and operation of manufactured home communities – leasing manufactured homesites to residents. The Company also leases manufactured homes to residents and, through its wholly-owned taxable REIT subsidiary, UMH Sales and Finance, Inc. (“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. The Company also formed an 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 Tax Cuts and Jobs Act of 2017 (the “TCJA Act”) to encourage long-term investment in economically distressed areas. The Company currently holds a 77% percentage interest in the opportunity zone fund. Our opportunity zone fund currently owns two communities, located in South Carolina and Georgia.

We have expanded our portfolio of manufactured home communities through numerous acquisitions. During 2022, the Company purchased seven communities totaling 1,486 homesites, located in Alabama, Michigan, New Jersey, Ohio, Pennsylvania and South Carolina, for a total purchase price of \$86.2 million. Since January 1, 2023, we have acquired one additional community, located in Georgia and containing 118 developed homesites, through our opportunity zone fund. In addition, during 2022, the Company’s joint venture with Nuveen Real Estate also purchased one community in Florida, totaling 144 homesites for a total purchase price of \$15.1 million.

As of December 31, 2022, the Company owned and operated 134 manufactured home communities (including one community acquired through the opportunity zone fund) containing approximately 25,600 developed homesites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Michigan, Maryland, Alabama and South Carolina. The Company also has an ownership interest in and operates two communities in Florida through its joint venture with Nuveen Real Estate (See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Note 5 “Investment in Joint Venture” of the Notes to Consolidated Financial Statements).

A manufactured home community is designed to accommodate detached, single-family manufactured homes. These manufactured homes are produced off-site by manufacturers and installed on sites within the communities. These homes may be improved with the addition of features constructed on-site, including garages, screened rooms and carports. Manufactured homes are available in a variety of designs and floor plans, offering many amenities and custom options. Each manufactured home-owner leases the site on which the home is located from the Company. Generally, the Company owns the underlying land, utility connections, streets, lighting, driveways, common area amenities and other capital improvements and is responsible for enforcement of community guidelines and maintenance.

Manufactured homes are accepted by the public as a viable and economically attractive alternative to conventional site-built single-family housing. The affordability of the modern manufactured home makes it a very attractive housing alternative. Depending on the region of the country, prices per square foot for a new manufactured home average up to 50 percent less than a comparable site-built home, excluding the cost of land. This is due to a number of factors, including volume purchase discounts, inventory control of construction materials and control of all aspects of the construction process, which is generally a more efficient and streamlined process as compared to a site-built home.

Modern residential land lease communities are similar to typical residential subdivisions containing central entrances, paved well-lit streets, curbs and gutters. Generally, modern manufactured home communities contain buildings for recreation, green areas, and other common area facilities, all of which are the property of the community owner. In addition to such general improvements, certain manufactured home communities include recreational improvements such as swimming pools, tennis courts and playgrounds. Municipal water and sewer services are available in some manufactured home communities, while other communities supply these facilities on-site.

Typically, our leases are on an annual or month-to-month basis, and renewable upon the consent of both parties. The community manager interviews prospective residents, collects rent and finance payments, ensures compliance with community regulations, maintains common areas and community facilities and is responsible for the overall appearance of the community. The homeowner is responsible for the maintenance of the home and leased site. As a result, our capital expenditures tend to be less significant relative to multi-family rental apartments. Manufactured home communities produce predictable income streams and provide protection from inflation due to the ability to annually increase rents.

Many of our communities compete with other manufactured home community properties located in the same or nearby markets that are owned and operated by other companies in our business. We generally monitor the rental rates and other terms being offered by our competitors and consider this information as a factor in determining our own rental rates. In addition to competing with other manufactured home community properties, our communities also compete with alternative forms of housing (such as apartments and single-family homes).

In connection with the operation of its communities, UMH also leases homes to prospective tenants. As of December 31, 2022, UMH owned a total of 9,100 rental homes, representing approximately 36% of its developed homesites. The Company engages in the rental of manufactured homes primarily in areas where the communities have existing vacancies. The rental homes produce income from both the home and the site which might otherwise be non-income producing.

Inherent in the operation of a manufactured home community is the development, redevelopment, and expansion of our communities. The Company sells and finances, through a third-party lending program, the sale of manufactured homes in our communities through S&F. S&F was established to potentially enhance the value of our communities by filling sites that would otherwise be vacant. The home sales business is operated as it is with traditional homebuilders, with sales centers, model homes, an inventory of completed homes and the ability to supply custom designed homes based upon the requirements of the new homeowners. In addition, our sales centers earn a profit by selling homes to customers for placement on their own private land.

Investment and Other Policies

The Company may invest in improved and unimproved real property and may develop unimproved real property. Such properties may be located throughout the U.S. but the Company has generally concentrated on the Northeast, Midwest and Southeast. Since 2010, we have quadrupled the number of developed homesites by purchasing 106 communities containing approximately 18,700 homesites. We are focused on acquiring communities with significant upside potential and leveraging our expertise to build long-term capital appreciation.

Our growth strategy involves purchasing well located communities in our target markets. As part of our growth strategy, we intend to evaluate potential opportunities to expand into additional geographic markets, including certain other markets in the southeastern United States.

The Company also evaluates our properties for expansion opportunities. Development of the additional acreage available for expansion allows us to leverage existing communities and amenities. We believe our ability to complete expansions translates to greater value creation and cash flow through operating efficiencies. The Company has approximately 2,100 acres of additional land potentially available for future development. See PART I, Item 2 – Properties, for a list of our additional acreage.

The Company seeks to finance acquisitions with the most appropriate available source of capital, including purchase money mortgages or other financing, which may be first liens, wraparound mortgages or subordinated indebtedness, sales of investments, and issuance of additional equity securities. In connection with its ongoing activities, the Company may issue notes, mortgages or other senior securities. The Company intends to use both secured and unsecured lines of credit. The Company's joint venture with Nuveen Real Estate also provides a source of financing for acquisitions of newly developed communities.

The Company may repurchase or reacquire its shares from time to time if, in the opinion of the Board of Directors, such an acquisition is advantageous to the Company. During the year ended December 31, 2022, the Company did not repurchase any shares of its Common Stock.

In addition to its manufactured home communities, the Company also owns a portfolio of investment securities, consisting of marketable equity securities issued by other REITs, which represented 2.5% of undepreciated assets (which is the Company's total assets excluding accumulated depreciation) at year end. The Company generally limits the portfolio to no more than approximately 15% of its undepreciated assets. These liquid real estate holdings provide diversification, additional liquidity and income, and serve as a proxy for real estate when more favorable risk adjusted returns are not available. The Company, from time to time, may purchase these securities on margin when the interest and dividend yields exceed the cost of funds.

Regulations, Insurance and Property Maintenance and Improvement

Manufactured home communities are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, clubhouses and other common areas, and regulations relating to operating water and wastewater treatment facilities at several of our communities. We believe that each community has all necessary operating permits and approvals.

Our properties are insured against risks that may cause property damage and business interruption including events such as fire, business interruption, general liability and if applicable, flood. Our insurance policies contain deductible requirements, coverage limits and particular exclusions. It is the policy of the Company to maintain adequate insurance coverage on all of our properties and, in the opinion of management, all of our properties are adequately insured. We also obtain title insurance insuring fee title to the properties in an aggregate amount which we believe to be adequate.

State and local rent control laws in certain jurisdictions may dictate the structure of rent increases and limit our ability to recover increases in operating expenses and the costs of capital improvements. In 2019, the State of New York enacted the Housing Stability and Tenant Protection Act of 2019, which, among other things, set maximum collectible rent increases. Rent control also affects three of our manufactured home communities in New Jersey. Enactment of such laws has been considered at various times in other jurisdictions. We presently expect to continue to maintain properties, and may purchase additional properties, in markets that are either subject to rent control or in which rent related legislation exists or may be enacted.

It is the policy of the Company to properly maintain, modernize, expand and make improvements to its properties when required. The Company anticipates that renovation expenditures with respect to its present properties during 2023 will be approximately \$15 - \$20 million.

Human Capital

The attraction, motivation and retention of our employees are critical factors in furthering the growth and financial success of the Company. We recognize that our ability to achieve the high standards we set for ourselves can best be accomplished by having a diverse team. We are committed to promoting diversity, equity and inclusion and our benefits programs are designed to achieve employee satisfaction and advancement. As of February 16, 2023, the Company had approximately 460 employees, including officers. Approximately half of our management team and 45% of our total employee population are female. Over 32% of our employees are 40 years of age or older and 29% are over 60 years of age. During each year, the Company hires additional part-time and seasonal employees as grounds keepers and lifeguards and to conduct emergency repairs.

Our employees are fairly compensated as compared to employees of our competitors and are routinely recognized for outstanding performance. They are offered regular opportunities to participate in professional development programs which focus on building their skills and capabilities. We conduct regional training sessions and are committed to providing a safe and healthy workplace that is free from violence, intimidation and other unsafe or disruptive practices. We hold an annual employee meeting that includes safety training, as required under the federal Occupational, Safety and Health Act, as well as anti-harassment training. The Company also offers a robust wellness program to its employees that incorporates health benefits, including incentives for enrolling in exercise classes and for gym memberships. This encourages our employees to improve their mental and physical well-being.

Information about our Executive Officers

The following table sets forth information with respect to the executive officers of the Company as of December 31, 2022:

Name	Age	Position
Eugene W. Landy	89	Chairman of the Board of Directors and Founder
Samuel A. Landy	62	President and Chief Executive Officer
Anna T. Chew	64	Executive Vice President, Chief Financial Officer and Treasurer
Craig Koster	47	Executive Vice President, General Counsel and Secretary
Brett Taft	33	Executive Vice President and Chief Operating Officer

Environmental, Social and Governance (“ESG”) Considerations

The Company’s mission is to address the fundamental need of providing affordable housing and in doing so, create sustainable and environmentally friendly communities that have a positive societal impact. We recognize our obligation, as well as that of our industry, to reduce our impact on the environment and to conserve natural resources. We continually invest in energy-efficient technology where practicable, including water and energy conservation initiatives, and are committed to incorporating environmental and social considerations into our business practices to create value and enhance the communities where our residents live. We also recognize the importance of good corporate governance in ensuring the Company’s continued success and maintaining the confidence of our shareholders and financing sources. Our policies and practices are endorsed and supported by the Company’s executive management, including its Director of ESG and Director of Diversity, Equity and Inclusion, and are regularly reviewed by the Board of Directors and its Nominating and Corporate Governance Committee.

Summary of Risk Factors

The following is a summary of the principal risk factors associated with an investment in us. These are not the only risks we face. You should carefully consider these risk factors, together with the risk factors set forth in Item 1A. of this Annual Report on Form 10-K and other reports and documents filed by us with the SEC.

Real Estate Industry Risks:

- General economic conditions and the concentration of our properties in certain states may affect our ability to generate revenue.
- We may be unable to compete with our larger competitors for acquisitions, which may increase prices for communities.
- We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected.
- We may be unable to finance or accurately estimate or anticipate costs and timing associated with expansion activities.
- We may be unable to sell properties when appropriate because real estate investments are illiquid.

- Our ability to sell manufactured homes may be affected by various factors, which may in turn adversely affect our profitability.
- Licensing laws and compliance could affect our profitability.
- The termination of our third-party lending program could adversely affect us.
- Costs associated with taxes and regulatory compliance may reduce our revenue.
- Rent control legislation may harm our ability to increase rents.
- Environmental liabilities could affect our profitability.
- Some of our properties are subject to potential natural or other disasters.
- Climate change may adversely affect our business.
- Actions by our competitors may decrease or prevent increases in the occupancy and rental rates of our properties which could adversely affect our business.
- Losses in excess of our insurance coverage or uninsured losses could adversely affect our cash flow.
- Our investments are concentrated in the manufactured housing/residential sector and our business would be adversely affected by an economic downturn in that sector.
- Our joint venture with Nuveen Real Estate may subject us to risks, including limitations on our decision-making authority and the risk of disputes, which could adversely affect us.

Financing Risks:

- We face risks generally associated with our debt.
- We mortgage our properties, which subjects us to the risk of foreclosure in the event of non-payment.
- We face risks associated with our dependence on external sources of capital.
- We may become more highly leveraged, resulting in increased risk of default on our obligations and an increase in debt service requirements which could adversely affect our financial condition and results of operations and our ability to pay distributions.
- We are subject to risks associated with the current interest rate environment, and changes in interest rates may affect our cost of capital and, consequently, our financial results.
- Covenants in our credit agreements and other debt instruments could limit our flexibility and adversely affect our financial condition.
- A change in the U.S. government policy with regard to Fannie Mae and Freddie Mac could impact our financial condition.
- We face risks associated with the financing of home sales to customers in our manufactured home communities.

Risks Related to our Status as a REIT:

- If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.
- Failure to make required distributions would subject us to additional tax.
- We may not have sufficient cash available from operations to pay distributions to our shareholders, and, therefore, distributions may be made from borrowings.
- We may be required to pay a penalty tax upon the sale of a property.
- We may be adversely affected if we fail to qualify as a REIT.
- To qualify as a REIT, we must comply with certain highly technical and complex requirements.
- There is a risk of changes in the tax law applicable to REITs.
- We may be unable to comply with the strict income distribution requirements applicable to REITs.
- Our taxable REIT subsidiary ("TRS") is subject to special rules that may result in increased taxes.
- Notwithstanding our status as a REIT, we are subject to various federal, state and local taxes on our income and property.

General Risk Factors

- We face risks and uncertainties related to public health crises, including the COVID-19 pandemic.
- Global and regional economic conditions could materially adversely affect our business, results of operations, financial condition and growth.
- We may not be able to obtain adequate cash to fund our business.
- We are dependent on key personnel.
- Some of our directors and officers may have conflicts of interest with respect to related party transactions and other business interests.
- We may amend our business policies without shareholder approval.
- The market value of our Series D Preferred Stock and Common Stock could decrease based on our performance and market perception and conditions.
- The market price and trading volume of our Common Stock and Series D Preferred Stock may fluctuate significantly.
- Third-party expectations relating to environmental, social and governance factors may impose additional costs and expose us to new risks.
- The future issuance or sale of additional shares of Common Stock or Preferred Stock could adversely affect the trading prices of our outstanding Common Stock and Preferred Stock.
- Future issuances of our debt securities, which would be senior to our Series D Preferred Stock upon liquidation, or preferred equity securities which may be senior to our Series D Preferred Stock for purposes of dividend distributions or upon liquidation, may adversely affect the per-share trading prices of our Series D Preferred Stock.
- There are restrictions on the transfer of our capital stock.
- The dual listing of our Common Stock on the NYSE and the Tel Aviv Stock Exchange (“TASE”) may result in price variations that could adversely affect liquidity of the market for our Common Stock.
- The existing mechanism for the dual listing of securities on the NYSE and the TASE may be eliminated or modified in a manner that may subject us to additional regulatory burden and additional costs.
- Our earnings are dependent, in part, upon the performance of our investment portfolio.
- We are subject to restrictions that may impede our ability to effect a change in control.
- We may not be able to pay distributions regularly.
- Dividends on our capital stock do not qualify for the reduced tax rates available for some dividends.
- We are subject to risks arising from litigation.
- Future terrorist attacks and military conflicts could have a material adverse effect on general economic conditions, consumer confidence and market liquidity.
- Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of our capital stock.
- We face risks relating to cybersecurity attacks which could adversely affect our business, cause loss of confidential information and disrupt operations.
- We are dependent on continuous access to the Internet to use our cloud-based applications.
- We face risks relating to expanding use of social media mediums.
- Our opportunity zone fund may fail to qualify for the tax benefits available for investments in qualified opportunity zones under the detailed rules adopted by the Internal Revenue Service.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Annual Report on Form 10-K 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;
- risks and uncertainties related to the COVID-19 pandemic;
- 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 rental rates and occupancy levels;
- changes in market rates of interest;
- increases in commodity prices 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; and,
- those risks and uncertainties referenced under the heading “Risk Factors” contained in this Form 10-K and the Company’s filings with the Securities and Exchange Commission (“SEC”).

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 Annual Report on Form 10-K 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.

Available Information

Additional information about the Company can be found on the Company’s website which is located at www.umh.reit. Information contained on or hyperlinked from our website is not incorporated by reference into and should not be considered part of this Annual Report on Form 10-K or our other filings with the SEC. The Company makes available, free of charge, on or through its website, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

Item 1A – Risk Factors

Our business faces many risks. The following risk factors may not be the only risks we face but address what we believe may be the material risks concerning our business at this time. If any of the risks discussed in this report were to occur, our business, prospects, financial condition, results of operation and our ability to service our debt and make distributions to our shareholders could be materially and adversely affected and the market price per share of our stock could decline significantly. Some statements in this report, including statements in the following risk factors, constitute forward-looking statements. Please refer to the section entitled “Cautionary Statement Regarding Forward-Looking Statements.”

Real Estate Industry Risks

General economic conditions and the concentration of our properties in certain states may affect our ability to generate sufficient revenue. The market and economic conditions in our current markets may significantly affect manufactured home occupancy or rental rates. Occupancy and rental rates, in turn, may significantly affect our revenues, and if our communities do not generate revenues sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow and ability to pay or refinance our debt obligations could be adversely affected. As a result of the geographic concentration of our properties in ten states in the Eastern United States, we are exposed to the risks of downturns in the local economy or other local real estate market conditions which could adversely affect occupancy rates, rental rates, and property values in these markets.

Other factors that may affect general economic conditions or local real estate conditions include:

- the national and local economic climate, including that of the energy-market dependent Marcellus and Utica Shale regions, may be adversely impacted by, among other factors, potential restrictions on drilling, plant closings, and industry slowdowns;
- local real estate market conditions such as the oversupply of manufactured homesites or a reduction in demand for manufactured homesites in an area;
- the number of repossessed homes in a particular market;
- the lack of an established dealer network;
- the rental market which may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates;
- the safety, convenience and attractiveness of our properties and the neighborhoods where they are located;
- zoning or other regulatory restrictions;
- competition from other available manufactured home communities and alternative forms of housing (such as apartment buildings and single-family homes);
- our ability to provide adequate management, maintenance and insurance;
- a pandemic or other health crisis, such as the outbreak of COVID-19;
- increased operating costs, including insurance premiums, real estate taxes and utilities; and
- the enactment of rent control laws or laws taxing the owners of manufactured homes.

Our income would also be adversely affected if tenants were unable to pay rent or if sites were unable to be rented on favorable terms. If we were unable to promptly relet or renew the leases for a significant number of sites, or if the rental rates upon such renewal or reletting were significantly lower than expected rates, then our business and results of operations could be adversely affected. In addition, certain expenditures associated with each property (such as real estate taxes and maintenance costs) generally are not reduced when circumstances cause a reduction in income from the property.

We may be unable to compete with our larger competitors for acquisitions, which may increase prices for communities. The real estate business is highly competitive. We compete for manufactured home community investments with numerous other real estate entities, such as individuals, corporations, REITs and other enterprises engaged in real estate activities. In many cases, the competing competitors may be larger and better financed than we are, making it difficult for us to secure new manufactured home community investments. Competition among private and institutional purchasers of manufactured home community investments has resulted in increases in the purchase price paid for manufactured home communities and consequently higher fixed costs. To the extent we are unable to effectively compete in the marketplace, our business may be adversely affected.

We may not be able to integrate or finance our acquisitions and our acquisitions may not perform as expected. We acquire and intend to continue to acquire manufactured home communities on a select basis. Our acquisition activities and their success are subject to risks, including the following:

- if we enter into an acquisition agreement for a property, it is usually subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction, which may not be satisfied;
- we may be unable to finance acquisitions on favorable terms;
- acquired properties may fail to perform as expected;
- the actual costs of repositioning or redeveloping acquired properties may be higher than our estimates;
- acquired properties may be located in new markets where we face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures; and
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

If any of the above were to occur, our business and results of operations could be adversely affected.

In addition, we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities. As a result, if a liability were to be asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle it, which could adversely affect our cash flow.

We may be unable to finance or accurately estimate or anticipate costs and timing associated with expansion activities. We periodically consider expansion of existing communities and development of new communities. Our expansion and development activities are subject to risks such as:

- we may not be able to obtain financing with favorable terms for community development which may make us unable to proceed with the development;
- we may be unable to obtain, or may face delays in obtaining, necessary zoning, building and other governmental permits and authorizations, which could result in increased costs and delays, and even require us to abandon development of a community entirely if we are unable to obtain such permits or authorizations;
- we may abandon development opportunities that we have already begun to explore and as a result we may not recover expenses already incurred in connection with exploring such development opportunities;
- we may be unable to complete construction and lease-up of a community on schedule resulting in increased debt service expense and construction costs;
- we may incur construction and development costs for a community which exceed our original estimates due to increased materials, labor or other costs, which could make completion of the community uneconomical and we may not be able to increase rents to compensate for the increase in development costs which may impact our profitability;
- we may be unable to secure long-term financing on completion of development resulting in increased debt service and lower profitability; and
- occupancy rates and rents at a newly developed community may fluctuate depending on several factors, including market and economic conditions, which may result in the community not being profitable.

If any of the above were to occur, our business and results of operations could be adversely affected.

We may be unable to sell properties when appropriate because real estate investments are illiquid. Real estate investments generally cannot be sold quickly and, therefore, will tend to limit our ability to vary our property portfolio promptly in response to changes in economic or other conditions. In addition, the Code limits our ability to sell our properties. The inability to respond promptly to changes in the performance of our property portfolio could adversely affect our financial condition and ability to service our debt and make distributions to our shareholders.

Our ability to sell manufactured homes may be affected by various factors, which may in turn adversely affect our profitability. S&F operates in the manufactured home market offering homes for sale to tenants and prospective tenants of our communities. The market for the sale of manufactured homes may be adversely affected by the following factors:

- downturns in economic conditions which adversely impact the housing market;
- an oversupply of, or a reduced demand for, manufactured homes;
- the ability of manufactured home manufacturers to adapt to change in the economic climate and the availability of units from these manufacturers;
- the difficulty facing potential purchasers in obtaining affordable financing as a result of heightened lending criteria; and
- an increase or decrease in the rate of manufactured home repossessions which provide aggressively priced competition to new manufactured home sales.

Any of the above listed factors could adversely impact our rate of manufactured home sales, which would result in a decrease in profitability.

Licensing laws and compliance could affect our profitability. Our subsidiary S&F is subject to the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (“SAFE Act”), which requires that we obtain appropriate licenses pursuant to the Nationwide Mortgage Licensing System & Registry in each state where S&F conducts business. There are extensive federal and state requirements mandated by the SAFE Act and other laws pertaining to financing, including the Dodd-Frank Wall Street Reform and Consumer Protection Act, and there can be no assurance that we will obtain or renew our SAFE Act licenses, which could result in fees and penalties and have an adverse impact on our ability to continue with our home financing activities.

The termination of our third-party lending program could adversely affect us. S&F currently relies exclusively on its third-party lending program for all loan origination and servicing activity. As a result, the termination of our third-party lending program could impact our ability to continue with our home financing activities.

Costs associated with taxes and regulatory compliance may reduce our revenue. We are subject to significant regulation that inhibits our activities and may increase our costs. Local zoning and use laws, environmental statutes and other governmental requirements may restrict expansion, rehabilitation and reconstruction activities. These regulations may prevent us from taking advantage of economic opportunities. Legislation such as the Americans with Disabilities Act may require us to modify our properties at a substantial cost and noncompliance could result in the imposition of fines or an award of damages to private litigants. Future legislation may impose additional requirements. We cannot predict what requirements may be enacted or amended or what costs we will incur to comply with such requirements. Costs resulting from changes in real estate laws, income taxes, service or other taxes may adversely affect our funds from operations and our ability to pay or refinance our debt. Similarly, changes in laws increasing the potential liability for environmental conditions existing on properties or increasing the restrictions on discharges or other conditions may result in significant unanticipated expenditures, which would adversely affect our business and results of operations.

Laws and regulations also govern the provision of utility services. Such laws regulate, for example, how and to what extent owners or operators of property can charge renters for provision of utilities. Such laws can also regulate the operations and performance of utility systems and may impose fines and penalties on real property owners or operators who fail to comply with these requirements. The laws and regulations may also require capital investment to maintain compliance.

Rent control legislation may harm our ability to increase rents. State and local rent control laws in certain jurisdictions may limit our ability to increase rents and to recover increases in operating expenses and the costs of capital improvements. In 2019, the State of New York enacted the Housing Stability and Tenant Protection Act of 2019, which, among other things, set maximum collectible rent increases. Rent control also affects three of our manufactured home communities in New Jersey. Enactment of such laws has been considered at various times in other jurisdictions. We presently expect to continue to maintain properties, and may purchase additional properties, in markets that are either subject to rent control or in which rent related legislation exists or may be enacted.

Environmental liabilities could affect our profitability. Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate is liable for the costs of removal or remediation of certain hazardous substances at, on, under or in such property, as well as certain other potential costs relating to hazardous or toxic substances. Such laws often impose such liability without regard to whether the owner knew of, or was responsible for, the presence of such hazardous substances. A conveyance of the property, therefore, does not relieve the owner or operator from liability. As a current or former owner and operator of real estate, we may be required by law to investigate and clean up hazardous substances released at or from the properties we currently own or operate or have in the past owned or operated. We may also be liable to the government or to third parties for property damage, investigation costs and cleanup costs. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs the government incurs in connection with the contamination. Contamination may adversely affect our ability to sell or lease real estate or to borrow using the real estate as collateral. Persons who arrange for the disposal or treatment of hazardous substances also may be liable for the costs of removal or remediation of such substances at a disposal or treatment facility owned or operated by another person. In addition, certain environmental laws impose liability for the management and disposal of asbestos-containing materials and for the release of such materials into the air. These laws may provide for third parties to seek recovery from owners or operators of real properties for personal injury associated with asbestos-containing materials. In connection with the ownership, operation, management, and development of real properties, we may be considered an owner or operator of such properties and, therefore, are potentially liable for removal or remediation costs, and also may be liable for governmental fines and injuries to persons and property. When we arrange for the treatment or disposal of hazardous substances at landfills or other facilities owned by other persons, we may be liable for the removal or remediation costs at such facilities. We are not aware of any environmental liabilities relating to our investment properties which would have a material adverse effect on our business, assets, or results of operations. However, we cannot assure you that environmental liabilities will not arise in the future and that such liabilities will not have a material adverse effect on our business, assets or results of operations.

Of the 134 manufactured home communities we operated as of December 31, 2022, 46 have their own wastewater treatment facility or water distribution system, or both. At these locations, we are subject to compliance with monthly, quarterly and yearly testing for contaminants as outlined by the individual state's environmental protection agencies. Currently, our community-owned manufactured homes are not subject to radon or asbestos monitoring requirements.

In connection with the management of the properties or upon acquisition or financing of a property, the Company authorizes the preparation of Phase I or similar environmental reports (which involves general inspections without soil sampling or ground water analysis) completed by independent environmental consultants. Based upon such environmental reports and the Company's ongoing review of its properties, as of the date of this Annual Report, the Company is not aware of any environmental condition with respect to any of its properties which it believes would be reasonably likely to have a material adverse effect on its financial condition and/or results of operations. However, these reports cannot reflect conditions arising after the studies were completed, and no assurances can be given that existing environmental studies reveal all environmental liabilities, that any prior owner or operator of a property or neighboring owner or operator did not create any material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any one or more properties.

Some of our properties are subject to potential natural or other disasters. Certain of our manufactured home communities are located in areas that may be subject to natural disasters, including our manufactured home communities in flood plains, in areas that may be adversely affected by tornados and 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 may 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. To the extent 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.

Climate change may adversely affect our business. To the extent that significant changes in the climate occur in areas where our properties are located, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage to or a decrease in demand for properties located in these areas or affected by these conditions. Should the impact of climate change be material in nature, including significant property damage to or destruction of our properties, or occur for lengthy periods of time, our financial condition or results of operations may be adversely affected. In addition, changes in federal, state and local legislation and regulations based on concerns about climate change could result in increased capital expenditures on our properties (for example, to improve their energy efficiency and/or resistance to inclement weather) without a corresponding increase in revenue, resulting in adverse impacts to our net income.

Actions by our competitors may decrease or prevent increases in the occupancy and rental rates of our properties which could adversely affect our business. We compete with other owners and operators of manufactured home community properties, some of which own properties similar to ours in the same submarkets in which our properties are located. The number of competitive manufactured home community properties in a particular area could have a material adverse effect on our ability to attract tenants, lease sites and maintain or increase rents charged at our properties or at any newly acquired properties. In addition, other forms of multi-family residential properties, such as private and federally funded or assisted multi-family housing projects and single-family housing, provide housing alternatives to potential tenants of manufactured home communities. If our competitors offer housing at rental rates below current market rates or below the rental rates we currently charge our tenants, we may lose potential tenants, and we may be pressured to reduce our rental rates below those we currently charge in order to retain tenants when our tenants' leases expire.

Losses in excess of our insurance coverage or uninsured losses could adversely affect our cash flow. We generally maintain insurance policies related to our business, including casualty, general liability and other policies covering business operations, employees and assets. However, we may be required to bear all losses that are not adequately covered by insurance. In addition, there are certain losses that are not generally insured because it is not economically feasible to insure against them, including losses due to riots, acts of war or other catastrophic events. If an uninsured loss or a loss in excess of insured limits occurs with respect to one or more of our properties, then we could lose the capital we invested in the properties, as well as the anticipated profits and cash flow from the properties and, in the case of debt which is with recourse to us, we would remain obligated for any mortgage debt or other financial obligations related to the properties. Although we believe that our insurance programs are adequate, no assurance can be given that we will not incur losses in excess of our insurance coverage, or that we will be able to obtain insurance in the future at acceptable levels and reasonable cost.

Our investments are concentrated in the manufactured housing/residential sector and our business would be adversely affected by an economic downturn in that sector. Our investments in real estate assets are primarily concentrated in the manufactured housing/residential sector. This concentration may expose us to the risk of economic downturns in this sector to a greater extent than if our business activities included a more significant portion of other sectors of the real estate industry.

Our joint venture with Nuveen Real Estate may subject us to risks, including limitations on our decision-making authority and the risk of disputes, which could adversely affect us. We have entered into a joint venture arrangement with Nuveen Real Estate to acquire manufactured home communities that are recently developed or under development. We are required to contribute 40% of the capital required for investments by this joint venture. It is possible that our joint venture partner, Nuveen Real Estate, may have business interests or goals that are different from our business interests or goals. Although we manage the joint venture and its properties, we do not have full control over decisions and require approval of Nuveen Real Estate for major decisions. As a result, we may face the risk of disputes, including potential deadlocks in making decisions. In addition, the joint venture agreement provides that until the capital contributions to the joint venture are fully funded or the joint venture is terminated, and unless Nuveen declines an acquisition proposed by us, the joint venture will be the exclusive vehicle for us to acquire any manufactured home communities that meet the joint venture's investment guidelines. Nuveen Real Estate will have the right to remove and replace us as managing member of the joint venture and manager of the joint venture's properties if we breach certain obligations or certain events occur, in which event Nuveen Real Estate may elect to buy out our interest in the joint venture at 98% of its value. There are also significant restrictions on our ability to exit the joint venture. Any of these provisions could adversely affect us.

Financing Risks

We face risks generally associated with our debt. We finance a portion of our investments in properties and marketable securities through debt. We are subject to the risks normally associated with debt financing, including the risk that our cash flow will be insufficient to meet required payments of principal and interest. In addition, debt creates other risks, including:

- rising interest rates on our variable rate debt;
- inability to repay or refinance existing debt as it matures, which may result in forced disposition of assets on disadvantageous terms;
- refinancing terms less favorable than the terms of existing debt; and
- failure to meet required payments of principal and/or interest.

To the extent we cannot refinance debt on favorable terms or at all, we may be forced to dispose of properties on disadvantageous terms or pay higher interest rates, either of which would have an adverse impact on our financial performance and ability to service debt and make distributions.

We mortgage our properties, which subjects us to the risk of foreclosure in the event of non-payment. We mortgage many of our properties to secure payment of indebtedness. If we are unable to meet mortgage payments, then the property could be foreclosed upon or transferred to the mortgagee with a consequent loss of income and asset value. A foreclosure of one or more of our properties could adversely affect our financial condition, results of operations, cash flow, ability to service debt and make distributions and the market price of our Series D Preferred Stock and Common Stock and any other securities we issue.

We face risks associated with our dependence on external sources of capital. In order to qualify as a REIT, we are required each year to distribute to our shareholders at least 90% of our REIT taxable income, and we are subject to tax on our income to the extent it is not distributed. Because of this distribution requirement, we may not be able to fund all future capital needs from cash retained from operations. As a result, to fund capital needs, we rely on third-party sources of capital, which we may not be able to obtain on favorable terms, if at all. Our access to third-party sources of capital depends upon a number of factors, including (i) general market conditions; (ii) the market's perception of our growth potential; (iii) our current and potential future earnings and cash distributions; and (iv) the market price of our Preferred Stock and Common Stock. Additional debt financing may substantially increase our debt-to-total capitalization ratio. Additional equity issuance may dilute the holdings of our current shareholders.

We may become more highly leveraged, resulting in increased risk of default on our obligations and an increase in debt service requirements which could adversely affect our financial condition and results of operations and our ability to pay distributions. We have incurred, and may continue to incur, indebtedness in furtherance of our activities. Our governing documents do not limit the amount of indebtedness we may incur. Accordingly, our Board of Directors may vote to incur additional debt and would do so, for example, if it were necessary to maintain our status as a REIT. We could therefore become more highly leveraged, resulting in an increased risk of default on our obligations and in an increase in debt service requirements, which could adversely affect our financial condition and results of operations and our ability to pay distributions to shareholders.

We are subject to risks associated with the current interest rate environment, and changes in interest rates may affect our cost of capital and, consequently, our financial results. In 2022, the U.S. Federal Reserve raised short term interest rates by a total of 4.25% and has indicated that additional interest rate increases may be possible. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may affect our ability to complete potential acquisitions. Because a portion of our debt bears interest at variable rates, in periods of rising interest rates, such as the current interest rate environment, our cost of funds would increase, which could adversely affect our cash flows, financial condition and results of operations, ability to make distributions to shareholders, and the cost of refinancing, and reduce our access to the debt or equity capital markets. Increased interest rates could also adversely affect the value of our properties to the extent that it decreases the amount buyers may be willing to pay for our properties. Additionally, if we choose to hedge any interest rate risk, we cannot assure that any such hedge will be effective or that our hedging counterparty will meet its obligations to us. As a result, increased interest rates, including any future increases in interest rates, could adversely affect us.

Covenants in our credit agreements and other debt instruments could limit our flexibility and adversely affect our financial condition. The terms of our various credit agreements and other indebtedness require us to comply with a number of customary financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. These covenants may limit our flexibility in our operations, and breaches of these covenants could result in defaults under the instruments governing the applicable indebtedness even if we had satisfied our payment obligations. If we were to default under our credit agreements, our financial condition would be adversely affected.

A change in the U.S. government policy with regard to Fannie Mae and Freddie Mac could impact our financial condition. Fannie Mae and Freddie Mac are major sources of financing for the manufactured housing real estate sector. We depend frequently on Fannie Mae and Freddie Mac to finance growth by purchasing or guaranteeing manufactured housing community loans. A decision by the government to eliminate Fannie Mae or Freddie Mac, or reduce their acquisitions or guarantees of our mortgage loans, may adversely affect interest rates, capital availability and our ability to refinance our existing mortgage obligations as they come due and obtain additional long-term financing for the acquisition of additional communities on favorable terms or at all.

We face risks associated with the financing of home sales to customers in our manufactured home communities. To produce new rental revenue and to upgrade our communities, we sell homes to customers in our communities at competitive prices and finance these home sales through S&F. We allow banks and outside finance companies the first opportunity to finance these sales. We are subject to the following risks in financing these homes:

- the borrowers may default on these loans and not be able to make debt service payments or pay principal when due;
- the default rates may be higher than we anticipate;
- demand for consumer financing may not be as great as we anticipate or may decline;
- the value of property securing the installment notes receivable may be less than the amounts owed; and
- interest rates payable on the installment notes receivable may be lower than our cost of funds.

Additionally, there are many regulations pertaining to our home sales and financing activities. There are significant consumer protection laws and the regulatory framework may change in a manner which may adversely affect our operating results. The regulatory environment and associated consumer finance laws create a risk of greater liability from our home sales and financing activities and could subject us to additional litigation. We are also dependent on licenses granted by state and other regulatory authorities, which may be withdrawn or which may not be renewed and which could have an adverse impact on our ability to continue with our home sales and financing activities.

Risks Related to our Status as a REIT

If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT. To qualify as a REIT, we must, among other things, satisfy two gross income tests, under which specified percentages of our gross income must be certain types of passive income, such as rent. For the rent paid pursuant to our leases to qualify for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. We believe that our leases will be respected as true leases for federal income tax purposes. However, there can be no assurance that the Internal Revenue Service ("IRS") will agree with this view. If the leases are not respected as true leases for federal income tax purposes, we would not be able to satisfy either of the two gross income tests applicable to REITs, and we could lose our REIT status.

Failure to make required distributions would subject us to additional tax. In order to qualify as a REIT, we must, among other requirements, distribute, each year, to our shareholders at least 90% of our taxable income, excluding net capital gains. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions (or deemed distributions) in any year are less than the sum of:

- 85% of our ordinary income for that year;
- 95% of our capital gain net earnings for that year; and
- 100% of our undistributed taxable income from prior years.

To the extent we pay out in excess of 100% of our taxable income for any tax year, we may be able to carry forward such excess to subsequent years to reduce our required distributions for purposes of the 4% nondeductible excise tax in such subsequent years. We intend to pay out our income to our shareholders in a manner intended to satisfy the 90% distribution requirement. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the 90% distribution requirement and to avoid corporate income tax.

We may not have sufficient cash available from operations to pay distributions to our shareholders, and, therefore, distributions may be made from borrowings. The actual amount and timing of distributions to our shareholders will be determined by our Board of Directors in its discretion and typically will depend on the amount of cash available for distribution, which will depend on items such as current and projected cash requirements, limitations on distributions imposed by law on our financing arrangements and tax considerations. As a result, we may not have sufficient cash available from operations to pay distributions as required to maintain our status as a REIT. Therefore, we may need to borrow funds to make sufficient cash distributions in order to maintain our status as a REIT, which may cause us to incur additional interest expense as a result of an increase in borrowed funds for the purpose of paying distributions.

We may be required to pay a penalty tax upon the sale of a property. The federal income tax provisions applicable to REITs provide that any gain realized by a REIT on the sale of property held as inventory or other property held primarily for sale to customers in the ordinary course of business is treated as income from a “prohibited transaction” that is subject to a 100% penalty tax. Under current law, unless a sale of real property qualifies for a safe harbor, the question of whether the sale of real estate or other property constitutes the sale of property held primarily for sale to customers is generally a question of the facts and circumstances regarding a particular transaction. We intend that we and our subsidiaries will hold the interests in the real estate for investment with a view to long-term appreciation, engage in the business of acquiring and owning real estate, and make occasional sales as are consistent with our investment objectives. We do not intend to engage in prohibited transactions. We cannot assure you, however, that we will only make sales that satisfy the requirements of the safe harbors or that the IRS will not successfully assert that one or more of such sales are prohibited transactions.

We may be adversely affected if we fail to qualify as a REIT. If we fail to qualify as a REIT, we will not be allowed to deduct distributions to shareholders in computing our taxable income and will be subject to federal income tax at regular corporate rates and possibly increased state and local taxes. In addition, we might be barred from qualification as a REIT for the four years following the year of disqualification. The additional tax incurred at regular corporate rates would reduce significantly the cash flow available for distribution to shareholders and for debt service. Furthermore, we would no longer be required to make any distributions to our shareholders as a condition to REIT qualification. Any distributions to shareholders would be taxable as ordinary income to the extent of our current and accumulated earnings and profits, although such dividend distributions to non-corporate shareholders would be subject to a maximum federal income tax rate of 20% (and potentially a Medicare tax of 3.8%), provided applicable requirements of the Code are satisfied. Furthermore, corporate shareholders may be eligible for the dividends received deduction on the distributions, subject to limitations under the Code. Additionally, if we fail to qualify as a REIT, non-corporate shareholders would no longer be able to deduct up to 20% of our dividends (other than capital gain dividends and dividends treated as qualified dividend income), as would otherwise generally be permitted for taxable years beginning after December 31, 2017 and before January 1, 2026.

