

# 2017 Annual Report



- **Equity Residential, a member of the S&P 500, is a leading real estate company focused on the acquisition, development and management of high-quality rental apartment properties located in high-density, coastal gateway markets.**
- **We are the largest publicly traded owner of rental apartments with an enterprise value in excess of \$30 billion and a portfolio of nearly 80,000 apartment units.**
- **We were founded by our Chairman Sam Zell and are led by a management team with more than 100 years of combined apartment investment and operating experience.**

## Dear Fellow Shareholders:

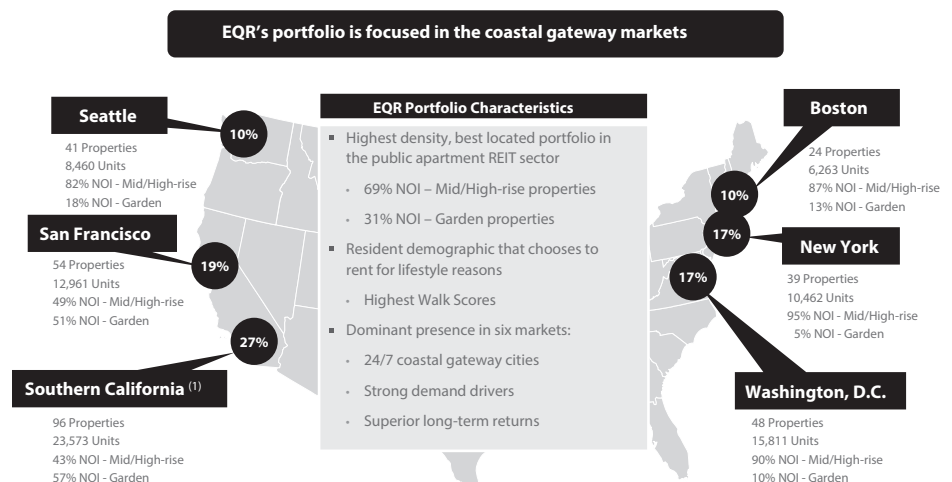
A growing economy, resulting in record low unemployment and rising wages, along with extremely favorable demographics continue to provide strong and steady demand for rental housing across our markets. Yet we began 2017 knowing that elevated levels of new apartment supply would impact rental rates and produce revenue and earnings growth below that delivered in the prior year. Therefore, we were pleased that strong occupancy, record number of residents choosing to renew their leases with us and favorable renewal pricing allowed us to achieve our most optimistic expectations for annual growth in same store revenue, net operating income and Normalized Funds from Operations.

## THE COMPANY WE HAVE BUILT

In 2017, we continued our long and successful track record of creating value through focused and proactive revenue generation, expense management and strategic capital allocation while maintaining a conservative balance sheet that enhances returns and value creation while maintaining capacity to take advantage of the next opportunity. We believe that our stakeholders value stability, liquidity, predictability and accountability and that is the mission to which we remain unwaveringly committed.

We have focused our portfolio on the coastal, gateway markets of Boston, New York, Washington, DC, Southern California, San Francisco and Seattle where our country's knowledge-based economy will continue to grow and create well-paying jobs that attract large segments of the population opting for high-quality, well-located rental housing. These markets continue to see incredible growth in their city centers and in the downtowns of their close-in suburban submarkets as people of all ages embrace the lifestyle provided by high-density living. And, as these cities have the highest cost of single family home ownership, there are growing populations of permanent renters that ensure high occupancy, low turnover and strong renewals in the markets where we have invested your capital.

## Equity Residential Portfolio 2017



Note: As of 12/31/17

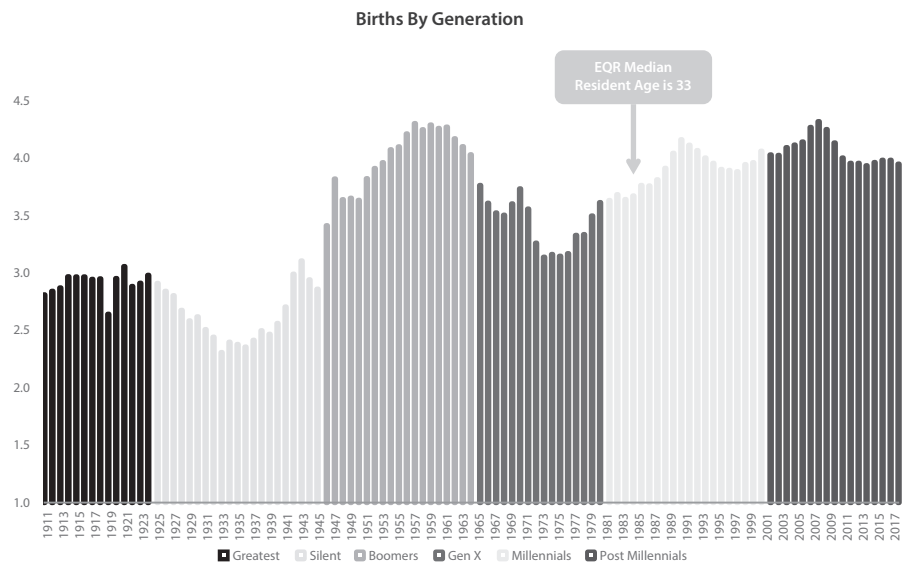
(1) Includes Los Angeles, San Diego and Orange County

● Represents percentage of Stabilized NOI

## THE DRIVERS OF DEMAND IN OUR MARKETS

The apartment business benefits from the continuing growth in demand for rental housing and, in particular, for the high-quality, well-located assets that we own and manage. Demand for rental housing is driven primarily by household formations from the Millennial segment of our population, also known as the Echo Boom Generation. These young adults, born between 1981 and 2000, total approximately 78 million people and comprise the largest segment of the US population. Millennials are disproportionately renters and the impact they are having and will continue to have on rental housing cannot be overstated. We will continue to see strong demand from this group as the largest sub-segment of this cohort is just 27 years of age while the median age of our resident is 33 years old. And right behind the Millennials is Generation Z, another cohort of future renters comprised of more than 70 million people born after 2000. Equity Residential is extremely well positioned to benefit for many years to come as a result of the huge impact these generations will have on rental housing.

### Demographics and Lifestyle Choices Will Continue to Create Renter Households

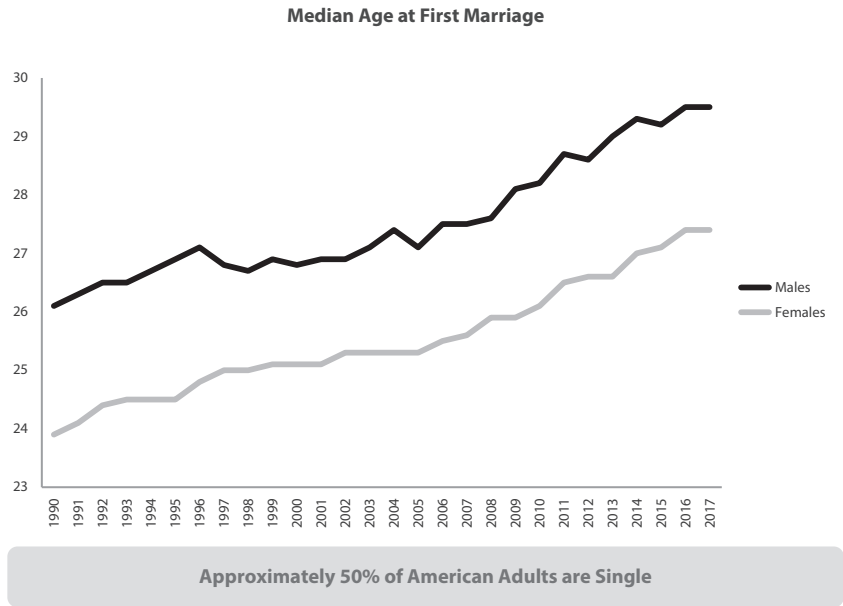


As of Q1 2018.  
Source: U.S. National Center for Health Statistics, Rosen Consulting.

Young adults are attracted to rental housing for the flexibility it offers as they pursue their careers and life interests and are attracted to Equity Residential because of the quality of our assets and the locations that we offer. We are pleased that they stay with us because of our outstanding property staff and the remarkable services they provide.

But Millennials will also stay with us longer as they delay the life choices that most commonly drive the decision to buy a home. These young adults are marrying later and having children later in life and are therefore opting to stay in rental housing significantly longer than past generations.

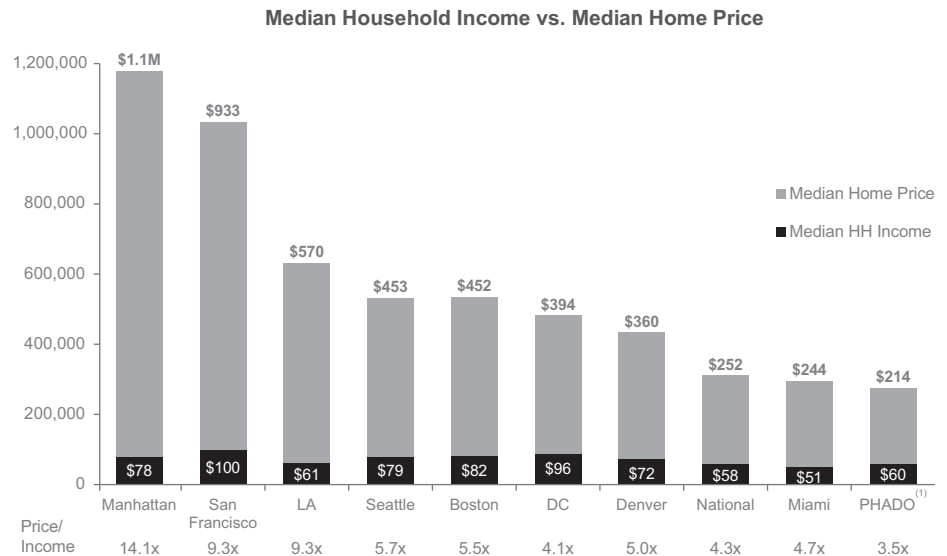
## Lifestyle Choices are Keeping People Renting Longer



Source: U.S. Census Bureau, Decennial Censuses, 1890 to 1940, and Current Population Survey, Annual Social and Economic Supplements, 1947 to 2015.

For many households, remaining in rental housing is a lifestyle choice—a desire to live in high-density, urban locations in close proximity to work, friends and favorite activities. For others, it is an economic reality and particularly so in our markets that have median single family housing costs well above the national average. This makes it far less likely that our residents could afford a single family home if, in fact, they wished to make that lifestyle decision.

## EQR is Strategically Located in Markets With High Cost of Single Family Housing



(1) PHADO represents Phoenix, Houston, Atlanta, Dallas and Orlando as a proxy for low barrier to entry markets.  
Source: American Community Survey; CoreLogic; National Association of Realtors.  
As of Q1 2018.

The primary reason people buy a single family home is a lifestyle choice, one most often made when having children and looking for a place to raise their families. So it comes as no surprise that the great majority of first time home buyers are couples with children. We see little risk to our resident base from an increase in demand for a single family home lifestyle because, across our portfolio, only 8% of our units are occupied by residents who fit this profile. More importantly, more than 40% of our units are occupied by a single resident, a demographic that has an extremely low propensity to purchase a home. In fact, we saw less than 6% of our residents leave us to buy a home in 2017, a level consistent with that experienced in each of the last five years despite a significantly improving economy.

There is absolutely no denying that Millennials are an important part of today's renting demographic, but they are not the whole story. Currently, more than 18% of our units are occupied by people 50 years and older. Many demographers expect the share of aging Baby Boomer rental households to grow as they shift away from home ownership and, like Millennials, seek the simplicity, flexibility and overall lifestyle offered by rental apartments. In fact, people of all ages and walks of life are participating in the re-urbanization of our nation as they are attracted to high-density living in the urban core.

As a result, over the last decade we have put great focus on *Walk Scores* ([www.walkscore.com](http://www.walkscore.com)) when making our investment decisions. These third-party "scores" rank a specific location based on its proximity to neighborhood restaurants, coffee shops, grocery stores, culture, education, parks, public transportation and other goods and services that are important to today's apartment resident, regardless of age. In every market in which we operate, our average Walk Score is significantly higher than that of our public market competitors.

The demographic picture across our nation is a powerful generator of current and future demand for rental housing. And, as much of this demand will be in our high-density, coastal cities, we believe we are extraordinarily well positioned and have a long run of strong growth yet ahead of us.

Nevertheless, 2018 will be another year of elevated supply in our markets, particularly in New York City. Historically, the markets in which we operate annually deliver new apartment units equal to approximately one percent of existing apartment inventory but we are currently seeing higher than average deliveries this year. Rental apartments continue to be one of the most desirable sectors for institutional real estate investors so it's no surprise that developers have kept building. However, we believe that 2018 will see peak supplies in most of our markets and that new supply will decrease in 2019 and considerably so in New York City. The decline in new deliveries is the inevitable result of high land prices, rising construction costs and slowing rental growth that shrink returns on development costs to unacceptable levels.

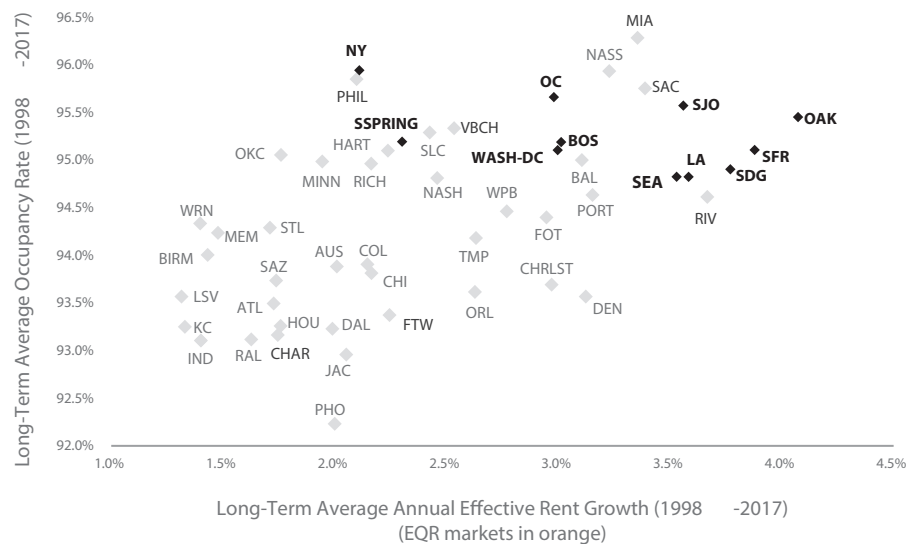
## CAPITAL ALLOCATION AND PORTFOLIO TRANSFORMATION

Over the last decade, we have successfully transformed our apartment portfolio from one that was comprised primarily of garden-style properties in suburban locations across more than 50 US apartment markets. Today, we are highly focused on more urban and close-in suburban locations in the six gateway coastal markets of Boston, New York, Washington, DC, Southern California, San Francisco and Seattle. As part of this process, in just the last three years we have sold more than 32,000 apartment units for approximately \$7.7 billion, generating annual returns of 12% and \$4.2 billion in special dividends paid to our shareholders.

Our transformed portfolio is now entirely in markets expected to achieve high occupancy and produce the best long term rent growth.

### EQR Markets Have the Best Long-Term Average Rent Growth & Occupancy

1998-2017



Note – Coverage starts in 1998 –2000 for SANA, NY, SSPRING, WRN  
Source: Axiometrics

The heavy lifting in our transformation is complete and our focus now is on managing the portfolio to maximize long-term total returns by recycling capital from lower growth assets into those with higher growth potential. In 2017, we saw few opportunities to add new assets to our portfolio at attractive prices and acquired only four properties, consisting of 947 apartment units, for approximately \$468 million. In 2018, we expect a similar level of acquisition activity which, like last year, will be funded with proceeds from the disposition of properties expected to underperform.

We focus our development activity in the urban core and our close in, highly walkable suburban sub-markets. Development is an excellent opportunity to create long term value by building new streams of income where it is either difficult to acquire existing ones or where the costs to do so represent an unreasonable premium to development returns. We currently have seven projects under construction or in lease-up, which we are developing at a total cost of nearly \$1 billion and which we expect to yield nearly 6% on costs when fully stabilized. In 2017, we

stabilized five new developments—in Los Angeles, Orange County and San Francisco—at a weighted average yield of 5.7% on \$983 million of development costs. These assets would sell at yields in the high 3% to low 4% range, reflecting the significant value created by our development business in this cycle.

However, like acquisitions, over the past several years we have seen few new development opportunities that make sense due to high land prices and increasing construction costs. As a result, it has been several years since we added new sites to our land inventory for future development. In 2018, we do, however, plan to begin construction on one new development project in Boston that we have been working on for nearly a decade. When completed in 2021, this \$410 million project containing 469 apartment units will be New England's tallest residential rental tower.

As we experience great rental demand across our portfolio of well-located assets, we continue to see unit renovations as an area of significant value creation. This year, we anticipate spending more than \$60 million renovating kitchens and baths in 4,500 apartment units. This activity delivers low to mid-teen returns on capital and keeps our assets fresh. We also plan to spend several million dollars on customer facing renovation projects in our common areas – like club rooms, lobbies and gyms – in order to ensure that our properties remain competitive with newly delivered assets.

## **FOCUS ON OUR CUSTOMER**

New apartment supply means more choices for our customers so keeping our residents happy and in place is more important than ever. In 2017, our relentless focus on our customers' experience led to the highest retention rate in our history and renewal increases averaging 4.6%. This company-wide priority on the customer, led by our incredibly talented team of hard working property management professionals, produced a remarkable 11% increase in our Customer Loyalty Scores in 2017. The entire company will work hard again this year, resident by resident, lease by lease, to deliver on our commitments to our customers.

The business of renting a place to live has been around since the dawn of time but the technology driving the business today continues to expand at a rapid pace. We continue to be at the forefront of harnessing advances in technology that allow us to serve our customers better and deliver them the optimal customer experience.

Across our enterprise, we drive our state of the art, best in class, operating platform to create the performance that you have come to expect from Equity Residential. We maximize revenue through the utilization of our customized pricing system that uses proprietary data on current and projected demand and unit availability to create both current and future pricing every day for every unit we manage. We use a standardized, centralized purchasing system to control our operating expenses and a business intelligence platform that allows all our team members to quickly identify and address trends and opportunities.

The "internet of things" describes the connectivity of all the systems that exist in a place like our properties—from entry systems to security and lighting systems to the wi-fi in our resident lounges, roof tops, meeting rooms and other amenity areas. Technology advances at a tremendously rapid rate and our residents expect us to keep pace. We are committed to making the investments necessary to enhance our properties and systems to meet our customers' rapidly changing expectations. In 2017, we upgraded high-band width internet speed and performance across most of our portfolio and will complete this process during 2018.

We remain constantly focused on "what's next" because every day new technology is being created that will impact how we build and operate our apartment properties, communicate with our residents and help meet their needs. We are committed to staying on top of these changes and will pursue every opportunity to enhance our customers' experience and improve in every aspect of our business. This commitment has led us to recently make modest investments in two venture capital funds focused on early stage real estate tech opportunities. Through these relationships, we gain valuable insights into numerous emerging real estate technology platforms, many of which are applicable to our operations and some of which we are already testing.

## **FINANCIAL STABILITY**

Having a prudent capital structure through operating cycles and transformative events enables financial flexibility, better access to capital and reduced interest rate risk. We are focused on

having a strong, conservative and flexible balance sheet which preserves shareholder value during capital market dislocations and provides us with the capacity to take advantage of opportunities when others are capital constrained.

Real estate is a capital intensive business so we maintain access to multiple sources of capital. Short term liquidity of \$2.0 billion is provided by our unsecured commercial paper program and unsecured revolving credit agreement. Longer term, we can borrow on a secured basis at attractive rates from Fannie Mae and Freddie Mac as well as numerous life insurance companies.

We also have excellent access to the public bond market. We were pleased that recent upgrades brought our senior unsecured debt ratings to A-/A3/A by S&P, Moody's and Fitch respectively, among the highest long-term credit ratings in the public real estate sector.

These ratings give us immediate and regular access to the unsecured bond market, which we have been using to lock in historically low interest rates and extend our weighted average maturity from six years in 2013 to approximately nine years today. For example, in February 2018 we issued a \$500 million, 10-year unsecured bond at 3.5%, representing the lowest credit spread (80 basis points) of any 10-year REIT benchmark offering in history. We were pleased to use the proceeds to retire a \$550 million, 6.08% mortgage loan and significantly reduce our interest cost and extend our duration. We are excited to have additional opportunities to refinance nearly \$1.0 billion of above market indebtedness in 2019 and 2020 and further reduce our interest expense.