To qualify as a REIT, we must comply with certain highly technical and complex requirements. We cannot be certain we have complied, and will always be able to comply, with the requirements to qualify as a REIT because there are few judicial and administrative interpretations of these provisions. In addition, facts and circumstances that may be beyond our control may affect our ability to continue to qualify as a REIT. We cannot assure you that new legislation, regulations, administrative interpretations or court decisions will not change the tax laws significantly with respect to our qualification as a REIT or with respect to the Federal income tax consequences of qualification. We believe that we have qualified as a REIT since our inception and intend to continue to qualify as a REIT. However, we cannot assure you that we are so qualified or will remain so qualified.

There is a risk of changes in the tax law applicable to REITs. Because the IRS, the U.S. Treasury Department and Congress frequently review federal income tax legislation, we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Numerous changes to the U.S. federal income tax laws are proposed on a regular basis. Any of such legislative action may prospectively or retroactively modify our tax treatment and, therefore, may adversely affect taxation of us and/or our investors. Additionally, the REIT rules are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, which may result in revisions to regulations and interpretations in addition to statutory changes. Furthermore, members of the U.S. Congress and the Biden administration have expressed intent to pass legislation to change or repeal parts of currently enacted tax law, including, in particular, legislation that will increase corporate tax rates from the current flat rate of 21%. If enacted, certain proposed changes could have an adverse impact on our business and financial results. Importantly, legislation has been proposed in several states specifically taxing REITs. If such legislation were to be enacted, our income from such states would be adversely impacted.

The 2017 TCJA as amended by the Coronavirus Aid, Relief, and Economic Security Act of 2020 (“CARES Act”), has significantly changed the U.S. federal income taxation of U.S. businesses and their owners, including REITs and their shareholders. The CARES Act made technical corrections, or temporary modifications, to certain of the provisions of the TCJA. It is also possible that additional legislation could be enacted in the future as a result of the COVID-19 pandemic which may affect the holders of our securities. Changes made by the TCJA and the CARES Act that could affect us and our shareholders include:

- temporarily reducing individual U.S. federal income tax rates on ordinary income; the highest individual U.S. federal income tax rate has been reduced from 39.6% to 37% for taxable years beginning after December 31, 2017 and before January 1, 2026;
- permanently eliminating the progressive corporate tax rate structure, with a maximum corporate tax rate of 35%, and replacing it with a flat corporate tax rate of 21%;
- permitting a deduction for certain pass-through business income, including dividends received by our shareholders from us that are not designated by us as capital gain dividends or qualified dividend income, which will allow individuals, trusts, and estates to deduct up to 20% of such amounts for taxable years beginning after December 31, 2017 and before January 1, 2026;
- reducing the highest rate of withholding with respect to our distributions to non-U.S. shareholders that are treated as attributable to gains from the sale or exchange of U.S. real property interests from 35% to 21%;
- limiting our deduction for net operating losses (“NOLs”) to 80% of REIT taxable income (prior to the application of the dividends paid deduction) (this was modified by the CARES Act as discussed below);
- generally limiting the deduction for net business interest expense in excess of a specified percentage (50% for taxable years beginning in 2019 and 2020 and 30% for subsequent taxable years) of a business’s adjusted taxable income except for taxpayers that engage in certain real estate businesses and elect out of this rule (provided that such electing taxpayers must use an alternative depreciation system for certain property). The CARES Act increases this interest limitation to 50% for taxable years beginning in 2019 or 2020 (with special rules applicable to interest allocation from entities treated as partnerships for tax purposes) and permits an entity to elect to use its 2019 adjusted taxable income to calculate the applicable limitation for its 2020 taxable year; and
- eliminating the corporate alternative minimum tax (which was subsequently re-enacted, although not in a manner expected to affect us).

The CARES Act significantly modified the treatment of NOLs. Generally, a corporate taxpayer must pay tax on its net capital gain at ordinary corporate rates and may deduct capital losses only to the extent of capital gains, though excess capital losses may be carried forward indefinitely. As discussed above, under the TCJA, corporate NOLs arising in tax years beginning after December 31, 2017, can only offset 80% of taxable income (before the dividends paid deduction). These NOLs can now be carried forward indefinitely instead of the previous 20-year limitation, and carrybacks of these losses are no longer permitted. NOLs arising in tax years beginning before December 31, 2017 retain the same rules, and can be carried back two years and forward 20 years. There is no taxable income limit to usage of such losses. The CARES Act repeals the above 80% limitation for taxable years beginning before January 1, 2021, and allows a five-year carryback for NOLs arising in 2018, 2019 or 2020. This NOL carryback does not apply directly to REITs, however, taxable REIT subsidiaries are eligible to carry back NOLs and may benefit from this provision.

While some regulations have been issued under the TCJA and the CARES Act, certain of which specifically address REITs, the TCJA and the CARES Act are still subject to potential amendments as well as interpretations and implementing regulations by the United States Treasury Department and the IRS, any of which could lessen or increase certain impacts of the TCJA and/or the CARES Act. It is unclear how these U.S. federal income tax changes will affect state and local taxation in various states and localities, which often use federal taxable income as a starting point for computing state and local tax liabilities. You are urged to consult with your tax advisor with respect to the status of legislative, regulatory, judicial or administrative developments and proposals and their potential effect on an investment in our securities.

We may be unable to comply with the strict income distribution requirements applicable to REITs. To maintain qualification as a REIT under the Code, a REIT must annually distribute to its shareholders at least 90% of its REIT taxable income, excluding the dividends paid deduction and net capital gains. This requirement limits our ability to accumulate capital. We may not have sufficient cash or other liquid assets to meet the distribution requirements. Difficulties in meeting the distribution requirements might arise due to competing demands for our funds or to timing differences between tax reporting and cash receipts and disbursements, because income may have to be reported before cash is received, because expenses may have to be paid before a deduction is allowed, because deductions may be disallowed or limited or because the IRS may make a determination that adjusts reported income. In those situations, we might be required to borrow funds or sell properties on adverse terms in order to meet the distribution requirements and interest and penalties could apply which could adversely affect our financial condition. If we fail to make a required distribution, we could cease to be taxed as a REIT.

Our taxable REIT subsidiary ("TRS") is subject to special rules that may result in increased taxes. As a REIT, we must pay a 100% penalty tax on certain payments that we receive or on certain deductions taken if the economic arrangements between us and our TRS are not comparable to similar arrangements between unrelated parties. The IRS may successfully assert that the economic arrangements of any of our inter-company transactions are not comparable to similar arrangements between unrelated parties, and may assess the above 100% penalty tax or make other reallocations of income or loss. This would result in unexpected tax liability which would adversely affect our cash flows.

Notwithstanding our status as a REIT, we are subject to various federal, state and local taxes on our income and property. For example, we will be taxed at regular corporate rates on any undistributed taxable income, including undistributed net capital gains; provided, however, that properly designated undistributed capital gains will effectively avoid taxation at the shareholder level. We may be subject to other Federal income taxes and may also have to pay some state income or franchise taxes because not all states treat REITs in the same manner as they are treated for federal income tax purposes.

General Risk Factors

We face various risks and uncertainties related to public health crises, including the COVID-19 pandemic. The COVID-19 pandemic and its consequences may have a material adverse effect on us. We face various risks and uncertainties related to public health crises, including the global COVID-19 pandemic, which has disrupted financial markets and significantly impacted worldwide economic activity. The future impact of the COVID-19 pandemic as well as mandatory and voluntary actions taken to mitigate the public health impact of the pandemic may have a material adverse effect on our financial condition. The COVID-19 pandemic and social and governmental responses to the pandemic have caused, and may continue to cause, severe economic, market and other disruptions worldwide. Although the COVID-19 pandemic and related societal and government responses have not, to date, had a material impact on our business or financial results, the extent to which COVID-19 and related actions may, in the future, impact our operations cannot be predicted with any degree of confidence. As a result, we cannot at this time predict the direct or indirect impact on us of the COVID-19 pandemic, but it could have a material adverse effect on our business, financial condition, liquidity, results of operations and prospects.

Global and regional economic conditions could materially adversely affect the Company's business, results of operations, financial condition and growth. Adverse macroeconomic conditions, including inflation, slower growth or recession, tighter credit, higher interest rates and high unemployment could materially adversely affect the Company's business, results of operations, financial condition and growth. In addition, uncertainty about, or a decline in, global or regional economic conditions could have a significant impact on the Company's suppliers.

We may not be able to obtain adequate cash to fund our business. Our business requires access to adequate cash to finance our operations, distributions, capital expenditures, debt service obligations, development and redevelopment costs and property acquisition costs, if any. We expect to generate the cash to be used for these purposes primarily with operating cash flow, borrowings under secured and unsecured loans, proceeds from sales of strategically identified assets and, when market conditions permit, through the issuance of debt and equity securities from time to time. We may not be able to generate sufficient cash to fund our business, particularly if we are unable to renew leases, lease vacant space or re-lease space as leases expire according to our expectations.

We are dependent on key personnel. Our executive and other senior officers have a significant role in our success. Our ability to retain our management group or to attract suitable replacements should any members of the management group leave is dependent on the competitive nature of the employment market. The loss of services from key members of the management group or a limitation in their availability could adversely affect our financial condition and cash flow. Further, such a loss could be negatively perceived in the capital markets.

Some of our directors and officers may have conflicts of interest with respect to certain related party transactions and other business interests. Mr. Eugene W. Landy, the Founder and Chairman of the Board of Directors of the Company, owned a 24% interest in the entity that is the landlord of the property where the Company's corporate office space is located. Effective January 2023, Mr. Eugene Landy transferred this ownership to Mr. Samuel A. Landy, the President and Chief Executive Officer and a director of the Company, and other family members. Effective October 1, 2019, the Company entered into a new lease for its executive offices in Freehold, New Jersey which combines the existing corporate office space with additional adjacent office space. This new lease extends our existing lease through April 30, 2027 and requires monthly lease payments of \$23,098 through April 30, 2022 and \$23,302 from May 1, 2022 through April 30, 2027. The Company is also responsible for its proportionate share of real estate taxes and common area maintenance. Mr. Samuel A. Landy may have a conflict of interest with respect to his obligations as our officer and/or director and his ownership interest in the landlord of the property.

Further, Mr. Eugene W. Landy owns a 9.6% interest, Mr. Samuel A. Landy owns a 4.8% interest, Mr. Daniel Landy, who is also an officer of the Company, owns a 0.96% interest, and the Samuel Landy Family Limited Partnership (of which Daniel Landy is the sole general partner) own a 0.96% interest in the qualified opportunity zone fund, UMH OZ Fund, LLC ("OZ Fund"), recently formed by the Company. In addition, one of the Company's independent directors own a 0.96% interest in the OZ Fund.

We may amend our business policies without shareholder approval. Our Board of Directors determines our growth, investment, financing, capitalization, borrowing, REIT status, operations and distributions policies. Although our Board of Directors has no present intention to change or reverse any of these policies, they may be amended or revised without notice to shareholders. Accordingly, shareholders may not have control over changes in our policies. We cannot assure you that changes in our policies will serve fully the interests of all shareholders.

The market value of our Series D Preferred Stock and Common Stock could decrease based on our performance and market perception and conditions. The market value of our Series D Preferred Stock and Common Stock may be based primarily upon the market's perception of our growth potential and current and future cash dividends, and may be secondarily based upon the real estate market value of our underlying assets. The market price of our Series D Preferred Stock and Common Stock is influenced by their respective distributions relative to market interest rates. Rising interest rates may lead potential buyers of our stock to expect a higher distribution rate, which could adversely affect the market price of our stock. In addition, rising interest rates would result in increased expense, thereby adversely affecting cash flow and our ability to service our indebtedness and pay distributions.

The market price and trading volume of our Common Stock may fluctuate significantly. The per-share trading price of our Common Stock may fluctuate. In addition, the trading volume in our Common Stock may fluctuate and cause significant price variations to occur. If the per-share trading price of our Common Stock declines significantly, investors in our Common Stock may be unable to resell their shares at or above their purchase price. We cannot provide any assurance that the per-share trading price of our Common Stock will not fluctuate or decline significantly in the future.

Some of the factors that could negatively affect our share price or result in fluctuations in the price or trading volume of our stock include:

- actual or anticipated variations in our quarterly operating results or dividends;
- changes in our funds from operations or earnings estimates;
- publication of research reports about us or the real estate industry;
- prevailing interest rates;
- the market for similar securities;
- changes in market valuations of similar companies;
- adverse market reaction to any additional debt we incur in the future;
- additions or departures of key management personnel;
- actions by institutional shareholders;
- speculation in the press or investment community;
- the extent of investor interest in our securities;
- the general reputation of REITs and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate-based companies;
- our underlying asset value;
- investor confidence in the stock and bond markets, generally;
- changes in tax laws;
- future equity issuances;
- failure to meet earnings estimates;
- failure to maintain our REIT status;
- changes in valuation of our REIT securities portfolio;
- general economic and financial market conditions;
- war, terrorist acts and epidemic disease, including the COVID-19 pandemic;
- our issuance of debt or preferred equity securities;
- our financial condition, results of operations and prospects; and
- the realization of any of the other risk factors presented in this Annual Report on Form 10-K.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in the price of their Common Stock. This type of litigation could result in substantial costs and divert our management's attention and resources, which could have an adverse effect on our financial condition, results of operations, cash flow and per-share trading price of our Common Stock.

Third-party expectations relating to environmental, social and governance factors may impose additional costs and expose us to new risks. There is an increasing focus from certain investors concerning corporate responsibility, specifically related to environmental, social and governance factors. In addition, there is an increased focus on such matters by various regulatory authorities, including the SEC, and the activities and expense required to comply with new regulations or standards may be significant. Some investors may use these factors to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies relating to corporate responsibility are inadequate. Third-party providers of corporate responsibility ratings and reports on companies have increased in number, resulting in varied and in some cases inconsistent standards. In addition, the criteria by which companies' corporate responsibility practices are assessed and the regulations applicable thereto are evolving, which could result in greater expectations of us and cause us to undertake costly initiatives or activities to satisfy such new criteria or regulations. Further, if we elect not to or are unable to satisfy such new criteria or do not meet the criteria of a specific third-party provider, some investors may conclude that our policies with respect to corporate responsibility are inadequate. We may face reputational damage in the event that our corporate responsibility procedures or standards do not meet the standards set by various constituencies. Furthermore, if our competitors' corporate responsibility performance is perceived to be superior to ours, potential or current investors may elect to invest in our competitors instead of us. In addition, we could fail, or be perceived to fail, in our achievement of our initiatives and goals with respect to environmental, social and governance matters, or we could be criticized for the scope of such initiatives or goals. If we fail to satisfy the expectations of investors, our initiatives are not executed as planned, or we do not satisfy our goals, our reputation and financial results could be adversely affected.

The market prices and trading volumes of our Series D Preferred Stock may fluctuate significantly. Although our Series D Preferred Stock is listed and traded on the NYSE, the trading markets for the Series D Preferred Stock is limited. Since the Series D Preferred Stock has no maturity date, investors seeking liquidity may elect to sell their shares of Series D Preferred Stock in the secondary market. If an active trading market does not exist, the market price and liquidity of the Series D Preferred Stock may be adversely affected by such sales. Even if an active public market exists, we cannot guarantee that the market price for the Series D Preferred Stock will equal or exceed the price that investors in the Series D Preferred Stock paid for their shares.

The future issuance or sale of additional shares of Common Stock or Series D Preferred Stock could adversely affect the trading prices of our outstanding Common Stock and Series D Preferred Stock. Future issuances or sales of substantial numbers of shares of our Common Stock or Preferred Stock in the public market, or the perception that such issuances or sales might occur, could adversely affect the per-share trading prices of our Common Stock

or Series D Preferred Stock. The per-share trading price of our Common Stock or Series D Preferred Stock may decline significantly upon the sale or registration of additional shares of our Common Stock or Series D Preferred Stock.

Future issuances of our debt securities, which would be senior to our Series D Preferred Stock upon liquidation, or preferred equity securities which may be senior to our Series D Preferred Stock for purposes of dividend distributions or upon liquidation, may adversely affect the per-share trading prices of our Series D Preferred Stock. In the future, we may attempt to increase our capital resources by issuing additional debt securities and/or additional classes or series of preferred stock. Upon liquidation, holders of our debt securities and lenders with respect to other borrowings will be entitled to receive our available assets prior to any distribution to holders of our Series D Preferred Stock. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges more favorable than those of our Series D Preferred Stock. Any shares of preferred stock that we issue in the future could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to pay dividends to holders of our Series D Preferred Stock. Any such future issuances may adversely affect the trading price of our Series D Preferred Stock.

There are restrictions on the transfer of our capital stock. To maintain our qualification as a REIT under the Code, no more than 50% in value of our outstanding capital stock may be owned, actually or by attribution, by five or fewer individuals, as defined in the Code to also include certain entities, during the last half of a taxable year. Accordingly, our charter contains provisions restricting the transfer of our capital stock. These restrictions may discourage a tender offer or other transaction, or a change in management or of control of us that might involve a premium price for our Common Stock or Series D Preferred Stock or that our shareholders otherwise believe to be in their best interests, and may result in the transfer of shares acquired in excess of the restrictions to a trust for the benefit of a charitable beneficiary and, as a result, the forfeiture by the acquirer of the benefits of owning the additional shares.

The dual listing of our Common Stock on the New York Stock Exchange (“NYSE”) and the Tel Aviv Stock Exchange (“TASE”) may result in price variations that could adversely affect liquidity of the market for our Common Stock. Our Common Stock is listed and trades on both the NYSE and the TASE. The dual listing may result in price variations of our Common Stock between the two exchanges due to various factors, including the use of different currencies and the different days and hours of trading for the two exchanges. Any decrease in the trading price of our Common Stock in one market could cause a decrease in the trading price in the other market. In addition, the dual-listing may adversely affect liquidity and trading prices on one or both of the exchanges as a result of circumstances that may be outside of our control. For example, transfers by holders of our securities from trading on one exchange to the other could result in increases or decreases in liquidity and or trading prices on either or both of the exchanges. Holders could also seek to sell or buy our Common Stock to take advantage of any price differences between the two markets through a practice referred to as arbitrage. Any such arbitrage activity could create volatility in both the price and volume of trading of our Common Stock.

The existing mechanism for the dual listing of securities on the NYSE and the TASE may be eliminated or modified in a manner that may subject us to additional regulatory burden and additional costs. The current Israeli regulatory regime provides a mechanism for the dual-listing of securities traded on the NYSE and the TASE that does not impose any significant regulatory burden or significant costs on us. If this dual-listing regime is eliminated or modified, it may become more difficult for us to comply with the regulatory requirements, and this could result in additional costs. In such event, we may consider delisting of our Common Stock from the TASE.

Our earnings are dependent, in part, upon the performance of our investment portfolio. As permitted by the Code, we invest in and own securities of other REITs, which we generally limit to no more than approximately 15% of our undepreciated assets. To the extent that the value of those investments decline or those investments do not provide a return, our earnings and cash flow could be adversely affected.

We are subject to restrictions that may impede our ability to effect a change in control. Certain provisions contained in our charter and bylaws and certain provisions of Maryland law may have the effect of discouraging a third party from making an acquisition proposal for us and thereby inhibit a change in control. These provisions include the following:

- Our charter provides for three classes of directors with the term of office of one class expiring each year, commonly referred to as a “staggered board.” By preventing common shareholders from voting on the election of more than one class of directors at any annual meeting of shareholders, this provision may have the effect of keeping the current members of our Board of Directors in control for a longer period of time than shareholders may desire.
- Our charter generally limits any holder from acquiring more than 9.8% (in value or in number, whichever is more restrictive) of our outstanding equity stock (defined as all of our classes of capital stock, except our excess stock). While this provision is intended to assure our ability to remain a qualified REIT for Federal income tax purposes, the ownership limit may also limit the opportunity for shareholders to receive a premium for their shares of Common Stock that might otherwise exist if an investor was attempting to assemble a block of shares in excess of 9.8% of the outstanding shares of equity stock or otherwise effect a change in control.
- The request of shareholders entitled to cast at least a majority of all votes entitled to be cast at such meeting is necessary for shareholders to call a special meeting. We also require advance notice by common shareholders for the nomination of directors or proposals of business to be considered at a meeting of shareholders.
- Our Board of Directors may authorize and cause us to issue securities without shareholder approval. Under our charter, the board has the power to classify and reclassify any of our unissued shares of capital stock into shares of capital stock with such preferences, rights, powers and restrictions as the Board of Directors may determine.
- “Business combination” provisions that provide that, unless exempted, a Maryland corporation may not engage in certain business combinations, including mergers, dispositions of 10% or more of its assets, certain issuances of shares of stock and other specified transactions, with an “interested shareholder” or an affiliate of an interested shareholder for five years after the most recent date on which the interested shareholder became an interested shareholder, and thereafter unless specified criteria are met. An interested shareholder is defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question.
- The duties of directors of a Maryland corporation do not require them to, among other things (a) accept, recommend or respond to any proposal by a person seeking to acquire control of the corporation, (b) authorize the corporation to redeem any rights under, or modify or render inapplicable, any shareholders rights plan, (c) make a determination under the Maryland Business Combination Act or the Maryland Control Share Acquisition Act to exempt any person or transaction from the requirements of those provisions, or (d) act or fail to act solely because of the effect of the act or failure to act may have on an acquisition or potential acquisition of control of the corporation or the amount or type of consideration that may be offered or paid to the shareholders in an acquisition.

We cannot assure you that we will be able to pay distributions regularly. Our ability to pay distributions in the future is dependent on our ability to operate profitably and to generate cash from our operations and the operations of our subsidiaries and is subject to limitations under our financing arrangements and Maryland law. Under the Maryland General Corporation Law, a Maryland corporation generally may not make a distribution if, after giving effect to the distribution, the corporation would not be able to pay its debts as the debts became due in the usual course of business, or the corporation’s total assets would be less than the sum of its total liabilities plus, unless the charter permits otherwise, the amount that would be needed if the corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of shareholders whose preferential rights on dissolution are superior to those receiving the distribution. Accordingly, we cannot guarantee that we will be able to pay distributions on a regular quarterly basis in the future.

Dividends on our capital stock do not qualify for the reduced tax rates available for some dividends. Income from “qualified dividends” payable to U.S. shareholders that are individuals, trusts and estates are generally subject to tax at preferential rates. Dividends payable by REITs, however, generally are not eligible for the preferential tax rates applicable to qualified dividend income. Although these rules do not adversely affect our taxation or the dividends payable by us, to the extent that the preferential rates continue to apply to regular corporate qualified dividends, investors who are individuals, trusts and estates may perceive an investment in us to be relatively less attractive than an investment in the stock of a non-REIT corporation that pays dividends, which could materially and adversely affect the value of the shares of, and per share trading price of, our capital stock. It should be noted that the TCJA provides for a deduction from income for individuals, trusts and estates up to 20% of certain REIT dividends, which reduces the effective tax rate on such dividends below the effective tax rate on interest, though the deduction is generally not as favorable as the preferential rate on qualified dividends. The deduction for certain REIT dividends, unlike the favorable rate for qualified dividends, expires after 2025.

We are subject to risks arising from litigation. We may become involved in litigation. Litigation can be costly, and the results of litigation are often difficult to predict. We may not have adequate insurance coverage or contractual protection to cover costs and liability in the event we are sued, and to the extent we resort to litigation to enforce our rights, we may incur significant costs and ultimately be unsuccessful or unable to recover amounts we believe are owed to us. We may have little or no control of the timing of litigation, which presents challenges to our strategic planning.

Future terrorist attacks and military conflicts could have a material adverse effect on general economic conditions, consumer confidence and market liquidity. Among other things, it is possible that interest rates may be affected by these events. An increase in interest rates may increase our costs of borrowing, leading to a reduction in our earnings. Terrorist acts affecting our properties could also result in significant damages to, or loss of, our properties. Additionally, we may be unable to obtain adequate insurance coverage on acceptable economic terms for losses resulting from acts of terrorism. Our lenders may require that we carry terrorism insurance even if we do not believe this insurance is necessary or cost effective. Should an act of terrorism result in an uninsured loss or a loss in excess of insured limits, we could lose capital invested in a property, as well as the anticipated future revenues from a property, while remaining obligated for any mortgage indebtedness or other financial obligations related to the property. Any loss of these types would adversely affect our financial condition.

Disruptions in the financial markets could affect our ability to obtain financing on reasonable terms and have other adverse effects on us and the market price of our capital stock. Uncertainty in the stock and credit markets may negatively impact our ability to access additional financing at reasonable terms, which may negatively affect our ability to acquire properties and otherwise pursue our investment strategy. A prolonged downturn in the stock or credit markets may cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our investment strategy accordingly. These types of events in the stock and credit markets may make it more difficult or costly for us to raise capital through the issuance of the Common Stock, Preferred Stock or debt securities. The potential disruptions in the financial markets may have a material adverse effect on the market value of the Common Stock and Preferred Stock, or the economy in general. In addition, the national and local economic climate, including that of the energy-market dependent Marcellus and Utica Shale regions, may be adversely impacted by, among other factors, potential restrictions on drilling, plant closings and industry slowdowns, which may have a material adverse effect on the return we receive on our properties and investments, as well as other unknown adverse effects on us.

We face risks relating to cybersecurity attacks which could adversely affect our business, cause loss of confidential information and disrupt operations. We rely extensively on information technology to process transactions and manage our business. In the ordinary course of our business, we collect and store sensitive data, including our business information and that of our tenants, clients, vendors and employees on our network. This data is hosted on internal, as well as external, computer systems. Our external systems are hosted by third-party service providers that may have access to such information in connection with providing necessary information technology and security and other business services to us. This information may include personally identifiable information such as social security numbers, banking information and credit card information. We employ a number of measures to prevent, detect and mitigate potential breaches or disclosure of this confidential information. We have established a Cybersecurity Subcommittee of our Audit Committee to review and provide high level guidance on cybersecurity related issues of importance to the Company. We also maintain cyber risk insurance to provide some coverage for certain risks arising out of data and network breaches. While we continue to improve our cybersecurity and take measures to protect our business, we and our third-party service providers may be vulnerable to attacks by hackers (including through malware, ransomware, computer viruses, and email phishing schemes) or breached due to employee error, malfeasance, fire, flood or other physical event, or other disruptions. Any such breach or disruption could compromise the confidential information of our employees, customers and vendors to the extent such information exists on our systems or on the systems of third-party providers. Such an incident could result in potential liability or a loss of confidence and legal claims or proceedings; damage our reputation, competitiveness, stock price and long-term value; increase remediation, cybersecurity protection and insurance premium costs; disrupt and affect our business operations; or have material adverse effects on our business.

We are dependent on continuous access to the Internet to use our cloud-based applications. Damage or failure to our information technology systems, including as a result of any of the reasons described above, could adversely affect our results of operations as we may incur significant costs or data loss. We continually assess new and enhanced information technology solutions to manage risk of system failure or interruption.

We face risks relating to expanding use of social media mediums. The use of social media could cause us to suffer brand damage or information leakage. Negative posts or comments about us or our properties on any social networking website could damage our, or our properties' reputations. In addition, employees or others might disclose non-public sensitive information relating to our business through external media channels. The continuing evolution of social media may present us with new challenges and risks. The considerable increase in the use of social media over recent years has greatly expanded the potential scope and scale, and increased the rapidity of the dissemination of negative publicity that could be generated by negative posts and comments.

Certain risks are associated with our Qualified Opportunity Zone Fund. Some aspects of the Qualified Opportunity Zone rules adopted by the Internal Revenue Service remain uncertain. Legislation may be needed to clarify certain of the provisions in the Qualified Opportunity Zone rules and to give proper effect to Congressional intent as expressed in the TCJA. No assurance can be provided that additional legislation will be enacted, and even if enacted, that such additional legislation will clearly address all items that require or would benefit from clarification. It is unclear if additional guidance will be released, or in what manner the Treasury Department will resolve any remaining areas of uncertainty. Accordingly, there can be no guarantee that our opportunity zone fund will qualify under the Qualified Opportunity Zone rules as a Qualified Opportunity Zone fund or that the Company will be able to realize, through its investment in the fund, any of the desired tax benefits.

Item 1B – Unresolved Staff Comments

None.

Item 2 – Properties

UMH Properties, Inc. is engaged in the ownership and operation of manufactured home communities. As of December 31, 2022, the Company owned 134 manufactured home communities (including one community acquired through the Company's opportunity zone fund) containing approximately 25,600 developed sites, located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Michigan, Maryland, Alabama and South Carolina. Since January 1, 2023, we have acquired one additional community, located in Georgia, which contains 118 developed homesites, through our opportunity zone fund. The Company also has an ownership interest in and operates two communities in Florida through its joint venture with Nuveen. The rents collectible from the land in our communities ultimately depend on the value of the home and land. Therefore, fewer but more expensive homes can actually produce the same or greater rents. There is a long-term trend toward larger manufactured homes. Existing manufactured home communities designed for older manufactured homes must be modified to accommodate modern, wider and longer manufactured homes. These changes may decrease the number of homes that may be accommodated in a manufactured home community. For this reason, the number of developed sites operated by the Company is subject to change, and the number of developed sites listed is always an approximate number. The following table sets forth certain information concerning the Company's real estate investments as of December 31, 2022.

<u>Name of Community</u>	<u>Number of Developed Sites</u>	<u>Occupancy Percentage at 12/31/22</u>	<u>Occupancy Percentage at 12/31/21</u>	<u>Acreage Developed</u>	<u>Additional Acreage</u>	<u>Weighted Average Monthly Rent Per Site at 12/31/22</u>
Allentown 4912 Raleigh-Millington Road Memphis, TN 38128	434	96%	97%	87	18	\$ 537
Arbor Estates 1081 North Easton Road Doylestown, PA 18902	230	96%	97%	30	1	\$ 807
Auburn Estates 919 Hostetler Road Orrville, OH 44667	42	90%	95%	13	-0-	\$ 402
Bayshore Estates 105 West Shoreway Drive Sandusky, OH 44870	207	80%	84%	56	-0-	\$ 367
Birchwood Farms 8057 Birchwood Drive Birch Run, MI 48415	143	94%	95%	28	-0-	\$ 528

<u>Name of Community</u>	<u>Number of Developed Sites</u>	<u>Occupancy Percentage at 12/31/22</u>	<u>Occupancy Percentage at 12/31/21</u>	<u>Acreage Developed</u>	<u>Additional Acreage</u>	<u>Weighted Average Monthly Rent Site at 12/31/22</u>
Boardwalk 2105 Osolo Road Elkhart, IN 46514	193	98%	98%	45	-0-	\$ 444
Broadmore Estates 148 Broadmore Estates Goshen, IN 46528	390	93%	93%	93	19	\$ 532
Brookside Village 107 Skyline Drive Berwick, PA 18603	170	83%	82%	37	2	\$ 526
Brookview Village 2025 Route 9N, Lot 137 Greenfield Center, NY 12833	174	91%	92%	46	64	\$ 607
Camelot Village 2700 West 38 th Street Anderson, IN 46013	115	86%	96%	32	50	\$ 336
Camelot Woods 124 Clairmont Drive Altoona, PA 16601	153	59%	55%	32	-0-	\$ 332
Candlewick Court 1800 Candlewick Drive Owosso, MI 48867	211	78%	70%	40	-0-	\$ 543
Carsons 649 North Franklin Street Lot 116 Chambersburg, PA 17201	131	85%	85%	14	4	\$ 476
Catalina 6501 Germantown Road Middletown, OH 45042	459	75%	73%	75	26	\$ 499
Cedarcrest Village 1976 North East Avenue Vineland, NJ 08360	283	98%	99%	71	30	\$ 728
Center Manor 400 Center Manor Drive Monaca, PA 15061	96	35%	N/A	16	2	\$ 535
Chambersburg I & II 5368 Philadelphia Avenue Lot 34 Chambersburg, PA 17201	99	74%	76%	11	-0-	\$ 447
Chelsea 459 Chelsea Lane Sayre, PA 18840	84	96%	99%	12	-0-	\$ 490

<u>Name of Community</u>	<u>Number of Developed Sites</u>	<u>Occupancy Percentage at 12/31/22</u>	<u>Occupancy Percentage at 12/31/21</u>	<u>Acreage Developed</u>	<u>Additional Acreage</u>	<u>Weighted Monthly Rent Site at 12/31/22</u>
Cinnamon Woods 70 Curry Avenue Conowingo, MD 21918	62	100%	100%	10	67	\$ 589
City View 110 Fort Granville Lot C5 Lewistown, PA 17044	57	96%	96%	20	2	\$ 393
Clinton Mobile Home Resort 60 North State Route 101 Tiffin, OH 44883	116	97%	99%	23	1	\$ 489
Collingwood 358 Chambers Road Lot 001 Horseheads, NY 14845	102	84%	85%	20	-0-	\$ 505
Colonial Heights 917 Two Ridge Road Wintersville, OH 43953	159	97%	96%	31	1	\$ 381
Countryside Estates 1500 East Fuson Road Muncie, IN 47302	164	81%	85%	44	20	\$ 417
Countryside Estates 6605 State Route 5 Ravenna, OH 44266	142	92%	96%	27	-0-	\$ 421
Countryside Village/Duck River Estates 200 Early Road Columbia, TN 38401	407	88%	92%	79	103	\$452/\$495
Cranberry Village 100 Treesdale Drive Cranberry Township, PA 16066	187	98%	98%	36	-0-	\$ 670
Crestview Wolcott Hollow Road & Route 220 Athens, PA 18810	97	98%	92%	19	-0-	\$ 442
Cross Keys Village 259 Brown Swiss Circle Duncansville, PA 16635	132	90%	93%	21	2	\$ 541
Crossroads Village 549 Chicory Lane Mount Pleasant, PA 15666	34	79%	76%	9	-0-	\$ 449
Dallas Mobile Home Community 1104 North 4 th Street Toronto, OH 43964	142	89%	92%	21	-0-	\$ 309
Deer Meadows 12921 Springfield Road New Springfield, OH 44443	98	98%	94%	22	8	\$ 392

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Deer Run 3142 Flynn Road Lot 194 Dothan, AL 36303	189	46%	31%	33	-0-	\$ 185
D & R Village 430 Route 146 Lot 65A Clifton Park, NY 12065	234	96%	95%	44	-0-	\$ 678
Evergreen Estates 425 Medina Street Lodi, OH 44254	55	98%	96%	10	3	\$ 417
Evergreen Manor 26041 Aurora Avenue Bedford, OH 44146	68	90%	90%	7	-0-	\$ 419
Evergreen Village 9249 State Route 44 Mantua, OH 44255	50	90%	86%	10	4	\$ 444
Fairview Manor 2110 Mays Landing Road Millville, NJ 08332	317	95%	96%	66	132	\$ 767
Fifty-One Estates Hayden Boulevard Elizabeth, PA 15037	170	82%	89%	42	6	\$ 493
Fohl Village 5729 Joleda Drive SW Canton, OH 44706	321	77%	N/A	126	44	\$ 395
Forest Creek 855 East Mishawaka Road Elkhart, IN 46517	167	97%	96%	37	-0-	\$ 566
Forest Park Village 102 Holly Drive Cranberry Township, PA 16066	246	93%	94%	79	-0-	\$ 606
Fox Chapel Village 1 Greene Drive Cheswick, PA 15024	120	94%	97%	23	2	\$ 426
Frieden Manor 102 Frieden Manor Schuylkill Haven, PA 17972	193	97%	97%	42	99	\$ 561
Friendly Village 27696 Oregon Road Perrysburg, OH 43551	824	50%	52%	101	-0-	\$ 450
Garden View ⁽¹⁾ 100 Banashee Circle Orangeburg, SC 29115	181	34%	N/A	31	8	\$ 232

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Green Acres 4496 Sycamore Grove Road Chambersburg, PA 17201	24	88%	92%	6	-0-	\$ 473
Gregory Courts 1 Mark Lane Honey Brook, PA 19344	39	97%	97%	9	-0-	\$ 751
Hayden Heights 5501 Cosgray Road Dublin, OH 43016	115	99%	99%	19	-0-	\$ 474
Heather Highlands 109 Main Street Inkerman, PA 18640	366	85%	74%	79	-0-	\$ 536
Hidden Creek 6400 South Dixie Highway Erie, MI 48133	351	62%	N/A	69	19	\$ 384
High View Acres 247 Murray Lane Export, PA 15632	154	84%	84%	43	-0-	\$ 448
Highland 1875 Osolo Road Elkhart, IN 46514	246	84%	90%	42	-0-	\$ 465
Highland Estates 60 Old Route 22 Kutztown, PA 19530	317	98%	98%	98	65	\$ 677
Hillcrest Crossing 100 Lorraine Drive Lower Burrell, PA 15068	197	88%	80%	60	16	\$ 373
Hillcrest Estates 14200 Industrial Parkway Marysville, OH 43040	218	97%	98%	46	45	\$ 506
Hillside Estates 1722 Snyder Avenue Greensburg, PA 15601	88	89%	92%	29	20	\$ 420
Holiday Village 201 Sam Street Nashville, TN 37207	331	85%	79%	36	29	\$ 540
Holiday Village 1350 Co Road 3 Elkhart, IN 46514	326	90%	87%	53	2	\$ 552
Holly Acres Estates 7240 Holly Dale Drive Erie, PA 16509	153	97%	96%	30	9	\$ 449

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Hudson Estates 100 Keenan Road Peninsula, OH 44264	159	95%	94%	19	-0-	\$ 376
Huntingdon Pointe 240 Tee Drive Tarrs, PA 15688	78	95%	97%	45	4	\$ 351
Independence Park 355 Route 30 Clinton, PA 15026	92	95%	96%	36	15	\$ 452
Iris Winds 1230 South Pike East Lot 144 Sumter, SC 29153	141	69%	44%	24	-0-	\$ 195
Kinnebrook 351 State Route 17B Monticello, NY 12701	250	99%	100%	66	8	\$ 672
LaVista Estates 2390 Denton Road Dothan, AL 36303	141	1%	N/A	29	7	\$ 105
Lake Erie Estates 3742 East Main Street, Apt 1 Fredonia, NY 14757	162	66%	69%	21	-0-	\$ 418
Lake Sherman Village 7227 Beth Avenue, SW Navarre, OH 44662	251	95%	95%	63	34	\$ 535
Lakeview Meadows 11900 Duff Road, Lot 58 Lakeview, OH 43331	79	100%	96%	21	32	\$ 427
Laurel Woods 1943 St. Joseph Street Cresson, PA 16630	208	81%	82%	43	-0-	\$ 486
Little Chippewa 11563 Back Massillon Road Orrville, OH 44667	61	98%	97%	13	-0-	\$ 433
Mandell Trails 108 Bay Street Butler, PA 16002	140	80%	N/A	54	15	\$ 245
Maple Manor 18 Williams Street Taylor, PA 18517	312	81%	79%	71	-0-	\$ 453
Marysville Estates 548 North Main Street Marysville, OH 43040	306	70%	67%	58	-0-	\$ 463