## **ENVIRONMENTAL SOCIAL AND GOVERNANCE ISSUES**

We are committed to the incorporation of Environmental, Social and Governance (ESG) concepts in all aspects of our business. We continue to improve and enhance our policies and practices on issues from sustainability to employee and community engagement to board composition and governance policies and we continue to be recognized for our work in these areas.

As an industry leader, we are committed to creating and maintaining sustainable communities. For us, sustainability thrives at the intersection of people, planet and profit. We are proud that our recent developments meet sustainability standards set by the US Green Building Council or the NAHB Green Building Program.

Our portfolio of over 300 properties gives us frequent opportunities to invest in projects that improve the long-term sustainability of our assets while generating annual returns of more than 20%. We have completed lighting and water conservation projects across the great majority of our portfolio and we have installed clean, on-site, power generation at 25 of our existing assets. Our focus on conservation has driven reductions of over 10% in both energy and water use across our portfolio over the past five years. The more than 350 LED lighting projects we have completed at our communities in the last 5 years have reduced our annual electricity use by 35,000,000 kWh.

We were proud to be recognized as the 2017 Global Residential Listed Sector Leader by the Global Real Estate Sustainability Benchmark (GRESB) survey, a globally recognized analysis of the sustainability indicators of more than 800 real estate portfolios worldwide. This was the fourth consecutive year that we were recognized as a sector leader by GRESB. In addition, we were the recipient of the 2017 Residential Leader in the Light award for sustainability from the National Association of Real Estate Investment Trusts, our industry association.



We have a dedicated team of professionals across our entire enterprise. Their commitment to their customers, their colleagues and their communities is unmatched. In addition to providing remarkable customer service to our residents, our team members spend thousands of hours volunteering in the communities that they and our customers call home. Mentoring, participating in fundraising events, cleaning up local parks and running food drives are just some of the many activities in which they are engaged. Each year a rotating committee of employees from across our enterprise, our Equity Values Council, drives our initiatives in community service, employee wellness, diversity and inclusion. The Council has had a tremendous impact on our ESG efforts and will propel us forward again in 2018.



(Equity Residential employees volunteering at the Greater Chicago Food Depository, November 2017)

Our Board has implemented many corporate governance measures over the years designed to serve the interests of our shareholders and further align the interests of trustees and management with those of our shareholders.

In late 2017, in response to the recommendations of our shareholders, the Board amended the Company's Bylaws to add a provision which provides for the right of shareholders to amend the Bylaws. This right had previously been reserved, by Maryland law, for the Board of Trustees.

We are proud to have been recognized by the *Women's Forum of New York* as a Corporate Champion for accelerating gender parity in the boardroom with female representation of more than 25% on our Board of Trustees.

Our organization is only as good as it is because of terrific people. One of the best is our long time General Counsel, Bruce Stroh, who retired at the end of 2017 after 30 years at Equity Residential and its predecessor company. Bruce has been an integral part of every acquisition, every merger, every Board meeting and every big decision we've made starting with our IPO in 1993. He is a highly valued leader, counselor and friend and we cannot thank him enough for all that he has done to contribute to Equity Residential's success over his remarkable career. With transition comes opportunity and we are pleased that, as part of a well thought out commitment to succession planning, Scott Fenster, a 15-year veteran of our legal department, became our new General Counsel on January 1, 2018.

We are also incredibly fortunate to have an exceptional Board of Trustees comprised of thoughtful and highly-engaged individuals with a variety of backgrounds who are dedicated to working with our management team to create long term value for our shareholders. One such trustee is John Alexander who is stepping down from our board having served since our IPO in 1993. John has made tremendous contributions to Equity Residential over the past 25 years for

which we will always remain extraordinarily grateful. But John has been much more than a wonderful and dedicated trustee. He has also been a friend, mentor and leader. We have all benefitted greatly from his wisdom, insight and commitment and will surely miss his sense of humor!

Equity Residential will celebrate 25 years as a publicly traded company this summer. Since our IPO in August 1993, we are pleased to have returned 12.9% annually to our shareholders compared to 9.7% for the S&P 500. As we look forward, we expect apartment fundamentals to continue to be strong and we remain confident that we should see an extended run of strong growth across our markets notwithstanding short term headwinds as new supply is absorbed. We expect the re-urbanization of our cities to continue unabated as powerful demographic and economic forces shape our country's future. Equity Residential is uniquely positioned to benefit from this trend and we look forward to many years of growing income, dividends and shareholder value on your behalf.

We appreciate your continued support.

Regards,

A handwritten signature in black ink, appearing to read "Sam Zell". The signature is fluid and cursive, with the first name "Sam" and last name "Zell" clearly distinguishable.

Sam Zell  
Chairman

A handwritten signature in black ink, appearing to read "David J. Neithercut". The signature is fluid and cursive, with the first name "David" and last name "Neithercut" clearly distinguishable.

David J. Neithercut  
President and CEO

April 26, 2018

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**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, 2017**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-12252 (Equity Residential)**

**Commission File Number: 0-24920 (ERP Operating Limited Partnership)**

**EQUITY RESIDENTIAL  
ERP OPERATING LIMITED PARTNERSHIP  
(Exact name of registrant as specified in its charter)**

**Maryland (Equity Residential)**  
**Illinois (ERP Operating Limited Partnership)**  
(State or other jurisdiction of incorporation or organization)  
**Two North Riverside Plaza, Chicago, Illinois 60606**  
(Address of principal executive offices) (Zip Code)

**13-3675988 (Equity Residential)**  
**36-3894853 (ERP Operating Limited Partnership)**  
(I.R.S. Employer Identification No.)  
**(312) 474-1300**  
(Registrant's telephone number, including area code)

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

**Common Shares of Beneficial Interest, \$0.01 Par Value (Equity Residential)**  
**7.57% Notes due August 15, 2026 (ERP Operating Limited Partnership)**  
(Title of each class)

**New York Stock Exchange**  
**New York Stock Exchange**  
(Name of each exchange on which registered)

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

**None (Equity Residential)**  
**Units of Limited Partnership Interest (ERP Operating Limited Partnership)**  
(Title of each class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Equity Residential Yes ☒ No ☐

ERP Operating Limited Partnership 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.

Equity Residential Yes ☐ No ☒

ERP Operating Limited Partnership 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.

Equity Residential Yes ☒ No ☐

ERP Operating Limited Partnership Yes ☒ No ☐

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

Equity Residential Yes ☒ No ☐

ERP Operating Limited Partnership Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Equity Residential ☒

ERP Operating Limited Partnership ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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.

Equity Residential:

Large accelerated filer ☒ Accelerated filer ☐

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

Emerging growth company ☐

ERP Operating Limited Partnership:

Large accelerated filer ☐ Accelerated filer ☐

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

Equity Residential ☐

ERP Operating Limited Partnership ☐

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

Equity Residential Yes ☐ No ☒

ERP Operating Limited Partnership Yes ☐ No ☒

The aggregate market value of Common Shares held by non-affiliates of the Registrant was approximately \$23.8 billion based upon the closing price on June 30, 2017 of \$65.83 using beneficial ownership of shares rules adopted pursuant to Section 13 of the Securities Exchange Act of 1934 to exclude voting shares owned by Trustees and Executive Officers, some of whom may not be held to be affiliates upon judicial determination.

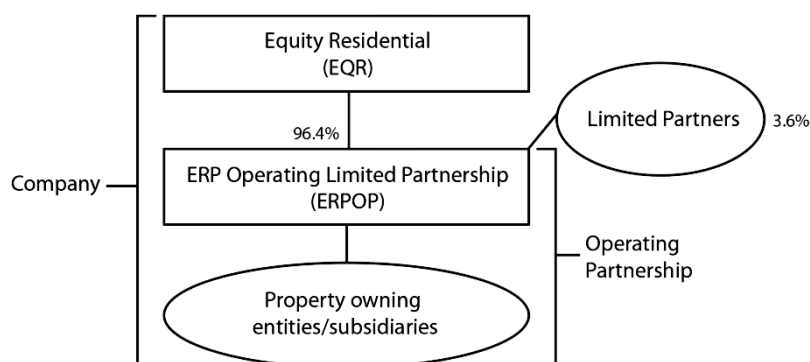
The number of Common Shares of Beneficial Interest, \$0.01 par value, outstanding on February 16, 2018 was 368,169,571.

## **DOCUMENTS INCORPORATED BY REFERENCE**

Part III incorporates by reference certain information that will be contained in Equity Residential's Proxy Statement relating to its 2018 Annual Meeting of Shareholders, which Equity Residential intends to file no later than 120 days after the end of its fiscal year ended December 31, 2017, and thus these items have been omitted in accordance with General Instruction G(3) to Form 10-K. Equity Residential is the general partner and 96.4% owner of ERP Operating Limited Partnership.

## EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2017 of Equity Residential and ERP Operating Limited Partnership. Unless stated otherwise or the context otherwise requires, references to “EQR” mean Equity Residential, a Maryland real estate investment trust (“REIT”), and references to “ERPOP” mean ERP Operating Limited Partnership, an Illinois limited partnership. References to the “Company,” “we,” “us” or “our” mean collectively EQR, ERPOP and those entities/subsidiaries owned or controlled by EQR and/or ERPOP. References to the “Operating Partnership” mean collectively ERPOP and those entities/subsidiaries owned or controlled by ERPOP. The following chart illustrates the Company’s and the Operating Partnership’s corporate structure:



EQR is the general partner of, and as of December 31, 2017 owned an approximate 96.4% ownership interest in, ERPOP. The remaining 3.6% interest is owned by limited partners. As the sole general partner of ERPOP, EQR has exclusive control of ERPOP’s day-to-day management. Management operates the Company and the Operating Partnership as one business. The management of EQR consists of the same members as the management of ERPOP.

The Company is structured as an umbrella partnership REIT (“UPREIT”) and EQR contributes all net proceeds from its various equity offerings to ERPOP. In return for those contributions, EQR receives a number of OP Units (see definition below) in ERPOP equal to the number of Common Shares it has issued in the equity offering. The Company may acquire properties in transactions that include the issuance of OP Units as consideration for the acquired properties. Such transactions may, in certain circumstances, enable the sellers to defer in whole or in part, the recognition of taxable income or gain that might otherwise result from the sales. This is one of the reasons why the Company is structured in the manner shown above. Based on the terms of ERPOP’s partnership agreement, OP Units can be exchanged with Common Shares on a one-for-one basis because the Company maintains a one-for-one relationship between the OP Units of ERPOP issued to EQR and the outstanding Common Shares.

The Company believes that combining the reports on Form 10-K of EQR and ERPOP into this single report provides the following benefits:

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

The Company believes it is important to understand the few differences between EQR and ERPOP in the context of how EQR and ERPOP operate as a consolidated company. All of the Company's property ownership, development and related business operations are conducted through the Operating Partnership and EQR has no material assets or liabilities other than its investment in ERPOP. EQR's primary function is acting as the general partner of ERPOP. EQR also issues equity from time to time, the net proceeds of which it is obligated to contribute to ERPOP, and guarantees certain debt of ERPOP, as disclosed in this report. EQR does not have any indebtedness as all debt is incurred by the Operating Partnership. The Operating Partnership holds substantially all of the assets of the Company, including the Company's ownership interests in its joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by EQR, which are contributed to the capital of ERPOP in exchange for additional partnership interests in ERPOP ("OP Units") (on a one-for-one Common Share per OP Unit basis) or additional preference units in ERPOP (on a one-for-one preferred share per preference unit basis), the Operating Partnership generates all remaining capital required by the Company's business. These sources include the Operating Partnership's working capital, net cash provided by operating activities, borrowings under its revolving credit facility and/or commercial paper program, the issuance of secured and unsecured debt and equity securities and proceeds received from disposition of certain properties and joint venture interests.

Shareholders' equity, partners' capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of the Company and those of the Operating Partnership. The limited partners of the Operating Partnership are accounted for as partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in the Company's financial statements. The noncontrolling interests in the Operating Partnership's financial statements include the interests of unaffiliated partners in various consolidated partnerships. The noncontrolling interests in the Company's financial statements include the same noncontrolling interests at the Operating Partnership level and limited partner OP Unit holders of the Operating Partnership. The differences between shareholders' equity and partners' capital result from differences in the equity issued at the Company and Operating Partnership levels.

To help investors understand the differences between the Company and the Operating Partnership, this report provides separate consolidated financial statements for the Company and the Operating Partnership; a single set of consolidated notes to such financial statements that includes separate discussions of each entity's debt, noncontrolling interests and shareholders' equity or partners' capital, as applicable; and a combined Management's Discussion and Analysis of Financial Condition and Results of Operations section that includes discrete information related to each entity.

This report also includes separate Part II, Item 9A. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the requisite certifications have been made and that the Company and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

In order to highlight the differences between the Company and the Operating Partnership, the separate sections in this report for the Company and the Operating Partnership specifically refer to the Company and the Operating Partnership. In the sections that combine disclosure of the Company and the Operating Partnership, this report refers to actions or holdings as being actions or holdings of the Company. Although the Operating Partnership is generally the entity that directly or indirectly enters into contracts and joint ventures and holds assets and debt, reference to the Company is appropriate because the Company is one business and the Company operates that business through the Operating Partnership.

As general partner with control of ERPOP, EQR consolidates ERPOP for financial reporting purposes, and EQR essentially has no assets or liabilities other than its investment in ERPOP. Therefore, the assets and liabilities of the Company and the Operating Partnership are the same on their respective financial statements. The separate discussions of the Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company on a consolidated basis and how management operates the Company.

**EQUITY RESIDENTIAL  
ERP OPERATING LIMITED PARTNERSHIP**

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## PART I

### Item 1. Business

#### General

Equity Residential (“EQR”), a Maryland real estate investment trust (“REIT”) formed in March 1993, is an S&P 500 company focused on the acquisition, development and management of rental apartment properties in urban and high-density suburban coastal gateway markets. ERP Operating Limited Partnership (“ERPOP”), an Illinois limited partnership, was formed in May 1993 to conduct the multifamily residential property business of Equity Residential. EQR has elected to be taxed as a REIT. References to the “Company,” “we,” “us” or “our” mean collectively EQR, ERPOP and those entities/subsidiaries owned or controlled by EQR and/or ERPOP. References to the “Operating Partnership” mean collectively ERPOP and those entities/subsidiaries owned or controlled by ERPOP. Unless otherwise indicated, the notes to consolidated financial statements apply to both the Company and the Operating Partnership.

EQR is the general partner of, and as of December 31, 2017 owned an approximate 96.4% ownership interest in, ERPOP. All of the Company’s property ownership, development and related business operations are conducted through the Operating Partnership and EQR has no material assets or liabilities other than its investment in ERPOP. EQR issues public equity from time to time, the net proceeds of which it is obligated to contribute to ERPOP, but does not have any indebtedness as all debt is incurred by the Operating Partnership. The Operating Partnership holds substantially all of the assets of the Company, including the Company’s ownership interests in its joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity.

The Company’s corporate headquarters is located in Chicago, Illinois and the Company also operates property management offices in each of its coastal gateway markets. As of December 31, 2017, the Company had approximately 2,700 employees who provided real estate operations, leasing, legal, financial, accounting, acquisition, disposition, development and other support functions.

Certain capitalized terms used herein are defined in the Notes to Consolidated Financial Statements. See also Note 17 in the Notes to Consolidated Financial Statements for additional discussion regarding the Company’s segment disclosures.

#### Available Information

You may access our Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q, our Current Reports on Form 8-K and any amendments to any of those reports we file with the SEC free of charge on our website, [www.equityapartments.com](http://www.equityapartments.com). These reports are made available on our website as soon as reasonably practicable after we file them with the SEC. The information contained on our website, including any information referred to in this report as being available on our website, is not a part of or incorporated into this report.

#### Business Objectives and Operating and Investing Strategies

The Company invests in apartment communities located in strategically targeted markets with the goal of maximizing our risk adjusted total return (operating income plus capital appreciation) on invested capital.

We seek to maximize the income and capital appreciation of our properties by investing in markets that are characterized by conditions favorable to multifamily property operations and appreciation. We are focused on the coastal gateway markets of Boston, New York, Washington D.C., Southern California (including Los Angeles, Orange County and San Diego), San Francisco and Seattle. These markets generally feature one or more of the following characteristics that allow us to increase rents:

- High home ownership costs;
- Strong economic growth leading to job growth and household formation, which in turn leads to high demand for our apartments;
- Urban and high-density suburban locations with an attractive quality of life leading to high resident demand and retention;
- Favorable demographics contributing to a larger pool of target residents with a high propensity or greater preference to rent apartments; and

- Higher barriers to entry where, because of land scarcity or government regulation, it is typically more difficult or costly to build new apartment properties, creating limits on new supply.

We believe our strategy also capitalizes on the increasing preference of renters of all ages to live in the urban core of cities or dense suburban locations near transit, entertainment and cultural amenities. Millennials, the approximately 78 million people born between 1981 and 2000, are a prime apartment rental demographic. Reports also show a growing trend among aging Baby Boomers, a demographic of more than 76 million people born between 1946 and 1964, toward apartment rentals. We believe that both groups appreciate the locational values described above as well as the flexibility that rental apartments offer.

Our operating focus is on balancing occupancy and rental rates to maximize our revenue while exercising tight cost control to generate the highest possible return to our shareholders. Revenue is maximized by attracting qualified prospects to our properties, cost-effectively converting these prospects into new residents and keeping our residents satisfied so they will renew their leases upon expiration. While we believe that it is our high-quality, well-located assets that bring our customers to us, it is the customer service and superior value provided by our on-site personnel that keeps them renting with us and recommending us to their friends.

We use technology to engage our customers in the way that they want to be engaged. Many of our residents utilize our web-based resident portal which allows them to sign and renew their leases, review their accounts and make payments, provide feedback and make service requests on-line.

Acquisitions and developments may be financed from various sources of capital, which may include retained cash flow, issuance of additional equity and debt, sales of properties and joint venture arrangements. In addition, the Company may acquire properties in transactions that include OP Units as consideration for the acquired properties. Such transactions may, in certain circumstances, enable the sellers to defer, in whole or in part, the recognition of taxable income or gain that might otherwise result from the sales.

As part of its strategy, the Company purchases completed and fully occupied apartment properties, partially completed or partially occupied properties and may acquire land parcels to hold and/or sell based on market opportunities as well as options to buy more land in the future. The Company may also seek to acquire properties by purchasing defaulted or distressed debt that encumbers desirable properties in the hope of obtaining title to property through foreclosure or deed-in-lieu of foreclosure proceedings.

Over the past several years, the Company has done an extensive repositioning of its portfolio into urban and highly walkable, close-in suburban assets. Since 2005, the Company has sold approximately 199,000 apartment units primarily located in the less dense portion of suburban markets for an aggregate sales price of approximately \$23.8 billion, acquired nearly 70,000 apartment units primarily located in urban and high-density suburban markets for approximately \$20.5 billion and began approximately \$5.9 billion of development projects primarily located in urban and high-density suburban markets. We are currently seeking to acquire and develop assets in the following coastal gateway metropolitan areas: Boston, New York, Washington D.C., Southern California, San Francisco and Seattle.

We endeavor to provide a richly diverse work environment that employs the highest performers, cultivates the best ideas and creates the widest possible platform for success. We are committed to elevating and supporting the core values of diversity and inclusion, total well-being (which brings together physical, financial, career, social and community well-being into a cohesive whole), and environmental, social and governance ("ESG"), which includes sustainability and social responsibility, by actively engaging in these areas. Each member of the executive team maintains an annual goal related to these core values. Our goal is to create and sustain an inclusive environment where diversity will thrive, employees will want to work and residents will want to live. We are committed to providing our employees with encouragement, guidance, time and resources to learn and apply the skills required to succeed in their jobs. We provide many classroom and on-line training courses to assist our employees in interacting with prospects and residents as well as extensive training for our customer service specialists in maintaining our properties and improvements, equipment and appliances. We actively promote from within and many senior corporate and property leaders have risen from entry level or junior positions. We monitor our employees' engagement by surveying them annually and find most employees say they are proud to work at the Company, value one another as colleagues, believe in our mission and values and feel their skills meet their job requirements.

We have a commitment to sustainability and consider the environmental impacts of our business activities. Sustainability and social responsibility are key drivers of our focus on creating the best apartment communities for residents to live, work and play. We have a dedicated in-house team that initiates and applies sustainable practices in all aspects of our business, including investment activities, development, property operations and property management activities. With its high density, multifamily

housing is, by its nature, an environmentally friendly property type. Our recent acquisition and development activities have been primarily concentrated in pedestrian-friendly urban and close-in suburban locations near public transportation. When developing and renovating our properties, we strive to reduce energy and water consumption by investing in energy saving technology while positively impacting the experience of our residents and the value of our assets. We continue to implement a combination of irrigation, lighting, HVAC and renewable energy improvements at our properties that will reduce energy and water consumption. The Company was named the 2017 Global Residential Listed Sector Leader in ESG by GRESB, a globally recognized analysis of the ESG indicators of more than 800 real estate portfolios worldwide. The Company was also recently awarded the 2017 Residential Leader in the Light award for sustainability by the National Association of Real Estate Investment Trusts (“NAREIT”). For additional information regarding our sustainability efforts, see our December 2017 Corporate Social Responsibility and Sustainability Report at our website, [www.equityapartments.com](http://www.equityapartments.com). This report was reviewed and approved by the Corporate Governance Committee of our Board of Trustees, which monitors the Company’s ongoing ESG efforts. For 2018, we continue to have an express company-wide goal regarding enhanced ESG efforts. Employees, including our executives, will have their performance against our various ESG goals evaluated as part of our annual performance review process.

Please refer to Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, for the Company’s Results of Operations and Liquidity.

### **Starwood Transaction**

The Company executed an agreement with controlled affiliates of Starwood Capital Group (“Starwood”) on October 23, 2015 to sell a portfolio of 72 operating properties consisting of 23,262 apartment units located in five markets across the United States for \$5.365 billion (the “Starwood Transaction” or “Starwood Portfolio”). On January 26 and 27, 2016, the Company closed on the sale of the entire portfolio described above. The sale of the Starwood Portfolio, combined with the other 2016 dispositions, resulted in the Company’s exit from the South Florida, Denver and New England (excluding Boston) markets and substantially completed the Company’s portfolio transformation which started approximately ten years ago. These sales narrowed the Company’s focus, which is now entirely directed towards our coastal gateway markets.

The Company used the majority of the proceeds from the Starwood Transaction and other 2016 dispositions to pay two special dividends to its shareholders and holders of OP Units of \$11.00 per share/unit in the aggregate, consisting of special dividends of \$8.00 per share/unit (approximately \$3.0 billion) on March 10, 2016 and \$3.00 per share/unit (approximately \$1.1 billion) on October 14, 2016. The Company used the majority of the remaining proceeds to reduce aggregate indebtedness in order to make the transaction leverage neutral. The Company retired approximately \$2.0 billion in secured and unsecured debt, the majority of which was scheduled to mature in 2016 and 2017, which improved the Company’s already strong credit metrics.

### **Competition**

All of the Company’s properties are located in developed areas that include other multifamily properties. The number of competitive multifamily properties in a particular area could have a material effect on the Company’s ability to lease apartment units at its properties and on the rents charged. The Company may be competing with other entities that have greater resources than the Company and whose managers have more experience than the Company’s managers. In addition, other forms of rental properties and single family housing provide housing alternatives to potential residents of multifamily properties. See Item 1A. *Risk Factors* for additional information with respect to competition.

### **Environmental Considerations**

See Item 1A. *Risk Factors* for information concerning the potential effects of environmental regulations on our operations.

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

### **General**

*References to “EQR” mean Equity Residential, a Maryland real estate investment trust (“REIT”), and references to “ERPOP” mean ERP Operating Limited Partnership, an Illinois limited partnership. Unless otherwise indicated, when used in this section, the terms “Company,” “we,” “us” or “our” mean collectively EQR, ERPOP and those entities/subsidiaries owned or controlled by EQR and/or ERPOP and the term “Operating Partnership” means collectively ERPOP and those entities/subsidiaries owned or controlled by ERPOP. This Item 1A. includes forward-looking statements. You should refer to*

*our discussion of the qualifications and limitations on forward-looking statements included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.*

The occurrence of the events discussed in the following risk factors could adversely affect, possibly in a material manner, our business, financial condition or results of operations, which could adversely affect the value of our common shares of beneficial interest or preferred shares of beneficial interest (which we refer to collectively as "Shares"), Preference Units, OP Units, restricted units and our public unsecured debt. In this section, we refer to the Shares, Preference Units, OP Units, restricted units and public unsecured debt together as our "securities" and the investors who own such securities as our "security holders".

*Our performance and securities value are subject to risks associated with the real estate industry.*

#### *General*

Real estate investments are subject to varying degrees of risk and are relatively illiquid. Numerous factors may adversely affect the economic performance and value of our properties and the ability to realize that value. These factors include changes in the global, national, regional and local political and economic climates, local conditions such as an oversupply of multifamily properties or a reduction in demand for our multifamily properties, the attractiveness of our properties to residents, competition from other multifamily properties and single family homes (both as rentals and owned housing) and changes in market rental rates. Our performance also depends on our ability to collect rent from residents and to pay for adequate maintenance, insurance and other operating costs, including real estate taxes, all of which could increase over time. Besides utilities, we are generally not able to pass through to our residents under existing leases any other operating expenses, including real estate taxes. These operating expenses could rise faster than our revenues causing our income to decline. In circumstances where we buy or sell properties, including large portfolios of properties, overhead (property management expense and general and administrative expense) may not increase/decrease proportionally with the associated changes in revenue. Costs of labor and materials required for maintenance, repair, capital expenditure or development may be more expensive than anticipated. Also, the expenses of owning and operating a property are not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the property.

*We may be unable to renew leases or relet units as leases expire.*

When our residents decide to leave our apartments, we may not be able to relet their apartment units. Even if the residents do renew or we can relet the apartment units, the terms of renewal or reletting may be less favorable than current lease terms. If we are unable to promptly renew the leases or relet the apartment units, or if the rental rates upon renewal or reletting are significantly lower than expected rates, then our results of operations and financial condition will be adversely affected. If residents do not experience increases in their income, we may be unable to increase rent and/or delinquencies may increase. Occupancy levels and market rents may be adversely affected by national and local political, economic and market conditions including, without limitation, new construction and excess inventory of multifamily and owned housing/condominiums, increasing portions of owned housing/condominium stock being converted to rental use, rental housing subsidized by the government, other government programs that favor single family rental housing or owner occupied housing over multifamily rental housing, governmental regulations, slow or negative employment growth and household formation, the availability of low-interest mortgages or the availability of mortgages requiring little or no down payment for single family home buyers, changes in social preferences and the potential for geopolitical instability, all of which are beyond our control. Finally, the federal government's policies, many of which may encourage home ownership, can increase competition, possibly limit our ability to raise rents in our markets and lower the value of our properties. Consequently, our cash flow and ability to service debt and make distributions to security holders could be reduced.

The retail/commercial space (including parking garages) at our properties primarily serves as an additional amenity for our residents and neighbors. The long-term nature of our retail/commercial leases (generally five to ten years with market based renewal options) and the characteristics of many of our retail/commercial tenants (generally small, local businesses) may subject us to certain risks. We may not be able to lease new space for rents that are consistent with our projections or for market rates. Also, when leases for our existing retail/commercial space expire, the space may not be relet or the terms of reletting, including the cost of allowances and concessions to tenants, may be less favorable than the current lease terms. Our properties compete with other properties with retail/commercial space. The presence of competitive alternatives may affect our ability to lease space and the level of rents we can obtain. If our retail/commercial tenants experience financial distress or bankruptcy, they may fail to comply with their contractual obligations, seek concessions in order to continue operations or cease their operations which could adversely impact our results of operations and financial condition. The revenues from our retail/commercial space represent approximately 4.6% of our total rental income.

*Changes in rent control or rent stabilization laws and regulations and eviction laws and regulations in our markets could have an adverse effect on our operations and property values.*

Various state and local governments have enacted and may continue to enact rent control or rent stabilization laws and regulations or take other actions which could limit our ability to raise rents or charge certain fees such as pet fees or application fees. We have seen a recent increase in governments considering or being urged by advocacy groups to consider rent control or rent stabilization laws and regulations. For example, California may have a ballot measure in November 2018 that would seek to repeal an existing state law that limits the ability of local governments to enact some forms of rent control. Depending on the extent and terms of future enactments of rent control or rent stabilization laws and regulations, as well as any lawsuits against the Company arising from such issues, such future enactments could have a significant adverse impact on our results of operations and the value of our properties.

State and local governments may also make changes to eviction and other tenants' rights laws and regulations that could have an adverse impact on our operations and property values. Under current laws and regulations, eviction proceedings for delinquent residents are already costly and time-consuming, especially in markets like New York where housing courts are backlogged. If we are restricted from releasing apartment units due to the inability to evict delinquent residents, our results of operations and property values may be adversely impacted.

*We have increased our concentration of properties in our coastal gateway markets, which could have an adverse effect on our operations if a particular market is adversely affected by economic or other conditions.*

Over approximately the past ten years, the Company has exited its non-core markets as part of its strategy to reposition its portfolio, leaving the Company highly concentrated in its urban and high-density suburban coastal gateway markets. If any one or more of these markets (Boston, New York, Washington D.C., Southern California, San Francisco and Seattle) is adversely affected by local or regional economic conditions (such as business layoffs, industry slowdowns, changing demographics and other factors), local real estate conditions (such as oversupply of or reduced demand for multifamily properties) or localized environmental issues or natural disasters, such conditions may have an increased adverse impact on our results of operations than if our portfolio were more geographically diverse.

*Because real estate investments are illiquid, we may not be able to sell properties when appropriate.*

Real estate investments generally cannot be sold quickly. We may not be able to reconfigure our portfolio promptly in response to economic or other conditions. We may be unable to consummate such dispositions in a timely manner, on attractive terms, or at all. This inability to reallocate our capital promptly could adversely affect our financial condition and ability to make distributions to our security holders.

*New acquisitions, development projects and/or renovations may fail to perform as expected and competition for acquisitions may result in increased prices for properties that we would like to acquire.*

We intend to actively acquire, develop and renovate multifamily properties for rental operations as market conditions dictate. We may also acquire multifamily properties that are unoccupied or in the early stages of lease-up. We may be unable to lease these apartment properties on schedule, resulting in decreases in expected rental revenues and/or lower yields due to lower occupancy and rental rates as well as higher than expected concessions or higher than expected operating expenses. We may not be able to achieve rents that are consistent with expectations for acquired, developed or renovated properties. We may underestimate the costs necessary to bring an acquired property up to standards established for its intended market position, to complete a development property or to complete a renovation. Additionally, we expect that other real estate investors with capital will compete with us for attractive investment opportunities or may also develop properties in markets where we focus our development and acquisition efforts. This competition (or lack thereof) may increase (or depress) prices for multifamily properties. We may not be in a position or have the opportunity in the future to make suitable property acquisitions on favorable terms. We have acquired in the past and intend to continue to pursue the acquisition of properties, including large portfolios of properties, that could increase our size and result in alterations to our capital structure. The total number of apartment units under development, costs of development and estimated completion dates are subject to uncertainties arising from changing economic conditions (such as the cost of labor and construction materials), competition and local government regulation.

In connection with such government regulation, we may incur liability if our properties are not constructed and operated in compliance with the accessibility provisions of the Americans with Disabilities Act, the Fair Housing Act or other federal, state or local requirements. Noncompliance could result in fines, subject us to lawsuits and require us to remediate or repair the noncompliance.

*Development and construction risks could affect our profitability.*

We intend to continue to develop multifamily properties. These activities can include long planning and entitlement timelines and can involve complex and costly activities, including significant environmental remediation or construction work in high-density urban and close-in suburban areas. We may abandon opportunities (including land that we have optioned for purchase) that we have already begun to explore for a number of reasons, including changes in local market conditions or increases in construction or financing costs, and, as a result, we may fail to recover expenses or option payments already incurred in exploring those opportunities. The occupancy rates and rents at a property may fail to meet our original expectations for a number of reasons, including changes in market and economic conditions beyond our control and the development by competitors of competing properties. We may be unable to obtain, or experience delays in obtaining, necessary zoning, occupancy, or other required governmental or third party permits and authorizations, which could result in increased costs or the delay or abandonment of opportunities.

*We own certain properties subject to ground leases that may limit our use of the properties, restrict our ability to finance, sell or otherwise transfer our interests in these properties and expose us to loss of the properties if such agreements are breached by us, terminated or lapse.*

The Company owns the building and improvements and leases the land underlying the improvements under several long-term ground leases. These ground leases may impose limitations on our use of the properties, restrict our ability to finance, sell or otherwise transfer our interests in the properties or restrict the leasing of the properties. These restrictions may limit our ability to timely sell or exchange the properties, impair the properties' value or negatively impact our ability to find suitable residents for the properties. In addition, we could lose our interests in the properties if the ground leases are breached by us, terminated or lapse. As we get closer to the lease termination dates, the values of the properties could decrease without an extension in place. Certain of these ground leases have payments subject to annual escalations and/or periodic fair market value adjustments which could adversely affect our financial condition or results of operations.

*Our investments in joint ventures could be adversely affected by our lack of sole decision-making authority regarding major decisions, our reliance on our joint venture partners' financial condition, any disputes that may arise between us and our joint venture partners and our exposure to potential losses from the actions of our joint venture partners.*

We currently do and may continue in the future to develop and acquire properties in joint ventures with other persons or entities when we believe circumstances warrant the use of such structures. We have several joint ventures with other real estate investors. Joint venture investments involve risks not present with respect to our wholly owned properties, including the following:

- Our joint venture partners might experience financial distress, become bankrupt or fail to fund their share of required capital contributions, which may delay construction or development of a property or increase our financial commitment to the joint venture;
- We may be responsible to our partners for indemnifiable losses;
- Our joint venture partners may have business interests or goals with respect to a property that conflict with our business interests and goals, which could increase the likelihood of disputes regarding the ownership, management or disposition of the property;
- We may be unable to take actions that are opposed by our joint venture partners under arrangements that require us to share decision-making authority over major decisions affecting the ownership or operation of the joint venture and any property owned by the joint venture, such as the sale or financing of the property or the making of additional capital contributions for the benefit of the property;
- Our joint venture partners may take actions that we oppose;
- Our ability to sell or transfer our interest in a joint venture to a third party may be restricted without prior consent of our joint venture partners;
- We may disagree with our joint venture partners about decisions affecting a property or the joint venture, which could result in litigation or arbitration that increases our expenses, distracts our officers and disrupts the day-to-day operations of the property, including by delaying important decisions until the dispute is resolved; and
- We may suffer losses as a result of actions taken by our joint venture partners with respect to our joint venture investments.

At times we have entered into agreements providing for joint and several liability with our partners. We also have in the past and could choose in the future to guarantee part of or all of certain joint venture debt. Frequently, we and our partners may

each have the right to trigger a buy-sell arrangement, which could cause us to sell our interest, or acquire our partners' interest, at a time when we otherwise would not have initiated such a transaction. Any of these risks could materially and adversely affect our ability to generate and recognize attractive returns on our joint venture investments, which could have a material adverse effect on our results of operations, financial condition and distributions to our shareholders.

*Several of the assets we acquired in the Archstone transaction along with certain preferred interests acquired in joint ventures as part of the Archstone transaction, as well as certain other tax protected properties we have acquired over the years, are subject to tax protection agreements, which could limit our flexibility with respect to our ownership of such assets or cause us to incur material costs.*

Several of the assets we acquired from Archstone Enterprise LP ("Archstone") in February 2013 are subject to various agreements limiting the ability of the owner of the property to take actions that would trigger income tax liability for the contributing owner of the property, including a taxable disposition of the property. We assumed these obligations upon the completion of the Archstone transaction. In addition, we will also be required to maintain a certain amount of qualified nonrecourse financing on the tax protected properties during their respective restricted periods. Our obligations relating to these tax protected properties (as well as certain other tax protected properties we have acquired over the years) may affect the way in which we conduct our business, including whether, when and under what circumstances we sell properties or interests therein and the timing and nature of our financings and refinancing transactions. As a result, we may not be able to dispose of or refinance the tax protected properties when to do so may have otherwise been favorable to us and our shareholders, which could have a material adverse effect on our results of operations and financial condition. Certain preferred interests acquired in joint ventures as part of the Archstone transaction have complex tax requirements that, if violated, may cause us to be required to indemnify the preferred shareholders or our joint venture partner for certain tax protection costs.

*Changes in market conditions and volatility of share prices could adversely affect the market price of our Common Shares.*

The stock markets, including the New York Stock Exchange, on which we list our Common Shares, have experienced significant price and volume fluctuations over time. As a result, the market price of our Common Shares could be similarly volatile, and investors in our Common Shares may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The market price of our Common Shares may decline or fluctuate significantly in response to many factors, including but not limited to the following:

- General political, market and economic conditions;
- Actual or anticipated variations in our guidance, quarterly operating results or dividends;
- Changes in our net operating income ("NOI"), earnings, funds from operations ("FFO") or Normalized FFO estimates;
- Difficulties or inability to access capital or extend or refinance debt;
- Large portfolio acquisitions or dispositions;
- Decreasing (or uncertainty in) real estate valuations;
- Rising crime rates in markets where our primarily urban and close-in suburban portfolio is concentrated;
- A change in analyst and/or credit ratings;
- Adverse market reaction to any additional debt we incur in the future;
- Governmental regulatory action, including changes or proposed changes to rent control or rent stabilization laws and regulations and the mandates of Fannie Mae or Freddie Mac, and changes in tax laws;
- The payment of any special dividends;
- The issuance of additional Common Shares, or the perception that such issuances might occur, including under EQR's At-The-Market ("ATM") share offering program;
- The resale of substantial amounts of our Common Shares, or the anticipation of the resale of such shares, by large holders of our securities; and
- The repurchase of Common Shares, or the perception that such repurchases might occur, through the Company's share repurchase program, especially if those repurchases are funded using additional debt as opposed to existing cash flow from operations.

*Issuances or sales of our Common Shares may be dilutive.*

The issuance or sale of substantial amounts of our Common Shares, whether directly by us or in the secondary market, the perception that such issuances or sales of our Common Shares could occur or the availability for future issuance or sale of our Common Shares or securities convertible into or exchangeable or exercisable for our Common Shares could have a dilutive effect on our actual and expected earnings per share, FFO per share and Normalized FFO per share. The actual amount of dilution cannot be determined at this time and would be dependent upon numerous factors which are not currently known to us.

*We may not have sufficient cash flows from operations after capital expenditures to cover our distributions and our dividend policy may lead to quicker dividend reductions.*

We generally consider our cash flows provided by operating activities after capital expenditures to be adequate to meet operating requirements and payment of regular distributions to our security holders. However, whether due to changes in the dividend policy or otherwise, there may be times when we experience shortfalls in our coverage of distributions, which may cause us to consider reducing our distributions and/or using the proceeds from property dispositions or additional financing transactions to make up the difference. Should these shortfalls occur for lengthy periods of time or be material in nature, our financial condition may be adversely affected and we may not be able to maintain our current distribution levels. See Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for additional discussion regarding our dividend policy.

*The value of investment securities could result in losses to the Company.*

From time to time, the Company holds investment securities and/or cash investments that have various levels of repayment and liquidity risk, including government obligations and bond funds, money market funds or bank deposits. On occasion we also may purchase securities of companies in our own industry as a means to invest funds. There may be times when we experience declines in the value of these investment securities, which may result in losses to the Company and our financial condition or results of operations could be adversely affected. Sometimes the cash we deposit at a bank substantially exceeds the FDIC insurance limit or we invest cash in money market or similar type funds with investment management institutions that may be subject to, now or in the future, liquidity and/or withdrawal restrictions, resulting in risk to the Company of loss or lack of immediate availability of funds if these banks or institutions fail to meet their obligations.

*Any weaknesses identified in our internal control over financial reporting could have an adverse effect on our share price.*

Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal control over financial reporting. If we identify one or more material weaknesses in our internal control over financial reporting, we could lose investor confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse effect on our share price.

*The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our reputation and business relationships, all of which could negatively impact our financial results.*

A cyber incident is an intentional attack or an unintentional event that can include gaining unauthorized access to systems to disrupt operations, corrupt data or steal confidential information, including information regarding our residents, prospective residents, employees and employees' dependents.