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Meadowood 9555 Struthers Road New Middletown, OH 44442	122	89%	93%	20	-0-	\$ 482
Meadows 11 Meadows Nappanee, IN 46550	335	76%	80%	61	-0-	\$ 476
Meadows of Perrysburg 27484 Oregon Road Perrysburg, OH 43551	196	95%	97%	47	8	\$ 471
Melrose Village 4400 Melrose Drive, Lot 301 Wooster, OH 44691	293	92%	95%	71	-0-	\$ 430
Melrose West 4455 Cleveland Road Wooster, OH 44691	29	100%	100%	27	3	\$ 435
Memphis Blues ⁽²⁾ 1401 Memphis Blues Avenue Memphis, TN 38127	134	66%	92%	16	78	\$ 480
Monroe Valley 15 Old State Road Jonestown, PA 17038	44	98%	95%	11	-0-	\$ 600
Moosic Heights 118 1st Street Avoca, PA 18641	147	94%	93%	35	-0-	\$ 472
Mount Pleasant Village 1 Village Drive Mount Pleasant, PA 15666	114	96%	95%	19	-0-	\$ 390
Mountaintop Mountain Top Lane Narvon, PA 17555	39	87%	90%	11	2	\$ 690
Mountain View ⁽³⁾ Van Dyke Street Coxsackie, NY 12501	-0-	N/A	N/A	-0-	220	N/A
New Colony 3101 Homestead Duquesne Road West Mifflin, PA 15122	113	71%	74%	16	-0-	\$ 490
Northtowne Meadows 6255 Telegraph Road Erie, MI 48133	384	90%	90%	85	-0-	\$ 459
Oak Ridge Estates 1201 Country Road 15 Elkhart, IN 46514	205	97%	99%	40	-0-	\$ 559

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Oak Tree 565 Diamond Road Jackson, NJ 08527	260	98%	N/A	39	2	\$ 493
Oakwood Lake Village 308 Gruver Lake Tunkhannock, PA 18657	78	69%	74%	40	-0-	\$ 538
Olmsted Falls 26875 Bagley Road Olmsted Township, OH 44138	125	97%	98%	15	-0-	\$ 492
Oxford Village 2 Dolinger Drive West Grove, PA 19390	224	99%	99%	59	2	\$ 783
Parke Place 2331 Osolo Road Elkhart, IN 46514	367	93%	98%	94	15	\$ 449
Perrysburg Estates 23720 Lime City Road Perrysburg, OH 43551	133	93%	95%	26	7	\$ 414
Pikewood Manor 1780 Lorain Boulevard Elyria, OH 44035	492	87%	88%	86	31	\$ 484
Pine Ridge Village/Pine Manor 100 Oriole Drive Carlisle, PA 17013	194	87%	89%	50	30	\$622/\$640
Pine Valley Estates 1283 Sugar Hollow Road Apollo, PA 15613	213	78%	82%	38	-0-	\$ 441
Pleasant View Estates 6020 Fort Jenkins Lane Bloomsburg, PA 17815	110	85%	85%	21	9	\$ 463
Port Royal Village 485 Patterson Lane Belle Vernon, PA 15012	476	61%	63%	101	-0-	\$ 546
Redbud Estates 1800 West 38 th Street Anderson, IN 46013	579	96%	96%	128	21	\$ 291
River Valley Estates 2066 Victory Road Marion, OH 43302	228	89%	86%	60	-0-	\$ 458
Rolling Hills Estates 14 Tip Top Circle Carlisle, PA 17015	90	87%	96%	31	1	\$ 447

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Rostraver Estates 1198 Rostraver Road Belle Vernon, PA 15012	66	88%	91%	17	66	\$ 524
Sandy Valley Estates 11461 State Route 800 N.E. Magnolia, OH 44643	363	79%	75%	102	10	\$ 488
Shady Hills 1508 Dickerson Pike #L3 Nashville, TN 37207	212	93%	89%	25	-0-	\$ 532
Somerset Estates/Whispering Pines 1873 Husband Road Somerset, PA 15501	249	84%	84%	74	24	\$453/\$540
Southern Terrace 1229 State Route 164 Columbiana, OH 44408	118	100%	99%	26	4	\$ 411
Southwind Village 435 E. Veterans Highway Jackson, NJ 08527	250	99%	99%	36	-0-	\$ 641
Spreading Oaks Village 7140-29 Selby Road Athens, OH 45701	148	93%	95%	37	24	\$ 478
Springfield Meadows 4100 Troy Road Springfield, OH 45502	122	99%	95%	43	77	\$ 427
Struble Ridge ⁽⁴⁾ 2232 Horseshoe Pike Honey Brook, PA 19344	-0-	N/A	N/A	-0-	61	N/A
Suburban Estates 33 Maruca Drive Greensburg, PA 15601	200	90%	96%	36	-0-	\$ 463
Summit Estates 3305 Summit Road Ravenna, OH 44266	141	93%	97%	25	1	\$ 428
Summit Village 246 North 500 East Marion, IN 46952	106	94%	87%	25	33	\$ 287
Sunny Acres 272 Nicole Lane Somerset, PA 15501	207	96%	95%	55	3	\$ 423
Sunnyside 2901 West Ridge Pike Eagleville, PA 19403	63	84%	84%	8	1	\$ 786

Name of Community	Number of Developed Sites	Occupancy Percentage at 12/31/22	Occupancy Percentage at 12/31/21	Acreage Developed	Additional Acreage	Weighted Average Monthly Rent Per Site at 12/31/22
Trailmont 122 Hillcrest Road Goodlettsville, TN 37072	129	95%	95%	32	-0-	\$ 538
Twin Oaks I & II 27216 Cook Road Olmsted Township, OH 44138	141	97%	97%	21	-0-	\$ 597
Twin Pines 2011 West Wilden Avenue Goshen, IN 46528	219	90%	92%	48	2	\$ 527
Valley High 32 Valley High Lane Ruffs Dale, PA 15679	75	89%	87%	13	16	\$ 410
Valley Hills 4364 Sandy Lake Road Ravenna, OH 44266	267	97%	97%	66	67	\$ 416
Valley Stream 60 Valley Stream Mountaintop, PA 18707	143	79%	78%	37	6	\$ 405
Valley View I 1 Sunflower Drive Ephrata, PA 17522	104	98%	98%	19	-0-	\$ 611
Valley View II 1 Sunflower Drive Ephrata, PA 17522	43	100%	100%	7	-0-	\$ 631
Valley View – Honey Brook 1 Mark Lane Honey Brook, PA 19344	144	97%	92%	28	13	\$ 742
Voyager Estates 1002 Satellite Drive West Newton, PA 15089	259	64%	68%	72	20	\$ 414
Waterfalls Village 3450 Howard Road Lot 21 Hamburg, NY 14075	196	79%	83%	35	-0-	\$ 651
Wayside 1000 Garfield Avenue Bellefontaine, OH 43331	81	95%	94%	16	5	\$ 373
Weatherly Estates 271 Weatherly Drive Lebanon, TN 37087	271	100%	100%	41	-0-	\$ 490
Wellington Estates 247 Murray Lane Export, PA 15632	206	88%	84%	46	1	\$ 354

<u>Name of Community</u>	<u>Number of Developed Sites</u>	<u>Occupancy Percentage at 12/31/22</u>	<u>Occupancy Percentage at 12/31/21</u>	<u>Acreage Developed</u>	<u>Additional Acreage</u>	<u>Weighted Average Monthly Rent Per Site at 12/31/22</u>
Woodland Manor 338 County Route 11, Lot 165 West Monroe, NY 13167	148	75%	72%	77	-0-	\$ 427
Woodlawn Village 265 Route 35 Eatontown, NJ 07724	156	90%	92%	14	-0-	\$ 747
Woods Edge 1670 East 650 North West Lafayette, IN 47906	599	60%	59%	151	50	\$ 457
Wood Valley 2 West Street Caledonia, OH 43314	158	72%	71%	31	56	\$ 408
Worthington Arms 5277 Columbus Pike Lewis Center, OH 43035	218	93%	94%	36	-0-	\$ 726
Youngstown Estates 999 Balmer Road Youngstown, NY 14174	89	64%	64%	14	59	\$ 421
Total	25,568	84.6%	86.0%	5,513	2,066	\$ 498

- (1) Community is part of the opportunity zone fund.
- (2) Community was closed due to unusual flooding throughout the region in May 2011. We are currently working on the redevelopment of this community. The total redevelopment will be 237 sites. Phase I, consisting of 39 sites, was 100% occupied as of December 31, 2018. Phase II, consisting of 51 sites, was recently completed in 2020 and in the process of being occupied. Phase III, consisting of 44 sites, is in the process of being developed. Phase IV has been approved by city council and will allow up to an additional 103 sites.
- (3) We are currently seeking site plan approvals for approximately 360 sites for this property.
- (4) We are currently seeking site plan approvals for approximately 113 sites for this property.

The Company also has 2,066 undeveloped acres that may be developed into approximately 8,300 sites. We have approximately 3,500 sites in various stages of the approval process that may be developed over the next 7 years. Due to the uncertainties involved in the approval and construction process, it is difficult to predict the number of sites which will be completed in a given year.

In addition to the communities owned by the Company listed above, the Company's joint venture with Nuveen Real Estate owns Sebring Square, a newly-developed all-age, manufactured home community located in Sebring, Florida, which was acquired in December 2021. This community contains 219 developed homesites situated on approximately 39 acres and is now open for presales. In addition, the Company's joint venture owns Rum Runner, a newly-developed all-age, manufactured home community, also located in Sebring, Florida, which was acquired in December 2022. This community contains 144 developed homesites situated on approximately 20 acres.

Significant Properties

The Company operated manufactured home properties with an approximate cost of \$1.4 billion as of December 31, 2022. These properties consist of 134 separate manufactured home communities (including one community acquired through the opportunity zone fund) and related improvements (excluding the Sebring Square and Rum Runner communities in Florida acquired in December 2021 and 2022, respectively, which are operated by the Company and owned by the Company's joint venture with Nuveen Real Estate). No single community constitutes more than 10% of the total assets of the Company. Our larger properties consist of: Friendly Village (Ohio) with 824 developed sites, Woods Edge (Indiana) with 599 developed sites, Redbud Estates (Indiana) with 579 developed sites, Pikewood Manor (Ohio) with 492 developed sites, and Port Royal Village (Pennsylvania) with 476 developed sites.

Mortgages on Properties

The Company has mortgages on many of its properties. The maturity dates of these mortgages range from 2023 to 2032, with a weighted average term of 5.1 years. Interest on these mortgages is payable at fixed rates ranging from 2.62% to 6.35%. The weighted average interest rate on our mortgages, not including the effect of unamortized debt issuance costs, was approximately 3.9% and 3.8% at both December 31, 2022 and 2021, respectively. The aggregate balances of these mortgages, net of unamortized debt issuance costs, totaled \$508.9 million and \$452.6 million at December 31, 2022 and 2021, respectively. (For additional information, see Part IV, Item 15(a) (1) (vi), Note 7 of the Notes to Consolidated Financial Statements – Loans and Mortgages Payable).

Joint Venture with Nuveen

In December 2021, the Company and Teachers Insurance and Annuity Association of America, through Nuveen Real Estate (its asset management division) (“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 joint venture are 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 provides 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 calls 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 and is responsible for day-to-day operations of the joint venture 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 and other fees from the joint venture.

In December 2021, the joint venture 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. The Sebring Square community contains 219 developed homesites situated on approximately 39 acres. Thereafter, in December 2022, the joint venture 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. The Rum Runner community contains 144 developed homesites situated on approximately 20 acres.

The LLC Agreement between the Company and Nuveen provides 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 call 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 has 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. If Nuveen determines not to pursue or approve any such acquisition, the Company would be permitted to acquire the property outside the joint venture. Nuveen 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 Company and Nuveen 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, consisting of the Sebring Square and Rum Runner communities. While the terms and conditions of such new joint venture entities have not been fully negotiated, it is expected that invested capital 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 existing joint venture, except that the amounts of the parties’ respective capital commitments will be determined on a property-by-property basis. References in this Annual Report to the Company’s joint venture with Nuveen are intended to refer to our ongoing relationship with Nuveen. For additional information about the Company’s joint venture with Nuveen Real Estate, see Note 5, “Investment in Joint Venture,” of the Notes to Consolidated Financial Statements.

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 MREIC merger, in our qualified opportunity zone fund, UMH OZ Fund, LLC (“OZ Fund”), a new entity formed by the Company. (For additional information about the MREIC merger, see Note 4, “Marketable Securities,” of the Notes to Consolidated Financial Statements.) 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, located in Orangeburg, South Carolina, for approximately \$5.2 million. On January 19, 2023, the Company acquired Mighty Oak, located in Albany, Georgia, through the OZ Fund, for approximately \$3.7 million. For additional information about the Company’s opportunity zone fund, see Note 6, “Opportunity Zone Fund,” of the Notes to Consolidated Financial Statements.

Item 3 – Legal Proceedings

The Company is subject to claims and litigation in the ordinary course of business. For additional information about legal proceedings, see Part IV, Item 15(a)(1)(vi), Note 14, “Commitments, Contingencies and Legal Matters” of the Notes to Consolidated Financial Statements.

Item 4 – Mine Safety Disclosures

Not Applicable.

PART II

Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

The Company’s Common Stock and its Series D Preferred Stock are traded on the New York Stock Exchange (“NYSE”), under the symbols “UMH” and “UMHPRD”, respectively. Effective February 9, 2022, the Company’s Common Stock also began trading on the Tel Aviv Stock Exchange.

Shareholder Information

As of February 17, 2023, there were 1,264 registered shareholders of the Company’s Common Stock based on the number of record owners. Because many shares of the Company’s Common Stock are held by brokers and other institutions on behalf of their clients, we believe there are considerably more beneficial holders of our Common Stock than record holders.

Dividends

During the year ended December 31, 2022, the Company paid quarterly cash dividends to holders of its Common Stock of \$0.20 per share. On January 11, 2023, the Company’s Board of Directors approved an increase in the quarterly cash dividend to \$0.205 per share, representing an annualized dividend rate of \$0.82 per share. The increase will be effective commencing with the payment to be made on March 15, 2023 to shareholders of record as of the close of business on February 15, 2023.

In order to maintain our qualification as a REIT, we are required, among other things, to distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and any net capital gain. In addition, we intend to distribute all or substantially all of our net income so that we will generally not be subject to U.S. federal income tax on our earnings.

In general, our Board of Directors makes decisions regarding payment of dividends on a quarterly basis. The Board considers many factors when making these decisions, including our present and future liquidity needs, our current and projected financial condition and results of operations. See Item 1A. Risk Factors in this Form 10-K for a description of factors that may affect our ability to pay dividends.

Recent Sales of Unregistered Equity Securities

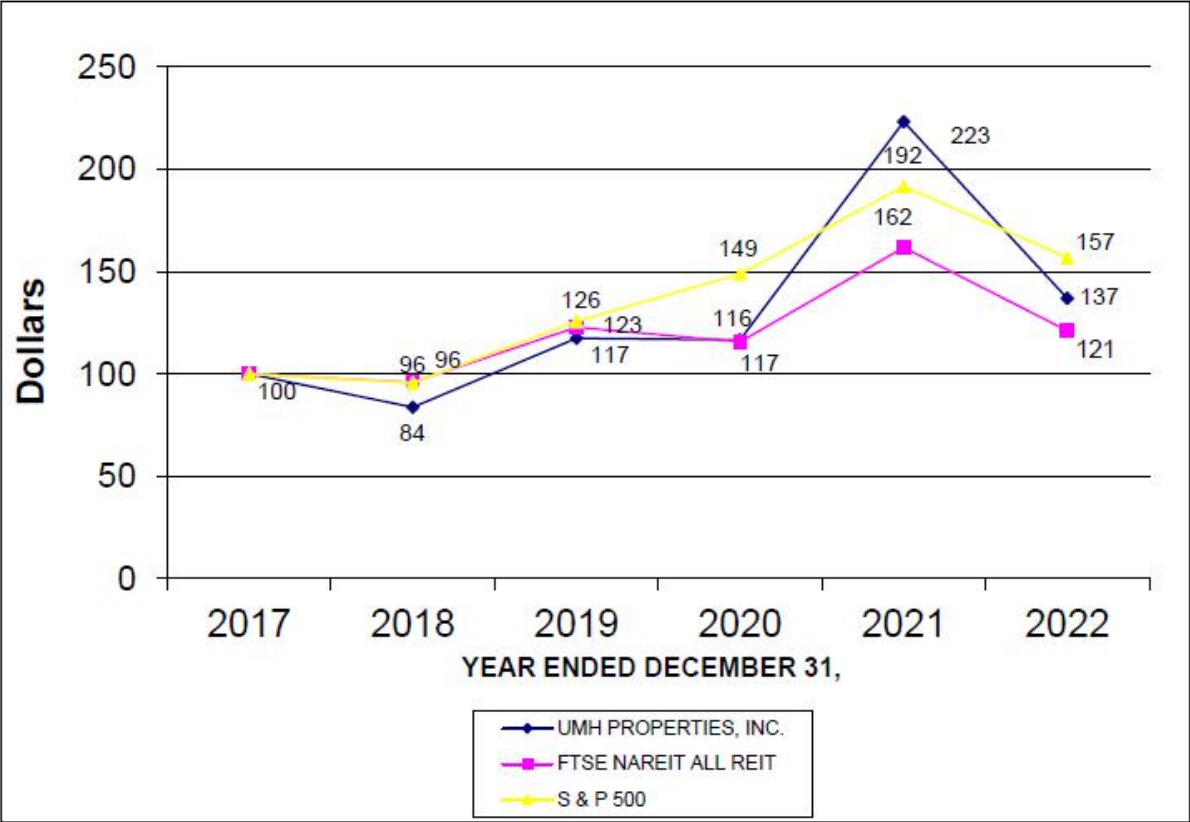
None.

Issuer Purchases of Equity Securities

On January 12, 2022, the Board of Directors reaffirmed our Common Stock Repurchase Program (the “Repurchase Program”) that authorized us to repurchase up to \$25 million in the aggregate of the Company’s Common Stock. Purchases under the Repurchase Program were permitted to 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 would be based on business, market and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The Repurchase Program did 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. Although the Repurchase Program remains in effect, since January 1, 2022, the Company has not repurchased any shares of its Common Stock.

Comparative Stock Performance

The following line graph compares the total return of the Company’s Common Stock for the last five years to the FTSE NAREIT All REITs Index published by the National Association of Real Estate Investment Trusts (“NAREIT”) and to the S&P 500 Index for the same period. The graph assumes a \$100 investment in our Common Stock and in each of the indexes listed below on December 31, 2017 and the reinvestment of all dividends. The total return reflects stock price appreciation and dividend reinvestment for all three comparative indices. The information herein has been obtained from sources believed to be reliable, but neither its accuracy nor its completeness is guaranteed. Our stock performance shown in the graph below is not necessarily indicative of future stock performance.



Item 6 – Reserved

Not applicable.

Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

2022 Accomplishments

During 2022, UMH made substantial progress on multiple fronts – generating solid operating results, achieving strong growth and improving our financial position. We have:

- Increased Rental and Related Income by 7%;
- Increased Community Net Operating Income (“NOI”) by 4%;
- Increased our rental home portfolio by 392 homes from year end 2021 to approximately 9,100 total rental homes, representing an increase of 5% from yearend 2021;
- Acquired seven communities containing 1,486 homesites for a total cost of \$86.2 million;
- Issued \$102.7 million of 4.72% Series A Bonds due 2027 in an offering to investors in Israel, for total proceeds of \$98.7 million, net of offering expenses;
- Completed the addition of approximately 1,100 homes to our Fannie Mae credit facility, for total proceeds of approximately \$25.6 million;
- Financed four communities and approximately 250 rental homes within those communities for total proceeds of approximately \$34.2 million;
- Issued and sold approximately 5.0 million shares of Common Stock through an At-the-Market Sale Program at a weighted average price of \$20.58 per share, generating gross proceeds of \$102.6 million and net proceeds of \$100.8 million, after offering expenses;
- Issued and sold approximately 406,000 shares of Series D Preferred Stock through an At-the-Market Sale Program at a weighted average price of \$22.90 per share, generating gross proceeds of \$9.3 million and net proceeds of \$9.1 million, after offering expenses;
- Redeemed all 9.9 million issued and outstanding shares of our 6.75% Series C Preferred Stock for \$247.1 million;
- Invested \$8.0 million in the UMH qualified opportunity zone fund to acquire, develop and redevelop manufactured housing communities located in Qualified Opportunity Zones;
- Entered into a Second Amended and Restated Credit Agreement to expand available borrowings from \$75 million to \$100 million with a \$400 million accordion feature, subject to certain conditions, and to extend the maturity date to November 7, 2026, with a one-year extension available at our option; and subsequent to year end, further expanded this line from \$100 million to \$180 million;
- Subsequent to year end, acquired our first community in Georgia, containing 118 developed homesites, for a total cost of \$3.7 million through our qualified opportunity zone fund;
- Subsequent to year end, issued and sold approximately 1.9 million shares of Common Stock through an At-the-Market Sale Program at a weighted average price of \$16.99 per share, generating gross proceeds of \$32.7 million and net proceeds of \$32.2 million, after offering expenses; and
- Subsequent to year end, issued and sold approximately 640,000 shares of Series D Preferred Stock through an At-the-Market Sale Program at a weighted average price of \$22.77 per share, generating gross proceeds of \$14.6 million and net proceeds of \$14.4 million, after offering expenses.

Refer to the discussion below in this Item 7, Management’s Discussion and Analysis of Financial Condition, Results of Operations, and Non-GAAP Measures, contained in this Form 10-K for information regarding the presentation of community NOI, and for the presentation and reconciliation of funds from operations and normalized funds from operations to net income (loss) attributable to common shareholders.

Overview

The following discussion and analysis of the consolidated financial condition and results of operations should be read in conjunction with the historical Consolidated Financial Statements and Notes thereto included elsewhere in this Form 10-K.

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.

As of December 31, 2022, we owned and operated 134 manufactured home communities (including one community acquired through the opportunity zone fund) containing approximately 25,600 developed homesites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Michigan, Maryland, Alabama and South Carolina. UMH has continued to execute our growth strategy of purchasing well-located communities in our target markets, including the energy-rich Marcellus and Utica Shale regions. During the year ended December 31, 2022, we purchased seven communities located in Alabama, Michigan, New Jersey, Ohio, Pennsylvania and South Carolina, for an aggregate purchase price of \$86.2 million. These acquisitions added approximately 1,486 developed homesites to our portfolio. Since January 1, 2023, we have acquired one additional community, located in Georgia and containing 118 developed homesites, through our opportunity zone fund. The Company also operates two communities in Florida owned by the Company's joint venture with Nuveen that was formed in December 2021.

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 and revenue under cable service agreements as well as 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 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 also invests in equity securities of other REITs which the Company generally limits to no more than approximately 15% of its undepreciated assets. As of December 31, 2022, the securities portfolio represented 2.5% of undepreciated assets.

Occupancy in our properties, as well as our ability to increase rental rates, directly affects revenues. In 2022, total income increased 5% from the prior year due to the acquisition and rental programs, rent increases and the growth of our sales business. Community NOI (as defined below) increased 4% from the prior year. Overall occupancy was 84.6% and 86.0% at December 31, 2022 and 2021, respectively. Overall occupancy includes communities acquired in 2022 with an average occupancy of 66%. Same property occupancy, which includes communities owned and operated as of January 1, 2021, was 86.6% and 86.8% as of December 31, 2022 and 2021, respectively. (Unless expressly indicated, information in this report with respect to the Company's properties, including financial and operating results for the year ended December 31, 2022, does not include the properties owned by the Company's joint venture with Nuveen.)

Demand for quality affordable housing remains healthy. Conventional single-family home prices continue their rise supported by low inventories and increasing sales. As for-sale inventory remains limited, a large share of housing demand will be looking at alternative forms of housing. 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. 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. During 2022, our portfolio of rental homes increased by 392 homes. Occupied rental homes represent approximately 39.2% of total occupied sites. Occupancy in rental homes continues to be strong and is at 93.3% as of December 31, 2022. We compare favorably with other types of rental housing, including apartments, and we will continue to allocate capital to rental home purchases, as demand dictates.

The Company holds a portfolio of marketable equity securities of other REITs with a fair value of \$42.2 million as of December 31, 2022, representing 2.5% of our undepreciated assets (total assets excluding accumulated depreciation). The REIT securities portfolio provides the Company with additional diversification, liquidity and income, and serves as a proxy for real estate when more favorable risk adjusted returns are not available. As of December 31, 2022, 2% of the Company's portfolio consisted of REIT preferred stocks and 98% consisted of REIT common stocks.

The Company invests in these REIT securities and, from time to time, may use margin debt when an adequate yield spread can be obtained. The Company's weighted average yield on the securities portfolio was approximately 7.1% at December 31, 2022. At December 31, 2022, the Company had unrealized losses of \$36.1 million in its REIT securities portfolio. During 2022, the Company sold positions in securities, generating a net realized gain of \$6.4 million.

The Company continues to strengthen its balance sheet. During the year ended December 31, 2022, through an At-the-Market Sale Program for our Common Stock that was established in March 2022 (the "2022 Common ATM Program") and a prior At-the-Market Sale Program established in 2021, the Company issued and sold a total of 5.0 million shares of our Common Stock, generating gross proceeds of \$102.6 million and net proceeds of \$100.8 million, after offering expenses. Additionally, the Company raised approximately \$7.8 million in new capital through the Dividend Reinvestment and Stock Purchase Plan ("DRIP").

During the year ended December 31, 2022, through an At-the-Market Sale Program for our Preferred Stock originally established in 2020 (the "2020 Preferred ATM Program"), the Company issued and sold a total of approximately 406,000 shares of our Series D Preferred Stock, generating gross proceeds of \$9.3 million and net proceeds of \$9.1 million, after offering expenses.

During the year ended December 31, 2022, the Company also issued \$102.7 million of its new 4.72% Series A Bonds due 2027 in an offering to investors in Israel and received \$98.7 million in net proceeds, after offering expenses.

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 and preferred stock and debt, will enhance shareholder returns as the properties appreciate over time.

On December 31, 2022, the Company had approximately \$29.8 million in cash and cash equivalents and \$25 million available on our credit facility, with an additional \$400 million potentially available pursuant to an accordion feature. We also had \$19.4 million available on our revolving lines of credit for the financing of home sales and the purchase of inventory and \$14.9 million available on our line of credit secured by rental homes and rental homes leases.

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 making physical improvements, including adding rental homes onto otherwise vacant sites. In 2021 and 2022, we added a total of ten manufactured home communities to our portfolio, encompassing approximately 2,029 developed sites. These manufactured home communities were acquired with an average occupancy rate of 64%. The Company will utilize the rental home program to seek to increase occupancy rates and improve operating results at these communities. As part of this plan, we intend 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 recently-formed joint venture 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. There is no guarantee that acquisition opportunities will continue to materialize or that the Company will be able to take advantage of such opportunities. The growth of our real estate portfolio and success of the 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 and affects acquisitions, occupancy levels, rental rates and operating expenses of certain properties.

See PART I, Item 1- Business and Item 1A – Risk Factors for a more complete discussion of the economic and industry-wide factors relevant to the Company, the Company's lines of business and principal products and services, and the opportunities, challenges and risks on which the Company is focused.

Acquisitions in 2022 and 2021

The following table lists the property acquisitions completed by the Company during the years ended December 31, 2022 and 2021:

<u>Community</u>	<u>Date of Acquisition</u>	<u>State</u>	<u>Number of Sites</u>	<u>Purchase Price (in thousands)</u>	<u>Number of Acres</u>	<u>Occupancy at Acquisition</u>
Acquisitions in 2022						
Center Manor	March 31, 2022	PA	96	\$ 5,800	18	83%
Mandell Trails	May 3, 2022	PA	132	7,375	69	70%
La Vista Estates	May 25, 2022	AL	139	3,878	36	6%
Hidden Creek	July 14, 2022	MI	351	22,000	88	63%
Garden View	August 10, 2022	SC	187	5,200	39	42%
Fohl Village	November 22, 2022	OH	321	19,070	170	77%
Oak Tree	December 15, 2022	NJ	260	22,900	41	98%
Total 2022			1,486	\$ 86,223	461	66%
Acquisitions in 2021						
Deer Run	January 8, 2021	AL	195	\$ 4,555	33	37%
Iris Winds	January 21, 2021	SC	142	3,445	24	49%
Bayshore Estates	June 1, 2021	OH	206	10,300	56	86%
Total 2021			543	\$ 18,300	113	59%

In addition to the acquisitions shown above, in November 2022, we acquired vacant land in Honeybrook, Pennsylvania (near two of our existing communities) with approvals for the future development of a manufactured home community containing approximately 113 sites.

In addition, on December 22, 2021, the Company's joint venture with Nuveen 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. On December 23, 2022, the joint venture closed on the acquisition of Rum Runner, a 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.

Results of Operations

2022 vs. 2021

Rental and related income increased from \$159.0 million for the year ended December 31, 2021 to \$170.4 million for the year ended December 31, 2022, or 7%. This increase was due to the acquisitions during 2021 and 2022, as well as an increase in rental rates and additional rental homes. During 2022, the Company raised rental rates by 4% to 5% at most communities. Rent increases vary depending on overall market conditions and demand. Occupancy, as well as the ability to increase rental rates, directly affects revenues. The Company has been acquiring communities with vacant sites that can potentially be occupied and earn income in the future. Overall occupancy was 84.6% and 86.0% at December 31, 2022 and 2021, respectively. Overall occupancy includes communities acquired in 2022 and 2021, which had an average occupancy of 66% and 59%, respectively, at the time of acquisition. Demand for rental homes continues to be strong. As of December 31, 2022, we had approximately 9,100 rental homes with an occupancy rate of 93.3%. We continue to evaluate the demand for rental homes and will invest in additional homes as demand dictates.

Community operating expenses increased from \$68.0 million for the year ended December 31, 2021 to \$75.7 million for the year ended December 31, 2022, or 11%. This increase was primarily due to new acquisitions, and increases in waste removal, tree removal, water and sewer, insurance, real estate taxes, travel and payroll and personnel costs.

Community NOI increased from \$91.0 million for the year ended December 31, 2021 to \$94.8 million for the year ended December 31, 2022, or 4%. This increase was primarily due to the acquisitions during 2021 and 2022 and an increase in rental rates and rental homes. The operating expense ratio (defined as community operating expenses divided by rental and related income) was 42.8% in 2021 compared to 44.4% for 2022. Many recently acquired communities have deferred maintenance requiring higher than normal expenditures in the first few years of ownership. In addition, expansions of our communities may require investments in infrastructure before we can generate revenue from additional sites. Because most of the community expenses consist of fixed costs, as occupancy rates increase, these expense ratios are expected to continue to improve. Since the Company has the 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 revenues and income from continuing operations.

Sales of manufactured homes decreased from \$27.1 million for the year ended December 31, 2021 to \$25.3 million for the year ended December 31, 2022, or 6%. The total number of homes sold in 2022 was 301 homes as compared to 370 homes in 2021. There were 144 new homes sold in 2022 as compared to 182 in 2021. The Company's average sales price was approximately \$84,000 and \$73,000 for the years ended December 31, 2022 and 2021, respectively. Cost of sales of manufactured homes decreased from \$20.1 million for the year ended December 31, 2021 to \$17.6 million for the year ended December 31, 2022, or 13%. The gross profit percentage was 31% and 26% for 2022 and 2021, respectively. Selling expenses increased from \$4.8 million for the year ended December 31, 2021 to \$5.3 million for the year ended December 31, 2022, or 10%. Gain from the sales operations (defined as sales of manufactured homes less cost of sales of manufactured homes less selling expenses less interest on the financing of inventory) amounted to a gain of \$2.0 million for the year ended December 31, 2022 and 2021, respectively. Many of the costs associated with sales, such as rent, salaries, and to an extent, advertising and promotion, are fixed. Home prices have continued their rise as fewer sellers are listing homes and inventories decline. With the passage of time, the inherent relative affordability of our property type becomes 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 revenue and represent an investment in the upgrading of our communities.

General and administrative expenses increased from \$14.1 million for the year ended December 31, 2021 to \$19.0 million for the year ended December 31, 2022, or 35%. These increases were mainly due to non-recurring expenses relating to the cost of previously issued special restricted stock grants for the groundbreaking Fannie Mae financing completed in 2020, expenses for the joint venture with Nuveen, the opportunity zone fund, the issuance of the Series A Bonds, early extinguishment of debt and other legal expenses. These non-recurring expenses totaled \$3.5 million for the year ended December 31, 2022, compared to \$2.0 million for the year ended December 31, 2021. General and administrative expenses also increased due to an increase in personnel costs, stock-based compensation and travel. General and administrative expenses, excluding non-recurring expenses, as a percentage of gross revenue (total income plus interest, dividend and other income) was 7.6% and 6.2% at December 31, 2022 and 2021, respectively.

Depreciation expense increased from \$45.1 million for the year ended December 31, 2021 to \$48.8 million for the year ended December 31, 2022, or 8%. This increase was primarily due to the acquisitions and the increase in rental homes during 2022 and 2021.

Interest income increased from \$3.4 million for the year ended December 31, 2021 to \$4.1 million for the year ended December 31, 2022, or 22%. This increase was primarily due to an increase in the average balance of notes receivable from \$48.6 million for the year ended December 31, 2021 to \$58.6 million for the year ended December 31, 2022.

Dividend income decreased from \$5.1 million for the year ended December 31, 2021 to \$2.9 million for the year ended December 31, 2022, or 43%. This decrease was primarily due to reduced dividends from the reduction of our securities holdings. Dividends received from our marketable securities investments were at a weighted average yield of approximately 7.1% and 4.4% as of December 31, 2022 and 2021, respectively.

The Company recognized a net gain on sales of marketable securities of \$6.4 million for the year ended December 31, 2022, mainly as a result of the cash consideration received in the MREIC merger, partially offset by a loss on sale of other marketable securities. The Company recognized a gain on sales of marketable securities of \$2.3 million for the year ended December 31, 2021. Increase (decrease) in fair value of marketable securities decreased from an increase of \$25.1 million for the year ended December 31, 2021 to a decrease of \$21.8 million for the year ended December 31, 2022. As of December 31, 2022, the Company had total net unrealized losses of \$36.1 million in its REIT securities portfolio.

Interest expense, including amortization of financing costs, increased from \$19.2 million for the year ended December 31, 2021 to \$26.4 million for the year ended December 31, 2022, or 38%. This increase was mainly due to interest on the Series A Bonds, an increase in loans payable and an increase in interest rates.

2021 vs. 2020

Rental and related income increased from \$143.3 million for the year ended December 31, 2020 to \$159.0 million for the year ended December 31, 2021, or 11%. This increase was due to the acquisitions during 2020 and 2021, as well as an increase in rental rates, same property occupancy and additional rental homes. During 2021, the Company raised rental rates by 3% to 4% at most communities. Rent increases vary depending on overall market conditions and demand. Occupancy, as well as the ability to increase rental rates, directly affects revenues. The Company has been acquiring communities with vacant sites that can potentially be occupied and earn income in the future. Overall occupancy was 86.0% and 85.0% at December 31, 2021 and 2020, respectively. Overall occupancy includes communities acquired in 2021 and 2020, which had an average occupancy of 59% and 64%, respectively, at the time of acquisition. Same property occupancy has increased from 85.4% at December 31, 2020 to 87.1% at December 31, 2021. (The same property occupancy rate is exclusive of the sites at Memphis Blues, which is under redevelopment due to a flood in 2011.) Demand for rental homes continues to be strong. As of December 31, 2021, we had approximately 8,700 rental homes with an occupancy rate of 95.5%. We continue to evaluate the demand for rental homes and will invest in additional homes as demand dictates.

Community operating expenses increased from \$63.2 million for the year ended December 31, 2020 to \$68.0 million for the year ended December 31, 2021, or 8%. This increase was primarily due to new acquisitions, and increases in snow removal costs, tree removal, water and sewer, real estate taxes and payroll and personnel costs.

Community NOI increased from \$80.2 million for the year ended December 31, 2020 to \$91.0 million for the year ended December 31, 2021, or 13%. This increase was primarily due to the acquisitions during 2020 and 2021 and an increase in rental rates, occupancy and rental homes. The operating expense ratio (defined as community operating expenses divided by rental and related income) improved from 44.1% in 2020 to 42.8% for 2021. Many recently acquired communities have deferred maintenance requiring higher than normal expenditures in the first few years of ownership. In addition, expansions of our communities may require investments in infrastructure before we can generate revenue from additional sites. Because most of the community expenses consist of fixed costs, as occupancy rates increase, these expense ratios are expected to continue to improve. Since the Company has the ability to increase its rental rates annually, increasing costs due to inflation and changing prices have generally not had a material effect on revenues and income from continuing operations.

Sales of manufactured homes increased from \$20.3 million for the year ended December 31, 2020 to \$27.1 million for the year ended December 31, 2021, or 34%. The total number of homes sold was 370 homes in 2021 as compared to 323 homes in 2020. There were 182 new homes sold in 2021 as compared to 140 in 2020. The Company's average sales price was approximately \$73,000 and \$63,000 for the years ended December 31, 2021 and 2020, respectively. Cost of sales of manufactured homes increased from \$14.4 million for the year ended December 31, 2020 to \$20.1 million for the year ended December 31, 2021, or 39%. The gross profit percentage was 26% and 29% for 2021 and 2020, respectively. Selling expenses decreased from \$4.9 million for the year ended December 31, 2020 to \$4.8 million for the year ended December 31, 2021, or 3%. Gain from the sales operations (defined as sales of manufactured homes less cost of sales of manufactured homes less selling expenses less interest on the financing of inventory) increased from a gain of \$768,000 for the year ended December 31, 2020 to a gain of \$2.0 million for the year ended December 31, 2021. Many of the costs associated with sales, such as rent, salaries, and to an extent, advertising and promotion, are fixed. The National Association of Realtors reported that in December 2021, sales of existing homes grew 9% from December 2020. Home prices have continued their rise as fewer sellers are listing homes and inventories decline. With the passage of time, the inherent relative affordability of our property type becomes more and more apparent, which should result in increased demand.

General and administrative expenses increased from \$11.1 million for the year ended December 31, 2020 to \$14.1 million for the year ended December 31, 2021, or 27%. These increases were due to an increase in personnel costs, including an increase in the bonus accrual based on FFO metrics and an increase in stock-based compensation, including special restricted stock grants for the 2020 groundbreaking Fannie Mae financing. General and administrative expenses, excluding non-recurring expenses, as a percentage of gross revenue (total income plus interest, dividend and other income) was 6.2% and 6.4% at December 31, 2021 and 2020, respectively.

Depreciation expense increased from \$41.7 million for the year ended December 31, 2020 to \$45.1 million for the year ended December 31, 2021, or 8%. This increase was primarily due to the acquisitions and the increase in rental homes during 2021 and 2020.

Interest income increased from \$2.9 million for the year ended December 31, 2020 to \$3.4 million for the year ended December 31, 2021, or 15%. This increase was primarily due to an increase in the average balance of notes receivable from \$40.4 million for the year ended December 31, 2020 to \$48.6 million for the year ended December 31, 2021.

Dividend income decreased from \$5.7 million for the year ended December 31, 2020 to \$5.1 million for the year ended December 31, 2021, or 11%. This decrease was primarily due to reduced dividends from our securities holdings. Dividends received from our marketable securities investments were at a weighted average yield of approximately 4.4% and 4.7% as of December 31, 2021 and 2020, respectively.

Gain on sales of marketable securities amounted to \$2.3 million for the year ended December 31, 2021. Increase (decrease) in fair value of marketable securities increased from an unrealized loss of \$14.1 million for the year ended December 31, 2020 to an unrealized gain of \$25.1 million for the year ended December 31, 2021. As of December 31, 2021, the Company had total net unrealized losses of \$14.3 million in its REIT securities portfolio.

Interest expense, including amortization of financing costs, increased from \$18.3 million for the year ended December 31, 2020 to \$19.2 million for the year ended December 31, 2021, or 5%. The average balance of mortgages payable was approximately \$462.0 million during 2021 as compared to approximately \$421.5 million during 2020. The weighted average interest rate on mortgages, not including the effect of unamortized debt issuance costs, was 3.8% at both December 31, 2021 and 2020.