Despite system redundancy, the implementation of security measures, required employee awareness training and the existence of a disaster recovery plan for our internal information technology systems, our systems and systems maintained by third party vendors with which we do business are vulnerable to damage from any number of sources. We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to emails, phishing attempts or other scams, persons inside our organization or persons/vendors with access to our systems and other significant disruptions of our information technology networks and related systems. Our information technology networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations. Even the most well-protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed not to be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

We collect and hold personally identifiable information of our residents and prospective residents in connection with our leasing activities, and we collect and hold personally identifiable information of our employees and their dependents. In



addition, we engage third party service providers that may have access to such personally identifiable information in connection with providing necessary information technology and security and other business services to us. Although we make efforts to maintain the security and integrity of these types of information technology networks and related systems and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging.

We address potential breaches or disclosure of this confidential personally identifiable information by implementing a variety of security measures intended to protect the confidentiality and security of this information including (among others): (a) engaging reputable, recognized firms to help us design and maintain our information technology and data security systems; (b) conducting periodic testing and verification of information and data security systems, including performing ethical hacks of our systems to discover where any vulnerabilities may exist; and (c) providing periodic employee awareness training around phishing and other scams, malware and other cyber risks. We also maintain cyber risk insurance to provide some coverage for certain risks arising out of data and network breaches (see further discussion on cyber risk insurance below). However, there can be no assurance that these measures will prevent a cyber incident or that our cyber risk insurance coverage will be sufficient in the event of a cyber incident.

A breach or significant and extended disruption in the function of our systems, including our primary website, could damage our reputation and cause us to lose residents and revenues, generate third party claims, result in the unintended and/or unauthorized public disclosure or the misappropriation of proprietary, personally identifiable and confidential information and require us to incur significant expenses to address and remediate or otherwise resolve these kinds of issues. We may not be able to recover these expenses in whole or in any part from our service providers, our insurers or any other responsible parties. As a result, there can be no assurance that our financial results would not be adversely impacted.

*Litigation risk could affect our business.*

We may become involved in legal proceedings, including but not limited to, proceedings related to consumer, shareholder, securities, employment, environmental, development, condominium conversion, tort, eviction and commercial legal issues (any of which could result in a class action lawsuit) that, if decided adversely to or settled by us, could result in liability material to our financial condition or results of operations.

*Environmental problems are possible and can be costly.*

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such property. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site.

Substantially all of our properties have been the subject of environmental assessments completed by qualified independent environmental consulting companies. While these environmental assessments have not revealed, nor are we aware of, any environmental liability that our management believes would have a material adverse effect on our business, results of operations, financial condition or liquidity, there can be no assurance that we will not incur such liabilities in the future.

We are aware that some of our properties have lead paint and have implemented an operations and maintenance program at each of those properties. While we do not currently anticipate that we will incur any material liabilities as a result of the presence of lead paint at our properties, there can be no assurance that we will not incur such liabilities in the future.

There have been a number of lawsuits against owners and managers of multifamily properties alleging personal injury and property damage caused by the presence of mold in residential real estate. While we have adopted programs designed to minimize the existence of mold in any of our properties as well as guidelines for promptly addressing and resolving reports of mold to minimize any impact mold might have on our residents or the property, should mold become an issue in the future, our financial condition or results of operations may be adversely affected.

We cannot be assured that existing environmental assessments of our properties reveal all environmental liabilities, that any prior owner of any of our properties did not create a material environmental condition not known to us, or that a material environmental condition does not otherwise exist as to any of our properties.

*Insurance policies can be costly and may not cover all losses, which may adversely affect our financial condition or results of operations.*

As of December 31, 2017, the Company's property insurance policies provide for a per occurrence deductible of \$250,000. Earthquake losses are subject to a 2% deductible in the state of Washington and a 5% deductible in California, applied to the values of the buildings involved in the loss. The Company also typically self-insures a substantial portion of the first \$50 million of a property loss in excess of these base deductibles. Should a claim exceed these amounts, it would be 100% covered by insurance. Furthermore, the Company purchased additional coverage in the event that the Company suffers multiple non-catastrophic occurrences with losses from \$25 million to \$50 million within the same policy year. The Company's general liability and worker's compensation policies at December 31, 2017 provide for a \$2.0 million and \$1.0 million per occurrence deductible, respectively. These higher deductible and self-insured retention amounts do expose the Company to greater potential for uninsured losses. The Company also has become more susceptible to large losses as it has transformed its portfolio, becoming more concentrated in fewer, more valuable assets over a smaller geographical footprint. Furthermore, the potential impact of climate change, increased severe weather or earthquakes could cause a significant increase in insurance premiums and deductibles, or a decrease in the availability of coverage, either of which could expose the Company to even greater uninsured losses which may adversely affect our financial condition or results of operations.

The Company also has \$750.0 million in terrorism insurance coverage, with a \$100,000 deductible. This coverage excludes losses from nuclear, biological and chemical attacks. In the event of a terrorist attack impacting one or more of our properties, we could lose the revenues from the property, our capital investment in the property and possibly face liability claims from residents or others suffering injuries or losses.

As of December 31, 2017, the Company's cyber liability insurance policy provides for a \$5.0 million policy aggregate limit and a per occurrence deductible of \$250,000. Cyber liability insurance generally covers costs associated with the wrongful release, through inadvertent breach or network attack, of personally identifiable information such as social security or credit card numbers. This cyber policy would cover the cost of victim notification, credit monitoring and other crisis response expenses.

The Company relies on third party insurance providers for its property, general liability and worker's compensation insurance. While there has yet to be any non-performance by these major insurance providers, should any of them experience liquidity issues or other financial distress, it could negatively impact the Company. In addition, the Company annually assesses its insurance needs based on the cost of coverage and other factors. We may choose to self insure a greater portion of this risk in the future or may choose to have higher deductibles or lesser policy terms.

*Damage from catastrophic weather and other natural events and climate change could result in losses to the Company.*

Certain of our properties are located in areas that may experience catastrophic weather and other natural events from time to time, including fires, snow or ice storms, windstorms or hurricanes, earthquakes, flooding or other severe weather. These adverse weather and natural events could cause substantial damages or losses to our properties which could exceed our insurance coverage. In the event of a loss in excess of insured limits, we could lose our capital invested in the affected property, as well as anticipated future revenue from that property. We could also continue to be obligated to repay any mortgage indebtedness or other obligations related to the property. Any such loss could materially and adversely affect our business and our financial condition and results of operations.

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 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 and state legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of our existing properties and could also require us to spend more on our new development properties without a corresponding increase in revenue.

*The inability of Lehman to fulfill its indemnification obligations to us under the purchase agreement for the Archstone transaction could increase our liabilities and adversely affect our results of operations and financial condition.*

In addition to certain indemnification obligations of each party to the purchase agreement for the Archstone transaction relating to breaches of fundamental representations and warranties and breaches of covenants and certain other specified matters, we negotiated as a term in the purchase agreement that Lehman Brothers Holdings Inc. (“Lehman”) retain responsibility for and indemnify us against damages resulting from certain third-party claims or other liabilities. These third-party claims and other liabilities include, without limitation, costs associated with various litigation matters. Lehman filed for bankruptcy protection under Chapter 11 of the Bankruptcy Code in September 2008 and is currently in the process of post-petition liquidation. If Lehman completes its liquidation prior to the termination of their indemnity obligations to us under the purchase agreement, or otherwise distributes substantially all of its assets to its creditors prior to such time, Lehman may not be able to satisfy its obligations with respect to claims and retained liabilities covered by the purchase agreement. The failure of Lehman to satisfy such obligations could have a material adverse effect on our results of operations and financial condition because claimants may successfully assert that we are liable for those claims and/or retained liabilities. In addition, certain obligations of Lehman to indemnify us terminated upon expiration of the applicable indemnification period (generally no more than four years following the closing or February 27, 2017). The assertion of third-party claims after the expiration of the applicable indemnification period, or the failure of Lehman to satisfy its indemnification obligations, could have a material adverse effect on our results of operations and financial condition.

*Non-performance by our operating counterparties could adversely affect our performance.*

We have relationships with and, from time to time, we execute transactions with or receive services from many counterparties. As a result, defaults by counterparties could result in services not being provided, or volatility in the financial markets could affect counterparties’ ability to complete transactions with us as intended, both of which could result in disruptions to our operations that may adversely affect our business and results of operations.

*Debt financing and preferred shares/preference units could adversely affect our performance.*

#### *General*

Please refer to Item 7, *Management’s Discussion and Analysis of Financial Condition and Results of Operations*, for the Company’s debt summaries as of December 31, 2017.

In addition to debt, we have a liquidation value of \$37.3 million of outstanding preferred shares of beneficial interest/preference units with a dividend preference of 8.29% per annum as of December 31, 2017. Our use of debt and preferred equity financing creates certain risks, including the following:

*Disruptions in the financial markets could adversely affect our ability to obtain debt financing and impact our acquisitions and dispositions.*

Dislocations and liquidity disruptions in capital and credit markets could impact liquidity in the debt markets, resulting in financing terms that are less attractive to us and/or the unavailability of certain types of debt financing. Should the capital and credit markets experience volatility and the availability of funds again become limited, or be available only on unattractive terms, we will incur increased costs associated with issuing debt instruments. In addition, it is possible that our ability to access the capital and credit markets may be limited or precluded by these or other factors at a time when we would like, or need, to do so, which would adversely impact our ability to refinance maturing debt and/or react to changing economic and business conditions. Uncertainty in the credit markets could negatively impact our ability to make acquisitions and make it more difficult or not possible for us to sell properties or may adversely affect the price we receive for properties that we do sell, as prospective buyers may experience increased costs of debt financing or difficulties in obtaining debt financing. Potential continued disruptions in the financial markets could also have other unknown adverse effects on us or the economy generally and may cause the price of our securities to fluctuate significantly and/or to decline.

*Potential reforms to Fannie Mae and Freddie Mac could adversely affect our performance.*

Through their lender originator networks, Fannie Mae and Freddie Mac (the “Government Sponsored Enterprises” or “GSEs”) are significant lenders and enhancers of tax-exempt bonds both to the Company and to buyers of the Company’s properties. The GSEs have a mandate to support multifamily housing through their financing activities. Any changes to their mandates, reductions in their size or the scale of their activities or loss of key personnel could have an impact on the Company and may, among other things, lead to lower values for our assets and higher interest rates on our secured borrowings. Disruptions in the floating rate tax-exempt bond market (where interest rates reset weekly) and in the credit market’s perception of the GSEs, which guarantee and provide liquidity for many of these bonds, have been experienced in the past and may be experienced in the future and could result in an increase in interest rates on our tax-exempt debt obligations. These

bonds could also be put to our consolidated subsidiaries if the GSEs fail to satisfy their guaranty obligations. While this obligation is in almost all cases non-recourse to us, this could cause the Company to have to repay these obligations on short notice or risk foreclosure actions on the collateralized assets.

*Non-performance by our financial counterparties could adversely affect our performance.*

Although we have not experienced any material counterparty non-performance, disruptions in financial and credit markets could, among other things, impede the ability of our counterparties to perform on their contractual obligations. There are multiple financial institutions that are individually committed to lend us varying amounts as part of our revolving credit facility. Should any of these institutions fail to fund their committed amounts when contractually required, our financial condition could be adversely affected. Should several of these institutions fail to fund, we could experience significant financial distress.

*A significant downgrade in our credit ratings could adversely affect our performance.*

A significant downgrade in our credit ratings, while not affecting our ability to draw proceeds under the revolving credit facility, would cause our borrowing costs to increase under the revolving credit facility, impact our ability to borrow secured and unsecured debt, impair our ability to access the commercial paper market or otherwise limit our access to capital. In addition, a downgrade below investment grade would require us to post cash collateral and/or letters of credit in favor of some of our secured lenders to cover our self-insured property and liability insurance deductibles or to obtain lower deductible insurance compliant with the lenders' requirements at the lower ratings level.

*Scheduled debt payments could adversely affect our financial condition.*

In the future, our cash flow could be insufficient to meet required payments of principal and interest or to pay distributions on our securities at expected levels.

We may not be able to refinance existing debt, including joint venture indebtedness (which in virtually all cases requires substantial principal payments at maturity) and, if we can, the terms of such refinancing might not be as favorable as the terms of existing indebtedness. If principal payments due at maturity cannot be refinanced, extended or paid with proceeds of other capital transactions, such as new equity capital, our operating cash flow will not be sufficient in all years to repay all maturing debt. As a result, certain of our other debt may cross default, we may be forced to postpone capital expenditures necessary for the maintenance of our properties, we may have to dispose of one or more properties on terms that would otherwise be unacceptable to us or we may be forced to allow the mortgage holder to foreclose on a property. Foreclosure on mortgaged properties or an inability to refinance existing indebtedness would likely have a negative impact on our financial condition and results of operations.

Please refer to Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for the Company's debt maturity schedule as of December 31, 2017.

*Financial covenants could adversely affect the Company's financial condition.*

The mortgages on our properties may contain customary negative covenants that, among other things, limit our ability, without the prior consent of the lender, to further mortgage the property and to reduce or change insurance coverage. In addition, our revolving credit facility contains certain restrictions, requirements and other limitations on our ability to incur debt. The indentures under which a substantial portion of our unsecured debt was issued also contain certain financial and operating covenants including, among other things, maintenance of certain financial ratios, as well as limitations on our ability to incur secured and unsecured debt (including acquisition financing), and to sell all or substantially all of our assets. Our revolving credit facility and indentures are cross-defaulted and also contain cross default provisions with other material debt. While the Company believes it was in compliance with its unsecured public debt covenants for both the years ended December 31, 2017 and 2016, should it fall out of compliance, it would likely have a negative impact on our financial condition and results of operations.

Some of the properties were financed with tax-exempt bonds or otherwise contain certain restrictive covenants or deed restrictions, including affordability requirements. The Company, and from time to time its consultants, monitor compliance with the restrictive covenants and deed restrictions that affect these properties. If these compliance requirements restrict our ability to increase our rental rates to low or moderate-income residents, or eligible/qualified residents, then our income from these properties may be limited. While we generally believe that the interest rate benefit attendant to properties with tax-exempt bonds more than outweighs any loss of income due to restrictive covenants or deed restrictions, this may not always be the case. Some of these requirements are complex and our failure to comply with them may subject us to material fines or liabilities.

*Our degree of leverage could limit our ability to obtain additional financing.*

Our degree of leverage could have important consequences to security holders. For example, the degree of leverage could affect our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, development or other general corporate purposes, making us more vulnerable to a downturn in business or the economy in general. Our consolidated debt-to-total market capitalization ratio was 26.9% as of December 31, 2017. In addition, our most restrictive unsecured public debt covenants are as follows:

	December 31, 2017	December 31, 2016
Total Debt to Adjusted Total Assets (not to exceed 60%)	34.6%	35.4%
Secured Debt to Adjusted Total Assets (not to exceed 40%)	14.0%	16.2%
Consolidated Income Available for Debt Service to		
Maximum Annual Service Charges (must be at least 1.5 to 1)	4.17	3.73
Total Unsecured Assets to Unsecured Debt (must be at least 150%)	381.0%	390.8%

*Rising interest rates could adversely affect our operations and cash flows.*

The Company's exposure to market risk for changes in interest rates primarily relates to the refinancing of its long-term debt and floating interest rate instruments that include its unsecured revolving credit facility, commercial paper program, floating rate tax-exempt debt and fair value hedges that convert fixed rate debt to floating rate debt. These exposures to interest rates are primarily driven by changes in long-term U.S. Treasury rates for refinancing activity, changes in short-term London interbank offered rate ("LIBOR") borrowing rates and the Securities Industry and Financial Markets Association ("SIFMA") index for floating rate debt and changes in commercial paper market conditions. Increases in interest rates would increase our interest expense under these debt instruments and would increase the costs of refinancing existing debt and of issuing new debt. Accordingly, higher interest rates could adversely affect our operations and cash flows and our ability to service our debt and make distributions to security holders.

*Derivatives and hedging activity could adversely affect cash flow.*

In the normal course of business, we use derivatives to manage our exposure to interest rate volatility on debt instruments, including hedging for future debt issuances. At other times we may utilize derivatives to increase our exposure to floating interest rates. We may also use derivatives to manage commodity prices in the daily operations of our business. There can be no assurance that these hedging arrangements will have the desired beneficial impact. These arrangements, which can include a number of counterparties, may expose us to additional risks, including failure of any of our counterparties to perform under these contracts, and may involve extensive costs, such as transaction fees or breakage costs, if we terminate them. No strategy can completely insulate us from the risks associated with interest rate or commodity pricing fluctuations.

*We depend on our key personnel.*

We depend on the efforts of the Chairman of our Board of Trustees, Samuel Zell, and our executive officers, particularly David J. Neithercut, our President and Chief Executive Officer ("CEO"). If they resign or otherwise cease to be employed by us, our operations could be temporarily adversely affected. Mr. Zell has entered into retirement benefit and noncompetition agreements with the Company.

*Shareholders' ability to effect changes in control of the Company is limited.*

*Provisions of our declaration of trust and bylaws could inhibit changes in control.*

Certain provisions of our Declaration of Trust and Bylaws may delay or prevent a change in control of the Company or other transactions that could provide the security holders with a premium over the then-prevailing market price of their securities or which might otherwise be in the best interest of our security holders. This includes the 5% Ownership Limit described below. While our existing preferred shares/preference units do not have these provisions, any future series of preferred shares/preference units may have certain voting provisions that could delay or prevent a change in control or other transactions that might otherwise be in the interest of our security holders. Our Bylaws require certain information to be provided by any security holder, or persons acting in concert with such security holder, who proposes business or a nominee at an annual meeting of shareholders, including disclosure of information related to hedging activities and investment strategies with respect to our securities. These requirements could delay or prevent a change in control or other transactions that might otherwise be in the interest of our security holders.

*We have a share ownership limit for REIT tax purposes.*

To remain qualified as a REIT for federal income tax purposes, not more than 50% in value of our outstanding Shares may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any year. To facilitate maintenance of our REIT qualification, our Declaration of Trust, subject to certain exceptions, prohibits ownership by any single shareholder of more than 5% of the lesser of the number or value of any outstanding class of common or preferred shares. We refer to this restriction as the “Ownership Limit.” Absent any exemption or waiver granted by our Board of Trustees, securities acquired or held in violation of the Ownership Limit will be transferred to a trust for the exclusive benefit of a designated charitable beneficiary, and the security holder’s rights to distributions and to vote would terminate. A transfer of Shares may be void if it causes a person to violate the Ownership Limit. The Ownership Limit could delay or prevent a change in control and, therefore, could adversely affect our security holders’ ability to realize a premium over the then-prevailing market price for their Shares. To reduce the ability of the Board to use the Ownership Limit as an anti-takeover device, the Company’s Ownership Limit requires, rather than permits, the Board to grant a waiver of the Ownership Limit if the individual seeking a waiver demonstrates that such ownership would not jeopardize the Company’s status as a REIT. We have issued several of these waivers in the past.

*Our preferred shares may affect changes in control.*

Our Declaration of Trust authorizes the Board of Trustees to issue up to 100 million preferred shares, and to establish the preferences and rights (including the right to vote and the right to convert into common shares) of any preferred shares issued. The Board of Trustees may use its powers to issue preferred shares and to set the terms of such securities to delay or prevent a change in control of the Company, even if a change in control were in the interest of security holders.

*Inapplicability of Maryland law limiting certain changes in control.*

Certain provisions of Maryland law applicable to real estate investment trusts prohibit “business combinations” (including certain issuances of equity securities) with any person who beneficially owns ten percent or more of the voting power of outstanding securities, or with an affiliate who, at any time within the two-year period prior to the date in question, was the beneficial owner of ten percent or more of the voting power of the Company’s outstanding voting securities (an “Interested Shareholder”), or with an affiliate of an Interested Shareholder. These prohibitions last for five years after the most recent date on which the Interested Shareholder became an Interested Shareholder. After the five-year period, a business combination with an Interested Shareholder must be approved by two super-majority shareholder votes unless, among other conditions, holders of common shares receive a minimum price for their shares and the consideration is received in cash or in the same form as previously paid by the Interested Shareholder for its common shares. As permitted by Maryland law, however, the Board of Trustees of the Company has opted out of these restrictions with respect to any business combination involving Mr. Zell and certain of his affiliates and persons acting in concert with them. Consequently, the five-year prohibition and the super-majority vote requirements will not apply to a business combination involving us and/or any of them. Such business combinations may not be in the best interest of our security holders.