Non-GAAP Measures

In addition to the results reported in accordance with GAAP, management's discussion and analysis of financial condition and results of operations include certain non-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-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 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 is calculated as follows (*in thousands*):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Rental and Related Income	\$ 170,434	\$ 159,034	\$ 143,344
Community Operating Expenses	<u>(75,660)</u>	<u>(68,046)</u>	<u>(63,175)</u>
Community NOI	<u>\$ 94,774</u>	<u>\$ 90,988</u>	<u>\$ 80,169</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 extraordinary items, as defined under U.S. GAAP, 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 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. FFO and Normalized FFO, as calculated by the Company, may not be comparable to similarly titled measures reported by other REITs.

The Company's FFO and Normalized FFO attributable to common shareholders are calculated as follows (*in thousands except footnotes*):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net Income (Loss) Attributable to Common Shareholders	\$ (36,265)	\$ 21,249	\$ (29,759)
Depreciation Expense	48,769	45,124	41,707
Depreciation Expense from Unconsolidated Joint Venture	371	-0-	-0-
Loss on Sales of Investment Property and Equipment	169	170	216
(Increase) Decrease in Fair Value of Marketable Securities	21,839	(25,052)	14,119
Gain on Sales of Marketable Securities, net	<u>(6,394)</u>	<u>(2,342)</u>	<u>-0-</u>
FFO Attributable to Common Shareholders	28,489	39,149	26,283
Adjustments:			
Redemption of Preferred Stock ⁽¹⁾	12,916	-0-	2,871
Amortization ⁽²⁾	1,956	-0-	-0-
Non-Recurring Other Expense ⁽³⁾	3,479	1,995	-0-
Normalized FFO Attributable to Common Shareholders	<u>\$ 46,840</u>	<u>\$ 41,144</u>	<u>\$ 29,154</u>

- (1) Primarily consists of redemption charges related to the original issuance costs (\$8,190 and \$2,871 in 2022 and 2020, respectively) and the carrying costs of excess cash (\$4,726) in 2022 from the beginning of the year through the redemption date.
- (2) Due to the change in sources of capital, this non-cash expense is expected to become more significant and is therefore included as an adjustment to Normalized FFO for the year ended December 31, 2022. Had a similar adjustment been made in prior years, Normalized FFO Attributable to Common Shareholders would have been \$42,145 and \$30,181 for the years ended December 31, 2021 and 2020, respectively.
- (3) Consists of special bonus and restricted stock grants for the August 2020 groundbreaking Fannie Mae financing, which are being expensed over the vesting period (\$1,724) and non-recurring expenses for the joint venture with Nuveen (\$264), early extinguishment of debt (\$320), one-time legal fees (\$197), fees related to the establishment of the OZ Fund (\$954), and costs associated with acquisition not completed (\$20) in 2022. Consists of special bonus and restricted stock grants for the August 2020 groundbreaking Fannie Mae financing, which are being expensed over the vesting period (\$1,824) and non-recurring expenses for the joint venture (\$171) in 2021.

Liquidity and Capital Resources

The Company operates as a REIT deriving its income primarily from real estate rental operations. 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. The Company's ability to generate cash adequate to meet these demands is dependent primarily on income from its real estate investments and marketable securities portfolio, the sale of real estate investments and marketable securities, refinancing of mortgage debt, leveraging of real estate investments, availability of bank borrowings or lines of credit, proceeds from the DRIP and access to the capital markets. In addition to cash generated through operations, the Company uses a variety of sources to fund its cash needs, including acquisitions. Specifically, the Company may sell marketable securities from its investment portfolio, borrow on its unsecured credit facility or lines of credit, finance and refinance its properties, and/or raise capital through the DRIP and capital markets. In order to provide financial flexibility to opportunistically access the capital markets, the Company implemented its 2022 Common ATM Program. The 2022 Common ATM Program 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. During 2022, the Company also maintained its 2020 Preferred ATM Program which allowed the Company to offer and sell shares of the Company's Series D Preferred Stock, having an aggregate sales price of up to \$100 million from time to time. All shares of Series D Preferred Stock available for sale under the 2020 Preferred ATM Program have been sold and accordingly, subsequent to year end, the Company established a new 2023 Preferred ATM Program under which the Company may sell additional shares of the Company's Series D Preferred Stock having an aggregate sales price of up to \$100 million from time to 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. As part of this plan, we intend 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, we will 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 and maintains financial flexibility. During the year ended December 31, 2022, the Company issued and sold 5.0 million shares of Common Stock through our Common ATM Programs at a weighted average price of \$20.58 per share, generating gross proceeds of \$102.6 million and net proceeds of \$100.8 million, after offering expenses.

Through our 2020 Preferred ATM Program, the Company issued and sold a total of 406,000 shares of our Series D Preferred Stock generating gross proceeds of \$9.3 million and net proceeds after offering expenses of \$9.1 million during the year ended December 31, 2022.

As of December 31, 2022, \$55.4 million of Common Stock remained available for sale under the 2022 Common ATM Program and \$2.9 million in shares of Series D Preferred Stock remained available for sale under the 2020 Preferred ATM Program. Subsequent to year end, the Company issued and sold 1.9 million shares of Common Stock under the 2022 Common ATM Program for gross proceeds of \$32.7 million. Subsequent to year end, the Company issued and sold a total of 640,000 shares of Preferred Stock under the 2020 Preferred ATM Program and the 2023 Preferred ATM Program for gross proceeds of \$14.6 million.

During 2022, the Company also issued \$102.7 million of its new 4.72% Series A Bonds due in 2027 in an offering to investors in Israel and received \$98.7 million in net proceeds, after offering expenses.

In addition, the Company has a DRIP in which participants can purchase original issue shares of Common Stock from the Company at a price of approximately 95% of market. During 2022, amounts received under the DRIP, including dividends reinvested of \$2.8 million, totaled \$7.8 million. The Company issued a total of 430,000 shares under the DRIP during 2022.

The Company also has the ability to finance home sales, inventory purchases and rental home purchases. The Company has a \$20 million revolving line of credit for the financing of homes, of which \$10 million was utilized at December 31, 2022, revolving credit facilities totaling \$73.5 million to finance inventory purchases, of which \$64.1 million was utilized at December 31, 2022 and \$14.9 million available on our line of credit secured by rental homes and rental homes leases.

As of December 31, 2022, the Company had \$29.8 million of cash and cash equivalents and marketable securities of \$42.2 million. The Company owned 134 communities (including one community acquired through the opportunity zone fund) of which 36 are unencumbered. The Company's marketable securities and non-mortgaged properties provide us with additional liquidity. As of December 31, 2022, the Company also held a 40% equity interest in its joint venture with Nuveen Real Estate, which owns two newly developed communities that are unencumbered. The Company believes that cash on hand, funds generated from operations, the DRIP and capital markets, the funds available on the lines of credit, together with the ability to finance and refinance its properties will provide sufficient funds to adequately meet its obligations over the next several years.

The Company's focus is on real estate investments. The Company has historically financed purchases of real estate primarily through mortgages. During 2022, total investment property, including rental homes, increased 15% or \$186.5 million. The Company made acquisitions of seven manufactured home communities totaling 1,486 developed sites at an aggregate purchase price of \$86.2 million. These acquisitions were funded by the use of our unsecured credit facility, in addition to mortgages. See Note 3 of the Notes to Consolidated Financial Statements for additional information on our acquisitions and Note 7 of the Notes to Consolidated Financial Statements for related debt transactions. In addition, in December 2022, the Company's joint venture with Nuveen Real Estate acquired one newly-developed community in Florida containing 144 developed homesites, for a total purchase price of \$15.1 million, 40% of which was funded by the Company. The Company continues to evaluate acquisition opportunities. The funds for these acquisitions (including the Company's 40% share of acquisition costs that may be incurred by the joint venture with Nuveen Real Estate) may come from bank borrowings, proceeds from the DRIP, and private placements or public offerings of debt, Common Stock or Preferred Stock, including under the Common ATM Program or the Preferred ATM Program. To the extent that funds or appropriate properties are not available, fewer acquisitions will be made.

The Company owned approximately 9,100 rental homes, or approximately 36% of our total homesites as of December 31, 2022. During 2022, our rental home portfolio increased by 392 homes or \$39.4 million. The Company markets these rental homes for sale to existing residents. The Company estimates that in 2023 it will order approximately 700-800 manufactured homes to use as rental units at its properties for a total cost, including setup, of approximately \$60 million. Rental home rates on new homes range from approximately \$650-\$1,500 per month, including lot rent, depending on size, location and market conditions. During 2022, the Company also invested approximately \$42 million in other improvements to its communities.

Additionally, the Company has investments in marketable equity securities of other REITs. The REIT securities portfolio provides the Company with additional liquidity and income and serves as a proxy for real estate when more favorable risk adjusted returns are not available. The Company generally limits its marketable securities investments to no more than approximately 15% of its undepreciated assets. During 2022, the securities portfolio decreased 63% or \$71.6 million primarily due to sales, including as a result of the MREIC merger, with a cost basis of \$49.8 million, as well as a net decrease in the fair value of \$21.8 million. The Company also earned dividend income of \$2.9 million. The Company from time to time may purchase these securities on margin when there is an adequate yield spread.

The following table summarizes cash flow activity for the years ended December 31, 2022, 2021 and 2020 (*in thousands*):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Net Cash (Used in) Provided by Operating Activities	\$ (7,983)	\$ 65,163	\$ 66,839
Net Cash Used in Investing Activities	(124,121)	(94,364)	(103,770)
Net Cash Provided by Financing Activities	47,954	125,634	46,528
Net (Decrease) Increase in Cash, Cash Equivalents and Restricted Cash	<u>\$ (84,150)</u>	<u>\$ 96,433</u>	<u>\$ 9,597</u>

Net cash (used in) provided by operating activities decreased by \$73.1 million in 2022 primarily due to an increase in inventory. Net cash provided by operating activities remained relatively stable in 2021.

Net cash used in investing activities increased by \$29.8 million in 2022, primarily due to the purchase of manufactured home communities and investment property and equipment, partially offset by the proceeds from sales of marketable securities. Net cash used in investing activities decreased by \$9.4 million in 2021, primarily due to a decrease in acquisitions of manufactured homes and the proceeds from sales of marketable securities offset by the increase in purchase of manufactured home communities and investment in the joint venture.

Net cash provided by financing activities decreased by \$77.6 million in 2022 to \$48.0 million. The Company obtained new debt financing through mortgages, short term borrowings and the issuance of our Series A Bonds totaling \$260.4 million, net of principal repayments and financing costs. The Company issued and sold 5.0 million shares of its Common Stock during 2022 through the Common ATM Programs, raising net proceeds of approximately \$100.8 million. The Company also received \$7.8 million, including dividends reinvested, through the DRIP. In addition, the Company issued and sold 406,000 shares of its Series D Preferred Stock during 2022 through the 2020 Preferred ATM Program, raising net proceeds of approximately \$9.1 million. During 2022, the Company redeemed all 9.9 million issued and outstanding shares of its 6.75% Series C Preferred Stock for \$247.1 million. During 2022, the Company distributed to our common shareholders a total of \$43.4 million, including dividends reinvested. In addition, the Company also paid \$24.6 million in preferred dividends during 2022.

Net cash provided by financing activities increased by \$79.1 million in 2021 to \$125.6 million. The Company received \$9.8 million, including dividends reinvested, through the DRIP. In addition, the Company issued and sold 2.2 million shares of its Series D Preferred Stock during 2021 through the 2020 Preferred ATM Program, raising net proceeds of approximately \$53.2 million. The Company also issued and sold 8.2 million shares of its Common Stock during 2021 through its Common ATM Programs, raising net proceeds of approximately \$179.1 million. During 2021, the Company had principal repayments and financing costs on debt totaling \$260.4 million, net of new mortgage financing. During 2021, the Company distributed to our common shareholders a total of \$35.0 million, including dividends reinvested. In addition, the Company also paid \$29.8 million in preferred dividends during 2021.

Cash flows were primarily used for purchases of manufactured home communities, capital improvements, payment of dividends, purchases of marketable securities, purchase of inventory and rental homes, loans to customers for the sales of manufactured homes, and expansion of existing communities. The Company meets maturing mortgage obligations by using a combination of cash flows and refinancing. The dividend payments were primarily made from cash flows from operations.

Cash flows used for capital improvements include amounts needed to meet environmental and regulatory requirements in connection with the manufactured home communities that provide water or sewer service. Excluding expansions and rental home purchases, the Company is budgeting approximately \$16 million in capital improvements for 2023.

The Company's significant commitments and contractual obligations relate to its mortgages, loans payable and other indebtedness, acquisitions of manufactured home communities, retirement benefits, and the lease on its corporate offices as described in Note 10 to the Consolidated Financial Statements.

The Company has 2,066 acres of undeveloped land which it could develop in the future. The Company continues to analyze the best use of its vacant land.

As of December 31, 2022, the Company had total assets of \$1.3 billion and total liabilities of \$793.4 million. Our net debt (net of cash and cash equivalents) to total market capitalization as of December 31, 2022 and 2021 was approximately 38% and 16%, respectively. Our net debt, less securities (net of cash and cash equivalents and marketable securities) to total market capitalization as of December 31, 2022 and 2021 was approximately 36% and 11%, respectively.

The Company believes that it has the ability to meet its obligations and to generate funds for new investments.

Contractual Obligations

The Company has an investment in its joint venture with Nuveen Real Estate which is accounted for under the equity method of accounting as we have the ability to exercise significant influence, but not control, over the operating and financial decisions for the joint venture. The terms of the joint venture require the Company to fund 40% of the total capital contributions made by the members to the joint venture. See Item 2 – “Properties-Joint Venture with Nuveen” and “Note 5, “Investment in Joint Venture,” of the Notes to Consolidated Financial Statements for additional information.

Our other primary contractual obligations relate to our loans and mortgages payable and other indebtedness, our operating lease obligations and our obligations regarding the financing of our home sales. See Note 2 “Summary of Significant Accounting Policies”, Note 7 “Loans and Mortgages Payable”, Note 10 “Related Party Transactions and Other Matters” and Note 14 “Commitments, Contingencies and Legal Matters” of the Notes to Consolidated Financial Statements for additional information.

Impact of COVID-19

The following discussion is intended to provide certain information regarding the impacts of the COVID-19 pandemic on our business and management's efforts to respond to those impacts.

We continue to monitor our operations and government recommendations and have taken steps to make the safety, security and welfare of our employees, their families and our residents a top priority.

Collections are consistent with pre-pandemic levels and we have collected 96% of January 2023 site and home rent as of today's date. Some of our residents benefitted from the federal government's funding of the Emergency Rental Assistance Programs that were enacted in each state.

The impact of the COVID-19 pandemic remains uncertain and dependent on future developments, including the possible emergence of new variants of the original virus and the ongoing roll-out of vaccines and their efficacy. We will continue to monitor these rapidly evolving developments and respond in the best interests of our employees, residents and shareholders. At this time, we believe that the COVID-19 pandemic and its consequences will not have a material adverse effect on our operations.

Critical 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 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.

Significant accounting policies are defined as those that involve significant judgment and potentially could result in materially different results under different assumptions and conditions. Management believes the following critical accounting policy is affected by our more significant judgments and estimates used in the preparation of the Company's consolidated financial statements. For a detailed description of this and other accounting policies, see Note 2 of the Notes to Consolidated Financial Statements included in this Form 10-K.

Acquisitions

The Company accounts for acquisitions in accordance with ASC 805, Business Combinations ("ASC 805") and allocates the purchase price of the property based upon the fair value of the assets acquired, which generally consist of land, site and land improvements, buildings and improvements and rental homes. The Company allocates the purchase price of an acquired property generally determined by internal evaluation as well as third-party appraisal of the property obtained in conjunction with the purchase.

In January 2017, the FASB issued Accounting Standards Update ("ASU") 2017-01, "Business Combinations (Topic 805), Clarifying the Definition of a Business". ASU 2017-01 seeks to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, intangible assets and consolidation. The adoption of ASU 2017-01 was effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The amendments should be applied prospectively on or after the effective dates. Early adoption is permitted. The Company adopted this standard effective January 1, 2017, on a prospective basis. The Company evaluated its acquisitions and has determined that its acquisitions of manufactured home communities during 2021 and 2022 should be accounted for as acquisitions of assets. As such, transaction costs, primarily consisting of broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees, related to acquisitions are capitalized as part of the cost of the acquisitions, which is then subject to a purchase price allocation based on relative fair value. Prior to the adoption of ASU 2017-01, the Company's acquisitions were considered an acquisition of a business and therefore, the acquisition costs were expensed.

Recent Accounting Pronouncements

See Note 2 of the Notes to Consolidated Financial Statements.

Item 7A – Quantitative and Qualitative Disclosures about Market Risk

As of December 31, 2022, we were exposed to risks associated with adverse changes in market prices and interest rates. The Company's principal market risk exposure is interest rate risk. The Company's future income, cash flows and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond the Company's control contribute to interest rate risk. The Company mitigates this risk by maintaining prudent amounts of leverage, minimizing capital costs and interest expense while continuously evaluating all available debt and equity resources and following established risk management policies and procedures, which may include the periodic use of derivatives. The Company's primary strategy in entering into derivative contracts is to minimize the variability that changes in interest rates could have on its future cash flows. The Company generally employs derivative instruments that effectively convert a portion of its variable rate debt to fixed rate debt. The Company does not enter into derivative instruments for speculative purposes.

The following table sets forth information as of December 31, 2022, concerning the Company's mortgages and loans payable, including principal cash flow by scheduled maturity, weighted average interest rates and estimated fair value (*in thousands*).

	Mortgages Payable		Loans Payable	
	Carrying Value	Weighted Average Interest Rate	Carrying Value	Weighted Average Interest Rate
2023	\$ 58,793	3.82%	\$ 79,226	7.60%
2024	-0-	-0-%	-0-	-0-%
2025	122,260	3.98%	-0-	-0-%
2026	38,294	4.04%	75,000	5.88%
2027	39,927	4.28%	-0-	-0-%
Thereafter	254,435	7.03%	-0-	-0-%
Total	\$ 513,709	3.93% ⁽¹⁾	\$ 154,226	6.76% ⁽¹⁾
Estimated Fair Value	\$ 503,487		\$ 154,226	

(1) Weighted average interest rate, not including the effect of unamortized debt issuance costs. The weighted average interest rate, including the effect of unamortized debt issuance costs, at December 31, 2022 was 3.97% for mortgages payable and 6.79% for loans payable.

All mortgage loans are at fixed rates. The Company has approximately \$154.2 million in variable rate loans payable. If short-term interest rates increased or decreased by 1%, interest expense would have increased or decreased by approximately \$1.5 million.

The Company invests in equity securities of other REITs and is primarily exposed to market price risk from adverse changes in market rates and conditions. The Company generally limits its marketable securities investments to no more than approximately 15% of its undepreciated assets. All securities are carried at fair value.

Item 8 – Financial Statements and Supplementary Data

The financial statements and supplementary data listed in Part IV, Item 15(a)(1) and included immediately following the signature pages to this report are incorporated herein by reference.

Item 9 – Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no changes in, or any disagreements with, the Company's independent registered public accounting firm on accounting principles and practices or financial disclosure during the years ended December 31, 2022 and 2021.

Item 9A – Controls and Procedures

Disclosure Controls and Procedures

Management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Securities Exchange Act of 1934 Rule 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to give reasonable assurances to the timely collection, evaluation and disclosure of information that would potentially be subject to disclosure under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder as of December 31, 2022.

Internal Control over Financial Reporting

(a) Management's Annual Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). The Company's internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP. Because of its inherent limitations, including the possibility of collusion or improper management override of controls, internal control over financial reporting may not prevent or detect misstatements.

Management assessed the Company's internal control over financial reporting as of December 31, 2022. This assessment was based on criteria for effective internal control over financial reporting established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") (2013 framework). Based on this assessment, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2022.

PKF O'Connor Davies, LLP, the Company's independent registered public accounting firm, has issued their report on their audit of the Company's internal control over financial reporting, a copy of which is included herein.

(b) Attestation Report of the Independent Registered Public Accounting Firm

Report of Independent Registered Public Accounting Firm

**To the Board of Directors and Shareholders of
UMH Properties, Inc.**

Opinion on Internal Control over Financial Reporting

We have audited UMH Properties, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control–Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control–Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of December 31, 2022 and 2021, and the related consolidated statements of income (loss), comprehensive income (loss), shareholders' equity and cash flows for each of the three years in the period ended December 31, 2022, and our report dated February 28, 2023, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PKF O'Connor Davies, LLP

February 28, 2023
New York, New York

(c) Changes in Internal Control over Financial Reporting

There have been no changes to our internal control over financial reporting during the quarter ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Item 9B – Other Information

None.

Item 9C – Disclosure Regarding Foreign Jurisdiction that Prevent Inspections

Not applicable.

PART III

Item 10 – Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the definitive proxy statement for the Company's 2023 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A and the information included under the caption "Information about our Executive Officers" in Part I hereof, in accordance with General Instruction G(3) to Form 10-K.

Item 11 – Executive Compensation

The information required by this item is incorporated herein by reference to the definitive proxy statement for the Company's 2023 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A, in accordance with General Instruction G(3) to Form 10-K.

Item 12 – Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to the definitive proxy statement for the Company's 2023 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A, in accordance with General Instruction G(3) to Form 10-K.

Item 13 – Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to the definitive proxy statement for the Company's 2023 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A, in accordance with General Instruction G(3) to Form 10-K.

Item 14 – Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to the definitive proxy statement for the Company's 2023 annual meeting of shareholders to be filed with the SEC pursuant to Regulation 14A, in accordance with General Instruction G(3) to Form 10-K.

PART IV

Item 15 – Exhibits, Financial Statement Schedules

	<u>Page(s)</u>
(a) (1) The following Financial Statements are filed as part of this report.	
(i) Report of Independent Registered Public Accounting Firm (PCAOB ID No. 127)	63-64
(ii) Consolidated Balance Sheets as of December 31, 2022 and 2021	65-66
(iii) Consolidated Statements of Income (Loss) for the years ended December 31, 2022, 2021 and 2020	67
(iv) Consolidated Statements of Shareholders' Equity for the years ended December 31, 2022, 2021 and 2020	68-69
(v) Consolidated Statements of Cash Flows for the years ended December 31, 2022, 2021 and 2020	70
(vi) Notes to Consolidated Financial Statements	71-101
(a) (2) The following Financial Statement Schedule is filed as part of this report:	
(i) Schedule III – Real Estate and Accumulated Depreciation as of December 31, 2022	102-111

All other schedules are omitted for the reason that they are not required, are not applicable, or the required information is set forth in the consolidated financial statements or notes thereto.

(a) (3) The Exhibits set forth in the following index of Exhibits are filed as part of this Report.

Exhibit No.	Description
(2)	Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
2.1	<u>Agreement and Plan of Merger dated as of June 23, 2003 (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690).</u>
(3)	Articles of Incorporation and By-Laws
3.1	<u>Articles of Incorporation of UMH Properties, Inc., a Maryland corporation (incorporated by reference from the Company's Definitive Proxy Statement as filed with the Securities and Exchange Commission on July 10, 2003, Registration No. 001-12690).</u>
3.2	<u>Amendment to Articles of Incorporation (incorporated by reference to the 8-K as filed by the Registrant with the Securities and Exchange Commission on April 3, 2006, Registration No. 001-12690).</u>
3.3	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690).</u>
3.4	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 26, 2011, Registration No. 001-12690).</u>
3.5	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690).</u>
3.6	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 10, 2012, Registration No. 001-12690).</u>
3.7	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690).</u>
3.8	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 31, 2012, Registration No. 001-12690).</u>
3.9	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 20, 2015, Registration No. 001-12690).</u>
3.10	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 20, 2015, Registration No. 001-12690).</u>
3.11	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 5, 2016, Registration No. 001-12690).</u>

Exhibit No.	Description
3.12	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 5, 2016, Registration No. 001-12690).</u>
3.13	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on August 11, 2016, Registration No. 001-12690).</u>
3.14	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on June 5, 2017, Registration No. 001-12690).</u>
3.15	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on July 26, 2017, Registration No. 001-12690).</u>
3.16	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on July 26, 2017, Registration No. 001-12690).</u>
3.17	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 22, 2018, Registration No. 001-12690).</u>
3.18	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 29, 2019, Registration No. 001-12690).</u>
3.19	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 29, 2019, Registration No. 001-12690).</u>
3.20	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 22, 2019, Registration No. 001-12690).</u>
3.21	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 22, 2019, Registration No. 001-12690).</u>
3.22	<u>Amendment to Articles of Incorporation (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on May 18, 2020, Registration No. 001-12690).</u>
3.23	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on July 16, 2020, Registration No. 001-12690).</u>
3.24	<u>Articles Supplementary (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 10, 2023, Registration No. 001-12690).</u>

Exhibit No	Description
3.25	<u>Bylaws of the Company, as amended and restated, dated March 31, 2014 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on March 31, 2014, Registration No. 001-12690).</u>
(4)	Instruments Defining the Rights of Security Holders, Including Indentures
4.1	<u>Specimen certificate of Common Stock of UMH Properties, Inc. (incorporated by reference to Exhibit 4.1 to the Form S-3 as filed by the Registrant with the Securities and Exchange Commission on December 21, 2010, Registration No. 333-171338).</u>
4.2	<u>Specimen certificate representing the Series D Preferred Stock of UMH Properties, Inc. (incorporated by reference to Exhibit 4.2 to the Form 8-A12B as filed by the Registrant with the Securities and Exchange Commission on January 22, 2018, Registration No. 001-12690).</u>
4.3	<u>Deed of Trust for the 4.72% Series A Bonds due 2027 between UMH Properties, Inc. and Reznik Paz Nevo Trusts Ltd., as trustee, dated as of January 31, 2022 (incorporated by reference to Exhibit 4.4 to the Form 10-K as filed by the Registrant with the Securities and Exchange Commission on February 24, 2022, Registration No. 001-12690).</u>
4.4	* <u>Description of the Company's Securities Registered Under Section 12 of the Securities Exchange Act of 1934.</u>
(10)	Material Contracts
10.1	+ Employment Agreement with Mr. Eugene W. Landy dated December 14, 1993 (incorporated by reference to the Company's 1993 Form 10-K as filed with the Securities and Exchange Commission on March 28, 1994).
10.2	+ <u>Amendment to Employment Agreement with Mr. Eugene W. Landy effective January 1, 2004 (incorporated by reference to the Company's 2004 Form 10-K/A as filed with the Securities and Exchange Commission on March 30, 2005, Registration No. 001-12690).</u>
10.3	+ <u>Second Amendment to Employment Agreement of Eugene W. Landy, dated April 14, 2008 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 16, 2008, Registration No. 001-12690).</u>
10.4	+ <u>Third Amendment to Employment Agreement with Mr. Eugene W. Landy effective October 1, 2014 (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on October 8, 2014, Registration No. 001-12690).</u>
10.5	+ <u>Amended and Restated Employment Agreement effective January 1, 2023, between UMH Properties, Inc. and Samuel A. Landy (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 13, 2023, Registration No. 001-12690).</u>
10.6	+ <u>Amended and Restated Employment Agreement effective January 1, 2023, between UMH Properties, Inc. and Anna T. Chew (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 13, 2023, Registration No. 001-12690).</u>

Exhibit No	Description
10.7	+ <u>Employment Agreement effective January 1, 2023, between UMH Properties, Inc. and Craig Koster (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 13, 2023, Registration No. 001-12690).</u>
10.8	+ <u>Employment Agreement effective January 1, 2023, between UMH Properties, Inc. and Brett Taft (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 13, 2023, Registration No. 001-12690).</u>
10.9	+ <u>Form of Indemnification Agreement between UMH Properties, Inc. and its Directors and Executive Officers (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on April 23, 2012, Registration No. 001-12690).</u>
10.10	+ <u>UMH Properties, Inc. Amended and Restated 2013 Incentive Award Plan (incorporated by reference to the Company's Definitive Proxy Statement (DEF 14A) as filed with the Securities and Exchange Commission on April 16, 2021, Registration No. 001-12690).</u>
10.11	<u>Dividend Reinvestment and Stock Purchase Plan (incorporated by reference to the Company's Registration Statement filed on Form S-3D as filed with the Securities and Exchange Commission on June 17, 2019, Registration No. 333-232162).</u>
10.12	<u>Equity Distribution Agreement by and between UMH Properties, Inc. and BMO Capital Markets Corp., J.P. Morgan Securities LLC, B. Riley Securities, Inc., Compass Point Research & Trading LLC, and Janney Montgomery Scott LLC (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on March 7, 2022, Registration No. 001-12690).</u>
10.13	<u>Second Amended and Restated Credit Agreement by and among UMH Properties, Inc. and Bank of Montreal, as Administrative Agent, dated as of November 7, 2022 (incorporated by reference to the Form 10-Q as filed by the Registrant with the Securities and Exchange Commission on November 8, 2022, Registration No. 001-12690).</u>
10.14	* <u>First Amendment to Second Amended and Restated Credit Agreement by and among UMH Properties, Inc. and Bank of Montreal, as Administrative Agent, dated as of February 24, 2023.</u>
10.15	<u>At-the-Market Sales Agreement by and between UMH Properties, Inc. and B. Riley Securities, Inc. (incorporated by reference to the Form 8-K as filed by the Registrant with the Securities and Exchange Commission on January 11, 2023, Registration No. 001-12690).</u>
(21)	* <u>Subsidiaries of the Registrant.</u>
(23)	* <u>Consent of PKF O'Connor Davies, LLP.</u>
(31.1)	* <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
(31.2)	* <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
(32)	* <u>Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
(101)	Interactive Data File
++Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)	

Exhibit No	Description
101.SCH	++Inline XBRL Taxonomy Extension Schema Document
101.CAL	++Inline XBRL Taxonomy Extension Calculation Document
101.LAB	++Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	++Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	++Inline XBRL Taxonomy Extension Definition Linkbase Document
104	++Cover Page Interactive Data File (embedded within the Inline XBRL document)
*	Filed herewith.
+	Denotes a management contract or compensatory plan or arrangement.
++	Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not “filed” or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act, is deemed not “filed” for purposes of Section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.

Item 16 – Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UMH PROPERTIES, INC.

BY: /s/Samuel A. Landy

SAMUEL A. LANDY
President, Chief Executive Officer and Director
(Principal Executive Officer)

BY: /s/Anna T. Chew

ANNA T. CHEW
Executive Vice President, Chief Financial Officer, Treasurer
and Director (Principal Financial and Accounting Officer)

Dated: February 28, 2023

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, this report has been duly signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u></u>	<u>Title</u>	<u>Date</u>
<u>/s/Eugene W. Landy</u> EUGENE W. LANDY	Chairman of the Board	<u>February 28, 2023</u>
<u>/s/Samuel A. Landy</u> SAMUEL A. LANDY	President, Chief Executive Officer and Director	<u>February 28, 2023</u>
<u>/s/Anna T. Chew</u> ANNA T. CHEW	Executive Vice President, Chief Financial Officer, Treasurer and Director	<u>February 28, 2023</u>
<u>/s/Amy Butewicz</u> AMY BUTEWICZ	Director	<u>February 28, 2023</u>
<u>/s/Jeffrey A. Carus</u> JEFFREY A. CARUS	Director	<u>February 28, 2023</u>
<u>/s/Kiernan Conway</u> KIERNAN CONWAY	Director	<u>February 28, 2023</u>
<u>/s/Matthew Hirsch</u> MATTHEW HIRSCH	Director	<u>February 28, 2023</u>
<u>/s/Michael P. Landy</u> MICHAEL P. LANDY	Director	<u>February 28, 2023</u>
<u>/s/Stuart Levy</u> STUART LEVY	Director	<u>February 28, 2023</u>
<u>/s/William Mitchell</u> WILLIAM MITCHELL	Director	<u>February 28, 2023</u>
<u>/s/Angela D. Pruitt-Marriott</u> ANGELA PRUITT	Director	<u>February 28, 2023</u>
<u>/s/Kenneth K. Quigley, Jr.</u> KENNETH K. QUIGLEY	Director	<u>February 28, 2023</u>

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of UMH Properties Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of UMH Properties, Inc. and subsidiaries (the “Company”) as of December 31, 2022 and 2021, and the related consolidated statements of income (loss), shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and schedule listed in the Index at Item 15(a)(2)(i) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in *Internal Control–Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 28, 2023, expressed an unqualified opinion.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Acquisition of Manufactured Home Communities

The Company's strategy includes growth by acquisition. As described in note 1 to the consolidated financial statements, the Company evaluates acquisitions to determine whether the acquisition should be classified as either an asset acquisition or business combination. For asset acquisitions, the Company allocates the purchase price of these manufactured home communities on a relative fair value basis and capitalizes direct acquisition related costs as part of the purchase price. The Company evaluated its acquisitions and has determined that its acquisitions of manufactured home communities during 2022 should be accounted for as acquisitions of assets. During the year ended December 31, 2022, the Company acquired seven manufactured home communities for total consideration of approximately \$87 million. The cost of the acquisitions is approximately 8.25% of total net investment property and equipment as of December 31, 2022. We identified the evaluation of the measurement of the fair values used in purchase price allocation of manufactured home communities as a critical audit matter.

The principal consideration for our determination that the evaluation of the measurement of the fair value used in the purchase price allocation of manufactured home communities was a critical audit matter was that it involves a high degree of subjectivity in evaluating the reasonableness of management's estimates and the assumptions used in those estimates, related to the recognition and measurement of assets acquired.

Our audit procedures related to evaluating the fair values used in the purchase price allocation of manufactured home community acquisition included the following. We obtained an understanding and tested the design and operating effectiveness of relevant controls relating to accounting for acquisitions, such as controls over the evaluation of the accounting treatment and the recognition and measurement of assets acquired, liabilities assumed, and consideration paid. For each acquisition, we obtained purchase price allocation information from management, along with relevant supporting documentation such as the executed purchase agreement, in order to corroborate our understanding of the substance of the acquisition as well as assess the completeness of the assets acquired and liabilities assumed. We assessed whether (1) the values assigned to the tangible assets appeared reasonable based on a cost or market approach for similar properties in each geographic area, (2) intangible assets, if any, were properly considered, identified and valued, and (3) the significant assumptions used in valuing the assets and liabilities were reasonable. Our overall assessment of the amounts reported and disclosed in the consolidated financial statements included consideration of whether such information was consistent with evidence obtained in other areas of the audit.

/s/ PKF O'Connor Davies, LLP

February 28, 2023
New York, New York

We have served as the Company's auditor since 2008.