*Our status as a REIT is dependent on compliance with federal income tax requirements.*

*Our failure to qualify as a REIT would have serious adverse consequences to our security holders.*

We believe that we have qualified for taxation as a REIT for federal income tax purposes since our taxable year ended December 31, 1992 based, in part, upon opinions of tax counsel received whenever we have issued equity securities or engaged in significant merger transactions. We plan to continue to meet the requirements for taxation as a REIT. Many of these requirements, however, are highly technical and complex. We cannot, therefore, guarantee that we have qualified or will qualify as a REIT in the future. The determination that we are a REIT requires an analysis of various factual matters that may not be totally within our control. For example, to qualify as a REIT, our gross income must generally come from rental and other real estate or passive related sources that are itemized in the REIT tax laws. We are also required to distribute to security holders at least 90% of our REIT taxable income excluding net capital gains. The fact that we hold our assets through the Operating Partnership further complicates the application of the REIT requirements. In addition, certain of our subsidiary entities have elected to be taxed as REITs. As such, each must separately satisfy all of the requirements to qualify for REIT status. Our failure to comply with the complex REIT rules at the subsidiary REIT level can materially and adversely impact EQR’s REIT status.

Even a technical or inadvertent mistake could jeopardize our REIT status; however, the REIT qualification rules permit REITs in certain circumstances to pay a monetary penalty for inadvertent mistakes rather than lose REIT status. There is also risk that Congress and the IRS might make changes to the tax laws and regulations, and the courts might issue new rulings that make it more difficult, or impossible, for us to remain qualified as a REIT. We do not believe, however, that any pending or proposed tax law changes would jeopardize our REIT status.

If we fail to qualify as a REIT, we would be subject to federal income tax at regular corporate rates. Also, unless the IRS granted us relief under certain statutory provisions, we would remain disqualified from taxation as a REIT for four years following the year in which we failed to qualify as a REIT. If we fail to qualify as a REIT, we would have to pay significant income taxes. We therefore would have less money available for investments or for distributions to security holders. This would likely have a significant adverse effect on the value of our securities. In addition, we would no longer be required to make any distributions to security holders. Even if we qualify as a REIT, we are and will continue to be subject to certain federal, state and local taxes on our income and property. In addition, various business activities which generate income that is not qualifying income for a REIT are conducted through taxable REIT subsidiaries and will be subject to federal and state income tax at regular corporate rates to the extent they generate taxable income.

*The effect of the Tax Act is uncertain.*

On December 22, 2017, the President signed into law H.R. 1, informally titled the Tax Cuts and Jobs Act (the “Tax Act”), with most provisions having an initial effective date of January 1, 2018. The Tax Act makes major changes to the Internal Revenue Code, as amended, including several provisions that may affect the taxation of REITs and their security holders. The Tax Act is not expected to have a material impact on our REIT or subsidiary entities, the size and character of our dividends, our ability to continue to qualify as a REIT or on our results of operations. In addition, the Tax Act is expected to have a favorable impact on the effective tax rate of our shareholders and our residents. However, the complete impact of the Tax Act is not yet fully known and there can be no assurances that it will have a neutral or favorable impact. Technical corrections or other amendments to the Tax Act or administrative guidance interpreting the Tax Act may be forthcoming at any time. Prospective and current shareholders should consult with their tax advisors with respect to the effect of the Tax Act and any other regulatory or administrative developments and proposals and their potential effect on your investment.

*We could be disqualified as a REIT or have to pay taxes if our merger partners did not qualify as REITs.*

If any of our prior merger partners had failed to qualify as a REIT throughout the duration of their existence, then they might have had undistributed “Subchapter C corporation earnings and profits” at the time of their merger with us. If that were the case and we did not distribute those earnings and profits prior to the end of the year in which the merger took place, we might not qualify as a REIT. We believe, based in part upon opinions of legal counsel received pursuant to the terms of our merger agreements as well as our own investigations, among other things, that each of our prior merger partners qualified as a REIT and that, in any event, none of them had any undistributed “Subchapter C corporation earnings and profits” at the time of their merger with us. If any of our prior merger partners failed to qualify as a REIT, an additional concern would be that they could have been required to recognize taxable gain at the time they merged with us. We would be liable for the tax on such gain. We also could have to pay corporate income tax on any gain existing at the time of the applicable merger on assets acquired in the merger if the assets are sold within ten years of the merger.

*Compliance with REIT distribution requirements may affect our financial condition and our shareholders’ liquidity.*

*Distribution requirements may limit our flexibility to manage our portfolio.*

We may be required from time to time, under certain circumstances, to accrue as income for tax purposes interest and rent earned but not yet received. We may incur a reduction in tax depreciation without a reduction in capital expenditures. Provisions of the Tax Act may require that we depreciate existing assets over a 30-year or potentially a 40-year useful life, which may substantially increase our taxable income. In addition, gain from the sale of property may exceed the amount of cash received on a leverage-neutral basis. A substantial increase to our taxable income may reduce the flexibility of the Company to manage its portfolio through dispositions of properties in non-1031 exchange transactions or cause the Company to borrow funds or liquidate investments on adverse terms in order to meet these distribution requirements.

*Tax elections regarding distributions may impact future liquidity of the Company or our shareholders.*

Under certain circumstances we have made and/or may consider making again in the future, a tax election to treat future distributions to shareholders as distributions in the current year. This election, which is provided for in the Internal Revenue Code, may allow us to avoid increasing our dividends or paying additional income taxes in the current year. However, this could result in a constraint on our ability to decrease our dividends in future years without creating risk of either violating the REIT distribution requirements or generating additional income tax liability.

The Internal Revenue Service has published several rulings that allow REITs to offer shareholders the choice of stock or cash with respect to the receipt of a dividend (an “elective stock dividend”). However, REITs are also permitted to limit the amount of cash paid to all shareholders to 20% of the total dividend paid. Therefore, it is possible that the total tax burden to shareholders resulting from an elective stock dividend may exceed the amount of cash received by the shareholder.

## Federal Income Tax Considerations

### *General*

The following discussion summarizes the federal income tax considerations material to a holder of common shares. It is not exhaustive of all possible tax considerations. For example, it does not give a detailed discussion of any state, local or foreign tax considerations. The following discussion also does not address all tax matters that may be relevant to prospective shareholders in light of their particular circumstances. Moreover, it does not address all tax matters that may be relevant to shareholders who are subject to special treatment under the tax laws, such as insurance companies, tax-exempt entities, financial institutions or broker-dealers, foreign corporations, persons who are not citizens or residents of the United States and persons who own shares through a partnership or other entity treated as a flow-through entity for federal income tax purposes.

The specific tax attributes of a particular shareholder could have a material impact on the tax considerations associated with the purchase, ownership and disposition of common shares. Therefore, it is essential that each prospective shareholder consult with his or her own tax advisors with regard to the application of the federal income tax laws to the shareholder's personal tax situation, as well as any tax consequences arising under the laws of any state, local or foreign taxing jurisdiction.

The information in this section is based on the current Internal Revenue Code, current, temporary and proposed Treasury regulations, the legislative history of the Internal Revenue Code, current administrative interpretations and practices of the Internal Revenue Service, including its practices and policies as set forth in private letter rulings, which are not binding on the Internal Revenue Service, and existing court decisions. Future legislation, regulations, administrative interpretations and court decisions could change current law or adversely affect existing interpretations of current law. Any change could apply retroactively. Thus, it is possible that the Internal Revenue Service could challenge the statements in this discussion, which do not bind the Internal Revenue Service or the courts, and that a court could agree with the Internal Revenue Service.

### *Our taxation*

We elected REIT status beginning with the year that ended December 31, 1992. In any year in which we qualify as a REIT, we generally will not be subject to federal income tax on the portion of our REIT taxable income or capital gain that we distribute to our shareholders. This treatment substantially eliminates the double taxation that applies to most corporations, which pay a tax on their income and then distribute dividends to shareholders who are in turn taxed on the amount they receive. We elected taxable REIT subsidiary status for certain of our corporate subsidiaries engaged in activities which cannot be performed directly by a REIT, such as condominium conversion and sale activities. As a result, we will be subject to federal income tax on the taxable income generated by these activities in our taxable REIT subsidiaries.

We will be subject to federal income tax at regular corporate rates upon our REIT taxable income or capital gains that we do not distribute to our shareholders. In addition, we will be subject to a 4% excise tax if we do not satisfy specific REIT distribution requirements. For tax years prior to January 1, 2018, we could also be subject to the "alternative minimum tax" on our items of tax preference; pursuant to the Tax Act, for tax years beginning January 1, 2018, the corporate alternative minimum tax has been permanently eliminated. In addition, any net income from "prohibited transactions" (i.e., dispositions of property, other than property held by a taxable REIT subsidiary, held primarily for sale to customers in the ordinary course of business) will be subject to a 100% tax. We could also be subject to a 100% penalty tax on certain payments received from or on certain expenses deducted by a taxable REIT subsidiary if any such transaction is not respected by the Internal Revenue Service. If we fail to satisfy the 75% gross income test or the 95% gross income test (described below) but have maintained our qualification as a REIT because we satisfied certain other requirements, we will still generally be subject to a 100% penalty tax on the taxable income attributable to the gross income that caused the income test failure. If we fail to satisfy any of the REIT asset tests (described below) by more than a *de minimis* amount, due to reasonable cause, and we nonetheless maintain our REIT qualification because of specified cure provisions, we will be required to pay a tax equal to the greater of \$50,000 or the highest marginal corporate tax rate multiplied by the net income generated by the non-qualifying assets. If we fail to satisfy any provision of the Internal Revenue Code that would result in our failure to qualify as a REIT (other than a violation of the REIT gross income or asset tests described below) and the violation is due to reasonable cause, we may retain our REIT qualification but we will be required to pay a penalty of \$50,000 for each such failure. Moreover, we may be subject to taxes in certain situations and on certain transactions that we do not presently contemplate.

We believe that we have qualified as a REIT for all of our taxable years beginning with 1992. We also believe that our current structure and method of operation is such that we will continue to qualify as a REIT. However, given the complexity of the REIT qualification requirements, we cannot provide any assurance that the actual results of our operations have satisfied or will satisfy the requirements under the Internal Revenue Code for a particular year.



If we fail to qualify for taxation as a REIT in any taxable year and the relief provisions described herein do not apply, we will be subject to tax on our taxable income at regular corporate rates. Also, for tax years prior to January 1, 2018, we may be subject to the corporate “alternative minimum tax.” As a result, our failure to qualify as a REIT would significantly reduce the cash we have available to distribute to our shareholders. Unless entitled to statutory relief, we would not be able to re-elect to be taxed as a REIT until our fifth taxable year after the year of disqualification. It is not possible to state whether we would be entitled to statutory relief.

Our qualification and taxation as a REIT depend on our ability to satisfy various requirements under the Internal Revenue Code. We are required to satisfy these requirements on a continuing basis through actual annual operating and other results. Accordingly, there can be no assurance that we will be able to continue to operate in a manner so as to remain qualified as a REIT.

Ownership of Taxable REIT Subsidiaries by Us. The Internal Revenue Code provides that REITs may own greater than ten percent of the voting power and value of the securities of a “taxable REIT subsidiary” or “TRS”, provided that the aggregate value of all of the TRS securities held by the REIT does not exceed 25% of the REIT’s total asset value (20% for taxable years beginning January 1, 2018). TRSs are corporations subject to tax as a regular “C” corporation that have elected, jointly with a REIT, to be a TRS. Generally, a taxable REIT subsidiary may own assets that cannot otherwise be owned by a REIT and can perform impermissible tenant services (discussed below), which would otherwise taint our rental income under the REIT income tests. However, the REIT will be obligated to pay a 100% penalty tax on some payments that we receive or on certain expenses deducted by our TRSs if the economic arrangements between us, our tenants and the TRS are not comparable to similar arrangements among unrelated parties. A TRS may also receive income from prohibited transactions without incurring the 100% federal income tax liability imposed on REITs. Income from prohibited transactions may include the purchase and sale of land, the purchase and sale of completed development properties and the sale of condominium units.

TRSs pay federal and state income tax at the full applicable corporate rates. The amount of taxes paid on impermissible tenant services income and the sale of real estate held primarily for sale to customers in the ordinary course of business may be material in amount. The TRSs will attempt to reduce, if possible, the amount of these taxes, but we cannot guarantee whether, or the extent to which, measures taken to reduce these taxes will be successful. To the extent that these companies are required to pay taxes, less cash may be available for distributions to shareholders.

Share Ownership Test and Organizational Requirement. In order to qualify as a REIT, our shares of beneficial interest must be held by a minimum of 100 persons for at least 335 days of a taxable year that is 12 months, or during a proportionate part of a taxable year of less than 12 months. Also, not more than 50% in value of our shares of beneficial interest may be owned directly or indirectly by applying certain constructive ownership rules, by five or fewer individuals during the last half of each taxable year. In addition, we must meet certain other organizational requirements, including, but not limited to, that (i) the beneficial ownership in us is evidenced by transferable shares and (ii) we are managed by one or more trustees. We believe that we have satisfied all of these tests and all other organizational requirements and that we will continue to do so in the future. In order to ensure compliance with the 100 person test and the 50% share ownership test discussed above, we have placed certain restrictions on the transfer of our shares that are intended to prevent further concentration of share ownership. However, such restrictions may not prevent us from failing these requirements, and thereby failing to qualify as a REIT.

Gross Income Tests. To qualify as a REIT, we must satisfy two gross income tests:

- (1) At least 75% of our gross income for each taxable year must generally be derived directly or indirectly from rents from real property, interest on obligations secured by mortgages on real property or on interests in real property, gain from the sale or other disposition of non-dealer real property and shares of REIT stock, dividends paid by another REIT and from some types of temporary investments (excluding certain hedging income).
- (2) At least 95% of our gross income for each taxable year must generally be derived from sources qualifying under the 75% test described in (1) above, non-REIT dividends, non-real estate mortgage interest and gain from the sale or disposition of non-REIT stock or securities (excluding certain hedging income).

To qualify as rents from real property for the purpose of satisfying the gross income tests, rental payments must generally be received from unrelated persons and not be based on the net income of the resident. Also, the rent attributable to personal property must not exceed 15% of the total rent. We may generally provide services to residents without “tainting” our rental income only if such services are “usually or customarily rendered” in connection with the rental of real property and not otherwise considered “impermissible services”. If such services are impermissible, then we may generally provide them only if they are considered de minimis in amount, or are provided through an independent contractor from whom we derive no revenue and that meets other requirements, or through a taxable REIT subsidiary. We believe that services provided to residents by us either are usually or customarily rendered in connection with the rental of real property and not otherwise considered

impermissible, or, if considered impermissible services, will meet the *de minimis* test or will be provided by an independent contractor or taxable REIT subsidiary. However, we cannot provide any assurance that the Internal Revenue Service will agree with these positions.

If we fail to satisfy one or both of the gross income tests for any taxable year, we may nevertheless qualify as a REIT for the year if we are entitled to relief under certain provisions of the Internal Revenue Code. In this case, a penalty tax would still be applicable as discussed above. Generally, it is not possible to state whether in all circumstances we would be entitled to the benefit of these relief provisions and in the event these relief provisions do not apply, we will not qualify as a REIT.

Asset Tests. In general, on the last day of each quarter of our taxable year, we must satisfy five tests relating to the nature of our assets:

- (1) At least 75% of the value of our total assets must consist of real estate assets (which include for this purpose shares in other real estate investment trusts) and certain cash related items;
- (2) Not more than 25% of the value of our total assets may consist of securities other than those in the 75% asset class;
- (3) Except for securities included in item 1 above, equity investments in other REITs, qualified REIT subsidiaries (i.e., corporations owned 100% by a REIT that are not TRSs or REITs), or taxable REIT subsidiaries: (a) the value of any one issuer's securities owned by us may not exceed 5% of the value of our total assets and (b) we may not own securities representing more than 10% of the voting power or value of the outstanding securities of any one issuer;
- (4) Not more than 25% of the value of our total assets may consist of securities of one or more taxable REIT subsidiaries (20% for taxable years beginning January 1, 2018); and
- (5) Not more than 25% of the value of our total assets may be represented by nonqualified publicly offered REIT debt instruments.

The 10% value test described in clause (3)(b) above does not apply to nonqualified publicly offered REIT debt instruments or to certain securities that fall within a safe harbor under the Code. Under the safe harbor, the following are not considered "securities" held by us for purposes of this 10% value test: (i) straight debt securities, (ii) any loan of an individual or an estate, (iii) certain rental agreements for the use of tangible property, (iv) any obligation to pay rents from real property, (v) any security issued by a state or any political subdivision thereof, foreign government or Puerto Rico only if the determination of any payment under such security is not based on the profits of another entity or payments on any obligation issued by such other entity, or (vi) any security issued by a REIT. The timing and payment of interest or principal on a security qualifying as straight debt may be subject to a contingency provided that (A) such contingency does not change the effective yield to maturity, not considering a *de minimis* change which does not exceed the greater of  $\frac{1}{4}$  of 1% or 5% of the annual yield to maturity or we own \$1,000,000 or less of the aggregate issue price or value of the particular issuer's debt and not more than 12 months of unaccrued interest can be required to be prepaid or (B) the contingency is consistent with commercial practice and the contingency is effective upon a default or the exercise of a prepayment right by the issuer of the debt. If we hold indebtedness from any issuer, including a REIT, the indebtedness will be subject to, and may cause a violation of, the asset tests, unless it is a qualifying real estate asset or otherwise satisfies the above safe harbor. We currently own equity interests in certain entities that have elected to be taxed as REITs for federal income tax purposes and are not publicly traded. If any such entity were to fail to qualify as a REIT, we would not meet the 10% voting stock limitation and the 10% value limitation and we would, unless certain relief provisions applied, fail to qualify as a REIT. We believe that we and each of the REITs we own an interest in have and will comply with the foregoing asset tests for REIT qualification. However, we cannot provide any assurance that the Internal Revenue Service will agree with our determinations.

If we fail to satisfy the 5% or 10% asset tests described above after a 30-day cure period provided in the Internal Revenue Code, we will be deemed to have met such tests if the value of our non-qualifying assets is *de minimis* (i.e., does not exceed the lesser of 1% of the total value of our assets at the end of the applicable quarter or \$10,000,000) and we dispose of the non-qualifying assets within six months after the last day of the quarter in which the failure to satisfy the asset tests is discovered. For violations due to reasonable cause and not willful neglect that are in excess of the *de minimis* exception described above, we may avoid disqualification as a REIT under any of the asset tests, after the 30-day cure period, by disposing of sufficient assets to meet the asset test within such six month period, paying a tax equal to the greater of \$50,000 or the highest corporate tax rate multiplied by the net income generated by the non-qualifying assets and disclosing certain information to the Internal Revenue Service. If we cannot avail ourselves of these relief provisions, or if we fail to timely cure any noncompliance with the asset tests, we would cease to qualify as a REIT.

Annual Distribution Requirements. To qualify as a REIT, we are generally required to distribute dividends, other than capital gain dividends, to our shareholders each year in an amount at least equal to 90% of our REIT taxable income. These

distributions must be paid either in the taxable year to which they relate, or in the following taxable year if declared before we timely file our tax return for the prior year and if paid with or before the first regular dividend payment date after the declaration is made. We intend to make timely distributions sufficient to satisfy our annual distribution requirements. To the extent that we do not distribute all of our net capital gain or distribute at least 90%, but less than 100% of our REIT taxable income, as adjusted, we are subject to tax on these amounts at regular corporate rates. We will be subject to a 4% excise tax on the excess of the required distribution over the sum of amounts actually distributed and amounts retained for which federal income tax was paid, if we fail to distribute during each calendar year at least the sum of: (1) 85% of our REIT ordinary income for the year; (2) 95% of our REIT capital gain net income for the year; and (3) any undistributed taxable income from prior taxable years. A REIT may elect to retain rather than distribute all or a portion of its net capital gains and pay the tax on the gains. In that case, a REIT may elect to have its shareholders include their proportionate share of the undistributed net capital gains in income as long-term capital gains and receive a credit for their share of the tax paid by the REIT. For purposes of the 4% excise tax described above, any retained amounts would be treated as having been distributed.

Ownership of Partnership Interests By Us. As a result of our ownership of the Operating Partnership, we will be considered to own and derive our proportionate share of the assets and items of income of the Operating Partnership, respectively, for purposes of the REIT asset and income tests, including its share of assets and items of income of any subsidiaries that are partnerships or limited liability companies.

State and Local Taxes. We may be subject to state or local taxation in various jurisdictions, including those in which we transact business or reside. State and local tax treatment may not conform to the federal income tax treatment discussed above and any changes in the federal tax code may not be adopted by the states, potentially leading to material tax liabilities for the Company and its shareholders. In addition, state and local taxing jurisdictions may adopt new legislation or tax regimes which could significantly impact our tax liabilities or require the Company to withhold taxes from shareholders. Consequently, prospective shareholders should consult their own tax advisors regarding the effect of state and local tax laws on an investment in common shares.