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2022 and 2021
(in thousands except per share amounts)

	<u>2022</u>	<u>2021</u>
-ASSETS-		
Investment Property and Equipment		
Land	\$ 86,619	\$ 74,963
Site and Land Improvements	846,218	716,211
Buildings and Improvements	35,933	30,450
Rental Homes and Accessories	422,818	383,467
Total Investment Property	<u>1,391,588</u>	<u>1,205,091</u>
Equipment and Vehicles	26,721	24,437
Total Investment Property and Equipment	<u>1,418,309</u>	<u>1,229,528</u>
Accumulated Depreciation	<u>(363,098)</u>	<u>(316,073)</u>
Net Investment Property and Equipment	<u>1,055,211</u>	<u>913,455</u>
Other Assets		
Cash and Cash Equivalents	29,785	116,175
Marketable Securities at Fair Value	42,178	113,748
Inventory of Manufactured Homes	88,468	23,659
Notes and Other Receivables, net	67,271	55,359
Prepaid Expenses and Other Assets	20,011	17,135
Land Development Costs	23,250	22,352
Investment in Joint Venture	18,422	8,937
Total Other Assets	<u>289,385</u>	<u>357,365</u>
TOTAL ASSETS	<u>\$ 1,344,596</u>	<u>\$ 1,270,820</u>

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (CONTINUED)
AS OF DECEMBER 31, 2022 and 2021
(in thousands except per share amounts)

	<u>2022</u>	<u>2021</u>
- LIABILITIES AND SHAREHOLDERS' EQUITY -		
LIABILITIES:		
Mortgages Payable, net of unamortized debt issuance costs	\$ 508,938	\$ 452,567
Other Liabilities:		
Accounts Payable	6,387	4,274
Loans Payable, net of unamortized debt issuance costs	153,531	46,757
Series A Bonds, net of unamortized debt issuance costs	99,207	0
Accrued Liabilities and Deposits	16,852	17,162
Tenant Security Deposits	8,485	7,920
Total Other Liabilities	<u>284,462</u>	<u>76,113</u>
Total Liabilities	<u>793,400</u>	<u>528,680</u>
Commitments and Contingencies		
Shareholders' Equity:		
Series C – 6.75% Cumulative Redeemable Preferred Stock, \$0.10 par value per share, 3,866 and 13,750 shares authorized as of December 31, 2022 and 2021, respectively; 9,884 shares issued and outstanding as of December 31, 2021	0	247,100
Series D – 6.375% Cumulative Redeemable Preferred Stock, par value \$0.10 per share, 9,300 shares authorized; 9,015 and 8,609 shares issued and outstanding as of December 31, 2022 and 2021, respectively	225,379	215,219
Common Stock - \$0.10 par value per share, 154,048 and 144,164 shares authorized as of December 31, 2022 and 2021, respectively; 57,595 and 51,651 shares issued and outstanding as of December 31, 2022 and 2021, respectively	5,760	5,165
Excess Stock - \$0.10 par value per share, 3,000 shares authorized; no shares issued or outstanding as of December 31, 2022 and 2021	0	0
Additional Paid-In Capital	343,189	300,020
Undistributed Income (Accumulated Deficit)	<u>(25,364)</u>	<u>(25,364)</u>
Total UMH Properties, Inc. Shareholders' Equity	548,964	742,140
Non-Controlling Interest in Consolidated Subsidiaries	2,232	0
Total Shareholders' Equity	<u>551,196</u>	<u>742,140</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 1,344,596</u>	<u>\$ 1,270,820</u>

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 and 2020
(in thousands)

	<u>2022</u>	<u>2021</u>	<u>2020</u>
INCOME:			
Rental and Related Income	\$ 170,434	\$ 159,034	\$ 143,344
Sales of Manufactured Homes	<u>25,342</u>	<u>27,089</u>	<u>20,265</u>
Total Income	<u>195,776</u>	<u>186,123</u>	<u>163,609</u>
EXPENSES:			
Community Operating Expenses	75,660	68,046	63,175
Cost of Sales of Manufactured Homes	17,562	20,091	14,417
Selling Expenses	5,282	4,807	4,941
General and Administrative Expenses	18,979	14,095	11,056
Depreciation Expense	<u>48,769</u>	<u>45,124</u>	<u>41,707</u>
Total Expenses	<u>166,252</u>	<u>152,163</u>	<u>135,296</u>
OTHER INCOME (EXPENSE):			
Interest Income	4,085	3,362	2,917
Dividend Income	2,903	5,098	5,729
Gain on Sales of Marketable Securities, net	6,394	2,342	0
Increase (Decrease) in Fair Value of Marketable Securities	(21,839)	25,052	(14,119)
Other Income	1,240	626	718
Loss on Investment in Joint Venture	(671)	(24)	0
Interest Expense	<u>(26,439)</u>	<u>(19,158)</u>	<u>(18,287)</u>
Total Other Income (Expense)	<u>(34,327)</u>	<u>17,298</u>	<u>(23,042)</u>
Income (Loss) Before Loss on Sales of Investment Property and Equipment	(4,803)	51,258	5,271
Loss on Sales of Investment Property and Equipment	<u>(169)</u>	<u>(170)</u>	<u>(216)</u>
Net Income (Loss)	(4,972)	51,088	5,055
Preferred Dividends	(23,221)	(29,839)	(31,943)
Redemption of Preferred Stock	(8,190)	0	(2,871)
Loss Attributable to Non-Controlling Interest	<u>118</u>	<u>0</u>	<u>0</u>
Net Income (Loss) Attributable to Common Shareholders	<u>\$ (36,265)</u>	<u>\$ 21,249</u>	<u>\$ (29,759)</u>
Net Income (Loss) Attributable to Common Shareholders Per Share			
Basic	<u>\$ (0.67)</u>	<u>\$ 0.46</u>	<u>\$ (0.72)</u>
Diluted	<u>\$ (0.67)</u>	<u>\$ 0.45</u>	<u>\$ (0.72)</u>
Weighted Average Common Shares Outstanding:			
Basic	<u>54,389</u>	<u>46,332</u>	<u>41,395</u>
Diluted	<u>54,389</u>	<u>47,432</u>	<u>41,395</u>

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 and 2020
(in thousands)

	Common Stock Issued and Outstanding		Preferred Stock Series B	Preferred Stock Series C
	Number	Amount		
Balance December 31, 2019	41,130	\$ 4,113	\$ 95,030	\$ 243,750
Common Stock Issued with the DRIP	720	72	0	0
Common Stock Issued through Restricted/ Unrestricted Stock Awards	46	5	0	0
Common Stock Issued through Stock Options	63	6	0	0
Common Stock Issued in connection with At-The-Market Offerings, net	135	13	0	0
Repurchase of Common Stock	(174)	(17)	0	0
Repurchase of Preferred Stock	0	0	(13)	0
Preferred Stock Issued in connection with At-The-Market Offerings, net	0	0	0	3,350
Redemption of Preferred Stock	0	0	(95,017)	0
Distributions	0	0	0	0
Stock Compensation Expense	0	0	0	0
Net Income	0	0	0	0
Balance December 31, 2020	41,920	4,192	0	247,100
Common Stock Issued with the DRIP	503	50	0	0
Common Stock Issued through Restricted/ Unrestricted Stock Awards	297	30	0	0
Common Stock Issued through Stock Options	710	71	0	0
Common Stock Issued in connection with At-The-Market Offerings, net	8,221	822	0	0
Preferred Stock Issued in connection with At-The-Market Offerings, net	0	0	0	0
Distributions	0	0	0	0
Stock Compensation Expense	0	0	0	0
Net Income	0	0	0	0
Balance December 31, 2021	51,651	5,165	0	247,100
Common Stock Issued with the DRIP	430	44	0	0
Common Stock Issued through Restricted/ Unrestricted Stock Awards	124	12	0	0
Common Stock Issued through Stock Options	404	40	0	0
Common Stock Issued in connection with At-The-Market Offerings, net	4,986	499	0	0
Preferred Stock Issued in connection with At-The-Market Offerings, net	0	0	0	0
Redemption of Preferred Stock	0	0	0	(247,100)
Distributions	0	0	0	0
Stock Compensation Expense	0	0	0	0
Investment from Non-Controlling Interest	0	0	0	0
Net Loss	0	0	0	0
Balance December 31, 2022	57,595	\$ 5,760	\$ 0	\$ 0

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY, CONTINUED
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 and 2020
(in thousands)

	Preferred Stock Series D	Additional Paid-In Capital	Undistributed Income (Accumulated Deficit)	Non- Controlling Interest in Consolidated Subsidiary	Total Shareholders' Equity
Balance December 31, 2019	\$ 66,268	\$ 162,542	\$ (25,364)	\$ 0	\$ 546,339
Common Stock Issued with the DRIP	0	9,082	0	0	9,154
Common Stock Issued through Restricted/ Unrestricted Stock Awards	0	(5)	0	0	0
Common Stock Issued through Stock Options	0	653	0	0	659
Common Stock Issued in connection with At-The- Market Offerings, net	0	1,730	0	0	1,743
Repurchase of Common Stock	0	(1,813)	0	0	(1,830)
Repurchase of Preferred Stock	0	1	0	0	(12)
Preferred Stock Issued in connection with At-The- Market Offerings, net	94,586	(1,795)	0	0	96,141
Redemption of Preferred Stock	0	2,871	(2,871)	0	(95,017)
Distributions	0	(59,567)	(2,184)	0	(61,751)
Stock Compensation Expense	0	1,327	0	0	1,327
Net Income	0	0	5,055	0	5,055
Balance December 31, 2020	160,854	115,026	(25,364)	0	501,808
Common Stock Issued with the DRIP	0	9,723	0	0	9,773
Common Stock Issued through Restricted/ Unrestricted Stock Awards	0	(30)	0	0	0
Common Stock Issued through Stock Options	0	8,530	0	0	8,601
Common Stock Issued in connection with At-The- Market Offerings, net	0	178,247	0	0	179,069
Preferred Stock Issued in connection with At-The- Market Offerings, net	54,365	(1,152)	0	0	53,213
Distributions	0	(13,771)	(51,088)	0	(64,859)
Stock Compensation Expense	0	3,447	0	0	3,447
Net Income	0	0	51,088	0	51,088
Balance December 31, 2021	215,219	300,020	(25,364)	0	742,140
Common Stock Issued with the DRIP	0	7,764	0	0	7,808
Common Stock Issued through Restricted/ Unrestricted Stock Awards	0	(12)	0	0	0
Common Stock Issued through Stock Options	0	4,155	0	0	4,195
Common Stock Issued in connection with At-The- Market Offerings, net	0	100,253	0	0	100,752
Preferred Stock Issued in connection with At-The- Market Offerings, net	10,160	(1,085)	0	0	9,075
Redemption of Preferred Stock	0	8,185	(8,185)	0	(247,100)
Distributions	0	(81,061)	13,039	0	(68,022)
Stock Compensation Expense	0	4,970	0	0	4,970
Investment from Non-Controlling Interest	0	0	0	2,350	2,350
Net Loss	0	0	(4,854)	(118)	(4,972)
Balance December 31, 2022	\$ 225,379	\$ 343,189	\$ (25,364)	\$ 2,232	\$ 551,196

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 and 2020
(in thousands)

	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Income (Loss)	\$ (4,972)	\$ 51,088	\$ 5,055
Non-cash items included in Net Income (Loss):			
Depreciation	48,769	45,124	41,707
Amortization of Financing Costs	1,956	1,001	1,027
Stock Compensation Expense	4,970	3,447	1,327
Provision for Uncollectible Notes and Other Receivables	1,497	1,213	1,546
Gain on Sales of Marketable Securities, net	(6,394)	(2,342)	0
Decrease (Increase) in Fair Value of Marketable Securities	21,839	(25,052)	14,119
Loss on Sales of Investment Property and Equipment	169	170	216
Changes in Operating Assets and Liabilities:			
Inventory of Manufactured Homes	(64,809)	1,791	6,517
Notes and Other Receivables, net of notes acquired with acquisitions	(12,740)	(9,957)	(9,965)
Prepaid Expenses and Other Assets	(636)	(1,557)	(2,058)
Accounts Payable	2,113	(116)	(182)
Accrued Liabilities and Deposits	(310)	(134)	6,720
Tenant Security Deposits	565	487	810
Net Cash Provided by (Used in) Operating Activities	<u>(7,983)</u>	<u>65,163</u>	<u>66,839</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of Manufactured Home Communities, net of mortgages assumed	(65,562)	(18,405)	(5,320)
Purchase of Investment Property and Equipment	(81,112)	(59,270)	(76,761)
Proceeds from Sales of Investment Property and Equipment	3,098	2,859	2,657
Additions to Land Development Costs	(27,185)	(27,428)	(23,241)
Purchase of Marketable Securities	(19)	(18)	(1,105)
Proceeds from Sales of Marketable Securities	56,144	16,835	0
Investment in Joint Venture	(9,485)	(8,937)	0
Net Cash Used in Investing Activities	<u>(124,121)</u>	<u>(94,364)</u>	<u>(103,770)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from Mortgages, net of mortgages assumed	59,801	6,070	105,984
Net Proceeds (Payments) from Short Term Borrowings	107,280	(40,448)	3,309
Principal Payments of Mortgages and Loans	(24,294)	(25,618)	(7,115)
Proceeds from Bond Issuance	102,670	0	0
Financing Costs on Debt	(6,561)	(167)	(4,737)
Investments from Non-Controlling Interest	2,350	0	0
Proceeds from At-The-Market Preferred Equity Program, net of offering costs	9,075	53,213	96,141
Payments on Redemption of Preferred Stock	(247,100)	0	(95,017)
Proceeds from At-The-Market Common Equity Program, net of offering costs	100,752	179,069	1,743
Proceeds from Issuance of Common Stock in the DRIP, net of dividend reinvestments	5,025	6,267	6,003
Repurchase of Preferred Stock, net	0	0	(12)
Repurchase of Common Stock, net	0	0	(1,830)
Proceeds from Exercise of Stock Options	4,195	8,601	659
Preferred Dividends Paid	(24,611)	(29,839)	(31,943)
Common Dividends Paid, net of dividend reinvestments	(40,628)	(31,514)	(26,657)
Net Cash Provided by Financing Activities	<u>47,954</u>	<u>125,634</u>	<u>46,528</u>
Net Increase (Decrease) in Cash, Cash Equivalents and Restricted Cash	(84,150)	96,433	9,597
Cash, Cash Equivalents and Restricted Cash at Beginning of Year	<u>125,026</u>	<u>28,593</u>	<u>18,996</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH AT END OF YEAR	<u>\$ 40,876</u>	<u>\$ 125,026</u>	<u>\$ 28,593</u>

See Accompanying Notes to Consolidated Financial Statements

UMH PROPERTIES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022 and 2021

NOTE 1 – ORGANIZATION

UMH Properties, Inc., a Maryland corporation, and its subsidiaries (the “Company”) operates as a real estate investment trust (“REIT”) deriving its income primarily from real estate rental operations. The Company, through its wholly-owned taxable subsidiary, UMH Sales and Finance, Inc. (“S&F”), also 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 also owns a portfolio of REIT securities which the Company generally limits to no more than approximately 15% of its undepreciated assets (which is the Company’s total assets excluding accumulated depreciation). Management views the Company as a single segment based on its method of internal reporting in addition to its allocation of capital and resources.

Description of the Business

As of December 31, 2022, the Company owned and operated 134 manufactured home communities (including one community acquired through the opportunity zone fund) containing approximately 25,600 developed sites. These communities are located in New Jersey, New York, Ohio, Pennsylvania, Tennessee, Indiana, Michigan, Maryland, Alabama and South Carolina.

These manufactured home communities are listed by trade names as follows:

MANUFACTURED HOME COMMUNITY	LOCATION
Allentown	Memphis, Tennessee
Arbor Estates	Doylestown, Pennsylvania
Auburn Estates	Orrville, Ohio
Bayshore Estates	Sandusky, Ohio
Birchwood Farms	Birch Run, Michigan
Boardwalk	Elkhart, Indiana
Broadmore Estates	Goshen, Indiana
Brookside Village	Berwick, Pennsylvania
Brookview Village	Greenfield Center, New York
Camelot Village	Anderson, Indiana
Camelot Woods	Altoona, Pennsylvania
Candlewick Court	Owosso, Michigan
Carsons	Chambersburg, Pennsylvania
Catalina	Middletown, Ohio
Cedarcrest Village	Vineland, New Jersey
Center Manor	Monaca, Pennsylvania
Chambersburg I & II	Chambersburg, Pennsylvania
Chelsea	Sayre, Pennsylvania
Cinnamon Woods	Conowingo, Maryland
City View	Lewistown, Pennsylvania
Clinton Mobile Home Resort	Tiffin, Ohio
Collingwood	Horseheads, New York
Colonial Heights	Wintersville, Ohio
Countryside Estates	Muncie, Indiana
Countryside Estates	Ravenna, Ohio
Countryside Village/ Duck River	Columbia, Tennessee
Cranberry Village	Cranberry Township, Pennsylvania
Crestview	Athens, Pennsylvania
Cross Keys Village	Duncansville, Pennsylvania
Crossroads Village	Mount Pleasant, Pennsylvania
Dallas Mobile Home Community	Toronto, Ohio
Deer Meadows	New Springfield, Ohio

MANUFACTURED HOME COMMUNITY**LOCATION**

Deer Run
D & R Village
Evergreen Estates
Evergreen Manor
Evergreen Village
Fairview Manor
Fifty One Estates
Fohl Village
Forest Creek
Forest Park Village
Fox Chapel Village
Frieden Manor
Friendly Village
Garden View
Green Acres
Gregory Courts
Hayden Heights
Heather Highlands
Hidden Creek
High View Acres
Highland
Highland Estates
Hillcrest Crossing
Hillcrest Estates
Hillside Estates
Holiday Village
Holiday Village
Holly Acres Estates
Hudson Estates
Huntingdon Pointe
Independence Park
Iris Winds
Kinnebrook
La Vista Estates
Lake Erie Estates
Lake Sherman Village
Lakeview Meadows
Laurel Woods
Little Chippewa
Mandell Trails
Maple Manor
Marysville Estates
Meadowood
Meadows
Meadows of Perrysburg
Melrose Village
Melrose West
Memphis Blues
Monroe Valley
Moosic Heights
Mount Pleasant Village
Mountaintop
New Colony
Northtowne Meadows
Oak Ridge Estates
Oak Tree

Dothan, Alabama
Clifton Park, New York
Lodi, Ohio
Bedford, Ohio
Mantua, Ohio
Millville, New Jersey
Elizabeth, Pennsylvania
Canton, Ohio
Elkhart, Indiana
Cranberry Township, Pennsylvania
Cheswick, Pennsylvania
Schuylkill Haven, Pennsylvania
Perrysburg, Ohio
Orangeburg, South Carolina
Chambersburg, Pennsylvania
Honey Brook, Pennsylvania
Dublin, Ohio
Inkerman, Pennsylvania
Erie, Michigan
Export, Pennsylvania
Elkhart, Indiana
Kutztown, Pennsylvania
Lower Burrell, Pennsylvania
Marysville, Ohio
Greensburg, Pennsylvania
Nashville, Tennessee
Elkhart, Indiana
Erie, Pennsylvania
Peninsula, Ohio
Tarrs, Pennsylvania
Clinton, Pennsylvania
Sumter, South Carolina
Monticello, New York
Dothan, Alabama
Fredonia, New York
Navarre, Ohio
Lakeview, Ohio
Cresson, Pennsylvania
Orrville, Ohio
Butler, Pennsylvania
Taylor, Pennsylvania
Marysville, Ohio
New Middletown, Ohio
Nappanee, Indiana
Perrysburg, Ohio
Wooster, Ohio
Wooster, Ohio
Memphis, Tennessee
Jonestown, Pennsylvania
Avoca, Pennsylvania
Mount Pleasant, Pennsylvania
Narvon, Pennsylvania
West Mifflin, Pennsylvania
Erie, Michigan
Elkhart, Indiana
Jackson, New Jersey

MANUFACTURED HOME COMMUNITY

Oakwood Lake Village
Olmsted Falls
Oxford Village
Parke Place
Perrysburg Estates
Pikewood Manor
Pine Ridge Village/Pine Manor
Pine Valley Estates
Pleasant View Estates
Port Royal Village
Redbud Estates
River Valley Estates
Rolling Hills Estates
Rostraver Estates
Sandy Valley Estates
Shady Hills
Somerset Estates/Whispering Pines
Southern Terrace
Southwind Village
Spreading Oaks Village
Springfield Meadows
Suburban Estates
Summit Estates
Summit Village
Sunny Acres
Sunnyside
Trailmont
Twin Oaks I & II
Twin Pines
Valley High
Valley Hills
Valley Stream
Valley View I
Valley View II
Valley View Honeybrook
Voyager Estates
Waterfalls Village
Wayside
Weatherly Estates
Wellington Estates
Woodland Manor
Woodlawn Village
Woods Edge
Wood Valley
Worthington Arms
Youngstown Estates

LOCATION

Tunkhannock, Pennsylvania
Olmsted Township, Ohio
West Grove, Pennsylvania
Elkhart, Indiana
Perrysburg, Ohio
Elyria, Ohio
Carlisle, Pennsylvania
Apollo, Pennsylvania
Bloomsburg, Pennsylvania
Belle Vernon, Pennsylvania
Anderson, Indiana
Marion, Ohio
Carlisle, Pennsylvania
Belle Vernon, Pennsylvania
Magnolia, Ohio
Nashville, Tennessee
Somerset, Pennsylvania
Columbiana, Ohio
Jackson, New Jersey
Athens, Ohio
Springfield, Ohio
Greensburg, Pennsylvania
Ravenna, Ohio
Marion, Indiana
Somerset, Pennsylvania
Eagleville, Pennsylvania
Goodlettsville, Tennessee
Olmsted Township, Ohio
Goshen, Indiana
Ruffs Dale, Pennsylvania
Ravenna, Ohio
Mountaintop, Pennsylvania
Ephrata, Pennsylvania
Ephrata, Pennsylvania
Honey Brook, Pennsylvania
West Newton, Pennsylvania
Hamburg, New York
Bellefontaine, Ohio
Lebanon, Tennessee
Export, Pennsylvania
West Monroe, New York
Eatontown, New Jersey
West Lafayette, Indiana
Caledonia, Ohio
Lewis Center, Ohio
Youngstown, New York

In addition to the manufactured home communities owned by the Company listed above, the Company's joint venture with Nuveen Real Estate, in which the Company has a 40% interest, owns two manufactured home communities located in Sebring, Florida, Sebring Square which was acquired in December 2021 and Rum Runner which was acquired in December 2022. See Note 5.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Principles of Consolidation

The Company prepares its financial statements under the accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The Company’s subsidiaries are all 100% wholly-owned, except for its investment in its qualified opportunity zone fund, which is 77% owned by the Company (see Note 6). The consolidated financial statements of the Company include all of these subsidiaries, including its qualified opportunity zone fund. All intercompany transactions and balances have been eliminated in consolidation.

A subsidiary of the Company is the managing member of the Company’s joint venture with Nuveen Real Estate.

Use of Estimates

In preparing the consolidated financial statements in accordance with 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.

Investment Property and Equipment and Depreciation

Property and equipment are carried at cost less accumulated depreciation. Depreciation for Sites and Buildings is computed principally on the straight-line method over the estimated useful lives of the assets (ranging from 15 to 27.5 years). Depreciation of Improvements to Sites and Buildings, Rental Homes and Equipment and Vehicles is computed principally on the straight-line method over the estimated useful lives of the assets (ranging from 3 to 27.5 years). Land Development Costs are not depreciated until they are put in use, at which time they are capitalized as Site and Land Improvements. Interest Expense pertaining to Land Development Costs are capitalized. Maintenance and Repairs are charged to expense as incurred and improvements are capitalized. The Company uses its professional judgement in determining whether such costs meet the criteria for capitalization or must be expensed as incurred. The Company’s business plan includes the purchase of value-add communities, redevelopment, development and expansion of communities. During 2022 and 2021, we acquired 10 value-add communities containing 2,029 sites and developed 305 expansions sites. The Company capitalizes payroll for those individuals responsible for and who spend their time on the execution and supervision of development activities and capital projects. Salaries and benefits capitalized to land development were approximately \$3.7 million and \$2.6 million for the years ended December 31, 2022 and 2021, respectively. The costs and related accumulated depreciation of property sold or otherwise disposed of are removed from the financial statements and any gain or loss is reflected in the current year’s results of operations.

The Company applies Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 360-10, Property, Plant & Equipment (“ASC 360-10”) to measure impairment in real estate investments. The Company’s primary indicator of potential impairment is based on net operating income trends year over year. Rental properties are individually evaluated for impairment when conditions exist which may indicate that it is probable that the sum of expected future cash flows (on an undiscounted basis without interest) from a rental property is less than the carrying value under its historical net cost basis. These expected future cash flows consider factors such as future operating income, trends and prospects as well as the effects of leasing demand, competition and other factors. Upon determination that an other than temporary impairment has occurred, rental properties are reduced to their fair value. For properties to be disposed of, an impairment loss is recognized when the fair value of the property, less the estimated cost to sell, is less than the carrying amount of the property measured at the time there is a commitment to sell the property and/or it is actively being marketed for sale. A property to be disposed of is reported at the lower of its carrying amount or its estimated fair value, less its cost to sell. Subsequent to the date that a property is held for disposition, depreciation expense is not recorded.

The Company conducted a comprehensive review of all real estate asset classes in accordance with ASC 360-10-35-21. The process entailed the analysis of property for instances where the net book value exceeded the estimated fair value. The Company reviewed its operating properties in light of the requirements of ASC 360-10 and determined that, as of December 31, 2022, no impairment charges were required.

Acquisitions

The Company accounts for acquisitions in accordance with ASC 805, Business Combinations (“ASC 805”) and allocates the purchase price of the property based upon the fair value of the assets acquired, which generally consist of land, site and land improvements, buildings and improvements and rental homes. The Company allocates the purchase price of an acquired property generally determined by internal evaluation as well as third-party appraisal of the property obtained in conjunction with the purchase.

In January 2017, the FASB issued Accounting Standards Update (“ASU”) 2017-01, “Business Combinations (Topic 805), Clarifying the Definition of a Business”. ASU 2017-01 seeks to clarify the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, intangible assets and consolidation. The adoption of ASU 2017-01 was effective for annual periods beginning after December 15, 2017, including interim periods within those periods. The amendments should be applied prospectively on or after the effective dates. Early adoption is permitted. The Company adopted this standard effective January 1, 2017, on a prospective basis. The Company evaluated its acquisitions and has determined that its acquisitions of manufactured home communities during 2021 and 2022 should be accounted for as acquisitions of assets. As such, transaction costs, primarily consisting of broker fees, transfer taxes, legal, accounting, valuation, and other professional and consulting fees, related to acquisitions are capitalized as part of the cost of the acquisitions, which is then subject to a purchase price allocation based on relative fair value. Prior to the adoption of ASU 2017-01, the Company’s acquisitions were considered an acquisition of a business and therefore, the acquisition costs were expensed.

Investment in Joint Venture

The Company accounts for its investment in 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. 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 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 5).

Cash and Cash Equivalents

Cash and cash equivalents include all cash and investments with an original maturity of three months or less. The Company maintains its cash in bank accounts in amounts that may exceed federally insured limits. The Company has not experienced any losses in these accounts in the past. The fair value of cash and cash equivalents approximates their current carrying amounts since all such items are short-term in nature.

Marketable Securities

Investments in marketable securities consist of marketable common and preferred stock securities of other REITs, which the Company generally limits to no more than approximately 15% of its undepreciated assets. These marketable securities are all publicly traded and purchased on the open market, through private transactions or through dividend reinvestment plans. The Company normally holds REIT securities on a long-term basis and has the ability and intent to hold securities to recovery, therefore as of December 31, 2022 and 2021, gains or losses on the sale of securities are based on average cost and are accounted for on a trade date basis.

Inventory of Manufactured Homes

Inventory of manufactured homes is valued at the lower of cost or net realizable value and is determined by the specific identification method. All inventory is considered finished goods.

Accounts and Notes Receivables

The Company’s accounts, notes and other receivables are stated at their outstanding balance and reduced by an allowance for uncollectible accounts. The Company evaluates the recoverability of its receivables whenever events occur or there are changes in circumstances such that management believes it is probable that it will be unable to collect all amounts due according to the contractual terms of the notes receivable or lease agreements. The collectability of notes receivable is measured based on the present value of the expected future cash flow discounted at the notes receivable effective interest rate or the fair value of the collateral if the notes receivable is collateral dependent. At December 31, 2022 and 2021, the reserves for uncollectible accounts, notes and other receivables were \$2.6 million and \$2.1 million, respectively. For the years ended December 31, 2022, 2021 and 2020 the provisions for uncollectible notes and other receivables were \$1.5 million, \$1.2 million and \$1.5 million, respectively. Charge-offs and other adjustments related to repossessed homes for the years ended December 31, 2022, 2021 and 2020 amounted to \$1.0 million, \$712,000 and \$1.2 million, respectively.

On January 1, 2020, the Company adopted 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 new 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 supportable forecasts that affect the collectability of the reported amount. As of December 31, 2022 and 2021, the Company had notes receivable of \$63.0 million and \$51.9 million, net of a fair value adjustment of \$1.3 million and \$1.0 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.

The Company’s notes receivable primarily consists of installment loans collateralized by manufactured homes with principal and interest payable monthly. The weighted average interest rate on these loans is approximately 6.7% and the average maturity is approximately 8 years.

Unamortized Financing Costs

Costs incurred in connection with obtaining mortgages and other financings and refinancings are deferred and presented in the consolidated balance sheet as a direct deduction from the carrying amount of that debt liability. These costs are amortized on a straight-line basis which approximates the effective interest method over the term of the related obligations, and included as a component of interest expense. Unamortized costs are charged to expense upon prepayment of the obligation. Upon amendment of the line of credit or refinancing of mortgage debt, unamortized deferred financing fees are accounted for in accordance with ASC 470-50-40, Modifications and Extinguishments. As of December 31, 2022 and 2021, accumulated amortization amounted to \$9.1 million and \$7.2 million, respectively. The Company estimates that aggregate amortization expense will be approximately \$2.0 million for 2023, \$1.9 million for 2024, \$1.7 million for 2025, \$1.6 million for 2026, \$577,000 for 2027 and \$1.2 million thereafter.

Leases

We account for our 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 99-year ground lease at one community expiring April 12, 2099, with an option to extend for another 99-year term. As of December 31, 2022, the right-of-use assets and corresponding lease liabilities of \$3.6 million 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, exclusive of renewal options are as follows (*in thousands*):

2023	\$	460
2024		460
2025		460
2026		460
2027		257
Thereafter		18,614
Total Lease Payments	\$	<u>20,711</u>

The weighted average remaining lease term for these leases, including renewal options is 160.2 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 reconciles beginning of period and end of period balances of cash, cash equivalents and restricted cash for the periods shown (*in thousands*):

	12/31/22	12/31/21	12/31/20	12/31/19
Cash and Cash Equivalents	\$ 29,785	\$ 116,175	\$ 15,336	\$ 12,902
Restricted Cash	11,091	8,851	13,257	6,094
Cash, Cash Equivalents And Restricted Cash	<u>\$ 40,876</u>	<u>\$ 125,026</u>	<u>\$ 28,593</u>	<u>\$ 18,996</u>

Revenue Recognition

On January 1, 2018, the Company adopted 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.

Net Income (Loss) Per Share

Basic net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period (54.4 million, 46.3 million and 41.4 million in 2022, 2021 and 2020, respectively). Diluted net income (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding plus the weighted average number of net shares that would be issued upon exercise of stock options pursuant to the treasury stock method. For the year ended December 31, 2022, employee stock options to purchase 3.5 million shares of Common Stock were excluded from the computation of Diluted Net Income (Loss) per Share as their effect would be anti-dilutive. For the year ended December 31, 2021, Common Stock equivalents resulting from employee stock options to purchase 3.3 million shares of Common Stock amounted to 1.1 million shares, which were included in the computation of Diluted Net Income (Loss) per Share. For the year ended December 31, 2020, employee stock options to purchase 3.3 million shares of Common Stock were excluded from the computation of Diluted Net Income (Loss) per Share as their effect would be anti-dilutive.

Stock Compensation Plan

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 are 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 are recognized based on the fair value of the restricted stock awards less estimated forfeitures. The fair value of restricted stock awards are equal to the fair value of the Company's stock on the grant date. Compensation costs, which is included in General and Administrative Expenses, of \$5.0 million, \$3.4 million and \$1.3 million have been recognized in 2022, 2021 and 2020, respectively. During 2022, 2021 and 2020, compensation costs included a one-time charge of \$433,000, \$44,000 and \$127,000, respectively, for restricted stock and stock option grants awarded to participants who were of retirement age and therefore the entire amount of measured compensation cost has been recognized at grant date. Included in Note 8 to these consolidated financial statements are the assumptions and methodology used to calculate the fair value of stock options and restricted stock awards.

Income Tax

The Company has elected to be taxed as a REIT under the applicable provisions of Sections 856 to 860 of the Internal Revenue Code. Under such provisions, the Company will not be taxed on that portion of its income which is distributed to shareholders, provided it distributes at least 90% of its taxable income, has at least 75% of its assets in real estate or cash-type investments and meets certain other requirements for qualification as a REIT. The Company has and intends to continue to distribute all of its income currently, and therefore no provision has been made for income or excise taxes. If the Company fails to qualify as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates and may not be able to qualify as a REIT for four subsequent taxable years. The Company is also subject to certain state and local income, excise or franchise taxes. In addition, the Company has a taxable REIT Subsidiary ("TRS") which is subject to federal and state income taxes at regular corporate tax rates (See Note 13).

The Company follows the provisions of ASC Topic 740, Income Taxes, that, among other things, defines a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. Based on its evaluation, the Company determined that it has no uncertain tax positions and no unrecognized tax benefits as of December 31, 2022. The Company records interest and penalties relating to unrecognized tax benefits, if any, as interest expense. As of December 31, 2022, the tax years 2019 through and including 2022 remain open to examination by the Internal Revenue Service. There are currently no federal tax examinations in progress.

Reclassifications

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

Other Recent Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying Consolidated Financial Statements.

NOTE 3 – INVESTMENT PROPERTY AND EQUIPMENT

Acquisitions in 2022

On March 31, 2022, the Company acquired Center Manor, located in Monaca, Pennsylvania, for approximately \$5.8 million. This community contains a total of 96 developed homesites that are situated on approximately 18 total acres. At the date of acquisition, the average occupancy for this community was approximately 83%.

On May 3, 2022, the Company acquired Mandell Trails, located in Butler, Pennsylvania, for approximately \$7.4 million. This community contains a total of 132 developed homesites that are situated on approximately 69 total acres. At the date of acquisition, the average occupancy for this community was approximately 70%.

On May 25, 2022, the Company acquired La Vista Estates, located in Dothan, Alabama, for approximately \$3.9 million. This community contains a total of 139 developed homesites that are situated on approximately 36 total acres. At the date of acquisition, the average occupancy for this community was approximately 6%.

On July 14, 2022, the Company acquired Hidden Creek, located in Erie, Michigan, for approximately \$22.0 million. This community contains a total of 351 developed homesites that are situated on approximately 88 total acres. At the date of acquisition, the average occupancy for this community was approximately 63%.

On August 10, 2022, the Company acquired Garden View, located in Orangeburg, South Carolina, for approximately \$5.2 million, through its qualified opportunity zone fund (See Note 6). This community contains a total of 187 developed homesites that are situated on approximately 39 total acres. At the date of acquisition, the average occupancy for this community was approximately 42%.

On November 22, 2022, the Company acquired Fohl Village, located in Canton, Ohio, for approximately \$19.1 million. This community contains a total of 321 developed homesites that are situated on approximately 170 total acres. At the date of acquisition, the average occupancy for this community was approximately 77%.

On December 15, 2022, the Company acquired Oak Tree, located in Jackson, New Jersey, for approximately \$22.9 million. This community contains a total of 260 developed homesites that are situated on approximately 41 total acres. At the date of acquisition, the average occupancy for this community was approximately 98%.

Acquisitions in 2021

On January 8, 2021, the Company acquired Deer Run, located in Dothan, Alabama, for approximately \$4.6 million. This community contains a total of 195 developed homesites that are situated on approximately 33 total acres. At the date of acquisition, the average occupancy for this community was approximately 37%.

On January 21, 2021, the Company acquired Iris Winds, located in Sumter, South Carolina, for approximately \$3.4 million. This community contains a total of 142 developed homesites that are situated on approximately 24 total acres. At the date of acquisition, the average occupancy for this community was approximately 49%.

On June 1, 2021, the Company acquired Bayshore Estates, located in Sandusky, Ohio, for approximately \$10.3 million. This community contains a total of 206 developed homesites that are situated on approximately 56 total acres. At the date of acquisition, the average occupancy for this community was approximately 86%.

The Company has evaluated these acquisitions and has determined that they should be accounted for as acquisitions of assets. As such, we have allocated the total cash consideration, including transaction costs of approximately \$852,000 for 2022 and \$109,000 for 2021, to the individual assets acquired on a relative fair value basis. The following table summarizes our purchase price allocation for the assets acquired for the years ended December 31, 2022 and 2021, respectively (*in thousands*):

	2022 Acquisitions	2021 Acquisitions
Assets Acquired:		
Land	\$ 6,379	\$ 986
Depreciable Property	80,027	17,223
Notes Receivable and Other	656	197
Total Assets Acquired	\$ 87,062	\$ 18,406

Total Income, Community Net Operating Income (“Community NOI”)* and Net Loss for communities acquired in 2022 and 2021, which are included in our Consolidated Statements of Income (Loss) for the years ended December 31, 2022 and 2021, are as follows (*in thousands*):

	2022 Acquisitions	2021 Acquisitions	
	2022	2022	2021
Total Income	\$ 1,376	\$ 1,685	\$ 1,134
Community NOI *	\$ 610	\$ 497	\$ 235
Net Loss	\$ (781)	\$ (1,078)	\$ (740)

*Community NOI is defined as rental and related income less community operating expenses.

See Note 7 for additional information relating to Loans and Mortgages Payable and Note 18 for the Unaudited Pro Forma Financial Information relating to these acquisitions.

In addition to the acquisitions listed above made by the Company, the Company’s joint venture with Nuveen Real Estate consummated its second acquisition in December 2022. (See Note 5.)

Accumulated Depreciation

The following is a summary of accumulated depreciation by major classes of assets (*in thousands*):

	December 31, 2022	December 31, 2021
Site and Land Improvements	\$ 225,926	\$ 199,482
Buildings and Improvements	11,294	10,020
Rental Homes and Accessories	104,481	87,104
Equipment and Vehicles	21,397	19,467
Total Accumulated Depreciation	\$ 363,098	\$ 316,073

NOTE 4 – MARKETABLE SECURITIES

The Company’s marketable securities primarily consist of common and preferred stock of other REITs. The Company does not own more than 10% of the outstanding shares of any of these securities, nor does it have controlling financial interest. The Company generally limits its investment in marketable securities to no more than approximately 15% of its undepreciated assets. The REIT securities portfolio provides the Company with additional liquidity and additional income and serves as a proxy for real estate when more favorable risk adjusted returns are not available.

The following is a listing of marketable securities at December 31, 2022 *(in thousands)*:

	<u>Series</u>	<u>Interest Rate</u>	<u>Number of Shares</u>	<u>Cost</u>	<u>Market Value</u>
Equity Securities:					
Preferred Stock:					
Cedar Realty Trust, Inc.	B	7.250%	12	\$ 257	\$ 168
Cedar Realty Trust, Inc.	C	6.500%	20	494	235
Centerspace	C	6.625%	20	500	505
Pennsylvania Real Estate Investment Trust	B	7.375%	40	1,000	97
Pennsylvania Real Estate Investment Trust	D	6.875%	20	498	38
Total Preferred Stock				<u>2,749</u>	<u>1,043</u>
Common Stock:					
Alerislife Inc.			12	45	6
Diversified HealthCare Trust			171	2,920	111
Franklin Street Properties Corporation			220	2,219	601
Industrial Logistics Properties Trust			87	1,729	285
Kimco Realty Corporation			890	16,677	18,850
Office Properties Income Trust			562	36,418	7,496
Orion Office REIT, Inc.			18	293	158
Pennsylvania Real Estate Investment Trust			15	2,316	17
Realty Income Corporation			185	10,910	11,716
Urstadt Biddle Properties, Inc.			100	2,049	1,895
Total Common Stock				<u>75,576</u>	<u>41,135</u>
Total Marketable Securities				<u>\$ 78,325</u>	<u>\$ 42,178</u>

The following is a listing of marketable securities at December 31, 2021 (in thousands):

	<u>Series</u>	<u>Interest Rate</u>	<u>Number of Shares</u>	<u>Cost</u>	<u>Market Value</u>
Equity Securities:					
Preferred Stock:					
Cedar Realty Trust, Inc.	B	7.250%	10	\$ 237	\$ 264
Cedar Realty Trust, Inc.	C	6.500%	20	494	505
Centerspace	C	6.625%	20	500	522
Pennsylvania Real Estate Investment Trust	B	7.375%	40	1,000	304
Pennsylvania Real Estate Investment Trust	D	6.875%	20	498	145
Total Preferred Stock				<u>2,729</u>	<u>1,740</u>
Common Stock:					
CBL & Associates Properties, Inc.			12	18,230	361
Five Star Senior Living			12	45	34
Franklin Street Properties Corporation			220	2,219	1,309
Industrial Logistics Properties Trust			87	1,729	2,186
Kimco Realty Corporation			890	16,677	21,939
Monmouth Real Estate Investment Corporation			2,655	25,031	55,778
Office Properties Income Trust			562	36,418	13,948
Orion Office REIT, Inc.			18	293	345
Pennsylvania Real Estate Investment Trust			222	2,316	226
Diversified HealthCare Trust			171	2,920	528
Urstadt Biddle Properties, Inc.			100	2,049	2,130
Realty Income Corporation			185	10,910	13,224
Washington Prime Group			3	6,489	0
Total Common Stock				<u>125,326</u>	<u>112,008</u>
Total Marketable Securities				<u>\$ 128,055</u>	<u>\$ 113,748</u>

As of December 31, 2021, the Company's securities portfolio included 2.7 million shares of common stock of Monmouth Real Estate Investment Corporation ("MREIC"), representing 2.7% of the total MREIC shares outstanding. The Company's Chairman of the Board was also the Chairman of MREIC and there were three other Company Directors who were also directors and shareholders of MREIC. In February 2022, MREIC was acquired by a third party pursuant to an all-cash merger approved by the shareholders of MREIC, which resulted in the Company and MREIC's other shareholders receiving a cash payment of \$21.00 per share in cancellation of their MREIC common shares. The merger consideration received by the Company on February 28, 2022 for its 2.7 million shares of MREIC common stock totaled approximately \$55.7 million. These shares had been acquired by the Company at a cost of approximately \$25 million, which resulted in a gain of approximately \$30.7 million. The Company also sold other securities in its portfolio with a total cost of \$24.7 million at a loss of \$24.3 million. As of December 31, 2022, 2021 and 2020, the securities portfolio had net unrealized holding losses of \$36.1 million, \$14.3 million and \$39.4 million, respectively.

NOTE 5- INVESTMENT IN JOINT VENTURE

In December 2021, the Company and Teachers Insurance and Annuity Association of America, through Nuveen Real Estate (its asset management division) ("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 joint venture are 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 provides 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 calls 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 and is responsible for day-to-day operations of the joint venture 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 and other fees from the joint venture.

The Company serves as managing member of the joint venture and will be responsible for day-to-day operations of the joint venture and management of its properties, subject to obtaining Nuveen's approval of major decisions (including investments, dispositions, financings, major capital expenditures and annual budgets). For its role as managing member and property manager, the Company will receive asset management and property management fees. In addition, the Company will be entitled to receive a promote percentage once each member of the joint venture has recouped its invested capital and received a 7.5% net unlevered internal rate of return.

After December 8, 2024 or, if later, the second anniversary of the joint venture's 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. 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 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 provides 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 call 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 has 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. If Nuveen determines not to pursue or approve any such acquisition, the Company would be permitted to acquire the property outside the joint venture. Nuveen 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.

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.

While the Company considers the LLC Agreement with Nuveen to be an important agreement, the Company has concluded that the LLC Agreement does not fall within the definition of a "material contract" as defined by SEC rules. 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. Based upon this, and in light of the Company's relationship and its dealings with Nuveen since entering into the LLC Agreement, the Company has concluded that there is no meaningful restriction on the Company's ability to acquire communities that meet the investment guidelines and that the other provisions of the LLC Agreement do not impose any material obligations or restrictions on the Company.

On December 22, 2021, the joint venture 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. On December 23, 2022, the joint venture closed on the acquisition of Rum Runner, a 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 (See Note 14).

The Company and Nuveen 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, consisting of the Sebring Square and Rum Runner communities. While the terms and conditions of such new joint venture entities have not been fully negotiated, it is expected that invested capital 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 existing joint venture, except that the amounts of the parties' respective capital commitments will be determined on a property-by-property basis.

NOTE 6 - 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 MREIC merger, in its opportunity zone fund, 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, located in Orangeburg, South Carolina, for approximately \$5.2 million (See Note 3). As of December 31, 2022, 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 and directors of the Company. Subsequent to year end, the OZ Fund acquired Mighty Oak, located in Albany, Georgia, for approximately \$3.7 million (See Note 17).