#### ***Taxation of domestic shareholders subject to U.S. tax***

General. If we qualify as a REIT, distributions made to our taxable domestic shareholders with respect to their common shares, other than capital gain distributions and distributions attributable to taxable REIT subsidiaries, will be treated as ordinary income to the extent that the distributions come out of earnings and profits. These distributions will not be eligible for the dividends received deduction for shareholders that are corporations nor will they constitute “qualified dividend income” under the Internal Revenue Code, meaning that such dividends will be taxed at marginal rates applicable to ordinary income rather than the special capital gain rates currently applicable to qualified dividend income distributed to shareholders who satisfy applicable holding period requirements. In determining whether distributions are out of earnings and profits, we will allocate our earnings and profits first to preferred shares and second to the common shares. The portion of ordinary dividends which represent ordinary dividends we receive from a TRS, will be designated as “qualified dividend income” to REIT shareholders. These qualified dividends are eligible for preferential tax rates if paid to our non-corporate shareholders.

To the extent we make distributions to our taxable domestic shareholders in excess of our earnings and profits, such distributions will be considered a return of capital. Such distributions will be treated as a tax-free distribution and will reduce the tax basis of a shareholder’s common shares by the amount of the distribution so treated. To the extent such distributions cumulatively exceed a taxable domestic shareholder’s tax basis, such distributions are taxable as gain from the sale of shares. Shareholders may not include in their individual income tax returns any of our net operating losses or capital losses.

Dividends declared by a REIT in October, November, or December with a record date in such month, are deemed to have been paid by the REIT and received by its shareholders on December 31 of that year, so long as the dividends are actually paid during January of the following year. However, this treatment only applies to the extent of the REIT’s earnings and profits existing on December 31. To the extent the shareholder distributions paid in January exceed available earnings and profits as of December 31, the excess will be treated as a distribution taxable to shareholders in the year paid. As such, for tax reporting purposes, January distributions paid to our shareholders may be split between two tax years.

A REIT may make an election under the Internal Revenue Code to treat certain dividends that are paid in a taxable year, as being made by the REIT in the previous taxable year. A shareholder is required to include the amount of the dividend in the taxable year that it is paid by the REIT.

Distributions made by us that we properly designate as capital gain dividends will be taxable to taxable domestic shareholders as gain from the sale or exchange of a capital asset held for more than one year. This treatment applies only to the extent that the designated distributions do not exceed our actual net capital gain for the taxable year or the amount of

distributions treated as dividends for the taxable year. It applies regardless of the period for which a domestic shareholder has held his or her common shares. Despite this general rule, corporate shareholders may be required to treat up to 20% of certain capital gain dividends as ordinary income.

Generally, our designated capital gain dividends will be broken out into net capital gains distributions (which are taxable to taxable domestic shareholders that are individuals, estates or trusts at a maximum rate of 20% for individual taxpayers in the highest tax bracket) and unrecaptured Section 1250 gain distributions (which are taxable to taxable domestic shareholders that are individuals, estates or trusts at a maximum rate of 25%).

Certain U.S. shareholders that are taxed as individuals, estates or trusts may also be required to pay an additional 3.8% tax on, among other things, dividends on and capital gains from the sale or other disposition of shares.

If, for any taxable year, we elect to designate as capital gain dividends any portion of the dividends paid or made available for the year to holders of all classes of shares of beneficial interest, then the portion of the capital gains dividends that will be allocable to the holders of common shares will be the total capital gain dividends multiplied by a fraction. The numerator of the fraction will be the total dividends paid or made available to the holders of the common shares for the year. The denominator of the fraction will be the total dividends paid or made available to holders of all classes of shares of beneficial interest.

We may elect to retain (rather than distribute as is generally required) net capital gain for a taxable year and pay the income tax on that gain. If we make this election, shareholders must include in income, as long-term capital gain, their proportionate share of the undistributed net capital gain. Shareholders will be treated as having paid their proportionate share of the tax paid by us on these gains. Accordingly, they will receive a tax credit or refund for the amount. Shareholders will increase the basis in their common shares by the difference between the amount of capital gain included in their income and the amount of the tax they are treated as having paid. Our earnings and profits will be adjusted appropriately.

In general, a shareholder will recognize gain or loss for federal income tax purposes on the sale or other disposition of common shares in an amount equal to the difference between:

- (a) the amount of cash and the fair market value of any property received in the sale or other disposition; and
- (b) the shareholder's adjusted tax basis in the common shares.

The gain or loss will be capital gain or loss if the common shares were held as a capital asset. Generally, the capital gain or loss will be long-term capital gain or loss if the common shares were held for more than one year.

In general, a loss recognized by a shareholder upon the sale of common shares that were held for six months or less, determined after applying certain holding period rules, will be treated as long-term capital loss to the extent that the shareholder received distributions that were treated as long-term capital gains. For shareholders who are individuals, trusts and estates, the long-term capital loss will be apportioned among the applicable long-term capital gain rates to the extent that distributions received by the shareholder were previously so treated.

### ***Taxation of domestic tax-exempt shareholders***

Most tax-exempt organizations are not subject to federal income tax except to the extent of their unrelated business taxable income, which is often referred to as UBTI. Unless a tax-exempt shareholder holds its common shares as debt financed property or uses the common shares in an unrelated trade or business, distributions to the shareholder should not constitute UBTI. Similarly, if a tax-exempt shareholder sells common shares, the income from the sale should not constitute UBTI unless the shareholder held the shares as debt financed property or used the shares in a trade or business.

However, for tax-exempt shareholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts, and qualified group legal services plans, income from owning or selling common shares will constitute UBTI unless the organization is able to properly deduct amounts set aside or placed in reserve so as to offset the income generated by its investment in common shares. These shareholders should consult their own tax advisors concerning these set aside and reserve requirements which are set forth in the Internal Revenue Code. In addition, certain provisions of the Tax Act may impact a tax-exempt shareholder's calculation of UBTI. These shareholders should consult their own tax advisors concerning the impact of the Tax Act and their federal income tax obligations.

In addition, certain pension trusts that own more than 10% of a “pension-held REIT” must report a portion of the distributions that they receive from the REIT as UBTI. We have not been and do not expect to be treated as a pension-held REIT for purposes of this rule.

### ***Taxation of foreign shareholders***

The following is a discussion of certain anticipated United States federal income tax consequences of the ownership and disposition of common shares applicable to a foreign shareholder. For purposes of this discussion, a “foreign shareholder” is any person other than:

- (a) a citizen or resident of the United States;
- (b) a corporation or partnership created or organized in the United States or under the laws of the United States or of any state thereof; or
- (c) an estate or trust whose income is includable in gross income for United States federal income tax purposes regardless of its source.

Distributions by Us. Distributions by us to a foreign shareholder that are neither attributable to gain from sales or exchanges by us of United States real property interests nor designated by us as capital gains dividends will be treated as dividends of ordinary income to the extent that they are made out of our earnings and profits. These distributions ordinarily will be subject to withholding of United States federal income tax on a gross basis at a 30% rate, or a lower treaty rate, unless the dividends are treated as effectively connected with the conduct by the foreign shareholder of a United States trade or business. Please note that under certain treaties lower withholding rates generally applicable to dividends do not apply to dividends from REITs. Dividends that are effectively connected with a United States trade or business will be subject to tax on a net basis at graduated rates, and are generally not subject to withholding. Certification and disclosure requirements must be satisfied before a dividend is exempt from withholding under this exemption. A foreign shareholder that is a corporation also may be subject to an additional branch profits tax at a 30% rate or a lower treaty rate.

We expect to withhold United States income tax at the rate of 30% on any such distributions made to a foreign shareholder unless:

- (a) a lower treaty rate applies and any required form or certification evidencing eligibility for that reduced rate is filed with us; or
- (b) the foreign shareholder files an IRS Form W-8ECI with us claiming that the distribution is effectively connected income.

If such distribution is in excess of our current or accumulated earnings and profits, it will not be taxable to a foreign shareholder to the extent that the distribution does not exceed the adjusted basis of the shareholder’s common shares. Instead, the distribution will reduce the adjusted basis of the common shares. To the extent that the distribution exceeds the adjusted basis of the common shares, it will give rise to gain from the sale or exchange of the shareholder’s common shares. The tax treatment of this gain is described below.

We intend to withhold at a rate of 30%, or a lower applicable treaty rate, on the entire amount of any distribution not designated as a capital gain distribution. In such event, a foreign shareholder may seek a refund of the withheld amount from the IRS if it is subsequently determined that the distribution was, in fact, in excess of our earnings and profits, and the amount withheld exceeded the foreign shareholder’s United States tax liability with respect to the distribution.

Distributions to a foreign shareholder that we designate at the time of the distributions as capital gain dividends, other than those arising from the disposition of a United States real property interest, generally will not be subject to United States federal income taxation unless:

- (a) the investment in the common shares is effectively connected with the foreign shareholder’s United States trade or business, in which case the foreign shareholder will be subject to the same treatment as domestic shareholders, except that a shareholder that is a foreign corporation may also be subject to the branch profits tax, as discussed above; or
- (b) the foreign shareholder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and has a “tax home” in the United States, in which case the nonresident alien individual will be subject to a 30% tax on the individual’s capital gains.

Under the Foreign Investment in Real Property Tax Act, which is known as FIRPTA, distributions to a foreign shareholder (other than certain qualified shareholders and qualified foreign pension funds discussed below) that are attributable to gain from sales or exchanges of United States real property interests will cause the foreign shareholder to be treated as recognizing the gain as income effectively connected with a United States trade or business. This rule applies whether or not a distribution is designated as a capital gain dividend. Accordingly, foreign shareholders generally would be taxed on these distributions at the same rates applicable to U.S. shareholders, subject to a special alternative minimum tax in the case of nonresident alien individuals. In addition, a foreign corporate shareholder might be subject to the branch profits tax discussed above, as well as U.S. federal income tax return filing requirements. We are required to withhold 21% of these distributions. The withheld amount can be credited against the foreign shareholder's United States federal income tax liability.

Although the law is not entirely clear on the matter, it appears that amounts we designate as undistributed capital gains in respect of the common shares held by U.S. shareholders would be treated with respect to foreign shareholders in the same manner as actual distributions of capital gain dividends. Under that approach, foreign shareholders would be able to offset as a credit against their United States federal income tax liability their proportionate share of the tax paid by us on these undistributed capital gains. In addition, if timely requested, foreign shareholders might be able to receive from the IRS a refund to the extent their proportionate share of the tax paid by us were to exceed their actual United States federal income tax liability.

Foreign Shareholders' Sales of Common Shares. Gain recognized by a foreign shareholder upon the sale or exchange of common shares generally will not be subject to United States taxation unless the shares constitute a "United States real property interest" within the meaning of FIRPTA. The common shares will not constitute a United States real property interest so long as we are a domestically controlled REIT. A domestically controlled REIT is a REIT in which at all times during a specified testing period less than 50% in value of its stock is held directly or indirectly by foreign shareholders. We believe that we are a domestically controlled REIT. Therefore, we believe that the sale of common shares will not be subject to taxation under FIRPTA. However, because common shares and preferred shares are publicly traded, we cannot guarantee that we will continue to be a domestically controlled REIT. In any event, gain from the sale or exchange of common shares not otherwise subject to FIRPTA will be subject to U.S. tax, if either:

- (a) the investment in the common shares is effectively connected with the foreign shareholder's United States trade or business, in which case the foreign shareholder will be subject to the same treatment as domestic shareholders with respect to the gain; or
- (b) the foreign shareholder is a nonresident alien individual who is present in the United States for 183 days or more during the taxable year and has a tax home in the United States, in which case the nonresident alien individual will be subject to a 30% tax on the individual's capital gains.

Even if we do not qualify as or cease to be a domestically controlled REIT, gain arising from the sale or exchange by a foreign shareholder of common shares still would not be subject to United States taxation under FIRPTA as a sale of a United States real property interest if:

- (a) the class or series of shares being sold is "regularly traded," as defined by applicable IRS regulations, on an established securities market such as the New York Stock Exchange; and
- (b) the selling foreign shareholder owned 10% or less of the value of the outstanding class or series of shares being sold throughout the five-year period ending on the date of the sale or exchange.

If gain on the sale or exchange of common shares were subject to taxation under FIRPTA, the foreign shareholder would be subject to regular United States income tax with respect to the gain in the same manner as a taxable U.S. shareholder, subject to any applicable alternative minimum tax, a special alternative minimum tax in the case of nonresident alien individuals and the possible application of the branch profits tax in the case of foreign corporations. The purchaser of the common shares would be required to withhold and remit to the IRS 15% of the purchase price.

Exception to FIRPTA for Qualified Shareholders. For dispositions and distributions after December 18, 2015, stock of a REIT held (directly or through partnerships) by a "qualified shareholder" will not be treated as United States real property interest, and capital gain dividends from such a REIT will not be treated as gain from the sale of a United States real property interest. This exception does not apply to persons that hold an interest, taking into account applicable constructive ownership rules, more than 10% of the stock of the REIT (unless that interest is solely as a creditor (an "applicable investor")). If the qualified shareholder has such an "applicable investor," the portion of REIT stock indirectly owned through the qualified shareholder by the applicable investor will be treated as gains from the sale of United States real property interests. For these purposes, a "qualified shareholder" is a foreign person which is in a treaty jurisdiction and satisfies certain publicly traded requirements, is a "qualified collective investment vehicle" and maintains records on the identity of certain 5% owners. A

“qualified collective investment vehicle” is a foreign person that is eligible for a reduced withholding rate with respect to ordinary REIT dividends even if such person holds more than 10% of the REIT’s stock, a publicly traded partnership that is a withholding foreign partnership that would be a United States real property holding corporation if it were a United States corporation, or is designated as a qualified collective investment vehicle by the Secretary of the Treasury and is either fiscally transparent within the meaning of the Code or required to include dividends in its gross income but entitled to a deduction for distribution to its investors. Finally, capital gain dividends and nondividend redemption and liquidating distributions to a qualified shareholder that are not allocable to an applicable investor will be treated as ordinary dividends.

**Exception to FIRPTA Withholding for Qualified Foreign Pension Funds.** For distributions or disposition of REIT stock after December 18, 2015, “qualified foreign pension funds” and entities that are wholly owned by a qualified foreign pension fund are exempted from FIRPTA withholding. For these purposes, a “qualified foreign pension fund” is any trust, corporation, or other organization or arrangement if (i) it was created or organized under foreign law, (ii) it was established to provide retirement or pension benefits to participants or beneficiaries that are current or former employees (or persons designated by such employees) of one or more employers in consideration for services rendered, (iii) it does not have a single participant or beneficiary with a right to more than 5% of its assets or income, (iv) it is subject to government regulation and provides annual information reporting about its beneficiaries to the relevant tax authorities in the country in which it is established or operates, and (v) under the laws of the country in which it is established or operates, either contributions to such fund which would otherwise be subject to tax under such laws are deductible or excluded from the gross income of such fund or taxed at a reduced rate, or taxation of any investment income of such fund is deferred or such income is taxed at a reduced rate.

### ***Information reporting requirement and backup withholding***

We will report to our domestic shareholders and the Internal Revenue Service the amount of distributions paid during each calendar year and the amount of tax withheld, if any. Under certain circumstances, domestic shareholders may be subject to backup withholding. Backup withholding will apply only if such domestic shareholder fails to furnish certain information to us or the Internal Revenue Service. Backup withholding will not apply with respect to payments made to certain exempt recipients, such as corporations and tax-exempt organizations. Domestic shareholders should consult their own tax advisors regarding their qualification for exemption from backup withholding and the procedure for obtaining such an exemption. Backup withholding is not an additional tax. Rather, the amount of any backup withholding with respect to a payment to a domestic shareholder will be allowed as a credit against such person’s United States federal income tax liability and may entitle such person to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

### ***Withholding on foreign financial institutions and non-U.S. shareholders***

The Foreign Account Tax Compliance Act (“FATCA”) imposes a U.S. withholding tax at a 30% rate on dividends and on proceeds from the sale of our shares paid beginning January 1, 2019 to “foreign financial institutions” (as defined under FATCA) and certain other foreign entities if certain due diligence and disclosure requirements related to U.S. accounts with, or ownership of, such entities are not satisfied or an exemption does not apply. If FATCA withholding is imposed, non-U.S. beneficial owners that are otherwise eligible for an exemption from, or a reduction of, U.S. withholding tax with respect to such distributions and sale proceeds would be required to seek a refund from the Internal Revenue Service to obtain the benefit of such exemption or reduction. Any payment made by us that is subject to withholding under FATCA or otherwise will be net of the amount required to be withheld.

## **Item 1B. Unresolved Staff Comments**

None.

## **Item 2. Properties**

As of December 31, 2017, the Company, directly or indirectly through investments in title holding entities, owned all or a portion of 305 properties located in 10 states and the District of Columbia consisting of 78,611 apartment units. See Item 1, *Business*, for additional information regarding the Company’s properties and the markets/metro areas upon which we are focused. The Company’s properties are summarized by building type in the following table:

Type	Properties	Apartment Units	Average Apartment Units
Garden	107	27,007	252
Mid/High-Rise	198	51,604	261
	305	78,611	258

The Company's properties are summarized by ownership type in the following table:

	Properties	Apartment Units
Wholly Owned Properties	283	73,598
Master-Leased Properties – Consolidated	3	853
Partially Owned Properties – Consolidated	17	3,215
Partially Owned Properties – Unconsolidated	2	945
	<u>305</u>	<u>78,611</u>

The following table sets forth certain information by market relating to the Company's properties at December 31, 2017:

#### Portfolio Summary

Markets/Metro Areas	Properties	Apartment Units	% of Stabilized NOI (A)	Average Rental Rate (B)
Los Angeles	71	16,160	18.6%	\$ 2,454
Orange County	13	4,028	4.4%	2,142
San Diego	12	3,385	3.9%	2,288
Subtotal – Southern California	96	23,573	26.9%	2,375
San Francisco	54	12,961	19.5%	3,089
Washington D.C.	48	15,811	17.3%	2,360
New York	39	10,462	16.5%	3,758
Boston	24	6,263	9.9%	3,001
Seattle	41	8,460	9.9%	2,365
Other Markets	1	136	—%	1,157
<b>Total</b>	<b>303</b>	<b>77,666</b>	<b>100.0%</b>	<b>2,729</b>
Unconsolidated Properties	2	945	—	—
<b>Grand Total</b>	<b><u>305</u></b>	<b><u>78,611</u></b>	<b><u>100.0%</u></b>	<b><u>\$ 2,729</u></b>

Note: Projects under development are not included in the Portfolio Summary until construction has been completed.

- (A) % of Stabilized NOI - Represents budgeted 2018 NOI for stabilized properties and projected annual NOI at stabilization (defined as having achieved 90% occupancy for three consecutive months) for properties that are in lease-up.
- (B) Average Rental Rate - Total residential rental revenues reflected on a straight-line basis in accordance with GAAP divided by the weighted average occupied apartment units for the reporting period presented.

As of December 31, 2017, the Company's same store occupancy was 95.9% and its total portfolio-wide occupancy, which includes completed development properties in various stages of lease-up, was 95.0%. Certain of the Company's properties are encumbered by mortgages and additional detail can be found on Schedule III – Real Estate and Accumulated Depreciation. Resident leases are generally for twelve months in length and can require security deposits. The garden-style properties are generally defined as properties with two and/or three story buildings while the mid-rise/high-rise are defined as properties with greater than three story buildings. These two property types typically provide residents with amenities, such as rooftop decks and swimming pools, fitness centers and community rooms. In addition, many of our urban properties have parking garage and/or retail components.



The consolidated properties currently in various stages of development and lease-up at December 31, 2017 are included in the following table:

**Development and Lease-Up Projects as of December 31, 2017**  
(Amounts in thousands except for project and apartment unit amounts)

Projects	Location	No. of Apartment Units	Total Budgeted Capital Cost (1)	Total Book Value to Date	Total Book Value Not Placed in Service	Total Debt	Percentage Completed	Percentage Leased	Percentage Occupied	Estimated Completion Date	Estimated Stabilization Date
<b>Projects Under Development:</b>											
855 Brannan	San Francisco, CA	449	\$ 304,035	\$ 296,916	\$ 90,676	\$ —	96%	55%	50%	Q1 2018	Q1 2019
100 K Street	Washington D.C.	222	88,023	45,603	45,603	—	33%	—	—	Q4 2018	Q4 2019
1401 E. Madison	Seattle, WA	137	62,352	18,334	18,334	—	3%	—	—	Q3 2019	Q1 2020
249 Third Street	Cambridge, MA	84	51,447	8,934	8,934	—	1%	—	—	Q4 2019	Q2 2020
<b>Projects Under Development</b>		<b>892</b>	<b>505,857</b>	<b>369,787</b>	<b>163,547</b>	<b>—</b>					
<b>Completed Not Stabilized (2):</b>											
455 Eye Street	Washington D.C.	174	73,157	72,972	—	—		96%	91%	Completed	Q1 2018
Helios (formerly 2nd & Pine)	Seattle, WA	398	227,287	220,101	—	—		54%	48%	Completed	Q2 2019
Cascade	Seattle, WA	477	176,378	169,597	—	—		50%	47%	Completed	Q2 2019
<b>Projects Completed Not Stabilized</b>		<b>1,049</b>	<b>476,822</b>	<b>462,670</b>	<b>—</b>	<b>—</b>					
<b>Completed and Stabilized During the Quarter:</b>											
Altitude (formerly Village at Howard Hughes)	Los Angeles, CA	545	192,331	191,747	—	—		96%	95%	Completed	Stabilized
The Alton (formerly Millikan)	Irvine, CA	344	107,381	106,795	—	—		96%	95%	Completed	Stabilized
One Henry Adams	San Francisco, CA	241	169,437	167,256	—	—		96%	93%	Completed	Stabilized
<b>Projects Completed and Stabilized During the Quarter</b>		<b>1,130</b>	<b>469,149</b>	<b>465,798</b>	<b>—</b>	<b>—</b>					
<b>Total Development Projects</b>		<b>3,071</b>	<b>\$ 1,451,828</b>	<b>\$ 1,298,255</b>	<b>\$ 163,547</b>	<b>\$ —</b>					
<b>Land Held for Development</b>		<b>N/A</b>	<b>N/A</b>	<b>\$ 98,963</b>	<b>\$ 98,963</b>	<b>\$ —</b>					

Note: All development projects are wholly owned by the Company.

- (1) Total Budgeted Capital Cost - Estimated cost for projects under development and/or developed and all capitalized costs incurred to date plus any estimates of costs remaining to be funded for all projects, including land acquisition costs, construction costs, capitalized real estate taxes and insurance, capitalized interest and loan fees, permits, professional fees, allocated development overhead and other regulatory fees, all in accordance with GAAP.
- (2) Properties included here are substantially complete. However, they may still require additional exterior and interior work for all apartment units to be available for leasing.

### Item 3. Legal Proceedings

As of December 31, 2017, the Company does not believe there is any litigation pending or threatened against it that, individually or in the aggregate, may reasonably be expected to have a material adverse effect on the Company.

### 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

#### *Common Share Market Prices and Dividends (Equity Residential)*

The following table sets forth, for the years indicated, the high, low and closing sales prices for and the distributions declared on the Company's Common Shares, which trade on the New York Stock Exchange under the trading symbol EQR.

	Sales Price			Distributions
	High	Low	Closing	
2017				
Fourth Quarter Ended December 31, 2017	\$ 70.46	\$ 63.20	\$ 63.77	\$ 0.50375
Third Quarter Ended September 30, 2017	\$ 68.77	\$ 63.98	\$ 65.93	\$ 0.50375
Second Quarter Ended June 30, 2017	\$ 68.83	\$ 61.59	\$ 65.83	\$ 0.50375
First Quarter Ended March 31, 2017	\$ 65.71	\$ 59.49	\$ 62.22	\$ 0.50375
2016				
Fourth Quarter Ended December 31, 2016	\$ 65.14	\$ 58.28	\$ 64.36	\$ 0.50375
Third Quarter Ended September 30, 2016	\$ 71.53	\$ 62.39	\$ 64.33	\$ 3.50375
Second Quarter Ended June 30, 2016	\$ 75.49	\$ 63.11	\$ 68.88	\$ 0.50375
First Quarter Ended March 31, 2016	\$ 81.76	\$ 66.62	\$ 75.03	\$ 8.50375

Note: In addition to the regular quarterly dividends in 2016, the Company paid special dividends of \$8.00 per share/unit (approximately \$3.0 billion) on March 10, 2016 and \$3.00 per share/unit (approximately \$1.1 billion) on October 14, 2016.

The number of record holders of Common Shares at February 16, 2018 was approximately 2,300. The number of outstanding Common Shares as of February 16, 2018 was 368,169,571.

#### *Unit Dividends (ERP Operating Limited Partnership)*

There is no established public market for the Units (OP Units and restricted units).

The following table sets forth, for the years indicated, the distributions declared on the Operating Partnership's Units.

	Distributions	
	2017	2016
Fourth Quarter Ended December 31,	\$ 0.50375	\$ 0.50375
Third Quarter Ended September 30,	\$ 0.50375	\$ 3.50375
Second Quarter Ended June 30,	\$ 0.50375	\$ 0.50375
First Quarter Ended March 31,	\$ 0.50375	\$ 8.50375

Note: In addition to the regular quarterly dividends in 2016, the Company paid special dividends of \$8.00 per share/unit (approximately \$3.0 billion) on March 10, 2016 and \$3.00 per share/unit (approximately \$1.1 billion) on October 14, 2016.

The number of record holders of Units in the Operating Partnership at February 16, 2018 was approximately 500. The number of outstanding Units as of February 16, 2018 was 382,197,057.

#### *Unregistered Common Shares Issued in the Quarter Ended December 31, 2017 (Equity Residential)*

During the quarter ended December 31, 2017, EQR issued 41,549 Common Shares in exchange for 41,549 OP Units held by various limited partners of ERPOP. OP Units are generally exchangeable into Common Shares on a one-for-one basis or, at the option of ERPOP, the cash equivalent thereof, at any time one year after the date of issuance. These shares were either registered under the Securities Act of 1933, as amended (the "Securities Act"), or issued in reliance on an exemption from registration under Section 4(2) of the Securities Act and the rules and regulations promulgated thereunder, as these were transactions by an issuer not involving a public offering. In light of the manner of the sale and information obtained by EQR from the limited partners in connection with these transactions, EQR believes it may rely on these exemptions.

### Equity Compensation Plan Information

The following table provides information as of December 31, 2017 with respect to the Company's Common Shares that may be issued under its existing equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a))
	(a) (1)	(b) (1)	(c) (2)
Equity compensation plans approved by shareholders	6,483,832	\$46.46	9,751,123
Equity compensation plans not approved by shareholders	N/A	N/A	N/A

- (1) The amounts shown in columns (a) and (b) of the above table do not include 369,741 outstanding Common Shares (all of which are restricted and subject to vesting requirements) that were granted under the Company's 2011 Share Incentive Plan, as amended (the "2011 Plan") and outstanding Common Shares that have been purchased by employees and trustees under the Company's ESPP.
- (2) Includes 6,913,246 Common Shares that may be issued under the 2011 Plan, of which only 33% may be in the form of restricted shares/units, and 2,837,877 Common Shares that may be sold to employees and trustees under the ESPP.

Any Common Shares issued pursuant to EQR's incentive equity compensation and employee share purchase plans will result in ERPOP issuing OP Units to EQR on a one-for-one basis, with ERPOP receiving the net cash proceeds of such issuances.

### Item 6. Selected Financial Data

The following tables set forth selected financial and operating information on a historical basis for the Company and the Operating Partnership. The following information should be read in conjunction with all of the financial statements and notes thereto included elsewhere in this Form 10-K. The historical operating and balance sheet data have been derived from the historical financial statements of the Company and the Operating Partnership. Selected cash flow amounts have also been restated in accordance with the Company's early adoption of the new statement of cash flows guidance effective October 1, 2017 (see Note 2 in the Notes to Consolidated Financial Statements for further discussion). Certain capitalized terms as used herein are defined in the Notes to Consolidated Financial Statements.

**EQUITY RESIDENTIAL**  
**CONSOLIDATED HISTORICAL FINANCIAL INFORMATION**  
(Financial information in thousands except for per share and property data)

	Year Ended December 31,				
	2017	2016	2015	2014	2013
<b>OPERATING DATA:</b>					
Total revenues from continuing operations	\$ 2,471,406	\$ 2,425,800	\$ 2,744,965	\$ 2,614,748	\$ 2,387,702
Interest and other income	\$ 6,136	\$ 65,773	\$ 7,372	\$ 4,462	\$ 5,283
Net gain (loss) on sales of real estate properties	\$ 157,057	\$ 4,044,055	\$ 335,134	\$ 212,685	\$ —
Income (loss) from continuing operations	\$ 628,381	\$ 4,479,586	\$ 907,621	\$ 657,101	\$ (168,174)
Discontinued operations, net	\$ —	\$ 518	\$ 397	\$ 1,582	\$ 2,073,527
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018	\$ 658,683	\$ 1,905,353
Net income available to Common Shares	\$ 600,363	\$ 4,289,072	\$ 863,277	\$ 627,163	\$ 1,826,468
Earnings per share – basic:					
Income (loss) from continuing operations available to Common Shares	\$ 1.64	\$ 11.75	\$ 2.37	\$ 1.73	\$ (0.47)
Net income available to Common Shares	\$ 1.64	\$ 11.75	\$ 2.37	\$ 1.74	\$ 5.16
Weighted average Common Shares outstanding	366,968	365,002	363,498	361,181	354,305
Earnings per share – diluted:					
Income (loss) from continuing operations available to Common Shares	\$ 1.63	\$ 11.68	\$ 2.36	\$ 1.72	\$ (0.47)
Net income available to Common Shares	\$ 1.63	\$ 11.68	\$ 2.36	\$ 1.73	\$ 5.16
Weighted average Common Shares outstanding	382,678	381,992	380,620	377,735	354,305
Distributions declared per Common Share outstanding	\$ 2.015	\$ 13.015	\$ 2.21	\$ 2.00	\$ 1.85
<b>BALANCE SHEET DATA</b> (at end of period):					
Real estate, before accumulated depreciation	\$ 26,026,896	\$ 25,386,425	\$ 25,182,352	\$ 27,675,383	\$ 26,800,948
Real estate, after accumulated depreciation	\$ 19,986,518	\$ 20,026,036	\$ 20,276,946	\$ 22,242,578	\$ 21,993,239
Real estate held for sale	\$ —	\$ —	\$ 2,181,135	\$ —	\$ —
Total assets	\$ 20,570,599	\$ 20,704,148	\$ 23,110,196	\$ 22,902,160	\$ 22,789,040
Total debt	\$ 8,957,291	\$ 8,987,258	\$ 10,921,366	\$ 10,796,407	\$ 10,720,749
Redeemable Noncontrolling Interests –					
Operating Partnership	\$ 366,955	\$ 442,092	\$ 566,783	\$ 500,733	\$ 363,144
Total shareholders' equity	\$ 10,242,464	\$ 10,229,078	\$ 10,470,368	\$ 10,368,456	\$ 10,507,201
Total Noncontrolling Interests	\$ 231,399	\$ 231,906	\$ 225,987	\$ 339,320	\$ 337,995
<b>OTHER DATA:</b>					
Total properties (at end of period)	305	302	394	391	390
Total apartment units (at end of period)	78,611	77,458	109,652	109,225	109,855
Funds from operations available to Common					
Shares and Units – basic (1)	\$ 1,204,904	\$ 1,123,530	\$ 1,323,786	\$ 1,190,915	\$ 872,421
Normalized funds from operations available to					
Common Shares and Units – basic (1)	\$ 1,199,237	\$ 1,179,650	\$ 1,317,802	\$ 1,196,446	\$ 1,057,073
Cash flow provided by (used for):					
Operating activities	\$ 1,265,788	\$ 1,214,123	\$ 1,356,628	\$ 1,324,611	\$ 1,085,809
Investing activities	\$ (594,296)	\$ 5,903,942	\$ (695,814)	\$ (678,468)	\$ (120,454)
Financing activities	\$ (789,818)	\$ (7,054,092)	\$ (666,167)	\$ (685,412)	\$ (1,637,779)

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED HISTORICAL FINANCIAL INFORMATION**  
(Financial information in thousands except for per Unit and property data)

	Year Ended December 31,				
	2017	2016	2015	2014	2013
<b>OPERATING DATA:</b>					
Total revenues from continuing operations	\$ 2,471,406	\$ 2,425,800	\$ 2,744,965	\$ 2,614,748	\$ 2,387,702
Interest and other income	\$ 6,136	\$ 65,773	\$ 7,372	\$ 4,462	\$ 5,283
Net gain (loss) on sales of real estate properties	\$ 157,057	\$ 4,044,055	\$ 335,134	\$ 212,685	\$ —
Income (loss) from continuing operations	\$ 628,381	\$ 4,479,586	\$ 907,621	\$ 657,101	\$ (168,174)
Discontinued operations, net	\$ —	\$ 518	\$ 397	\$ 1,582	\$ 2,073,527
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018	\$ 658,683	\$ 1,905,353
Net income available to Units	\$ 622,967	\$ 4,460,583	\$ 897,518	\$ 651,994	\$ 1,901,746
Earnings per Unit – basic:					
Income (loss) from continuing operations available to Units	\$ 1.64	\$ 11.75	\$ 2.37	\$ 1.73	\$ (0.47)
Net income available to Units	\$ 1.64	\$ 11.75	\$ 2.37	\$ 1.74	\$ 5.16
Weighted average Units outstanding	379,869	378,829	377,074	374,899	368,038
Earnings per Unit – diluted:					
Income (loss) from continuing operations available to Units	\$ 1.63	\$ 11.68	\$ 2.36	\$ 1.72	\$ (0.47)
Net income available to Units	\$ 1.63	\$ 11.68	\$ 2.36	\$ 1.73	\$ 5.16
Weighted average Units outstanding	382,678	381,992	380,620	377,735	368,038
Distributions declared per Unit outstanding	\$ 2.015	\$ 13.015	\$ 2.21	\$ 2.00	\$ 1.85
<b>BALANCE SHEET DATA (at end of period):</b>					
Real estate, before accumulated depreciation	\$ 26,026,896	\$ 25,386,425	\$ 25,182,352	\$ 27,675,383	\$ 26,800,948
Real estate, after accumulated depreciation	\$ 19,986,518	\$ 20,026,036	\$ 20,276,946	\$ 22,242,578	\$ 21,993,239
Real estate held for sale	\$ —	\$ —	\$ 2,181,135	\$ —	\$ —
Total assets	\$ 20,570,599	\$ 20,704,148	\$ 23,110,196	\$ 22,902,160	\$ 22,789,040
Total debt	\$ 8,957,291	\$ 8,987,258	\$ 10,921,366	\$ 10,796,407	\$ 10,720,749
Redeemable Limited Partners	\$ 366,955	\$ 442,092	\$ 566,783	\$ 500,733	\$ 363,144
Total partners' capital	\$ 10,469,155	\$ 10,450,375	\$ 10,691,747	\$ 10,582,867	\$ 10,718,613
Noncontrolling Interests – Partially Owned Properties	\$ 4,708	\$ 10,609	\$ 4,608	\$ 124,909	\$ 126,583
<b>OTHER DATA:</b>					
Total properties (at end of period)	305	302	394	391	390
Total apartment units (at end of period)	78,611	77,458	109,652	109,225	109,855
Funds from operations available to Units – basic (1)	\$ 1,204,904	\$ 1,123,530	\$ 1,323,786	\$ 1,190,915	\$ 872,421
Normalized funds from operations available to Units – basic (1)	\$ 1,199,237	\$ 1,179,650	\$ 1,317,802	\$ 1,196,446	\$ 1,057,073
Cash flow provided by (used for):					
Operating activities	\$ 1,265,788	\$ 1,214,123	\$ 1,356,628	\$ 1,324,611	\$ 1,085,809
Investing activities	\$ (594,296)	\$ 5,903,942	\$ (695,814)	\$ (678,468)	\$ (120,454)
Financing activities	\$ (789,818)	\$ (7,054,092)	\$ (666,167)	\$ (685,412)	\$ (1,637,779)

- (1) See Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, for a reconciliation of net income to FFO, FFO available to Common Shares and Units / Units, Normalized FFO and Normalized FFO available to Common Shares and Units / Units and the definitions of these non-GAAP financial measures.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the results of operations and financial condition of the Company and the Operating Partnership should be read in connection with the Consolidated Financial Statements and Notes thereto. Due to the Company's ability to control the Operating Partnership and its subsidiaries, the Operating Partnership and each such subsidiary entity has been consolidated with the Company for financial reporting purposes, except for two unconsolidated operating properties. Capitalized terms used herein and not defined are as defined elsewhere in this Annual Report on Form 10-K for the year ended December 31, 2017.

### Forward-Looking Statements

Forward-looking statements in this Item 7 as well as elsewhere in this Annual Report on Form 10-K are intended to be made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations, estimates, projections and assumptions made by management. While the Company's management believes the assumptions underlying its forward-looking statements are reasonable, such information is inherently subject to uncertainties and may involve certain risks, which could cause actual results, performance or achievements of the Company to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Many of these uncertainties and risks are difficult to predict and beyond management's control. Forward-looking statements are not guarantees of future performance, results or events. The forward-looking statements contained herein are made as of the date hereof and the Company undertakes no obligation to update or supplement these forward-looking statements. Factors that might cause such differences include, but are not limited to the following:

- We intend to actively acquire, develop and renovate multifamily properties for rental operations as market conditions dictate. We may also acquire multifamily properties that are unoccupied or in the early stages of lease-up. We may be unable to lease these apartment properties on schedule, resulting in decreases in expected rental revenues and/or lower yields due to lower occupancy and rental rates as well as higher than expected concessions or higher than expected operating expenses. We may not be able to achieve rents that are consistent with expectations for acquired, developed or renovated properties. We may underestimate the costs necessary to bring an acquired property up to standards established for its intended market position, to complete a development property or to complete a renovation. Additionally, we expect that other real estate investors with capital will compete with us for attractive investment opportunities or may also develop properties in markets where we focus our development and acquisition efforts. This competition (or lack thereof) may increase (or depress) prices for multifamily properties. We may not be in a position or have the opportunity in the future to make suitable property acquisitions on favorable terms. We have acquired in the past and intend to continue to pursue the acquisition of properties, including large portfolios of properties, that could increase our size and result in alterations to our capital structure. The total number of apartment units under development, costs of development and estimated completion dates are subject to uncertainties arising from changing economic conditions (such as the cost of labor and construction materials), competition and local government regulation;
- Debt financing and other capital required by the Company may not be available or may only be available on adverse terms;
- Labor and materials required for maintenance, repair, capital expenditure or development may be more expensive than anticipated;
- Occupancy levels and market rents may be adversely affected by national and local political, economic and market conditions including, without limitation, new construction and excess inventory of multifamily and owned housing/condominiums, increasing portions of owned housing/condominium stock being converted to rental use, rental housing subsidized by the government, other government programs that favor single family rental housing or owner occupied housing over multifamily rental housing, slow or negative employment growth and household formation, the availability of low-interest mortgages or the availability of mortgages requiring little or no down payment for single family home buyers, changes in social preferences, governmental regulations (including rent control or rent stabilization laws and regulations) and the potential for geopolitical instability, all of which are beyond the Company's control; and
- Additional factors as discussed in Part I of this Annual Report on Form 10-K, particularly those under "Item 1A. Risk Factors".

Forward-looking statements and related uncertainties are also included in the Notes to Consolidated Financial Statements in this report.

## Overview

See Item 1. *Business* for discussion regarding the Company's overview.

## Business Objectives and Operating and Investing Strategies

See Item 1. *Business* for discussion regarding the Company's business objectives and operating and investing strategies.

## Results of Operations

### *2017 and 2016 Transactions*

In conjunction with our business objectives and operating strategy, the Company continued to invest in apartment properties located in our coastal gateway markets and sell apartment properties located primarily in the less dense portion of suburban markets and/or properties that are functionally or locationally challenged during the years ended December 31, 2017 and December 31, 2016 as follows:

#### Year Ended December 31, 2017:

- Acquired four consolidated apartment properties, located in the Seattle (two properties), Boston and Los Angeles markets, consisting of 947 apartment units for approximately \$468.0 million at a weighted average Acquisition Cap Rate (see definition below) of 4.8%;
- Sold five consolidated apartment properties, located in the Boston (three properties), New York and San Diego markets, consisting of 1,194 apartment units for approximately \$355.0 million, at a weighted average Disposition Yield (see definition below) of 5.1% and generating an Unlevered IRR (see definition below) of 12.4%;
- Started construction on two projects, located in the Boston and Seattle markets, consisting of 221 apartment units totaling approximately \$113.8 million of expected development costs; and
- Substantially completed construction on four projects, located in the Orange County, Washington D.C. and Seattle (two properties) markets, consisting of 1,393 apartment units totaling approximately \$584.2 million of development costs and stabilized five development projects, located in the San Francisco (three properties), Los Angeles and Orange County markets, consisting of 1,931 apartments units totaling approximately \$983.1 million of development costs.