NOTE 7 – LOANS AND MORTGAGES PAYABLE

Loans Payable

The Company may purchase securities on margin. The interest rates charged on the margin loans at December 31, 2022 and 2021 was 5.0% and 0.75%, respectively. These margin loans are collateralized by the Company's securities portfolio and are due on demand. The Company must maintain a coverage ratio of approximately 2 times. At December 31, 2022 and 2021, there were no margin loans outstanding.

The Company has revolving credit agreements totaling \$73.5 million with 21st Mortgage Corporation ("21st Mortgage"), Customers Bank and Northpoint Commercial Finance to finance inventory purchases. Interest rates on these agreements range from 4.15% to prime with a minimum of 6%. As of December 31, 2022 and 2021, the total amount outstanding on these lines was \$64.1 million and \$10.9 million, respectively, with a weighted average interest rate of 7.70% and 4.38%, respectively.

In June 2020, the Company expanded its revolving line of credit with OceanFirst Bank ("OceanFirst Line") from \$15 million to \$20 million. This line is secured by the Company's eligible notes receivable. Interest was reduced from prime plus 25 basis points to prime with a floor of 3.25%. The amendment also extended the maturity date from June 1, 2020 to June 1, 2022, which was extended to June 1, 2023. As of December 31, 2022 the amount outstanding on this revolving line of credit was \$10 million and the interest rate was 7.50%. As of December 31, 2021, the amount outstanding on this revolving line of credit was \$6 million and the interest rate was 3.25%.

On October 7, 2020, the Company entered into a revolving line of credit with FirstBank secured by rental homes and rental home leases in several of our manufactured home communities. This facility allows for proceeds of \$20 million and is expandable to \$30 million with an accordion feature. The facility has a maturity date of November 29, 2022, which was extended to November 29, 2023. Interest is payable at prime plus 25 basis points with a floor of 3.5%, adjusted on the first day of each calendar quarter. As of December 31, 2022 the amount outstanding on this revolving line of credit was \$5.1 million and the interest rate was 6.5%. As of December 31, 2021, the amount outstanding on this revolving line of credit was \$5 million and the interest rate was 3.5%.

Unsecured Line of Credit

On November 29, 2018, the Company entered into a First Amendment to Amended and Restated Credit Agreement (the “Amendment”) to expand and extend its existing unsecured revolving credit facility (the “Facility”). The Facility is syndicated with two banks led by BMO Capital Markets Corp. (“BMO”), as sole lead arranger and sole book runner, with Bank of Montreal as administrative agent, and includes JPMorgan Chase Bank, N.A. (“J.P. Morgan”) as the sole syndication agent. The Amendment provided for an increase from \$50 million in available borrowings to \$75 million in available borrowings with a \$50 million accordion feature, bringing the total potential availability up to \$125 million, subject to certain conditions including obtaining commitments from additional lenders. The Amendment also extended the maturity date of the Facility from March 27, 2020 to November 29, 2022, with a one-year extension available at the Company’s option, subject to certain conditions including payment of an extension fee. Availability under the Facility is limited to 60% of the value of the unencumbered communities which the Company has placed in the Facility’s unencumbered asset pool (“Borrowing Base”). The First Amendment increased the value of the Borrowing Base communities by reducing the capitalization rate applied to the Net Operating Income (“NOI”) generated by the communities in the Borrowing Base from 7.5% to 7.0%. On February 5, 2021, the Company entered into a Second Amendment to Amended and Restated Credit Agreement with BMO to further reduce the capitalization rate from 7.0% to 6.5%.

On November 7, 2022, the Company entered into the Second Amended and Restated Credit Agreement (the “Amendment”) to expand and extend its existing unsecured revolving credit facility (the “Facility”). The expanded Facility is syndicated with two banks, BMO and JPMorgan, as joint arrangers and joint book runners, with Bank of Montreal as administrative agent. The Second Amended Credit Agreement provides for an increase from \$75 million in available borrowings to \$100 million in available borrowings with a \$400 million accordion feature, bringing the total potential availability up to \$500 million, subject to certain conditions including obtaining commitments from additional lenders. The Second Amended Credit Agreement also extends the maturity date of the Facility from November 29, 2022 to November 7, 2026, with a further one-year extension available at the Company’s option, subject to certain conditions including payment of an extension fee. Availability under the amended Facility is limited to 60% of the value of the unencumbered communities which the Company has placed in the Facility’s unencumbered asset pool (“Borrowing Base”). The value of the Borrowing Base communities is based on a capitalization rate of 6.5% applied to the Net Operating Income (“NOI”) generated by the communities in the Borrowing Base.

Interest rates on borrowings are based on the Company’s overall leverage ratio and is equal to the Secured Overnight Financing Rate (“SOFR”) plus 1.50% to 2.20%, or BMO’s prime lending rate plus 0.50% to 1.20%. Based on the Company’s current leverage ratio, borrowings under the Facility will bear interest at SOFR plus 1.60% or at BMO’s prime lending rate plus 0.60%, which results in an interest rate of 5.88% and 1.60% at December 31, 2022 and 2021, respectively.

As of December 31, 2022 and 2021, the amount outstanding under this Facility was \$75 million and \$25 million, respectively.

The aggregate principal payments of all loans payable, including the Credit Facility, are scheduled as follows (*in thousands*):

Year Ended December 31,	
2023	\$ 79,226
2024	0
2025	0
2026	75,000
2027	0
Thereafter	0
Total Loans Payable	154,226
Unamortized Debt Issuance Costs	(695)
Total Loans Payable, net of Unamortized Debt Issuance Costs	<u>\$ 153,531</u>

Series A Bonds

On February 6, 2022, the Company issued \$102.7 million of its new 4.72% Series A Bonds due 2027, (“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.

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. 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 affect 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. As of December 31, 2022, the Company is in compliance with these covenants. 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

Mortgages Payable represents the principal amounts outstanding, net of unamortized debt issuance costs. Interest is payable on these mortgages at fixed rates ranging from 2.62% to 6.35%. The weighted average interest rate was 4.0% and 3.8% as of December 31, 2022 and 2021, respectively, including the effect of unamortized debt issuance costs. The weighted average interest rate as of December 31, 2022 and 2021 was 3.9% and 3.8%, respectively, not including the effect of unamortized debt issuance costs. The weighted average loan maturity of the Mortgage Notes Payable was 5.1 and 5.2 years at December 31, 2022 and 2021, respectively.

The following is a summary of mortgages payable at December 31, 2022 and 2021 *(in thousands)*:

Property	At December 31, 2022		Balance at December 31,	
	Due Date	Interest Rate	2022	2021
Allentown	10/01/25	4.06%	\$ 11,992	\$ 12,295
Brookview Village	04/01/25	3.92%	2,473	2,539
Candlewick Court	09/01/25	4.10%	4,002	4,104
Catalina	08/19/25	3.00%	4,311	4,586
Cedarcrest Village	04/01/25	3.71%	10,662	10,956
Clinton Mobile Home Resort	10/01/25	4.06%	3,147	3,227
Cranberry Village	04/01/25	3.92%	6,783	6,965
D & R Village	03/01/25	3.85%	6,828	7,013
Fairview Manor	11/01/26	3.85%	14,388	14,739
Fohl Village	11/22/32	5.93%	9,490	0
Forest Park Village	09/01/25	4.10%	7,463	7,652
Friendly Village	06/06/23	4.618%	6,382	6,650
Hayden Heights	04/01/25	3.92%	1,864	1,914
Highland Estates	06/01/27	4.12%	15,080	15,419
Holiday Village	09/01/25	4.10%	7,102	7,282
Holiday Village- IN	11/01/25	3.96%	7,616	7,811
Holly Acres Estates	09/01/31	3.21%	5,910	6,031
Kinnebrook Village	04/01/25	3.92%	3,603	3,700
Lake Erie Estates	07/06/25	5.16%	2,549	2,604
Lake Sherman Village	09/01/25	4.10%	4,935	5,060
Meadows of Perrysburg	10/06/23	5.413%	0	2,825
Northtowne Meadows	09/06/26	4.45%	11,322	11,576
Oak Tree	12/15/32	5.60%	12,000	0
Olmsted Falls	04/01/25	3.98%	1,865	1,915
Oxford Village	07/01/29	3.41%	14,659	14,985
Perrysburg Estates	09/06/25	4.98%	1,493	1,526
Pikewood Manor	11/29/28	5.00%	13,414	13,766
Shady Hills	04/01/25	3.92%	4,444	4,563
Springfield Meadows	10/06/25	4.83%	0	2,914
Suburban Estates	10/01/25	4.06%	5,000	5,126
Sunny Acres	10/01/25	4.06%	5,566	5,706
Trailmont	04/01/25	3.92%	2,963	3,042
Twin Oaks	10/01/29	3.37%	5,683	5,809
Valley Hills	06/01/26	4.32%	3,080	3,152
Waterfalls	06/01/26	4.38%	4,197	4,293
Weatherly Estates	04/01/25	3.92%	7,229	7,422
Wellington Estates	02/01/23	6.35%	2,144	2,205
Woods Edge	01/07/26	3.25%	5,306	5,627
Worthington Arms	09/01/25	4.10%	8,369	8,580
Various (2 properties)	02/01/27	4.56%	12,799	13,073
Various (2 properties)	08/01/28	4.27%	12,408	12,661
Various (2 properties)	07/01/29	3.41%	21,430	21,907
Various (4 properties)	07/01/23	4.975%	7,230	7,418
Various (4 properties)	10/1/32	5.24%	34,027	0
Various (5 properties)	12/06/22	4.75%	0	6,523
Various (6 properties)	08/01/27	4.18%	12,048	12,320
Various (13 properties)	03/01/23	4.065%	43,037	44,339
Various (28 properties)*	09/01/30	4.25%	24,935	0
Various (28 properties)	09/01/30	2.62%	100,481	102,882
Total Mortgages Payable			513,709	456,702
Unamortized Debt Issuance Costs			(4,771)	(4,135)
Total Mortgages Payable, net of Unamortized Debt Issuance Costs			\$ 508,938	\$ 452,567

*Rental home addition to the Fannie Mae credit facility consisting of 28 properties.

At December 31, 2022 and 2021, mortgages were collateralized by real property with a carrying value of \$1.1 billion and \$950.9 million, respectively, before accumulated depreciation and amortization. Interest costs amounting to \$2.7 million, \$1.5 million and \$1.3 million were capitalized during 2022, 2021 and 2020, respectively, in connection with the Company's expansion program. At December 31, 2022, the Company owned 134 communities of which 36 are unencumbered.

Recent Financing Transactions

During the year ended December 31, 2022

In August 2020, the Company financed 28 of its previously unencumbered communities, containing approximately 4,100 sites, under a Federal National Mortgage Association ("Fannie Mae") credit facility through Wells Fargo Bank, N.A. for total proceeds of approximately \$106 million. On March 15, 2022, the Company completed the addition of approximately 1,100 homes to this credit facility for total proceeds of approximately \$25.6 million. This addition is coterminous with the remaining term of the existing facility, which matures in 2030. Interest is at a fixed rate of 4.25%.

On September 26, 2022, the Company completed the addition of two tranches to its Fannie Mae credit facility through Wells Fargo Bank, N.A., for total proceeds of approximately \$34.0 million. One tranche consists of four communities (the "Community Tranche") and the other tranche consists of approximately 250 homes located in those communities (the "Home Tranche"). Both tranches have a loan term of 10 years with the Community Tranche amortizing over 30 years and the Home Tranche amortizing over 17 years. Interest is at a fixed rate of 5.24%.

On November 22, 2022, in conjunction with the acquisition of Fohl Village (See Note 3), the Company obtained a mortgage totaling \$9.5 million with OceanFirst Bank. The initial interest rate on this mortgage is fixed at 5.93% until November 22, 2027 and then adjusted by adding 200 basis points to the weekly average yield on the U.S. Treasury Securities, adjusted to a constant maturity of 5 years, with a floor of 4.5%, through maturity date. This mortgage matures on November 22, 2032, with principal repayments based on a 30-year amortization schedule.

On December 15, 2022, in conjunction with the acquisition of Oak Tree (see Note 3), the Company obtained a mortgage totaling \$12.0 million with OceanFirst Bank. The initial interest rate on this mortgage is fixed at 5.6% until December 15, 2027 and then adjusted by adding 200 basis points to the weekly average yield on the U.S. Treasury Securities, adjusted to a constant maturity of 5 years, with a floor of 4.5%, through maturity date. This mortgage matures on December 15, 2032, with principal repayments based on a 30-year amortization schedule.

During the year ended December 31, 2021

On August 17, 2021, the Company obtained a Federal Home Loan Mortgage Corporation ("Freddie Mac") mortgage totaling \$6.1 million through Wells Fargo Bank, N.A. ("Wells Fargo") on Holly Acres. The interest rate on this mortgage is fixed at 3.21%. This mortgage matures on September 1, 2031, with principal repayments based on a 30-year amortization schedule.

The aggregate principal payments of all mortgages payable are scheduled as follows (*in thousands*):

Year Ended December 31,	
2023	\$ 70,323
2024	11,983
2025	138,373
2026	37,967
2027	42,674
Thereafter	<u>212,389</u>
Total	<u>\$ 513,709</u>

NOTE 8 – STOCK COMPENSATION PLAN

On June 13, 2013, the shareholders approved and ratified the Company's 2013 Stock Option and Stock Award Plan (the "2013 Plan") authorizing the grant of stock options or restricted stock awards to directors, officers and key employees of options to purchase up to 3 million shares of Common Stock. The 2013 Plan replaced the Company's 2003 Stock Option Plan (the "2003 Plan"), which, pursuant to its terms, terminated in 2013. The outstanding options under the 2003 Plan, as amended, remain outstanding until exercised, forfeited or expired.

On June 14, 2018, the shareholders approved and ratified an amendment and restatement (and renaming) of the 2013 Plan (now referred to as the Amended and Restated 2013 Incentive Award Plan) (the "Amended and Restated 2013 Plan"). The amendment and restatement made two substantive changes: (1) provide an additional 2 million common shares for future grant of option awards, restricted stock awards, or other stock-based awards; and (2) allow for the issuance of other stock-based awards.

On June 16, 2021, the shareholders approved and ratified an amendment of the Company's Amended and Restated 2013 Plan. The amendment provides for an additional 3 million common shares for future grants of option awards, restricted stock awards, or other stock-based awards.

The Compensation Committee has the exclusive authority to administer and construe the Amended and Restated 2013 Plan and shall determine, among other things: persons eligible for awards and who shall receive them; the terms and conditions of the awards; the time or times and conditions subject to which awards may become vested, deliverable, exercisable, or as to which any may apply, be accelerated or lapse; and amend or modify the terms and conditions of an award with the consent of the participant.

Generally, the term of any stock option may not be more than 10 years from the date of grant. The option price may not be below the fair market value at date of grant. If and to the extent that an award made under the Amended and Restated 2013 Plan is forfeited, terminated, expires or is canceled unexercised, the number of shares associated with the forfeited, terminated, expired or canceled portion of the award shall again become available for additional awards under the Amended and Restated 2013 Plan.

The Company accounts for 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).

Stock Options

During the year ended December 31, 2022, forty-six employees were granted options to purchase a total of 570,800 shares. During the year ended December 31, 2021, forty-six employees were granted options to purchase a total of 767,900 shares. During the year ended December 31, 2020, forty-one employees were granted options to purchase a total of 715,000 shares. The fair value of these options for the years ended December 31, 2022, 2021 and 2020 was approximately \$2.6 million, \$2.1 million and \$686,000, respectively, based on assumptions noted below and is being amortized over the vesting period. The remaining unamortized stock option expense was \$3.6 million as of December 31, 2022, which will be expensed ratably through 2027.

The Company calculates the fair value of each option grant on the grant date using the Black-Scholes option-pricing model which requires the Company to provide certain inputs, as follows:

- The assumed dividend yield is based on the Company's expectation of an annual dividend rate for regular dividends over the estimated life of the option.
- Expected volatility is based on the historical volatility of the Company's stock over a period relevant to the related stock option grant.
- The risk-free interest rate utilized is the interest rate on U.S. Government Bonds and Notes having the same life as the estimated life of the Company's option awards.
- Expected life of the options granted is estimated based on historical data reflecting actual hold periods.
- Estimated forfeiture is based on historical data reflecting actual forfeitures.

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 in the following years:

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Dividend yield	3.47%	4.66%	5.33%
Expected volatility	25.09%	24.59%	24.57%
Risk-free interest rate	2.63%	1.44%	0.89%
Expected lives	10	10	10
Estimated forfeitures	0	0	0

During the year ended December 31, 2022, options to fourteen employees to purchase a total of 404,160 shares were exercised. During the year ended December 31, 2021, options to thirty-five employees to purchase a total of 709,980 shares were exercised. During the year ended December 31, 2020, options to ten employees to purchase a total of 62,500 shares were exercised. During the year ended December 31, 2021, options to one employee to purchase a total of 400 shares were forfeited. During the year ended December 31, 2020, options to two employees to purchase a total of 23,000 shares were forfeited or expired.

A summary of the status of the stock options outstanding under the Company's stock compensation plans as of December 31, 2022, 2021 and 2020 and changes during the years then ended are as follows (*in thousands*):

	<u>2022</u>		<u>2021</u>		<u>2020</u>	
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>
Outstanding at beginning of year	3,324	\$ 14.25	3,266	\$ 12.03	2,637	\$ 12.05
Granted	570	22.88	768	21.90	715	9.84
Exercised	(404)	10.38	(710)	12.11	(63)	10.55
Forfeited	0	0	0	19.36	(11)	11.65
Expired	0	0	0	0	(12)	11.29
Outstanding at end of year	<u>3,490</u>	<u>15.96</u>	<u>3,324</u>	<u>14.25</u>	<u>3,266</u>	<u>12.03</u>
Options exercisable at end of year	<u>1,879</u>		<u>2,556</u>		<u>2,556</u>	
Weighted average fair value of options granted during the year		<u>\$ 4.50</u>		<u>\$ 2.77</u>		<u>\$ 0.96</u>

The following is a summary of stock options outstanding as of December 31, 2022 (in thousands):

<u>Date of Grant</u>	<u>Number of Employees</u>	<u>Number of Shares</u>	<u>Option Price</u>	<u>Expiration Date</u>
06/24/15	3	45	9.82	06/24/23
04/05/16	7	184	9.77	04/05/24
01/19/17	2	60	14.25	01/19/27
04/04/17	18	397	15.04	04/04/27
04/02/18	16	291	13.09	04/02/28
07/09/18	4	40	15.75	07/09/28
12/10/18	1	25	12.94	12/10/28
01/02/19	2	60	11.42	01/02/29
04/02/19	19	403	13.90	04/02/29
01/17/20	1	10*	16.37	01/17/30
03/25/20	39	622*	9.70	03/25/30
05/20/20	2	14*	11.80	05/20/30
03/18/21	41	159*	19.36	03/18/31
07/14/21	46	609*	22.57	07/14/31
03/28/22	45	471*	23.81	03/28/32
09/09/22	1	100*	18.52	09/09/32
		<u>3,490</u>		

*Exercisable over 5 years.

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's Common Stock for the options that were in-the-money. The aggregate intrinsic value of options outstanding as of December 31, 2022, 2021 and 2020 was \$8.2 million, \$42.9 million and \$9.3 million, respectively, of which \$5.5 million, \$39.9 million and \$5.7 million relate to options exercisable. The intrinsic value of options exercised in 2022, 2021 and 2020 was \$373,000, \$3.6 million and \$283,000, respectively, determined as of the date of option exercise. The weighted average remaining contractual term of the above options was 6.7, 7.6 and 6.4 years as of December 31, 2022, 2021 and 2020, respectively. For the years ended December 31, 2022, 2021 and 2020, amounts charged to stock compensation expense relating to stock option grants, which is included in General and Administrative Expenses, totaled \$1.3 million, \$325,000 and \$396,000, respectively.

Restricted Stock

On January 29, 2021, the Company awarded special restricted stock grants totaling 146,572 shares to five employees for their successful efforts on the August 2020 groundbreaking Federal National Mortgage Association ("Fannie Mae") financing at 2.62%, the proceeds of which were used to redeem our 8% Series B Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 per share. The grant date fair value of the restricted stock grants awarded on January 29, 2021 was \$4.3 million, which will be expensed over the vesting period. Vesting of these grants is subject to both time and performance-based vesting criteria as follows:

<u>Vesting Date</u>	<u>Performance Goal to be Met ⁽¹⁾</u>	<u>Percent of Shares Vested</u>
June 30, 2023	Growth in cumulative Normalized Funds from Operations ("Normalized FFO") over the past 3 years is 2% or greater	100%
June 30, 2023	Growth in cumulative Normalized FFO over the past 3 years is 5% or greater	Bonus of 50% of the Restricted Stock (total of 150%)
June 30, 2023	Growth in cumulative Normalized FFO over the past 3 years is 20% or greater	Bonus of 100% of the Restricted Stock (total of 200%)

⁽¹⁾Growth in cumulative Normalized FFO is measured as the trailing 12-month Normalized FFO per share at June 30, 2023 divided by the trailing 12-month Normalized FFO per share at June 30, 2020, which amount is \$0.64/share at June 30, 2020.

On January 12, 2022, the Company awarded a total of 25,000 shares of restricted stock to five employees. On March 25, 2022, the Company awarded a total of 78,000 shares of restricted stock to two employees, pursuant to their employment agreements. On January 13, 2021, the Company awarded a total of 25,000 shares of restricted stock to five employees. On March 18, 2021, the Company awarded a total of 108,500 shares of restricted stock to four employees. On January 8, 2020, the Company awarded a total of 15,000 shares of restricted stock to three employees. On October 23, 2020, the Company awarded a total of 19,700 shares of restricted stock to two participants, pursuant to their employment agreements. The grant date fair value of the restricted stock grants awarded to participants (other than the performance based awards granted in January 2021) was \$2.5 million, \$2.5 million and \$512,000 for the years ended December 31, 2022, 2021 and 2020, respectively. These grants primarily vest in equal installments over five years. As of December 31, 2022, there remained a total of \$8.7 million of unrecognized restricted stock compensation related to outstanding non-vested restricted stock grants awarded and outstanding at that date. Restricted stock compensation is expected to be expensed over a remaining weighted average period of 2.9 years. For the years ended December 31, 2022, 2021 and 2020, amounts charged to stock compensation expense related to restricted stock grants, which is included in General and Administrative Expenses, totaled \$3.7 million, \$3.1 million and \$931,000, respectively.

A summary of the status of the Company's non-vested restricted stock awards as of December 31, 2022, 2021 and 2020, and changes during the year ended December 31, 2022, 2021 and 2020 are presented below (*in thousands*):

	2022		2021		2020	
	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value
Non-vested at beginning of year	434	\$ 16.66	212	\$ 13.69	238	\$ 13.33
Granted	103	23.98	280	16.51	35	14.75
Dividend Reinvested Shares	20	18.10	15	21.68	11	12.91
Vested	(86)	20.69	(73)	8.48	(72)	12.87
Non-vested at end of year	<u>471</u>	<u>\$ 17.58</u>	<u>434</u>	<u>\$ 16.66</u>	<u>212</u>	<u>\$ 13.69</u>

Other Stock-Based Awards

Effective June 20, 2018, a portion of our quarterly directors' fee was paid with our unrestricted Common Stock. During 2022, 21,492 unrestricted shares of Common Stock were granted as directors' fees with a weighted average fair value on the grant date of \$20.94 per share. During 2021, 16,500 unrestricted shares of Common Stock were granted as directors' fees with a weighted average fair value on the grant date of \$14.78 per share. During 2020, 11,000 unrestricted shares of Common Stock were granted as directors' fees with a weighted average fair value on the grant date of \$16.13 per share.

As of December 31, 2022, there were 1.7 million shares available for grant as stock options, restricted stock or other stock-based awards under the 2013 Plan.

NOTE 9 – 401(k) PLAN

All full-time employees who are over 21 years old are eligible for the Company's 401(k) Plan ("Plan"). Under this Plan, an employee may elect to defer his/her compensation, subject to certain maximum amounts, and have it contributed to the Plan. Employer contributions to the Plan are at the discretion of the Company. During 2022, 2021 and 2020, the Company made matching contributions to the Plan of up to 100% of the first 3% of employee salary and 50% of the next 2% of employee salary. The total expense relating to the Plan, including matching contributions amounted to \$984,000, \$752,000 and \$1.1 million in 2022, 2021 and 2020, respectively.

NOTE 10 – RELATED PARTY TRANSACTIONS AND OTHER MATTERS

Transactions with Monmouth Real Estate Investment Corporation

As of December 31, 2021, the Company's securities portfolio included 2.7 million shares of common stock of Monmouth Real Estate Investment Corporation ("MREIC"), representing 2.7% of the total MREIC shares outstanding. The Company's Chairman of the Board was also the Chairman of MREIC and there were three other Company Directors who were also directors and shareholders of MREIC. In February 2022, MREIC was acquired by a third party pursuant to an all-cash merger approved by the shareholders of MREIC, which resulted in the Company and MREIC's other shareholders receiving a cash payment of \$21.00 per share in cancellation of their MREIC common shares. The merger consideration received by the Company on February 28, 2022 for its 2.7 million shares of MREIC common stock totaled approximately \$55.7 million. These shares had been acquired by the Company at a cost of approximately \$25 million, which resulted in a gain of approximately \$30.7 million.

Employment Agreements

On January 11, 2023, the Company entered into employment agreements with Mr. Samuel A. Landy, Ms. Anna T. Chew, Mr. Craig Koster and Mr. Brett Taft. The agreements are effective as of January 1, 2023 and provide for base compensation, incentive bonuses, and certain customary fringe benefits, including vacation, life insurance and health benefits and the right to participate in the Company's 401(k) retirement plan (see Note 17).

Other Matters

Mr. Eugene W. Landy, the Founder and Chairman of the Board of Directors of the Company, owned a 24% interest in the entity that is the landlord of the property where the Company's corporate office space is located. As of January 2023, Mr. Eugene Landy transferred this ownership to Mr. Samuel A. Landy, the President and Chief Executive Officer and a director of the Company, and other family members. The lease of the Company's corporate office space extends through April 30, 2027 and requires monthly lease payments of \$23,098 through April 30, 2022 and \$23,302 from May 1, 2022 through April 30, 2027. The Company is also responsible for its proportionate share of real estate taxes and common area maintenance. Management believes that the aforesaid rents are no more than what the Company would pay for comparable space elsewhere.

Further, Mr. Eugene W. Landy owns a 9.6% interest, Mr. Samuel A. Landy owns a 4.8% interest, Mr. Daniel Landy, who is also an officer of the Company, owns a 0.96% interest, and the Samuel Landy Family Limited Partnership (of which Daniel Landy is the sole general partner) own a 0.96% interest in the qualified opportunity zone fund, UMH OZ Fund, LLC ("OZ Fund"), recently formed by the Company. In addition, one of the Company's independent directors owns a 0.96% interest in the OZ Fund.

NOTE 11 – SHAREHOLDERS' EQUITY

As of December 31, 2022, our authorized capital stock consisted of 170,413,800 shares, classified as 154,048,469 shares of Common Stock, par value \$0.10 per share ("Common Stock"), 199,331 shares of 8.0% Series B Preferred Stock, par value \$0.10 per share ("Series B Preferred Stock"), 3,866,000 shares of 6.75% Series C Preferred Stock, par value \$0.10 per share ("Series C Preferred Stock"), 9,300,000 shares of Series D Preferred Stock, par value \$0.10 per share ("Series D Preferred Stock"), and 3,000,000 shares of excess stock, par value \$0.10 per share. On January 10, 2023, the Company filed with the State Department of Assessments and Taxation of the State of Maryland articles supplementary (the "Articles Supplementary") reclassifying and designating 4,400,000 shares of the Company's Common Stock as shares of Series D Preferred Stock. After giving effect to the filing of the Articles Supplementary on January 10, 2023, the authorized capital stock of the Company consists of 170,413,800 shares, classified as 149,648,469 shares of Common Stock, 199,331 shares of Series B Preferred Stock, 3,866,000 shares of Series C Preferred Stock, 13,700,000 shares of Series D Preferred Stock and 3,000,000 shares of excess stock, par value \$0.10 per share. We previously redeemed all outstanding shares of the Series B Preferred Stock and Series C Preferred Stock and do not intend to issue any new shares of the Series B Preferred Stock or Series C Preferred Stock. The excess stock is designed to help us protect our status as a REIT under the Internal Revenue Code.

Common Stock

On February 8, 2022, the Company's Common Stock was approved for listing on the TASE. Trading of the Common Stock on the TASE began on February 9, 2022. The Company's Common Stock continues to be listed on the NYSE.

The Company has a Dividend Reinvestment and Stock Purchase Plan (“DRIP”), as amended. Under the terms of the DRIP, shareholders who participate may reinvest all or part of their dividends in additional shares of the Company at a discounted price (approximately 95% of market value) directly from the Company, from authorized but unissued shares of the Company’s Common Stock. Shareholders may also purchase additional shares at this discounted price by making optional cash payments monthly. Optional cash payments must be not less than \$500 per payment nor more than \$1,000 unless a request for waiver has been accepted by the Company. On January 15, 2020, the Company increased the monthly maximum for the purchase of shares for cash under its DRIP from \$1,000 to \$5,000. On February 11, 2021, the Company reduced the monthly maximum from \$5,000 to \$1,000.

Amounts received in connection with the DRIP for the years ended December 31, 2022, 2021 and 2020 were as follows (in thousands):

	<u>2022</u>	<u>2021</u>	<u>2020</u>
Amounts Received	\$ 7,808	\$ 9,773	\$ 9,154
Less: Dividends Reinvested	(2,783)	(3,506)	(3,151)
Amounts Received, net	<u>\$ 5,025</u>	<u>\$ 6,267</u>	<u>\$ 6,003</u>
Number of Shares Issued	<u>430</u>	<u>503</u>	<u>720</u>

Common Stock At-The-Market Sales Program

On August 16, 2021, the Company entered into an Equity Distribution Agreement (the “2021 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, having an aggregate sales price of up to \$100 million from time to time through the Distribution Agents. Sales of the shares of Common Stock under the 2021 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 on any other existing trading market for the Common 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. The shares of Common Stock sold under the 2020 Common ATM Program were offered and sold pursuant to the 2020 Registration Statement and pursuant to the Company’s prospectus dated June 1, 2020 included in the 2020 Registration Statement and the related prospectus supplement, dated August 16, 2021. The 2021 Common ATM Program replaced the Company’s previous 2020 Common ATM Program. In January 2022, 300,000 shares of Common Stock were issued and sold under the 2021 Common ATM Program at a weighted average price of \$26.82 per share, generating gross proceeds of \$8.0 million and net proceeds of \$7.9 million, after offering expenses. Following the sales of Common Stock during 2021 and January 2022 under the 2021 Common ATM Program, no additional shares remained available for sale under the 2021 Common ATM Program.

On March 7, 2022, the Company entered into a new Equity Distribution Agreement (the “2022 Common ATM Program”) with the Distribution Agents under which the Company may 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, as agents or principals. Sales of the shares of Common Stock under the 2022 Common ATM Program are made in “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, 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 2022 Common ATM Program on March 8, 2022 and through December 31, 2022, 4.7 million shares of Common Stock were issued and sold at a weighted average price of \$20.18 per share, generating gross proceeds of \$94.6 million and net proceeds of \$92.9 million, after offering expenses. As of December 31, 2022, \$55.4 million of Common Stock remained eligible for sale under the 2022 Common ATM Program.

Issuer Purchases of Equity Securities

On January 12, 2022, the Board of Directors reaffirmed our Common Stock Repurchase Program (the “Repurchase Program”) that authorized us to repurchase up to \$25 million in the aggregate of the Company’s Common Stock. Purchases under the Repurchase Program were permitted to 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 would be based on business, market and other conditions and factors, including price, regulatory and contractual requirements or consents, and capital availability. The Repurchase Program did 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. Although the Repurchase Program remains in effect, the Company did not make any repurchases of Common Stock during 2022.

Preferred Stock

6.75% Series C Cumulative Redeemable Preferred Stock

On July 26, 2022, the Company voluntarily redeemed all 9.9 million issued and outstanding shares of its 6.75% Series C Preferred Stock at a redemption price equal to the \$25.00 per share liquidation preference plus accrued and unpaid dividends to, but not including, the July 26, 2022 redemption date in an amount of \$0.2578 per share, for a total payment of \$25.2578 per share, or \$249.6 million in aggregate. As a result of our redemption, the Company recognized a preferred share redemption charge of approximately \$8.2 million in 2022, primarily related to the original issuance costs.

6.375% Series D Cumulative Redeemable Preferred Stock

On January 22, 2018, the Company issued 2 million shares of its new 6.375% Series D Cumulative Redeemable Preferred Stock, Liquidation Preference \$25.00 Per Share (“Series D Preferred Stock”) at an offering price of \$25.00 per share in an underwritten registered public offering. The Company received net proceeds from the sale of these 2 million shares, after deducting the underwriting discount and other estimated offering expenses, of approximately \$48.2 million and has used the net proceeds of the offering for general corporate purposes, which included the purchase of manufactured homes for sale or lease to customers, expansion of its existing communities, acquisitions of additional properties and repayment of indebtedness on a short-term basis.

Dividends on the Series D Preferred Stock shares are cumulative from January 22, 2018 and are payable quarterly in arrears on March 15, June 15, September 15, and December 15 at an annual rate of \$1.59375 per share.

The Series D Preferred Stock, par value \$0.10 per share, has no maturity and will remain outstanding indefinitely unless redeemed or otherwise repurchased. On and after January 22, 2023, the Series D Preferred Stock is redeemable at the Company’s option for cash, in whole or, from time to time, in part, at a price per share equal to \$25.00, plus all accrued and unpaid dividends (whether or not declared) to the date of redemption.

Upon the occurrence of a Delisting Event or Change of Control, each as defined in the Prospectus pursuant to which the shares of Series D Preferred Stock were offered, each holder of the Series D Preferred Stock will have the right to convert all or part of the shares of the Series D Preferred Stock held into Common Stock of the Company, unless the Company elects to redeem the Series D Preferred Stock.

Holders of the Series D Preferred Stock generally have no voting rights, except if the Company fails to pay dividends for nine or more quarterly periods, whether or not consecutive, or with respect to certain specified events.

In conjunction with the issuance of the Company’s Series D Preferred Stock, in January 2018 the Company filed with the Maryland SDAT Articles Supplementary setting forth the rights, preferences and terms of the Series D Preferred Stock shares and reclassifying 2.3 million shares of Common Stock as shares of Series D Preferred Stock.

During 2022, 2021 and 2020, the Company sold additional shares of Series D Preferred Stock pursuant to its at-the-market sales programs, and amended its charter in connection therewith, as described below.

Preferred Stock At-The-Market Sales Programs

On July 22, 2020, the Company entered into a Preferred Stock At-The-Market Sales Program (“Preferred ATM Program”) with B. Riley, as distribution agent, under which the Company may offer and sell shares of the Company’s Series C Preferred Stock and/or Series D Preferred Stock, having an aggregate sales price of up to \$100 million. Sales of shares under the Preferred ATM Program are 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 on any other existing trading market for the Series C Preferred Stock or 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. Shares of Series C Preferred Stock and/or Series D Preferred Stock sold under the Preferred ATM Program are offered and sold pursuant to the Company’s 2020 Registration Statement and pursuant to the Company’s prospectus dated June 1, 2020 included in the 2020 Registration Statement and the related prospectus supplement dated July 22, 2020. The Preferred ATM Program replaced the Company’s previous at-the-market sales program for its Series C Preferred Stock and/or Series D Preferred Stock. On August 22, 2022, the Company disclosed that in light of the redemption of the Company’s Series C Preferred Stock, it does not intend to issue any new shares of Series C Preferred Stock and accordingly any future sales under the Preferred ATM Program would solely be shares of Series D Preferred Stock. During the year ended December 31, 2022, 406,000 shares of Series D Preferred Stock were issued and sold at a weighted average price of \$22.90 per share, generating total gross proceeds of \$9.3 million and total net proceeds of \$9.1 million, after offering expenses. As of December 31, 2022, \$2.9 million in shares of Series D Preferred Stock remained eligible for sale under the Preferred ATM Program.

On January 10, 2023, the Company entered into a new Preferred Stock At-The-Market Sales Program (“2023 Preferred ATM Program”) (see Note 17).

NOTE 12 – DISTRIBUTIONS

Common Stock

The following cash distributions, including dividends reinvested, were paid to common shareholders during the three years ended December 31, 2022, 2021 and 2020 (*in thousands except per share amounts*):

Quarter Ended	2022		2021		2020	
	Amount	Per Share	Amount	Per Share	Amount	Per Share
March 31	\$ 10,406	\$ 0.20	\$ 8,048	\$ 0.19	\$ 7,417	\$ 0.18
June 30	10,890	0.20	8,629	0.19	7,417	0.18
September 30	10,960	0.20	9,016	0.19	7,454	0.18
December 31	11,154	0.20	9,327	0.19	7,520	0.18
	<u>\$ 43,410</u>	<u>\$ 0.80</u>	<u>\$ 35,020</u>	<u>\$ 0.76</u>	<u>\$ 29,808</u>	<u>\$ 0.72</u>

These amounts do not include the discount on shares purchased through the Company’s DRIP.

On January 11, 2023, the Company declared a 2.5% increase in the cash dividend, raising it from a quarterly \$0.20 per share to \$0.205 per share, beginning with the dividend to be paid on March 15, 2023 to shareholders of record as of the close of business on February 15, 2023.

Preferred Stock

The following dividends were paid to holders of our Series B Preferred Stock during the years ended December 31, 2020 (*in thousands except per share amounts*):

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/15/2020	2/18/2020	3/16/2020	\$ 1,901	\$ 0.50
4/2/2020	5/15/2020	6/15/2020	1,900	0.50
7/1/2020	8/17/2020	9/15/2020	1,900	0.50
9/11/2020	9/11/2020	10/20/2020	1,035	0.2722
			<u>\$ 6,736</u>	<u>\$ 1.7722</u>

The following dividends were paid to holders of our Series C Preferred Stock during the years ended December 31, 2022, 2021 and 2020 (*in thousands except per share amounts*):

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/12/2022	2/15/2022	3/15/2022	\$ 4,170	\$ 0.421875
4/1/2022	5/16/2022	6/15/2022	4,170	0.421875
7/1/2022	8/15/2022	9/15/2022	2,548	0.257800
			<u>\$ 10,888</u>	<u>\$ 1.101550</u>
1/15/2021	2/16/2021	3/15/2021	\$ 4,170	\$ 0.421875
4/1/2021	5/17/2021	6/15/2021	4,170	0.421875
7/1/2021	8/15/2021	9/15/2021	4,170	0.421875
10/1/2021	11/15/2021	12/15/2021	4,170	0.421875
			<u>\$ 16,680</u>	<u>\$ 1.68750</u>
1/15/2020	2/18/2020	3/16/2020	\$ 4,113	\$ 0.421875
4/2/2020	5/15/2020	6/15/2020	4,113	0.421875
7/1/2020	8/17/2020	9/15/2020	4,128	0.421875
10/1/2020	11/16/2020	12/15/2020	4,170	0.421875
			<u>\$ 16,524</u>	<u>\$ 1.68750</u>

The following dividends were paid to holders of our Series D Preferred Stock during the years ended December 31, 2022, 2021 and 2020 (*in thousands except per share amounts*):

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/12/2022	2/15/2022	3/15/2022	\$ 3,430	\$ 0.3984375
4/1/2022	5/16/2022	6/15/2022	3,430	0.3984375
7/1/2022	8/15/2022	9/15/2022	3,430	0.3984375
10/3/2022	11/15/2022	12/15/2022	3,433	0.3984375
			<u>\$ 13,723</u>	<u>\$ 1.59375</u>

Declaration Date	Record Date	Payment Date	Dividend	Dividend per Share
1/15/2021	2/16/2021	3/15/2021	\$ 2,869	\$ 0.3984375
4/1/2021	5/17/2021	6/15/2021	3,430	0.3984375
7/1/2021	8/15/2021	9/15/2021	3,430	0.3984375
10/1/2021	11/15/2021	12/15/2021	3,430	0.3984375
			<u>\$ 13,159</u>	<u>\$ 1.59375</u>
1/15/2020	2/18/2020	3/16/2020	\$ 2,076	\$ 0.3984375
4/2/2020	5/15/2020	6/15/2020	2,076	0.3984375
7/1/2020	8/17/2020	9/15/2020	2,082	0.3984375
10/1/2020	11/16/2020	12/15/2020	2,449	0.3984375
			<u>\$ 8,683</u>	<u>\$ 1.59375</u>

On January 11, 2023, the Board of Directors declared a quarterly dividend of \$0.3984375 per share for the period from December 1, 2022 through February 28, 2023, on the Company's Series D Preferred Stock payable March 15, 2023 to shareholders of record as of the close of business on February 15, 2023.

NOTE 13 – FEDERAL INCOME TAXES

Characterization of Distributions

The following table characterizes the distributions paid for the years ended December 31, 2022, 2021 and 2020:

	2022		2021		2020	
	Amount	Percent	Amount	Percent	Amount	Percent
Common Stock						
Ordinary income	\$ 0	0%	\$ 0.024636	3.24%	\$ 0	0%
Capital gains	0	0%	0.002008	0.26%	0	0%
Return of capital	0.80	100.00%	0.733356	96.50%	0.72	100.00%
	<u>\$ 0.80</u>	<u>100.00%</u>	<u>\$ 0.76</u>	<u>100.00%</u>	<u>\$ 0.72</u>	<u>100.00%</u>
Preferred Stock - Series B						
Ordinary income	\$ 0	0%	\$ 0	0%	\$ 0.661633	37.33%
Capital gains	0	0%	0	0%	0	0%
Return of capital	0	0%	0	0%	1.110567	62.67%
	<u>\$ 0</u>	<u>0%</u>	<u>\$ 0</u>	<u>0%</u>	<u>\$ 1.772200</u>	<u>100.00%</u>
Preferred Stock - Series C						
Ordinary income	\$ 0.432071	39.22%	\$ 1.560268	92.46%	\$ 0.630008	37.33%
Capital gains	0	0%	0.127232	7.54%	0	0%
Return of capital	0.669479	60.78%	0	0%	1.057492	62.67%
	<u>\$ 1.101550</u>	<u>100.00%</u>	<u>\$ 1.687500</u>	<u>100.00%</u>	<u>\$ 1.687500</u>	<u>100.00%</u>

	2022		2021		2020	
	Amount	Percent	Amount	Percent	Amount	Percent
Preferred Stock - Series D						
Ordinary income	\$ 0.625130	39.22%	\$ 1.473586	92.46%	\$ 0.595008	37.33%
Capital gains	0	0%	0.120164	7.54%	0	0%
Return of capital	0.968620	60.78%	0	0%	0.998742	62.67%
	<u>\$ 1.593750</u>	<u>100.00%</u>	<u>\$ 1.593750</u>	<u>100.00%</u>	<u>\$ 1.593750</u>	<u>100.00%</u>

In addition to the above, taxable income from non-REIT activities conducted by S&F, a Taxable REIT Subsidiary (“TRS”), is subject to federal, state and local income taxes. Deferred income taxes pertaining to S&F are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities and their respective tax bases and for operating loss and tax credit carryforwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors. For the year ended December 31, 2022, S&F had operating income for financial reporting purposes of \$71,000. For the years ended December 31, 2021 and 2020, S&F had operating losses for financial reporting purposes of \$1.4 million and \$273,000, respectively. Therefore, a valuation allowance has been established against any deferred tax assets relating to S&F. For the years ended December 31, 2022, 2021 and 2020, S&F recorded \$16,000, \$10,000 and \$10,000, respectively, in federal, state and franchise taxes.

NOTE 14 – COMMITMENTS, CONTINGENCIES AND LEGAL 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 and S&F have an agreement with 21st Mortgage Corporation (“21st Mortgage”) under which 21st Mortgage can provide financing for home purchasers in the Company’s communities. The Company does not receive referral fees or other cash compensation under the agreement. If 21st Mortgage makes loans to purchasers and those purchasers default on their loans and 21st Mortgage repossesses the homes securing such loans, the Company has 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. This agreement may be terminated by either party with 30 days written notice. As of December 31, 2022 the total loan balance under this agreement was approximately \$1.1 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 December 31, 2022, the total loan balance owed to 21st Mortgage with respect to homes in these acquired communities was approximately \$1.1 million. Although this agreement is still active, this program is not being utilized by the Company’s new customers as a source of financing.

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 \$58.2 million of loans that the Company acquired under the COP Program as of December 31, 2022.

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 joint venture between the Company and Nuveen. The LLC Agreement provides 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.

The Company and Nuveen 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. While the terms and conditions of such new joint venture entities have not been fully negotiated, it is expected that invested capital 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 existing joint venture, except that the amounts of the parties' respective capital commitments will be determined on a property-by-property basis. (See Note 5).

NOTE 15 - FAIR VALUE MEASUREMENTS

The Company follows ASC 825, Fair Value Measurements, for financial assets and liabilities recognized at fair value on a recurring basis. The Company measures certain financial assets and liabilities at fair value on a recurring basis, including marketable securities. The fair value of these certain financial assets and liabilities was determined using the following inputs at December 31, 2022 and 2021 (*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)
December 31, 2022:				
Equity Securities - Preferred Stock	\$ 1,043	\$ 1,043	\$ 0	\$ 0
Equity Securities - Common Stock	41,135	41,135	0	0
Total	<u>\$ 42,178</u>	<u>\$ 42,178</u>	<u>\$ 0</u>	<u>\$ 0</u>
December 31, 2021:				
Equity Securities - Preferred Stock	\$ 1,740	\$ 1,740	\$ 0	\$ 0
Equity Securities - Common Stock	112,008	112,008	0	0
Total	<u>\$ 113,748</u>	<u>\$ 113,748</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 receivables approximates their current carrying amounts since all such items are short-term in nature. The fair value of marketable securities is primarily based upon quoted market values. The fair value of variable rate mortgages payable and loans payable approximate their current carrying amounts since such amounts payable are at approximately a weighted average current market rate of interest. The estimated fair value of fixed rate mortgage notes payable is based on discounting the future cash flows at a year-end risk adjusted borrowing rate currently available to the Company for issuance of debt with similar terms and remaining maturities. These fair value measurements fall within level 2 of the fair value hierarchy. As of December 31, 2022, the fair and carrying value of fixed rate mortgages payable amounted to \$503.5 million and \$513.7 million, respectively. As of December 31, 2021, the fair and carrying value of fixed rate mortgages payable amounted to \$458.4 million and \$456.7 million, respectively.

NOTE 16 – SUPPLEMENTAL CASH FLOW INFORMATION

Cash paid for interest during the years ended December 31, 2022, 2021 and 2020 was \$27.0 million, \$19.7 million and \$18.3 million, respectively. Interest cost capitalized to land development during the years ended December 31, 2022, 2021 and 2020 was \$2.7 million, \$1.5 million and \$1.3 million, respectively.

During the year ended December 31, 2020, the Company assumed mortgages totaling \$2.7 million, for the acquisition of a community.

During the years ended December 31, 2022, 2021 and 2020, land development costs of \$26.3 million, \$25.9 million and \$14.4 million, respectively were transferred to investment property and equipment and placed in service.

During the years ended December 31, 2022, 2021 and 2020, the Company had dividend reinvestments of \$2.8 million, \$3.5 million and \$3.2 million, respectively which required no cash transfers.

NOTE 17 – 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.

Common ATM Program

Since January 1, 2023, the Company issued and sold an additional 1.9 million shares of its Common Stock under the 2022 Common ATM Program at a weighted average price of \$16.99 per share, generating gross proceeds of \$32.7 million and net proceeds of \$32.2 million, after offering expenses. As of February 10, 2023, \$22.8 million of Common Stock remained eligible for sale under the 2022 Common ATM Program.

Preferred ATM Program

On January 10, 2023, the Company entered into an At Market Issuance Sales Agreement (“2023 Preferred ATM Program”) with B. Riley Securities, Inc., as distribution agent (the “Distribution Agent”) under which 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 the Distribution Agent, as agent or principal. Sales of the shares of Series D Preferred Stock under the Sales Agreement, if any, 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. The Distribution Agent 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 the Distribution Agent and the Company.

Since January 1, 2023, the Company issued and sold an additional 640,000 shares of its Preferred Stock under the 2023 Preferred ATM Program at a weighted average price of \$22.77 per share, generating gross proceeds of \$14.6 million and net proceeds of \$14.4 million, after offering expenses. As of February 17, 2023, \$85.4 million of Preferred Stock remained eligible for sale under the 2023 Preferred ATM Program.

Restricted Stock Awards

On January 11, 2023, the Company awarded approximately 25,000 shares of restricted stock to five employees.

Employment Agreements

On January 11, 2023, the Company entered into employment agreements with Mr. Samuel A. Landy, Ms. Anna T. Chew, Mr. Craig Koster and Mr. Brett Taft. The agreements are effective as of January 1, 2023 and have initial terms of three years which will be renewed automatically thereafter for additional successive one (1) year terms commencing on the third anniversary and each subsequent anniversary of the effective date unless otherwise terminated pursuant to the terms of each agreement. The agreements provide for base compensation, incentive bonuses, long term equity compensation awards, which shall be subject to performance-based and time-based vesting requirements, compensation on termination, including change of control, and certain customary fringe benefits, including vacation, life insurance and health benefits and the right to participate in the Company's 401(k) retirement plan.

Acquisitions

On January 19, 2023, the Company acquired Mighty Oak, a newly developed all-age, manufactured home community located in Albany, Georgia, for approximately \$3.7 million through the Company's OZ Fund. This community contains a total of 118 developed homesites that are situated on approximately 26 acres.

Loans and Mortgages Payable

On February 24, 2023, the Company amended its unsecured line of credit to expand available borrowings from \$100 million to \$180 million.

On February 27, 2023, the Company paid off a mortgage of approximately \$43.1 million with proceeds from additional borrowings on our lines of credit of \$20 million, in addition to available cash on hand.

NOTE 18– PRO FORMA FINANCIAL INFORMATION (UNAUDITED)

The following unaudited pro forma condensed financial information reflects the acquisitions during 2021 and through 2022. 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, 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*).

	For the years ended December 31,	
	2022	2021
Rental and Related Income	\$ 174,746	\$ 165,078
Community Operating Expenses	76,747	70,098
Net Income (Loss) Attributable to Common Shareholders	(37,536)	19,298
Net Income (Loss) Attributable to Common Shareholders per Share:		
Basic	(0.69)	0.42
Diluted	(0.69)	0.41

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022 (in thousands)

Column A		Column B		Column C		Column D
Description				Initial Cost		
				Site, Land & Building Improvements and Rental Homes		Capitalization Subsequent to Acquisition
Name	Location	Encumbrances		Land		
Allentown	Memphis, TN	\$ 11,992		\$ 250	\$ 2,569	\$ 19,352
Arbor Estates	Doylestown, PA		(2)	2,650	8,266	3,045
Auburn Estates	Orrville, OH	0		114	1,174	1,116
Bayshore Estates	Sandusky, OH	0		561	9,553	2,211
Birchwood Farms	Birch Run, MI		(2)	70	2,797	4,199
Boardwalk	Elkhart, IN	12,799	(6)	1,796	4,768	339
Broadmore Estates	Goshen, IN	43,037	(2)	1,120	11,136	12,709
Brookside	Berwick, PA		(4)	372	4,776	4,051
Brookview	Greenfield Ctr, NY	2,473		38	233	12,451
Camelot Village	Anderson, IN		(7)	824	2,480	2,856
Camelot Woods	Altoona, PA	0		573	2,767	2,521
Candlewick Court	Owosso, MI	4,002		159	7,087	7,185
Carsons	Chambersburg, PA	24,935	(1)	176	2,411	2,968
Catalina	Middletown, OH	4,311		1,008	11,735	14,179
Cedarcrest	Vineland, NJ	10,662		320	1,866	3,832
Center Manor	Monaca, Pa	0		198	5,602	211
Chambersburg	Chambersburg, PA		(1)	108	2,397	1,442
Chelsea	Sayre, PA		(3)	124	2,049	2,302
Cinnamon Woods	Conowingo, MD		(1)	1,884	2,116	1,282
City View	Lewistown, PA	0		137	613	1,551
Clinton	Tiffin, OH	3,147		142	3,302	507
Collingwood	Horseheads, NY		(1)	196	2,318	3,900
Colonial Heights	Wintersville, OH		(2)	67	2,383	8,502
Countryside Estates	Muncie, IN	0		174	1,926	6,639
Countryside Estates	Ravenna, OH		(1)	205	2,896	6,266
Countryside Village	Columbia, TN	100,481	(1)	394	6,917	15,341
Cranberry	Cranberry Twp, PA	6,783		182	1,923	4,526
Crestview	Athens, PA		(1)	188	2,258	3,281
Cross Keys	Duncansville, PA	0		61	378	5,037
Crossroads Village	Mount Pleasant, PA		(1)	183	1,403	230
D&R	Clifton Park, NY	6,828		392	704	3,834
Dallas Mobile Home	Toronto, OH		(1)	276	2,729	3,897
Deer Meadows	New Springfield, OH		(1)	226	2,299	4,855
Deer Run	Dothan, AL	0		298	4,242	7,071
Evergreen Estates	Lodi, OH		(1)	99	1,121	618
Evergreen Manor	Bedford, OH	0		49	2,372	1,546
Evergreen Village	Mantua, OH		(1)	105	1,277	1,411
Fairview Manor	Millville, NJ	14,388		216	1,167	11,463
Fifty One Estates	Elizabeth, PA		(1)	1,214	5,746	3,394
Fohl Village	Canton, OH	9,490		1,018	18,052	100
Forest Creek	Elkhart, IN		(2)	440	7,004	2,889
Forest Park	Cranberry Twp, PA	7,463		75	977	10,512
Fox Chapel Village	Cheswick, PA	0		372	4,082	4,399
Frieden Manor	Schuylkill Haven, PA	12,048	(3)	643	5,294	6,186
Friendly Village	Perrysburg, OH	6,382		1,215	18,141	13,120
Garden View Estates	Orangeburg, SC	0		156	5,044	1,171
Green Acres	Chambersburg, PA	0		63	584	214
Gregory Courts	Honey Brook, PA		(2)	370	1,220	1,332

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022 (in thousands)

Column A		Column B		Column C		Column D
Description				Initial Cost		
				Site, Land & Building Improvements and Rental Homes		Capitalization Subsequent to
Name	Location	Encumbrances		Land		Acquisition
Hayden Heights	Dublin, OH	\$ 1,864		\$ 248	\$ 2,148	\$ 1,098
Heather Highlands	Inkerman, PA	0		573	2,152	15,951
Hidden Creek	Erie, MI	0		614	20,717	821
High View Acres	Export, PA		(1)	825	4,264	864
Highland	Elkhart, IN		(2)	510	7,084	6,176
Highland Estates	Kutztown, PA	15,080		145	1,695	12,768
Hillcrest Crossing	Lower Burrell, PA		(1)	961	1,464	10,894
Hillcrest Estates	Marysville, OH		(1)	1,277	3,034	5,775
Hillside Estates	Greensburg, PA		(5)	484	2,679	3,889
Holiday Mobile Village	Nashville, TN	7,102		1,632	5,618	15,385
Holiday Village	Elkhart, IN	7,616		491	13,808	10,823
Holly Acres	Erie, PA	5,910		194	3,591	1,463
Hudson Estates	Peninsula, OH		(1)	141	3,516	6,193
Huntingdon Pointe	Tarrs, PA		(1)	399	865	2,316
Independence Park	Clinton, PA	7,230	(5)	686	2,784	6,414
Iris Winds	Sumter, SC	0		121	3,324	5,291
Kinnebrook	Monticello, NY	3,603		236	1,403	14,840
La Vista Estates	Dothan, AL	0		713	3,165	817
Lake Erie Estates	Fredonia, NY	2,549		104	4,391	3,002
Lake Sherman	Navarre, OH	4,935		290	1,458	15,519
Lakeview Meadows	Lakeview, OH		(1)	574	1,104	2,198
Laurel Woods	Cresson, PA	0		433	2,070	6,621
Little Chippewa	Orrville, OH	0		113	1,135	2,831
Mandell Trails	Butler, PA	0		2,470	4,905	378
Maple Manor	Taylor, PA	34,028	(4)	674	9,433	8,322
Marysville Estates	Marysville, OH		(1)	810	4,556	9,474
Meadowood	New Middletown, OH		(2)	152	3,191	5,644
Meadows	Nappanee, IN	0		549	6,721	11,693
Meadows of Perrysburg	Perrysburg, OH	0		2,146	5,541	1,456
Melrose Village	Wooster, OH	0		767	5,429	8,671
Melrose West	Wooster, OH	0		94	1,040	123
Memphis Blues	Memphis, TN	0		78	810	15,605
Monroe Valley	Jonestown, PA		(3)	114	994	774
Moosic Heights	Avoca, PA		(4)	330	3,794	4,370
Mount Pleasant Village	Mount Pleasant, PA		(1)	280	3,502	1,703
Mountaintop	Narvon, PA		(3)	134	1,665	2,049
New Colony	West Mifflin, PA		(1)	429	4,129	1,961
Northtowne Meadows	Erie, MI	11,322		1,272	23,859	4,404
Oak Ridge	Elkhart, IN		(2)	500	7,524	3,999
Oak Tree	Jackson, NJ	12,000		1,134	21,766	310
Oakwood Lake	Tunkhannock, PA	0		379	1,639	2,683
Olmsted Falls	Olmsted Falls, OH	1,865		569	3,031	2,585
Oxford	West Grove, PA	14,659		175	991	2,934
Parke Place	Elkhart, IN		(6)	4,317	10,341	6,860
Perrysburg Estates	Perrysburg, OH	1,493		399	4,047	6,591
Pikewood Manor	Elyria, OH	13,414		1,053	22,068	17,873
Pine Ridge/Pine Manor	Carlisle, PA	0		38	198	11,058
Pine Valley	Apollo, PA	0		670	1,337	9,825
Pleasant View	Bloomsburg, PA		(4)	282	2,175	3,178
Port Royal	Belle Vernon, PA	0		150	2,492	17,266
Redbud Estates	Anderson, IN	12,408	(7)	1,739	15,091	7,199
River Valley	Marion, OH	0		236	785	9,568
Rolling Hills Estates	Carlisle, PA		(1)	301	1,419	3,119

Rostraver Estates	Belle Vernon, PA	(5)	814	2,204	2,639
Sandy Valley	Magnolia, OH	0	270	1,941	14,395
Shady Hills	Nashville, TN	4,444	337	3,379	5,027
Somerset/Whispering	Somerset, PA	(1)	1,485	2,050	9,854
Southern Terrace	Columbiana, OH	(2)	63	3,387	776

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
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Column A		Column B		Column C		Column D
Description				Initial Cost		
				Site, Land & Building Improvements and Rental Homes		Capitalization Subsequent to
Name	Location	Encumbrances		Land		Acquisition
Southwind	Jackson, NJ	\$ 21,430	(8)	\$ 100	\$ 603	\$ 3,426
Spreading Oaks	Athens, OH	0		67	1,327	4,381
Springfield Meadows	Springfield, OH	0		1,230	3,093	2,994
Suburban Estates	Greensburg, PA	5,000		299	5,837	5,430
Summit Estates	Ravenna, OH		(1)	198	2,779	4,781
Summit Village	Marion, IN	0		522	2,821	4,059
Sunny Acres	Somerset, PA	5,566		287	6,114	3,997
Sunnyside	Eagleville, PA		(2)	450	2,674	970
Trailmont	Goodlettsville, TN	2,963		411	1,867	3,916
Twin Oaks	Olmsted Falls, OH	5,683		823	3,527	2,426
Twin Pines	Goshen, IN		(2)	650	6,307	6,545
Valley High	Ruffs Dale, PA		(5)	284	2,267	2,655
Valley Hills	Ravenna, OH	3,080		996	6,542	10,155
Valley Stream	Mountaintop, PA	0		323	3,191	1,267
Valley View HB	Honeybrook, PA		(2)	1,380	5,348	4,982
Valley View I	Ephrata, PA		(3)	191	4,359	1,250
Valley View II	Ephrata, PA		(3)	72	1,746	78
Voyager Estates	West Newton, PA		(1)	742	3,143	5,878
Waterfalls	Hamburg, NY	4,197		424	3,812	6,216
Wayside	Bellefontaine, OH		(1)	196	1,080	2,958
Weatherly Estates	Lebanon, TN	7,229		1,184	4,034	4,151
Wellington Estates	Export, PA	2,144		896	6,179	6,942
Wood Valley	Caledonia, OH	0		260	1,753	6,546
Woodland Manor	West Monroe, NY		(1)	77	841	5,512
Woodlawn	Eatontown, NJ		(8)	157	281	2,334
Woods Edge	West Lafayette, IN	5,306		1,808	13,321	10,536
Worthington Arms	Lewis Center, OH	8,368		437	12,706	7,402
Youngstown Estates	Youngstown, NY	0		269	1,606	1,959
		<u>\$ 513,709</u>		<u>\$ 73,208</u>	<u>\$ 584,215</u>	<u>\$ 722,104</u>

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022 (in thousands)

Column A		Column E (9) (10)			Column F
Description		Gross Amount at Which Carried at 12/31/22			
Name	Location	Site, Land & Building Improvements and Rental Homes			Accumulated Depreciation
		Land		Total	
Allentown	Memphis, TN	\$ 1,500	\$ 20,671	\$ 22,171	\$ (8,000)
Arbor Estates	Doylestown, PA	2,650	11,311	13,961	(3,517)
Auburn Estates	Orrville, OH	114	2,290	2,404	(590)
Bayshore Estates	Sandusky, OH	561	11,764	12,325	(618)
Birchwood Farms	Birch Run, MI	70	6,996	7,066	(2,121)
Boardwalk	Elkhart, IN	1,796	5,107	6,903	(1,051)
Broadmore Estates	Goshen, IN	1,120	23,845	24,965	(7,584)
Brookside	Berwick, PA	372	8,827	9,199	(2,851)
Brookview	Greenfield Ctr, NY	123	12,599	12,722	(4,016)
Camelot Village	Anderson, IN	828	5,332	6,160	(493)
Camelot Woods	Altoona, PA	766	5,095	5,861	(377)
Candlewick Court	Owosso, MI	159	14,272	14,431	(3,809)
Carsons	Chambersburg, PA	176	5,379	5,555	(1,411)
Catalina	Middletown, OH	1,008	25,914	26,922	(6,146)
Cedarcrest	Vineland, NJ	408	5,610	6,018	(3,301)
Center Manor	Monaca, Pa	201	5,810	6,011	(175)
Chambersburg	Chambersburg, PA	118	3,829	3,947	(1,106)
Chelsea	Sayre, PA	124	4,351	4,475	(1,264)
Cinnamon Woods	Conowingo, MD	1,884	3,398	5,282	(558)
City View	Lewistown, PA	137	2,164	2,301	(696)
Clinton	Tiffin, OH	142	3,809	3,951	(1,451)
Collingwood	Horseheads, NY	196	6,218	6,414	(1,594)
Colonial Heights	Wintersville, OH	67	10,885	10,952	(2,736)
Countryside Estates	Muncie, IN	174	8,565	8,739	(2,188)
Countryside Estates	Ravenna, OH	205	9,162	9,367	(2,360)
Countryside Village	Columbia, TN	609	22,043	22,652	(6,451)
Cranberry	Cranberry Twp, PA	182	6,449	6,631	(3,702)
Crestview	Athens, PA	362	5,365	5,727	(1,429)
Cross Keys	Duncansville, PA	61	5,415	5,476	(2,039)
Crossroads Village	Mount Pleasant, PA	183	1,633	1,816	(336)
D&R	Clifton Park, NY	392	4,538	4,930	(2,475)
Dallas Mobile Home	Toronto, OH	276	6,626	6,902	(1,497)
Deer Meadows	New Springfield, OH	226	7,154	7,380	(1,571)
Deer Run	Dothan, AL	301	11,310	11,611	(477)
Evergreen Estates	Lodi, OH	119	1,719	1,838	(504)
Evergreen Manor	Bedford, OH	49	3,918	3,967	(1,096)
Evergreen Village	Mantua, OH	105	2,688	2,793	(716)
Fairview Manor	Millville, NJ	2,535	10,311	12,846	(6,520)
Fifty One Estates	Elizabeth, PA	1,330	9,024	10,354	(956)
Fohl Village	Canton, OH	1,023	18,147	19,170	(110)
Forest Creek	Elkhart, IN	440	9,893	10,333	(3,631)
Forest Park	Cranberry Twp, PA	75	11,489	11,564	(4,847)
Fox Chapel Village	Cheswick, PA	372	8,481	8,853	(1,192)
Frieden Manor	Schuylkill Haven, PA	1,420	10,703	12,123	(3,054)
Friendly Village	Perrysburg, OH	1,266	31,210	32,476	(3,398)
Garden View Estates	Orangeburg, SC	158	6,213	6,371	(82)
Green Acres	Chambersburg, PA	63	798	861	(253)
Gregory Courts	Honey Brook, PA	370	2,552	2,922	(792)
Hayden Heights	Dublin, OH	248	3,246	3,494	(920)
Heather Highlands	Inkerman, PA	573	18,103	18,676	(7,532)
Hidden Creek	Erie, MI	618	21,534	22,152	(323)
High View Acres	Export, PA	825	5,128	5,953	(898)
Highland	Elkhart, IN	510	13,260	13,770	(4,642)

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022 (in thousands)

Column A		Column E (9) (10)			Column F
Description		Gross Amount at Which Carried at 12/31/22			
Name	Location	Land	Site, Land & Building Improvements and Rental Homes	Total	Accumulated Depreciation
Highland Estates	Kutztown, PA	\$ 404	\$ 14,204	\$ 14,608	\$ (8,693)
Hillcrest Crossing	Lower Burrell, PA	961	12,358	13,319	(1,744)
Hillcrest Estates	Marysville, OH	1,277	8,809	10,086	(1,468)
Hillside Estates	Greensburg, PA	484	6,568	7,052	(1,644)
Holiday Mobile Village	Nashville, TN	1,632	21,003	22,635	(4,465)
Holiday Village	Elkhart, IN	491	24,631	25,122	(5,843)
Holly Acres	Erie, PA	194	5,054	5,248	(1,284)
Hudson Estates	Peninsula, OH	141	9,709	9,850	(2,612)
Huntingdon Pointe	Tarrs, PA	399	3,181	3,580	(602)
Independence Park	Clinton, PA	686	9,198	9,884	(1,807)
Iris Winds	Sumter, SC	122	8,614	8,736	(374)
Kinnebrook	Monticello, NY	353	16,126	16,479	(7,378)
La Vista Estates	Dothan, AL	718	3,977	4,695	(73)
Lake Erie Estates	Fredonia, NY	140	7,357	7,497	(595)
Lake Sherman	Navarre, OH	290	16,977	17,267	(6,500)
Lakeview Meadows	Lakeview, OH	726	3,150	3,876	(612)
Laurel Woods	Cresson, PA	433	8,691	9,124	(3,418)
Little Chippewa	Orrville, OH	113	3,966	4,079	(947)
Mandell Trails	Butler, PA	2,537	5,216	7,753	(107)
Maple Manor	Taylor, PA	674	17,755	18,429	(6,144)
Marysville Estates	Marysville, OH	818	14,022	14,840	(2,161)
Meadowood	New Middletown, OH	152	8,835	8,987	(2,432)
Meadows	Nappanee, IN	549	18,414	18,963	(4,046)
Meadows of Perrysburg	Perrysburg, OH	2,182	6,961	9,143	(912)
Melrose Village	Wooster, OH	767	14,100	14,867	(3,546)
Melrose West	Wooster, OH	94	1,163	1,257	(369)
Memphis Blues	Memphis, TN	336	16,157	16,493	(3,461)
Monroe Valley	Jonestown, PA	114	1,768	1,882	(558)
Moosic Heights	Avoca, PA	330	8,164	8,494	(2,540)
Mount Pleasant Village	Mount Pleasant, PA	280	5,205	5,485	(1,067)
Mountaintop	Narvon, PA	249	3,599	3,848	(883)
New Colony	West Mifflin, PA	448	6,071	6,519	(699)
Northtowne Meadows	Erie, MI	1,313	28,222	29,535	(3,655)
Oak Ridge	Elkhart, IN	500	11,523	12,023	(3,803)
Oak Tree	Jackson, NJ	1,149	22,061	23,210	(67)
Oakwood Lake	Tunkhannock, PA	379	4,322	4,701	(1,176)
Olmsted Falls	Olmsted Falls, OH	569	5,616	6,185	(1,682)
Oxford	West Grove, PA	155	3,945	4,100	(2,416)
Parke Place	Elkhart, IN	4,317	17,201	21,518	(4,111)
Perrysburg Estates	Perrysburg, OH	407	10,630	11,037	(1,275)
Pikewood Manor	Elyria, OH	1,071	39,923	40,994	(5,192)
Pine Ridge/Pine Manor	Carlisle, PA	145	11,149	11,294	(5,069)
Pine Valley	Apollo, PA	732	11,100	11,832	(4,306)
Pleasant View	Bloomsburg, PA	307	5,328	5,635	(1,559)
Port Royal	Belle Vernon, PA	505	19,403	19,908	(9,216)
Redbud Estates	Anderson, IN	1,753	22,276	24,029	(3,183)
River Valley	Marion, OH	236	10,353	10,589	(4,768)
Rolling Hills Estates	Carlisle, PA	517	4,322	4,839	(1,230)
Rostraver Estates	Belle Veron, PA	814	4,843	5,657	(1,315)
Sandy Valley	Magnolia, OH	270	16,336	16,606	(6,585)
Shady Hills	Nashville, TN	337	8,406	8,743	(2,790)
Somerset/Whispering	Somerset, PA	1,489	11,900	13,389	(5,208)
Southern Terrace	Columbiana, OH	63	4,163	4,226	(1,458)

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022 (in thousands)

Column A		Column E (9) (10)			Column F
Description		Gross Amount at Which Carried at 12/31/22			
Name	Location	Site, Land & Building Improvements and Rental Homes			Accumulated Depreciation
		Land		Total	
Southwind	Jackson, NJ	\$ 100	\$ 4,029	\$ 4,129	\$ (2,372)
Spreading Oaks	Athens, OH	67	5,708	5,775	(2,597)
Springfield Meadows	Springfield, OH	1,230	6,087	7,317	(997)
Suburban Estates	Greensburg, PA	299	11,267	11,566	(3,819)
Summit Estates	Ravenna, OH	198	7,560	7,758	(1,981)
Summit Village	Marion, IN	522	6,880	7,402	(1,518)
Sunny Acres	Somerset, PA	287	10,111	10,398	(3,540)
Sunnyside	Eagleville, PA	662	3,432	4,094	(1,121)
Trailmont	Goodlettsville, TN	411	5,783	6,194	(1,829)
Twin Oaks	Olmsted Falls, OH	998	5,778	6,776	(1,970)
Twin Pines	Goshen, IN	650	12,852	13,502	(3,994)
Valley High	Ruffs Dale, PA	284	4,922	5,206	(1,214)
Valley Hills	Ravenna, OH	996	16,697	17,693	(4,515)
Valley Stream	Mountaintop, PA	323	4,458	4,781	(1,073)
Valley View HB	Honeybrook, PA	1,380	10,330	11,710	(3,029)
Valley View I	Ephrata, PA	280	5,520	5,800	(1,990)
Valley View II	Ephrata, PA	72	1,824	1,896	(670)
Voyager Estates	West Newton, PA	742	9,021	9,763	(1,827)
Waterfalls	Hamburg, NY	424	10,028	10,452	(5,294)
Wayside	Bellefontaine, OH	261	3,973	4,234	(579)
Weatherly Estates	Lebanon, TN	1,184	8,185	9,369	(4,314)
Wellington Estates	Export, PA	896	13,121	14,017	(1,987)
Wood Valley	Caledonia, OH	260	8,299	8,559	(4,002)
Woodland Manor	West Monroe, NY	77	6,353	6,430	(2,017)
Woodlawn	Eatontown, NJ	135	2,637	2,772	(1,104)
Woods Edge	West Lafayette, IN	1,808	23,857	25,665	(5,499)
Worthington Arms	Lewis Center, OH	437	20,108	20,545	(4,510)
Youngstown Estates	Youngstown, NY	269	3,565	3,834	(910)
		<u>\$ 80,964</u>	<u>\$ 1,298,563</u>	<u>\$ 1,379,527</u>	<u>\$ (340,776)</u>

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022

Column A		Column G	Column H	Column I
Description				
Name	Location	Date of Construction	Date Acquired	Depreciable Life
Allentown	Memphis, TN	prior to 1980	1986	5 to 27.5
Arbor Estates	Doylestown, PA	1959	2013	5 to 27.5
Auburn Estates	Orrville, OH	1971/1985/1995	2013	5 to 27.5
Bayshore Estates	Sandusky, OH	1969	2021	5 to 27.5
Birchwood Farms	Birch Run, MI	1976-1977	2013	5 to 27.5
Boardwalk	Elkhart, IN	1995-1996	2017	5 to 27.5
Broadmore Estates	Goshen, IN	1950/1990	2013	5 to 27.5
Brookside	Berwick, PA	1973-1976	2010	5 to 27.5
Brookview	Greenfield Ctr, NY	prior to 1970	1977	5 to 27.5
Camelot Village	Anderson, IN	1998	2018	5 to 27.5
Camelot Woods	Altoona, PA	1999	2020	5 to 27.5
Candlewick Court	Owosso, MI	1975	2015	5 to 27.5
Carsons	Chambersburg, PA	1963	2012	5 to 27.5
Catalina	Middletown, OH	1968-1976	2015	5 to 27.5
Cedarcrest	Vineland, NJ	1973	1986	5 to 27.5
Center Manor	Monaca, Pa	1957	2022	5 to 27.5
Chambersburg	Chambersburg, PA	1955	2012	5 to 27.5
Chelsea	Sayre, PA	1972	2012	5 to 27.5
Cinnamon Woods	Conowingo, MD	2005	2017	5 to 27.5
City View	Lewistown, PA	prior to 1980	2011	5 to 27.5
Clinton	Tiffin, OH	1968/1987	2011	5 to 27.5
Collingwood	Horseheads, NY	1970	2012	5 to 27.5
Colonial Heights	Wintersville, OH	1972	2012	5 to 27.5
Countryside Estates	Muncie, IN	1996	2012	5 to 27.5
Countryside Estates	Ravenna, OH	1972	2014	5 to 27.5
Countryside Village	Columbia, TN	1988/1992	2011	5 to 27.5
Cranberry	Cranberry Twp, PA	1974	1986	5 to 27.5
Crestview	Athens, PA	1964	2012	5 to 27.5
Cross Keys	Duncansville, PA	1961	1979	5 to 27.5
Crossroads Village	Mount Pleasant, PA	1955/2004	2017	5 to 27.5
D&R	Clifton Park, NY	1972	1978	5 to 27.5
Dallas Mobile Home	Toronto, OH	1950-1957	2014	5 to 27.5
Deer Meadows	New Springfield, OH	1973	2014	5 to 27.5
Deer Run	Dothan, AL	1960	2021	5 to 27.5
Evergreen Estates	Lodi, OH	1965	2014	5 to 27.5
Evergreen Manor	Bedford, OH	1960	2014	5 to 27.5
Evergreen Village	Mantua, OH	1960	2014	5 to 27.5
Fairview Manor	Millville, NJ	prior to 1980	1985	5 to 27.5
Fifty One Estates	Elizabeth, PA	1970's	2019	5 to 27.5
Fohl Village	Canton, OH	1972	2022	5 to 27.5
Forest Creek	Elkhart, IN	1996-1997	2013	5 to 27.5
Forest Park	Cranberry Twp, PA	prior to 1980	1982	5 to 27.5
Fox Chapel Village	Cheswick, PA	1975	2017	5 to 27.5
Frieden Manor	Schuylkill Haven, PA	1969	2012	5 to 27.5
Friendly Village	Perrysburg, OH	1970	2019	5 to 27.5
Garden View Estates	Orangeburg, SC	1962	2022	5 to 27.5
Green Acres	Chambersburg, PA	1978	2012	5 to 27.5
Gregory Courts	Honey Brook, PA	1970	2013	5 to 27.5
Hayden Heights	Dublin, OH	1973	2014	5 to 27.5
Heather Highlands	Inkerman, PA	1970	1992	5 to 27.5
Hidden Creek	Erie, MI	1993	2022	5 to 27.5
High View Acres	Export, PA	1984	2017	5 to 27.5
Highland	Elkhart, IN	1969	2013	5 to 27.5

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022

Column A		Column G	Column H	Column I
Description				
Name	Location	Date of Construction	Date Acquired	Depreciable Life
Highland Estates	Kutztown, PA	1971	1979	5 to 27.5
Hillcrest Crossing	Lower Burrell, PA	1971	2017	5 to 27.5
Hillcrest Estates	Marysville, OH	1995	2017	5 to 27.5
Hillside Estates	Greensburg, PA	1980	2014	5 to 27.5
Holiday Mobile Village	Nashville, TN	1967	2013	5 to 27.5
Holiday Village	Elkhart, IN	1966	2015	5 to 27.5
Holly Acres	Erie, PA	1977/2007	2015	5 to 27.5
Hudson Estates	Peninsula, OH	1956	2014	5 to 27.5
Huntingdon Pointe	Tarrs, PA	2000	2015	5 to 27.5
Independence Park	Clinton, PA	1987	2014	5 to 27.5
Iris Winds	Sumter, SC	1972	2021	5 to 27.5
Kinnebrook	Monticello, NY	1972	1988	5 to 27.5
La Vista Estates	Dothan, AL	1972	2022	5 to 27.5
Lake Erie Estates	Fredonia, NY	1965-1975	2020	5 to 27.5
Lake Sherman	Navarre, OH	prior to 1980	1987	5 to 27.5
Lakeview Meadows	Lakeview, OH	1995	2016	5 to 27.5
Laurel Woods	Cresson, PA	prior to 1980	2001	5 to 27.5
Little Chippewa	Orrville, OH	1968	2013	5 to 27.5
Mandell Trails	Butler, PA	1969	2022	5 to 27.5
Maple Manor	Taylor, PA	1972	2010	5 to 27.5
Marysville Estates	Marysville, OH	1960s to 2015	2017	5 to 27.5
Meadowood	New Middletown, OH	1957	2012	5 to 27.5
Meadows	Nappanee, IN	1965-1973	2015	5 to 27.5
Meadows of Perrysburg	Perrysburg, OH	1998	2018	5 to 27.5
Melrose Village	Wooster, OH	1970-1978	2013	5 to 27.5
Melrose West	Wooster, OH	1995	2013	5 to 27.5
Memphis Blues	Memphis, TN	1955	1985	5 to 27.5
Monroe Valley	Jonestown, PA	1969	2012	5 to 27.5
Moosic Heights	Avoca, PA	1972	2010	5 to 27.5
Mount Pleasant Village	Mount Pleasant, PA	1977-1986	2017	5 to 27.5
Mountaintop	Narvon, PA	1972	2012	5 to 27.5
New Colony	West Mifflin, PA	1975	2019	5 to 27.5
Northtowne Meadows	Erie, MI	1988, 1995, 1999	2019	5 to 27.5
Oak Ridge	Elkhart, IN	1990	2013	5 to 27.5
Oak Tree	Jackson, NJ	1958	2022	5 to 27.5
Oakwood Lake	Tunkhannock, PA	1972	2010	5 to 27.5
Olmsted Falls	Olmsted Falls, OH	1953/1970	2012	5 to 27.5
Oxford	West Grove, PA	1971	1974	5 to 27.5
Parke Place	Elkhart, IN	1995-1996	2017	5 to 27.5
Perrysburg Estates	Perrysburg, OH	1972	2018	5 to 27.5
Pikewood Manor	Elyria, OH	1962	2018	5 to 27.5
Pine Ridge/Pine Manor	Carlisle, PA	1961	1969	5 to 27.5
Pine Valley	Apollo, PA	prior to 1980	1995	5 to 27.5
Pleasant View	Bloomsburg, PA	1960's	2010	5 to 27.5
Port Royal	Belle Vernon, PA	1973	1983	5 to 27.5
Redbud Estates	Anderson, IN	1966/1998/2003	2018	5 to 27.5
River Valley	Marion, OH	1950	1986	5 to 27.5
Rolling Hills Estates	Carlisle, PA	1972-1975	2013	5 to 27.5
Rostraver Estates	Belle Veron, PA	1970	2014	5 to 27.5
Sandy Valley	Magnolia, OH	prior to 1980	1985	5 to 27.5
Shady Hills	Nashville, TN	1954	2011	5 to 27.5
Somerset/Whispering	Somerset, PA	prior to 1980	2004	5 to 27.5
Southern Terrace	Columbiana, OH	1983	2012	5 to 27.5
Southwind	Jackson, NJ	1969	1969	5 to 27.5
Spreading Oaks	Athens, OH	prior to 1980	1996	5 to 27.5
Springfield Meadows	Springfield, OH	1970	2016	5 to 27.5

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022

Column A		Column G	Column H	Column I
Description				
Name	Location	Date of Construction	Date Acquired	Depreciable Life
Suburban Estates	Greensburg, PA	1968/1980	2010	5 to 27.5
Summit Estates	Ravenna, OH	1969	2014	5 to 27.5
Summit Village	Marion, IN	2000	2018	5 to 27.5
Sunny Acres	Somerset, PA	1970	2010	5 to 27.5
Sunnyside	Eagleville, PA	1960	2013	5 to 27.5
Trailmont	Goodlettsville, TN	1964	2011	5 to 27.5
Twin Oaks	Olmsted Falls, OH	1952/1997	2012	5 to 27.5
Twin Pines	Goshen, IN	1956/1990	2013	5 to 27.5
Valley High	Ruffs Dale, PA	1974	2014	5 to 27.5
Valley Hills	Ravenna, OH	1960-1970	2014	5 to 27.5
Valley Stream	Mountaintop, PA	1970	2015	5 to 27.5
Valley View HB	Honeybrook, PA	1970	2013	5 to 27.5
Valley View I	Ephrata, PA	1961	2012	5 to 27.5
Valley View II	Ephrata, PA	1999	2012	5 to 27.5
Voyager Estates	West Newton, PA	1968	2015	5 to 27.5
Waterfalls	Hamburg, NY	prior to 1980	1997	5 to 27.5
Wayside	Bellefontaine, OH	1960	2016	5 to 27.5
Weatherly Estates	Lebanon, TN	1997	2006	5 to 27.5
Wellington Estates	Export, PA	1970/1996	2017	5 to 27.5
Wood Valley	Caledonia, OH	prior to 1980	1996	5 to 27.5
Woodland Manor	West Monroe, NY	prior to 1980	2003	5 to 27.5
Woodlawn	Eatontown, NJ	1964	1978	5 to 27.5
Woods Edge	West Lafayette, IN	1974	2015	5 to 27.5
Worthington Arms	Lewis Center, OH	1968	2015	5 to 27.5
Youngstown Estates	Youngstown, NY	1963	2013	5 to 27.5

UMH PROPERTIES, INC.
SCHEDULE III
REAL ESTATE AND ACCUMULATED DEPRECIATION
DECEMBER 31, 2022

- (1) Represents one mortgage note payable secured by twenty-eight properties and one mortgage notes payable secured by the rental home therein.
- (2) Represents one mortgage note payable secured by thirteen properties.
- (3) Represents one mortgage note payable secured by six properties.
- (4) Represents one mortgage note payable secured by four properties.
- (5) Represents one mortgage note payable secured by four properties.
- (6) Represents one mortgage note payable secured by two properties.
- (7) Represents one mortgage note payable secured by two properties.
- (8) Represents one mortgage note payable secured by two properties.
- (9) Reconciliation

	/———FIXED ASSETS———/ (in thousands)		
	12/31/22	12/31/21	12/31/20
Balance – Beginning of Year	\$ 1,198,104	\$ 1,100,256	\$ 1,008,104
Additions:			
Acquisitions	85,553	8,546	7,835
Improvements	108,544	94,213	88,684
Total Additions	194,097	102,759	96,519
Deletions	(12,674)	(4,911)	(4,367)
Balance – End of Year	\$ 1,379,527	\$ 1,198,104	\$ 1,100,256
	/——ACCUMULATED DEPRECIATION——/ (in thousands)		
	12/31/22	12/31/21	12/31/20
Balance – Beginning of Year	\$ 295,740	\$ 254,369	\$ 216,332
Additions:			
Depreciation	46,650	43,064	39,525
Total Additions	46,650	43,064	39,525
Deletions	(1,614)	(1,693)	(1,488)
Balance – End of Year	\$ 340,776	\$ 295,740	\$ 254,369

- (10) The aggregate cost for Federal tax purposes approximates historical cost.

**DESCRIPTION OF SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE
SECURITIES EXCHANGE ACT OF 1934**

In this Exhibit 4.4, “we”, “us”, “our”, “UMH” or “the Company”, refers to UMH Properties, Inc.

As of December 31, 2022, the Company’s authorized capital stock consisted of 170,413,800 shares, classified as 154,048,469 shares of common stock, par value \$0.10 per share (“Common Stock”), 199,331 shares of 8.00% Series B Cumulative Redeemable Preferred Stock, par value \$0.01 per share (“Series B Preferred Stock”), 3,866,000 shares of 6.75% Series C Cumulative Redeemable Preferred Stock, par value \$0.01 per share (“Series C Preferred Stock”), 9,300,000 shares of 6.375% Series D Cumulative Redeemable Preferred Stock, par value \$0.01 per share (“Series D Preferred Stock”), and 3,000,000 shares of excess stock, par value \$0.01 per share (“Excess Stock”). On January 10, 2023, the Company filed with the State Department of Assessments and Taxation of the State of Maryland articles supplementary (the “Articles Supplementary”) reclassifying and designating 4,400,000 shares of the Company’s Common Stock as shares of Series D Preferred Stock. After giving effect to the filing of the Articles Supplementary on January 10, 2023, the authorized capital stock of the Company consists of 170,413,800 shares, classified as 149,648,469 shares of Common Stock, 199,331 shares of Series B Preferred Stock, 3,866,000 shares of Series C Preferred Stock, 13,700,000 shares of Series D Preferred Stock and 3,000,000 shares of Excess Stock.

As of February [], 2023, [] shares of Common Stock are outstanding, no shares of Series B Preferred Stock are outstanding, no shares of Series C Preferred Stock are outstanding, [] shares of Series D Preferred Stock are outstanding, and no shares of Excess Stock are outstanding.

The Company previously redeemed all outstanding shares of the Series B Preferred Stock and Series C Preferred Stock and does not intend to issue any new shares of the Series B Preferred Stock or Series C Preferred Stock.

The Excess Stock is designed to help us protect our status as a REIT under the Internal Revenue Code.

Under the Maryland General Corporation Law (“MGCL”) and our charter, a majority of our entire Board of Directors has the power, without action by holders of our Common Stock, to increase or decrease the aggregate number of shares of stock or the number of shares of stock of any class or series that we have the authority to issue. Our Board of Directors is also authorized under the MGCL and our charter to classify and reclassify any unissued shares of our Common Stock, preferred stock and Excess Stock into other classes, including classification into a class or classes of preferred stock, preference stock, special stock or other stock, and to divide or classify shares into one or more series of such class. These actions can be taken without stockholder approval, unless stockholder approval is required by applicable law or the rules of any stock exchange or automated quotation system on which shares of our stock may be listed or traded. Before issuance of shares of each class or series, our Board of Directors is required by the MGCL and our charter to set, subject to restrictions in our charter on transfer of our stock, the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series.

UMH has two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”): (1) our Common Stock; and (2) our Series D Preferred Stock.

Our Common Stock and Series D Preferred Stock are traded on the NYSE. In addition, since February 9, 2022, our Common Stock has also been traded on the Tel Aviv Stock Exchange.

The transfer agent and registrar for our Common Stock and Series D Preferred Stock is American Stock Transfer & Trust Company.

Restrictions on Ownership and Transfer

To qualify as a real estate investment trust (“REIT”) under the Internal Revenue Code (the “Code”), we must satisfy a number of statutory requirements, including a requirement that no more than 50% in value of our outstanding shares of stock may be owned, actually or constructively, by five or fewer individuals (as defined by the Code to include certain entities) during the last half of a taxable year. In addition, if we, or an actual or constructive owner of 10% or more of our company, actually or constructively owns 10% or more of a tenant of ours (or a tenant of any partnership in which we are a partner), the rent we receive (either directly or through any such partnership) from such tenant will not be qualifying income for purposes of the REIT gross income tests of the Code. Our capital stock must also be beneficially owned by 100 or more persons during at least 335 days of a taxable year of twelve months or during a proportionate part of a shorter taxable year.

Our charter prohibits any transfer of shares of our stock or any other change in our capital structure that would result in:

- any person directly or indirectly acquiring beneficial or constructive ownership of more than 9.8% (in value or number of shares, whichever is more restrictive) of the outstanding shares of our stock (other than shares of Excess Stock);
- outstanding shares of our stock (other than shares of Excess Stock) being beneficially owned by fewer than 100 persons;
- us being “closely held” within the meaning of Section 856 of the Code; or
- us otherwise failing to qualify as a REIT under the Code.

Our charter requires that any person who acquires or attempts to acquire shares of our stock (other than shares of Excess Stock), in violation of these restrictions, which we refer to as the ownership limits, give immediate written notice, or in the event of a proposed or attempted transfer at least 15 days’ prior written notice, to us. If any person attempts to transfer shares of our stock, or attempts to cause any other event to occur, that would result in a violation of the ownership limits, then, absent special permission from our Board of Directors:

- any proposed transfer will be void ab initio, the purported transferee of such shares will acquire no interest in the shares and the shares that were subject to the attempted transfer or other event will, effective as of the close of business on the business day before the date of the attempted transfer or other event, automatically, without action by us or any other person, be converted into and exchanged for an equal number of shares of Excess Stock;
- we may redeem any outstanding shares of Excess Stock and, before the attempted transfer or other event that results in a conversion into and exchange for shares of Excess Stock, any shares of our stock of any other class or series that are attempted to be owned or transferred in violation of the ownership limits, at a price equal to the lesser of the price per share paid in the attempted transfer or other event that violated the ownership limits and the last reported sales price of shares of such class of our stock on the NYSE on the day we give notice of redemption or, if shares of such class of our stock are not then traded on the NYSE the market price of such shares determined in accordance with our charter; and
- our Board of Directors may take any action it deems advisable to refuse to give effect to, or to prevent, any such attempted transfer or other event.

Shares of Excess Stock will be held in book entry form in the name of a trustee appointed by us to hold the excess shares for the benefit of one or more charitable beneficiaries appointed by us and a beneficiary designated by the purported transferee, which we refer to as the designated beneficiary, whose ownership of the shares of our stock that were converted into and exchanged for Excess Stock does not violate the ownership limits. The purported transferee may not receive consideration in exchange for designating the designated beneficiary in an amount that exceeds the price per share that the purported transferee paid for the shares of our stock converted into and exchanged for shares of Excess Stock or, if the purported transferee did not give value for such shares, the market price of the shares on the date of the purported transfer or other event resulting in the conversion and exchange. Any excess amounts received by the purported transferee as consideration for designating the designated beneficiary must be paid to the trustee for the benefit of the charitable beneficiary. Upon the written designation of a designated beneficiary and the waiver by us of our right to redeem the shares of Excess Stock, the trustee will transfer the shares of Excess Stock to the designated beneficiary and, upon such transfer, the shares of Excess Stock will automatically be converted into and exchanged for the number and class of shares of our stock as were converted into and exchanged for such shares of Excess Stock. Shares of Excess Stock are not otherwise transferable. If the purported transferee attempts to transfer shares of our stock before discovering that the shares have been converted into and exchanged for shares of Excess Stock, the shares will be deemed to have been sold on behalf of the trust and any amount received by the purported transferee in excess of what the purported transferee would have been entitled to receive as consideration for designating a designated beneficiary must be paid to the trustee on demand.

Holders of shares of Excess Stock are not entitled to vote on any matter submitted to a vote at a meeting of our stockholders. Upon the voluntary or involuntary liquidation, dissolution or winding up of the company, the trustee must distribute to the designated beneficiary any amounts received as a distribution on the shares of Excess Stock that do not exceed the price per share paid by the purported transferee in the transaction that created the violation or, if the purported transferee did not give value for such shares, the market price of the shares of our stock that were converted into and exchanged for shares of Excess Stock, on the date of the purported transfer or other event that resulted in such conversion and exchange. Any amount received upon the voluntary or involuntary liquidation, dissolution or winding up of the company not payable to the designated beneficiary, and any other dividends or distributions paid on shares of Excess Stock, will be distributed by the trustee to the charitable beneficiary.

Every holder of more than 1% of the number or value of outstanding shares of our stock must give written notice to us stating the name and address of such owner, the number of shares of stock beneficially or constructively owned and a description of the manner in which the shares are owned. Our Board of Directors may, in its sole and absolute discretion, exempt certain persons from the ownership limitations contained in our charter if ownership of shares of capital stock by such persons would not disqualify us as a REIT under the Code.

Description of Common Stock

The shares of Common Stock have no preferences, conversion, sinking fund, redemption (except with respect to shares of Excess Stock) or preemptive rights to subscribe for any of our securities.

Voting Rights

Holders of Common Stock are entitled to one vote per share on all matters voted on by the holders of Common Stock, including the election of directors. Except as provided with respect to any other class or series of capital stock, the holders of our Common Stock will possess the exclusive voting power. There is no cumulative voting in the election of directors, which means that the holders of a plurality of the outstanding shares of Common Stock can elect all of the directors then standing for election and the holders of the remaining shares of Common Stock, if any, will not be able to elect any directors, except as otherwise provided for in any other class or series of our capital stock, including any preferred stock.

Distributions

Subject to any preferential rights granted to any class or series of our capital stock, including the Series D Preferred Stock, and to the provisions of our charter regarding restrictions on transfer and ownership of shares of Common Stock, holders of our Common Stock will be entitled to receive dividends or other distributions if, as and when authorized by our Board of Directors and declared by us out of funds legally available for dividends or other distributions to stockholders. Subject to the provisions in our charter regarding restrictions on ownership and transfer, all shares of our Common Stock have equal distribution rights. In the event of our liquidation, dissolution or winding up, after payment of, or adequate provision for, all of our known debts and liabilities and after payment of any preferential amounts to any class of preferred stock which may be outstanding, including the Series D Preferred Stock, and after payment of, or adequate provision for, all of our known debts and liabilities, holders of Common Stock will be entitled to share ratably in all assets that we may legally distribute to our stockholders.

Other Rights and Preferences

Our outstanding shares of Common Stock are fully paid and nonassessable and will have no preferences, conversion, sinking fund, redemption rights (except with respect to shares of Excess Stock, described above) or preemptive rights to subscribe for any of our capital stock. Our stockholders generally have no appraisal rights unless our Board of Directors determines prospectively that appraisal rights will apply to one or more transactions in which holders of our Common Stock would otherwise be entitled to exercise appraisal rights.

Under Maryland law, holders of our Common Stock will generally not be liable for our obligations solely as a result of their status as stockholders.

Description of Preferred Stock

General

Shares of preferred stock may be issued from time to time, in one or more series, as authorized by our Board of Directors. Before issuance of shares of each series, the Board of Directors is required to fix for each such series, subject to the provisions of MGCL and our charter, the terms, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions and terms and conditions of redemption, and such other matters as may be fixed by resolution of the Board of Directors or a duly authorized committee thereof.

Our outstanding shares of Series D Preferred Stock are fully paid and nonassessable and have no preemptive rights. Our preferred stock, like our Common Stock, is subject to certain ownership restrictions designed to help us maintain our qualification as a REIT under the Code, which are described under “Restrictions on Ownership and Transfer.”

Under Maryland law, holders of our preferred stock will not be liable for our obligations solely as a result of their status as stockholders.

6.375% Series D Cumulative Redeemable Preferred Stock

Dividends on the outstanding shares of Series D Preferred Stock are cumulative and are payable quarterly in arrears at the rate of 6.375% per annum of the \$25.00 per share liquidation preference, or an annual dividend of \$1.59375 per share. The Series D Preferred Stock has no maturity and will remain outstanding indefinitely unless redeemed or otherwise repurchased. Beginning January 22, 2023, we have the right, at any time, and from time to time, to elect to redeem the Series D Preferred Stock, in whole or in part, at a cash redemption price of \$25.00 per share, plus all accrued and unpaid dividends (whether or not declared) to the date of redemption.

In addition, upon the occurrence of a Change of Control (as defined in the Articles Supplementary setting forth the terms of the Series D Preferred Stock on file with the State Department of Assessments and Taxation of Maryland), or during any period of time that both (i) the Series D Preferred Stock is not listed on the NYSE, the NYSE American LLC or the NASDAQ, or listed or quoted on a successor exchange or quotation system, and (ii) we are not subject to the reporting requirements of the Exchange Act, but any Series D Preferred Stock is outstanding (a “Series D Delisting Event”), we may, subject to certain conditions and at our option, redeem the Series D Preferred Stock, in whole or in part, within 120 days after the date of the Change of Control or 90 days after the date of the Series D Delisting Event, for a cash redemption price per share of Series D Preferred Stock equal to \$25.00 plus any accumulated and unpaid dividends thereon (whether or not declared) to the date of redemption.

Upon the occurrence of a Series D Delisting Event or Change of Control, each holder of the Series D Preferred Stock will have the right to convert all or part of the shares of the Series D Preferred Stock held into Common Stock, unless we elect to redeem the Series D Preferred Stock. Except as described in the preceding sentence, the Series D Preferred Stock is not convertible into or exchangeable for any other securities or property.

We will not declare or pay or set aside for payment any dividends (other than a dividend paid in shares of our Common Stock or any other class or series of shares that ranks junior to the Series D Preferred Stock as to dividends and upon liquidation, dissolution or winding up) or declare or make any other distribution of cash or other property on our Common Stock or any other class or series of shares that ranks junior to or on a parity with our Series D Preferred Stock as to dividends and other distributions or redeem, purchase or otherwise acquire any shares of our Common Stock or any other class or series of shares that ranks junior to or on a parity with the Series D Preferred Stock as to dividends and other distributions (except by conversion into or exchange for shares of Common Stock or any other class or series of shares that ranks junior to the Series D Preferred Stock as to dividends and upon liquidation, dissolution or winding up and except for the redemption or acquisition of shares pursuant to the provisions of our charter relating to the restrictions upon ownership and transfer of our capital stock), unless we have also paid or declared and set aside for payment full cumulative dividends on the Series D Preferred Stock for all past dividend periods.

The Series D Preferred Stock ranks senior to our Common Stock with respect to distribution rights and rights upon voluntary or involuntary liquidation, dissolution or winding up. In addition to other preferential rights, each holder of the Series D Preferred Stock is entitled to receive a liquidation preference, which is equal to \$25.00 per share of Series D Preferred Stock, plus any accumulated and unpaid distributions thereon (whether or not declared), before the holders of our Common Stock or other junior securities receive any distributions in the event of any voluntary or involuntary liquidation, dissolution or winding up.

Holders of our Series D Preferred Stock generally have no voting rights. However, if we fail to pay dividends on the outstanding shares of Series D Preferred Stock for six or more quarterly periods, whether or not consecutive, holders of the Series D Preferred Stock (and all other series of preferred stock ranking on a parity with the Series D Preferred Stock as to dividends or upon liquidation and which have similar voting rights, voting together as a single class) will have the exclusive power, until all accumulated and unpaid dividends on the Series D Preferred Stock have been fully paid or declared and set apart for payment, to elect two additional directors to our board of directors. Any director so elected will serve on our board of directors until all accumulated and unpaid dividends on the Series D Preferred Stock and each such other series of preferred stock have been fully paid or declared and set apart for payment. In addition, we may not authorize or issue any class or series of shares ranking senior to the Series D Preferred Stock as to dividends or distributions upon liquidation (including securities convertible into or exchangeable for any such senior class or series of shares) or amend our charter to materially and adversely change the terms of the Series D Preferred Stock without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series D Preferred Stock and of all other similarly-affected classes and series of our preferred stock ranking on a parity with the Series D Preferred Stock as to dividends and upon liquidation and which have similar voting rights, voting together as a single class.

FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT

This First Amendment to Second Amended and Restated Credit Agreement (herein, this “*Amendment*”) is entered into as of February 24, 2023, among UMH PROPERTIES, INC., a Maryland corporation, operating as a qualified real estate investment trust under Sections 856 through 860 of the Code (the “*Borrower*”), the Guarantors party hereto, BANK OF MONTREAL (“*BMO*”) and JPMorgan Chase Bank, N.A. (“*JPMorgan*”), as Lenders, and BMO, as Administrative Agent (in such capacity, the “*Administrative Agent*”).

PRELIMINARY STATEMENTS

A. The Borrower, the Guarantors party thereto, the Lenders party thereto, and the Administrative Agent have heretofore entered into that certain Second Amended and Restated Credit Agreement, dated as of November 7, 2022 (as amended, restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”). All capitalized terms used herein without definition shall have the same meanings herein as such terms have in the Credit Agreement, as amended by this Amendment.

B. The Borrower has requested that the Lenders agree to increase the aggregate Commitments under the Credit Agreement from \$100,000,000 to \$180,000,000, and the Administrative Agent and the Lenders are willing to do so pursuant to the terms below.

C. This Amendment shall constitute a Loan Document and these Preliminary Statements shall be construed as part of this Amendment.

Now, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. AMENDMENTS TO CREDIT AGREEMENT.

Subject to the satisfaction of the conditions precedent set forth in Section 3 below, the Credit Agreement shall be and hereby is amended as follows:

1.1. Section 5.1 of the Credit Agreement (Definitions) shall be amended by amending and restating the definition of “*Commitment*” in its entirety to read as follows:

“*Commitment*” means, as to any Lender, the obligation of such Lender to make Loans and to participate in Letters of Credit issued for the account of the Borrower hereunder in an aggregate principal or face amount at any one time outstanding not to exceed the amount set forth opposite such Lender’s name on Schedule 1 attached hereto and made a part hereof, as the same may be reduced or modified at any time or from time to time pursuant to the terms hereof. The Borrower and the Lenders acknowledge and agree that the Commitments of the Lenders, in the aggregate, are equal to \$180,000,000 on the First Amendment Effective Date.

1.2. Section 5.1 of the Credit Agreement (Definitions) shall be further amended by inserting a new definition of “*First Amendment Effective Date*” therein in its appropriate alphabetical order to read as follows:

“*First Amendment Effective Date*” means February 24, 2023.

1.3. Schedule 1 of the Credit Agreement (Commitments) shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto.

SECTION 2. REAFFIRMATION.

2.1. The Borrower hereby (a) ratifies and reaffirms the Credit Agreement (as amended hereby), the Loan Documents and all of its payment and performance obligations, contingent or otherwise, thereunder, and (b) confirms that the Credit Agreement and the other Loan Documents remain in full force and effect. The Borrower acknowledges that the Administrative Agent and the Lenders are relying on the assurances provided herein in entering into this Amendment.

2.2. Each Guarantor hereby (i) acknowledges and consents to the terms of this Amendment and the Credit Agreement as amended by this Amendment, (ii) confirms that its Guaranty in favor of the Administrative Agent, for the benefit of the Lenders, and all of its obligations thereunder, as amended, remain in full force and effect and (iii) reaffirms all of the terms, provisions, agreements and covenants contained in its Guaranty. Each Guarantor agrees that its consent to any further amendments or modifications to the Credit Agreement and other Loan Documents shall not be required solely as a result of this acknowledgment and consent having been obtained, except to the extent, if any, required by any Guaranty.

SECTION 3. CONDITIONS PRECEDENT.

The effectiveness of this Amendment is subject to the satisfaction of all of the following conditions precedent:

3.1. The Administrative Agent shall have received this Amendment duly executed by the Borrower, each Guarantor, the Administrative Agent and the Lenders.

3.2. The Administrative Agent shall have received that certain First Amendment Fee Letter dated as of the date hereof duly executed by the Borrower and the Administrative Agent.

3.3. The Administrative Agent shall have received a Third Amended and Restated Revolving Note made by the Borrower in favor of Bank of Montreal and a Second Amended and Restated Revolving Note made by the Borrower in favor of JPMorgan Chase Bank, N.A.

3.4. The Administrative Agent shall have received such other agreements, instruments, documents, certificates, and opinions as the Administrative Agent may reasonably request, and legal matters incident to the execution and delivery of this Amendment shall be reasonably satisfactory to the Administrative Agent and its counsel.

SECTION 4. REPRESENTATIONS.

In order to induce the Administrative Agent and the Lenders to execute and deliver this Amendment, the Borrower and each Guarantor hereby represents to the Administrative Agent and the Lenders that (a) after giving effect to this Amendment, the representations and warranties set forth in Section 6 of the Credit Agreement, as amended by this Amendment, are and shall be and remain true and correct in all material respects (where not already qualified by materiality, otherwise in all respects) as of the date hereof (or, if any such representation and warranty is expressly stated to have been made as of a specific date, as of such specific date) and (b) no Default or Event of Default has occurred and is continuing under the Credit Agreement or shall result after giving effect to this Amendment.

SECTION 5. MISCELLANEOUS.

5.1. Except as specifically amended herein, the Credit Agreement shall continue in full force and effect in accordance with its original terms. Reference to this specific Amendment need not be made in the Credit Agreement, the Notes, the other Loan Documents, or any other instrument or document executed in connection therewith, or in any certificate, letter or communication issued or made pursuant to or with respect to the Credit Agreement, any reference in any of such items to the Credit Agreement being sufficient to refer to the Credit Agreement as amended hereby.

5.2. The Borrower agrees to pay on demand all out-of-pocket costs and out-of-pocket expenses of or incurred by the Administrative Agent in connection with the negotiation, preparation, execution and delivery of this Amendment, including the reasonable and documented out-of-pocket fees and disbursements of counsel for the Administrative Agent.

5.3. This Amendment may be executed in any number of counterparts, and by the different parties on different counterpart signature pages, all of which taken together shall constitute one and the same agreement. Any of the parties hereto may execute this Amendment by signing any such counterpart and each of such counterparts shall for all purposes be deemed to be an original. Delivery of an executed counterpart of a signature page of this Amendment by facsimile or in electronic (e.g., "pdf" or "tif") format shall be effective as delivery of a manually executed counterpart of this Amendment. THIS AMENDMENT, AND THE RIGHTS AND DUTIES OF THE PARTIES HERETO, SHALL BE CONSTRUED AND DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF ILLINOIS WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THAT WOULD REQUIRE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION.

[SIGNATURE PAGES FOLLOW]

This First Amendment to Second Amended and Restated Credit Agreement is entered into as of the date and year first above written.

BORROWER:

UMH PROPERTIES, INC.

By	<u>/s/ Craig Koster</u>
Name	<u>Craig Koster</u>
Title	<u>General Counsel</u>

[SIGNATURE PAGE TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT— UMH PROPERTIES, INC.]

GUARANTORS:

UMH IN COUNTRYSIDE ESTATES, LLC

By /s/ Craig Koster

Name Craig Koster

Title General Counsel

UMH IN MEADOWS, LLC

By /s/ Craig Koster

Name Craig Koster

Title General Counsel

UNITED MOBILE HOMES OF OHIO, INC.

By /s/ Craig Koster

Name Craig Koster

Title General Counsel

UNITED MOBILE HOMES OF PENNSYLVANIA, INC.

By /s/ Craig Koster

Name Craig Koster

Title General Counsel

UMH PA CITY VIEW, LLC

By /s/ Craig Koster

Name Craig Koster

Title General Counsel

[SIGNATURE PAGE TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT— UMH PROPERTIES, INC.]

“ADMINISTRATIVE AGENT AND L/C ISSUER”

BANK OF MONTREAL, as L/C Issuer and as Administrative Agent

By /s/ Lloyd Baron

Name Lloyd Baron

Title Managing Director

[SIGNATURE PAGE TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT— UMH PROPERTIES, INC.]

“LENDERS”

BANK OF MONTREAL, as a Lender

By /s/ Lloyd Baron

Name Lloyd Baron

Title Managing Director

[SIGNATURE PAGE TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT— UMH Properties, Inc.]

JPMORGAN CHASE BANK, N.A., as a Lender

By /s/ Austin Lotito

Name Austin Lotito

Title Executive Director

[SIGNATURE PAGE TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT— UMH PROPERTIES, INC.]

EXHIBIT A
TO FIRST AMENDMENT TO SECOND AMENDED AND RESTATED CREDIT AGREEMENT

SCHEDULE 1

COMMITMENTS

LENDER	COMMITMENT
Bank of Montreal	\$ 100,000,000
JPMorgan Chase Bank, N.A.	\$ 80,000,000
TOTAL:	\$ 180,000,000

SUBSIDIARIES OF UMH PROPERTIES, INC. AS OF DECEMBER 31, 2022

Name	Description
Mobile Home Village, Inc.	New Jersey corporation
Oxford Village Homes, LLC	Pennsylvania limited liability company
Second Venture 2022 Manager, LLC	Delaware limited liability company
Second Venture 2022 Property Manager, LLC	Delaware limited liability company
Serona Gardens Development Manager, LLC	Delaware limited liability company
TGA UMH Serona Gardens LLC	Delaware limited liability company
TGA UMH Venture LLC	Delaware limited liability company
UMH AL Deer Run, LLC	Alabama limited liability company
UMH AL Lavista Estates, LLC	Delaware limited liability company
UMH TN Allentown, LLC	Tennessee limited liability company
UMH TN Allentown MHP, LLC	Delaware limited liability company
UMH Central OH, LLC	Ohio limited liability company
UMH IN Broadmore, LLC	Delaware limited liability company
UMH IN Countryside Estates, LLC	Indiana limited liability company
UMH IN Forest Creek, LLC	Delaware limited liability company
UMH IN Highland, LLC	Delaware limited liability company
UMH IN Holiday Village, LLC	Delaware limited liability company
UMH IN Land, LLC	Indiana limited liability company
UMH IN Meadows, LLC	Delaware limited liability company
UMH IN Monopoly, LLC	Delaware limited liability company
UMH IN Oak Ridge Estates, LLC	Delaware limited liability company
UMH IN Redbud, LLC	Delaware limited liability company
UMH IN Summit Village, LLC	Delaware limited liability company
UMH IN Twin Pines, LLC	Delaware limited liability company
UMH IN Woods Edge, LLC	Delaware limited liability company
UMH MD Cinnamon Woods, LLC	Delaware limited liability company
UMH Melrose, LLC	Delaware limited liability company
UMH Memphis, LLC	Tennessee limited liability company
UMH MI Birchwood Farms, LLC	Delaware limited liability company
UMH MI Candlewick Court, LLC	Delaware limited liability company
UMH MI Hidden Creek, LLC	Delaware limited liability company
UMH MI Northtowne Meadows, LLC	Delaware limited liability company
UMH NJ Cedarcrest, LLC	Delaware limited liability company
UMH NJ Fairview Manor, LLC	Delaware limited liability company
UMH NJ Oak Tree, LLC	Delaware limited liability company
UMH Northern OH, LLC	Ohio limited liability company
UMH NY Brookview MHP, LLC	Delaware limited liability company
UMH NY Brookview, LLC	New York limited liability company
UMH NY Collingwood, LLC	New York limited liability company
UMH NY D&R Village, LLC	Delaware limited liability company
UMH NY Kinnebrook MHP, LLC	Delaware limited liability company
UMH NY Lake Erie, LLC	New York limited liability company
UMH NY Waterfalls Village, LLC	Delaware limited liability company
UMH of Alabama, Inc.	Alabama corporation
UMH of Cocksackie, LLC	New York limited liability company
UMH of Indiana, Inc.	Indiana corporation

Name	Description
UMH of Maryland, Inc.	Maryland corporation
UMH of Michigan, Inc.	Michigan corporation
UMH of Nashville, Inc.	Tennessee corporation
UMH of New Jersey, Inc.	New Jersey corporation
UMH of South Carolina, Inc.	South Carolina corporation
UMH OH Buckeye II, LLC	Delaware limited liability company
UMH OH Buckeye, LLC	Delaware limited liability company
UMH OH Catalina, LLC	Delaware limited liability company
UMH OH Clinton MHP, LLC	Delaware limited liability company
UMH OH Colonial Heights, LLC	Delaware limited liability company
UMH OH Fohl Village, LLC	Delaware limited liability company
OH Bayshore Estates, LLC	Delaware limited liability company
OH Friendly Village, LLC	Delaware limited liability company
UMH OH Hayden Heights, LLC	Delaware limited liability company
UMH OH Hillcrest, LLC	Delaware limited liability company
UMH OH Lake Sherman Village, LLC	Delaware limited liability company
UMH OH Lakeview, LLC	Delaware limited liability company
UMH OH Marysville Estates, LLC	Delaware limited liability company
UMH OH Meadowood, LLC	Delaware limited liability company
OH Meadows of Perrysburg, LLC	Delaware limited liability company
UMH OH Olmsted Falls, LLC	Delaware limited liability company
OH Perrysburg Estates, LLC	Delaware limited liability company
OH Pikewood Manor, LLC	Delaware limited liability company
UMH OH Southern Terrace, LLC	Delaware limited liability company
UMH OH Springfield Meadows, LLC	Delaware limited liability company
UMH OH Twin Oaks, LLC	Ohio limited liability company
UMH OH Valley Hills, LLC	Delaware limited liability company
UMH OH Wayside, LLC	Delaware limited liability company
UMH OH Worthington Arms, LLC	Delaware limited liability company
UMH OZ Fund, LLC	Delaware limited liability company
UMH OZ SC Hammond Estates, LLC	Delaware limited liability company
UMH PA Athens, LLC	Pennsylvania limited liability company
UMH PA Brookside Village LLC	Pennsylvania limited liability company
UMH PA Camelot Woods, LLC	Pennsylvania limited liability company
UMH PA Center Manor, LLC	Delaware limited liability company
UMH PA Chambersburg, LLC	Pennsylvania limited liability company
UMH PA City View, LLC	Pennsylvania limited liability company
UMH PA Cranberry Village, LLC	Delaware limited liability company
UMH PA Crossroads Village, LLC	Delaware limited liability company

Name	Description
UMH PA Forest Park, LLC	Delaware limited liability company
UMH PA Fox Chapel Village, LLC	Delaware limited liability company
UMH PA Frieden Manor, LLC	Pennsylvania limited liability company
UMH PA Gregory Courts, LLC	Delaware limited liability company
UMH PA Highland Estates, LLC	Delaware limited liability company
UMH PA High View Acres, LLC	Delaware limited liability company
UMH PA Hillcrest Crossing, LLC	Delaware limited liability company
UMH PA Holly Acres, LLC	Delaware limited liability company
UMH PA Huntingdon Pointe, LLC	Delaware limited liability company
UMH PA Independence, LLC	Delaware limited liability company
UMH PA Lancaster County, LLC	Pennsylvania limited liability company
UMH PA Mandell Trails, LLC	Delaware limited liability company
UMH PA Maple Manor, LLC	Pennsylvania limited liability company
UMH PA Monroe Valley, LLC	Pennsylvania limited liability company
UMH PA Moosic Heights, LLC	Pennsylvania limited liability company
UMH PA Mount Pleasant Village, LLC	Delaware limited liability company
UMH PA Oakwood Lake Village, LLC	Pennsylvania limited liability company
UMH PA Pleasant View, LLC	Pennsylvania limited liability company
UMH PA Rolling Hills Estates, LLC	Pennsylvania limited liability company
UMH PA Suburban Estates, LLC	Delaware limited liability company
UMH PA Sunny Acres, LLC	Delaware limited liability company
UMH PA Sunnyside, LLC	Delaware limited liability company
UMH PA Three Rivers, LLC	Delaware limited liability company
UMH PA Valley Stream, LLC	Delaware limited liability company
UMH PA Valley View Danboro, LLC	Delaware limited liability company
UMH PA Valley View Honey Brook, LLC	Delaware limited liability company
UMH PA Voyager Estates, LLC	Delaware limited liability company
UMH PA Wellington Estates, LLC	Delaware limited liability company
UMH QOZ Manager, LLC	Delaware limited liability company
UMH QOZB SC Hammond Estates Holdings, LLC	Delaware limited liability company
UMH Rentals, LLC	Delaware limited liability company
UMH Sales and Finance, Inc.	New Jersey corporation
UMH SC Iris Winds, LLC	South Carolina limited liability company
UMH TN Allentown, LLC	Delaware limited liability company
UMH TN Countryside Village, LLC	Tennessee limited liability company
UMH TN Holiday Village MHP, LLC	Delaware limited liability company
UMH TN Shady Hills MHP, LLC	Delaware limited liability company
UMH TN Trailmont MHP, LLC	Delaware limited liability company
UMH TN Weatherly Estates, LLC	Delaware limited liability company
UMH Tranche 1 Property Manager, LLC	Delaware limited liability company
United Mobile Homes of Buffalo, Inc.	New York corporation
UMH of Florida, Inc.	Florida corporation
United Mobile Homes of New York, Inc.	New York corporation
United Mobile Homes of Ohio, Inc.	Ohio corporation
United Mobile Homes of Pennsylvania, Inc.	Pennsylvania corporation
United Mobile Homes of Tennessee, Inc.	Tennessee corporation
United Mobile Homes of Vineland, Inc.	New Jersey corporation
USCMF UMH Venture Tranche 1 LLC	Delaware limited liability company
USCMF UMH VT1 Honey Brook LLC	Delaware limited liability company
Venture Tranche 1 Manager, LLC	Delaware limited liability company
Venture 2022 Tranche 1 Manager, LLC	Delaware limited liability company

Consent of Independent Registered Public Accounting Firm**The Board of Directors
UMH Properties, Inc.**

We consent to the incorporation by reference in the registration statements on Form S-3 (File No. 333-238321), on Form S-3D (File No. 333-232162) and on Form S-8 (File No. 333-257797) of UMH Properties, Inc. and subsidiaries of our reports dated February 28, 2023, with respect to the consolidated balance sheets of UMH Properties, Inc. and subsidiaries as of December 31, 2022 and 2021 and the related consolidated statements of income (loss), shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2022 and the related financial statement schedule, and with respect to the effectiveness of internal control over financial reporting as of December 31, 2022, which reports appear in the December 31, 2022 annual report on Form 10-K of UMH Properties, Inc.

/s/ PKF O'Connor Davies, LLP

February 28, 2023
New York, New York

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**CERTIFICATION PURSUANT TO
SARBANES-OXLEY ACT SECTION 302**

I, Samuel A. Landy, certify that:

1. I have reviewed this annual report on Form 10-K of UMH Properties, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods represented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure control and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Samuel A. Landy

President and Chief Executive Officer

Date: February 28, 2023

**CERTIFICATION PURSUANT TO
SARBANES-OXLEY ACT SECTION 302**

I, Anna T. Chew, certify that:

1. I have reviewed this annual report on Form 10-K of UMH Properties, Inc.;
2. Based on my knowledge, this annual report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods represented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure control and procedures, or caused such disclosure control and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Anna T. Chew

Anna T. Chew

Vice President and Chief Financial Officer

Date: February 28, 2023

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of UMH Properties, Inc. (the “Company”) on Form 10-K for the fiscal year ended December 31, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Samuel A. Landy, President and Chief Executive Officer and Anna T. Chew, Vice President and Chief Financial Officer, of the Company, each hereby certifies, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

- (1) The Report fully complies with the requirements of section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/Samuel A. Landy

Samuel A. Landy
President and Chief Executive Officer
February 28, 2023

/s/Anna T. Chew

Anna T. Chew
Vice President and Chief Financial Officer
February 28, 2023