#### Year Ended December 31, 2016:

- Acquired four consolidated apartment properties consisting of 573 apartment units for approximately \$249.3 million at a weighted average Acquisition Cap Rate of 4.8%;
- Sold 98 consolidated apartment properties consisting of 29,440 apartment units for approximately \$6.8 billion, which includes the sale of the Starwood Portfolio consisting of 72 consolidated apartment properties containing 23,262 apartment units for \$5.365 billion, at a weighted average Disposition Yield of 5.4% and generating an Unlevered IRR of 11.8%;
- Sold one unconsolidated property consisting of 336 apartments units for approximately \$74.5 million (our share of the net sales proceeds approximated \$12.4 million), generating a Disposition Yield of 5.6%;
- Sold our entire interest in the management contracts and related rights associated with the military housing ventures at Joint Base Lewis McChord consisting of 5,161 apartment units for approximately \$63.3 million and sold three land parcels for \$57.5 million;
- Started construction on one project consisting of 222 apartment units totaling approximately \$88.0 million of expected development costs; and
- Substantially completed construction on five projects consisting of 2,141 apartment units totaling approximately \$1.1 billion of development costs and stabilized six development projects consisting of 1,839 apartment units totaling approximately \$894.2 million of development costs.

See also Note 4 in the Notes to Consolidated Financial Statements for additional discussion regarding the Company's real estate transactions.

### *Same Store Results*

Properties that the Company owned and were stabilized (see definition below) for all of both 2017 and 2016 (the "2017 Same Store Properties"), which represented 70,117 apartment units, and properties that the Company owned and were

stabilized for all of both 2016 and 2015 (the “2016 Same Store Properties”), which represented 69,879 apartment units, impacted the Company’s results of operations. Both the 2017 Same Store Properties and 2016 Same Store Properties are discussed in the following paragraphs.

The Company’s primary financial measure for evaluating each of its apartment communities is net operating income (“NOI”). NOI represents rental income less direct property operating expenses (including real estate taxes and insurance). The Company believes that NOI is helpful to investors as a supplemental measure of its operating performance because it is a direct measure of the actual operating results of the Company’s apartment properties.

The following tables provide a rollforward of the apartment units included in Same Store Properties and a reconciliation of apartment units included in Same Store Properties to those included in Total Properties for the year ended December 31, 2017:

	Year Ended December 31, 2017	
	Properties	Apartment Units
Same Store Properties at December 31, 2016	272	69,879
2015 acquisitions	4	625
2017 dispositions	(5)	(1,194)
Lease-up properties stabilized	4	800
Other	—	7
Same Store Properties at December 31, 2017	<u>275</u>	<u>70,117</u>

	Year Ended December 31, 2017	
	Properties	Apartment Units
Same Store	275	70,117
Non-Same Store:		
2017 acquisitions - stabilized	2	437
2017 acquisitions - not stabilized	2	510
2016 acquisitions	4	573
Properties removed from same store (1)	2	356
Master-Leased properties (2)	3	853
Lease-up properties not yet stabilized (3)	14	4,819
Other	<u>1</u>	<u>1</u>
Total Non-Same Store	28	7,549
Unconsolidated properties	<u>2</u>	<u>945</u>
Total Properties and Apartment Units	<u>305</u>	<u>78,611</u>

Note: Properties are considered “stabilized” when they have achieved 90% occupancy for three consecutive months. Properties are included in Same Store when they are stabilized for all of the current and comparable periods presented.

- (1) Consists of one property containing 285 apartment units (Playa Pacifica in Hermosa Beach, California) which was removed from the same store portfolio in the first quarter of 2015 due to a major renovation in which significant portions of the property were taken offline for extended time periods and one property containing 71 apartment units (Acton Courtyard in Berkeley, California) which was removed from the same store portfolio in the third quarter of 2016 due to an affordable housing dispute which required significant portions of the property to be vacant for an extended releasing period. As of December 31, 2017 and 2016, Playa Pacifica had an occupancy of 94.4% and 66.2%, respectively. As of December 31, 2017 and 2016, Acton Courtyard had an occupancy of 91.5% and 69.0%, respectively. These properties will not return to the same store portfolio until they are stabilized for all of the current and comparable periods presented.
- (2) Consists of three properties containing 853 apartment units that are wholly owned by the Company but the entire projects are master leased to a third party corporate housing provider.
- (3) Consists of properties in various stages of lease-up and properties where lease-up has been completed but the properties were not stabilized for the comparable periods presented.



Revenues from the 2017 and 2016 Same Store Properties increased \$48.5 million and \$78.1 million, respectively, primarily as a result of an increase in average rental rates charged to residents. Expenses from the 2017 and 2016 Same Store Properties increased \$17.0 million and \$20.2 million, respectively, primarily as a result of an increase in real estate taxes, on-site payroll costs and repairs and maintenance expenses. The following tables provide comparative same store results and statistics for the 2017 and 2016 Same Store Properties:

2017 vs. 2016  
Same Store Results/Statistics for 70,117 Same Store Apartment Units  
\$ in thousands (except for Average Rental Rate)

Description	Results			Statistics		
	Revenues	Expenses	NOI	Average Rental Rate (1)	Physical Occupancy (2)	Turnover (3)
2017	\$ 2,248,564	\$ 656,321	\$ 1,592,243	\$ 2,670	96.0%	52.9%
2016	\$ 2,200,094	\$ 639,342	\$ 1,560,752	\$ 2,611	96.0%	54.7%
Change	\$ 48,470	\$ 16,979	\$ 31,491	\$ 59	0.0%	(1.8)%
Change	2.2%	2.7%	2.0%	2.3%		

Note: Same store revenues for all leases are reflected on a straight line basis in accordance with GAAP for the current and comparable periods.

2016 vs. 2015  
Same Store Results/Statistics for 69,879 Same Store Apartment Units  
\$ in thousands (except for Average Rental Rate)

Description	Results			Statistics		
	Revenues	Expenses	NOI	Average Rental Rate (1)	Physical Occupancy (2)	Turnover (3)
2016	\$ 2,177,304	\$ 634,120	\$ 1,543,184	\$ 2,597	96.0%	54.4%
2015	\$ 2,099,166	\$ 613,924	\$ 1,485,242	\$ 2,504	96.1%	54.5%
Change	\$ 78,138	\$ 20,196	\$ 57,942	\$ 93	(0.1)%	(0.1)%
Change	3.7%	3.3%	3.9%	3.7%		

- (1) Average Rental Rate – For 2017 vs. 2016, represents total residential rental revenues reflected on a straight-line basis in accordance with GAAP divided by the weighted average occupied apartment units for the reporting period presented. For 2016 vs. 2015, represents total residential rental revenues divided by the weighted average occupied apartment units for the reporting period presented.
- (2) Physical Occupancy – The weighted average occupied apartment units for the reporting period divided by the average of total apartment units available for rent for the reporting period.
- (3) Turnover – Total residential move-outs divided by total residential apartment units, including inter-property and intra-property transfers.

The following tables provide comparative same store operating expenses for the 2017 and 2016 Same Store Properties:

2017 vs. 2016  
Same Store Operating Expenses for 70,117 Same Store Apartment Units  
\$ in thousands

	Actual 2017	Actual 2016	\$ Change	% Change	% of Actual 2017 Operating Expenses
Real estate taxes	\$ 276,762	\$ 268,084	\$ 8,678	3.2%	42.2%
On-site payroll (1)	148,781	142,248	6,533	4.6%	22.7%
Utilities (2)	89,938	88,159	1,779	2.0%	13.7%
Repairs and maintenance (3)	83,683	82,378	1,305	1.6%	12.7%
Insurance	16,683	17,345	(662)	(3.8)%	2.5%
Leasing and advertising	9,282	10,118	(836)	(8.3)%	1.4%
Other on-site operating expenses (4)	31,192	31,010	182	0.6%	4.8%
Same store operating expenses	\$ 656,321	\$ 639,342	\$ 16,979	2.7%	100.0%

2016 vs. 2015  
Same Store Operating Expenses for 69,879 Same Store Apartment Units  
\$ in thousands

	Actual 2016	Actual 2015	\$ Change	% Change	% of Actual 2016 Operating Expenses
Real estate taxes	\$ 264,689	\$ 249,916	\$ 14,773	5.9%	41.7%
On-site payroll (1)	141,996	137,731	4,265	3.1%	22.4%
Utilities (2)	88,261	91,586	(3,325)	(3.6)%	13.9%
Repairs and maintenance (3)	81,600	79,366	2,234	2.8%	12.9%
Insurance	17,055	16,428	627	3.8%	2.7%
Leasing and advertising	9,928	8,341	1,587	19.0%	1.6%
Other on-site operating expenses (4)	30,591	30,556	35	0.1%	4.8%
Same store operating expenses	<u>\$ 634,120</u>	<u>\$ 613,924</u>	<u>\$ 20,196</u>	<u>3.3%</u>	<u>100.0%</u>

- (1) On-site payroll – Includes payroll and related expenses for on-site personnel including property managers, leasing consultants and maintenance staff.
- (2) Utilities – Represents gross expenses prior to any recoveries under the Resident Utility Billing System (“RUBS”). Recoveries are reflected in rental income.
- (3) Repairs and maintenance – Includes general maintenance costs, apartment unit turnover costs including interior painting, routine landscaping, security, exterminating, fire protection, snow removal, elevator, roof and parking lot repairs and other miscellaneous building repair and maintenance costs.
- (4) Other on-site operating expenses – Includes ground lease costs and administrative costs such as office supplies, telephone and data charges and association and business licensing fees.

The following tables present reconciliations of operating income per the consolidated statements of operations to NOI, along with rental income, operating expenses and NOI per the consolidated statements of operations allocated between same store and non-same store results for the 2017 and 2016 Same Store Properties (amounts in thousands):

	Year Ended December 31,		
	2017	2016	2015
Operating income	\$ 847,471	\$ 856,086	\$ 1,009,238
Adjustments:			
Fee and asset management revenue	(717)	(3,567)	(8,387)
Property management	85,493	82,015	86,206
General and administrative	52,224	57,840	64,664
Depreciation	743,749	705,649	765,895
Impairment	1,693	—	—
Total NOI	<u>\$ 1,729,913</u>	<u>\$ 1,698,023</u>	<u>\$ 1,917,616</u>

	Year Ended December 31, 2017		Year Ended December 31, 2016	
	(Results for 70,117 Same Store Apartment Units)		(Results for 69,879 Same Store Apartment Units)	
	2017	2016	2016	2015
Rental income:				
Same store	\$ 2,248,564	\$ 2,200,094	\$ 2,177,304	\$ 2,099,166
Non-same store/other	222,125	222,139	244,929	637,412
Total rental income	2,470,689	2,422,233	2,422,233	2,736,578
Operating expenses:				
Same store	656,321	639,342	634,120	613,924
Non-same store/other	84,455	84,868	90,090	205,038
Total operating expenses	740,776	724,210	724,210	818,962
NOI:				
Same store	1,592,243	1,560,752	1,543,184	1,485,242
Non-same store/other	137,670	137,271	154,839	432,374
Total NOI	<u>\$ 1,729,913</u>	<u>\$ 1,698,023</u>	<u>\$ 1,698,023</u>	<u>\$ 1,917,616</u>

For properties that the Company acquired or completed that were stabilized prior to January 1, 2017 and that the Company expects to continue to own through December 31, 2018, the Company anticipates the following same store results for the full year ending December 31, 2018, which assumptions are based on current expectations and are forward-looking:

2018 Same Store Assumptions	
Physical Occupancy	96.0%
Revenue change	1.0% to 2.25%
Expense change	3.5% to 4.5%
NOI change	0.0% to 1.5%

Same store revenues increased 2.2% during the year ended December 31, 2017 as compared to the same period in 2016, which was ahead of our original expectations and in line with our most recent guidance that was provided in October 2017, due to stronger renewal rates, lower turnover and gains in occupancy. The Company's primary goal in 2017 was to focus on retaining existing residents to drive renewal rate growth which came in at 4.6% for the year ended December 31, 2017 as compared to the same period in 2016. Same store turnover declined by 1.8% for the year ended December 31, 2017 as compared to the same period in 2016. The Company's primary focus for 2018 will continue to be on retaining existing residents. We currently estimate same store revenues to increase in a range from 1.0% to 2.25% for 2018 as compared to 2017.

Washington D.C. was the only market in our portfolio that did not meet or surpass our most recent guidance that was provided in October 2017. Same store revenues increased 1.3% during the year ended December 31, 2017 compared to the same period in 2016 as uncertainty in the market caused by the political environment slowed economic activity. While we expect to see slight improvement in new lease rates in 2018, we expect Washington D.C. to remain challenged. As a result, we expect to produce same store revenue growth of approximately 1.0% in this market in 2018.

In the New York market, elevated deliveries of new luxury supply both in established residential areas and newer residential areas like Long Island City are having an impact on our ability to raise rents. While technology sector job growth continues, there has been a reduction in the rate of job growth in the financial services sector, which is an important demand driver in this market. However, due in part to our strong same store occupancy levels (96.2% for the year ended December 31, 2017), we used fewer concessions during 2017 than we originally expected. Same store revenues increased 0.1% for the year ended December 31, 2017 as compared to the same period in 2016, which was above both our original expectations and our most recent guidance provided in October 2017. With new luxury supply elevated in 2018, we expect there to be a decline in same store revenues of approximately 0.75% in 2018.

Boston continues to feel the impact from an elevated level of deliveries of new supply in the downtown and Cambridge submarkets, though job growth has continued to improve. As a result, the additional supply has generally been absorbed thus far without significant disruption. Same store revenues increased 1.6% for the year ended December 31, 2017 as compared to the same period in 2016, which was in line with our original expectations and most recent guidance provided in October 2017. We believe renewal and occupancy rates will continue to remain strong while new lease rates will continue to be negative. We therefore expect 2018 same store revenue growth of approximately 1.6%, which is identical to 2017.

Seattle produced solid rental rate growth driven by the continued growth in technology jobs in the market, but showed signs of slowing rent growth towards the end of 2017. Same store revenues increased 5.6% for the year ended December 31, 2017 as compared to the same period in 2016, which exceeded our original expectations and is generally consistent with the most recent guidance provided in October 2017. We are more cautious on our 2018 outlook. With more moderate growth expected in both renewals and new leases primarily due to increased urban supply and moderating job growth, we expect Seattle to produce same store revenue growth of approximately 3.25% in 2018.

San Francisco performed better than expected in 2017 primarily as a result of strong occupancy and gains on renewals. The market is producing a slower rate of job growth in the technology sector compared to previous years. However, we continue to see strong demand throughout the market, although the rate at which we can increase rents remains somewhat modest due to new supply and a slower rate of job growth. As a result, same store revenues increased 2.0% for the year ended December 31, 2017 as compared to the same period in 2016, which exceeded our original expectations and is generally consistent with the most recent guidance provided in October 2017. While we expect to see slight improvement in new lease rates in 2018, we expect lower occupancy and renewal rates. As a result, we expect to produce same store revenue growth of approximately 1.75% in 2018.

Southern California, which includes Los Angeles, Orange County and San Diego, was one of our better performing markets in 2017. Widely dispersed new supply, very good economic growth and adequate levels of job growth in the market

are driving strong revenue growth. Same store revenues increased 3.9% for the year ended December 31, 2017 as compared to the same period in 2016, which slightly exceeded both our original expectations and the most recent guidance we provided in October 2017. We expect to produce same store revenue growth of approximately 3.25% in Los Angeles and 4.0% in both Orange County and San Diego in 2018.

Same store expenses increased 2.7% during the year ended December 31, 2017 as compared to the same period in 2016. The full year 2017 results were primarily due to the following items:

- Real estate taxes increased 3.2% for the full year 2017 as compared to the same period in 2016, which was lower than our original expectations, primarily driven by favorable real estate tax appeal results;
- Payroll costs increased 4.6% for the full year 2017 as compared to the same period in 2016 (which was consistent with our original expectations) primarily due to an increase in on-site staffing to assure the service levels necessary to remain competitive with new supply and higher on-site wages due to competition from new supply; and
- Utilities increased 2.0% for the full year 2017 as compared to the same period in 2016 (which was consistent with our original expectations) primarily due to higher prices for natural gas and higher water and sewer costs, partially offset by lower usage and lower prices for electricity.

We anticipate same store expenses to increase in a range from 3.5% to 4.5% for 2018 as compared to 2017 primarily due to the following items:

- Real estate taxes are estimated to increase between 4.75% and 5.75% due primarily to increased values and rates and the 421-a tax abatement benefits continuing to expire in New York (approximately 1.7 percentage points of the increase);
- Payroll costs are estimated to increase approximately 5.0% primarily due to higher on-site wages due to competition from new supply; and
- Utilities are estimated to increase between 3.0% and 4.0% primarily due to increases in trash costs as well as anticipated increases in the commodity cost for electricity, natural gas and heating oil after enjoying several years of declining rates.

Same store NOI increased 2.0% for the full year 2017 as compared to the same period in 2016, which was at the high end of our original expectations and slightly ahead of our most recent guidance that was provided in October 2017. The Company anticipates same store NOI growth of approximately 0.0% to 1.5% for the full year 2018 as a result of the above same store revenue and expense expectations.

See also Note 17 in the Notes to Consolidated Financial Statements for additional discussion regarding the Company's segment disclosures.

### ***Non-Same Store/Other Results***

Non-same store NOI results increased approximately \$0.4 million in 2017 compared to the same period in 2016 and consist primarily of properties acquired in calendar years 2016 and 2017, operations from the Company's development properties and operations prior to disposition from 2016 and 2017 sold properties. This difference is due primarily to:

- A positive impact of higher NOI from development and newly stabilized development properties in lease-up of \$42.7 million;
- A positive impact of higher NOI from properties acquired in 2016 and 2017 of \$12.0 million;
- A positive impact of higher NOI from other non-same store properties (including three master leased properties) of \$3.0 million; and
- A negative impact of lost NOI from 2016 and 2017 dispositions of \$57.4 million.

Non-same store NOI results decreased approximately \$277.5 million in 2016 compared to the same period in 2015 and consist primarily of properties acquired in calendar years 2015 and 2016, operations from the Company's development properties and operations prior to disposition from 2015 and 2016 sold properties (including the Starwood Portfolio). This difference is due primarily to:

- A positive impact of higher NOI from development and newly stabilized development properties in lease-up of \$50.8 million and properties acquired in 2015 and 2016 of \$15.2 million;
- A negative impact of lower NOI from other non-same store properties (including three master-leased properties) of \$1.2 million; and
- A negative impact of lost NOI from 2015 and 2016 dispositions of \$333.2 million.

The Company's guidance assumes consolidated rental acquisitions of \$500.0 million and consolidated rental dispositions of \$500.0 million and assumes that the Acquisition Cap Rate will be 0.50% lower than the Disposition Yield for the full year ending December 31, 2018. The Company currently budgets one development start during the year ending December 31, 2018. We currently budget spending approximately \$150.0 million on development costs during the year ending December 31, 2018, primarily for projects currently under construction and on the one project expected to start in 2018. We assume that this capital will be primarily sourced with excess operating cash flow, future debt offerings and borrowings on our revolving credit facility and/or commercial paper program. These 2018 assumptions are based on current expectations and are forward-looking.

***Comparison of the year ended December 31, 2017 to the year ended December 31, 2016 and the year ended December 31, 2016 to the year ended December 31, 2015***

For the year ended December 31, 2017, the Company reported diluted earnings per share/unit of \$1.63 compared to \$11.68 per share/unit for the year ended December 31, 2016. The difference is primarily due to approximately \$10.16 per share/unit in higher gains on property sales and \$0.14 per share/unit in higher gains on sales of non-operating assets in 2016 compared to 2017 as a direct result of the significant sales activity in 2016 compared to 2017, partially offset by \$0.29 per share/unit in higher debt extinguishment costs incurred in 2016 as compared to 2017. For the year ended December 31, 2016, the Company reported diluted earnings per share/unit of \$11.68 compared to \$2.36 per share/unit for the year ended December 31, 2015. The difference is primarily due to approximately \$9.69 per share/unit in higher gains on property sales and \$0.18 per share/unit in higher gains on sales of non-operating assets in 2016 compared to the same period in 2015 as a direct result of the significant sales activity in 2016, partially offset by \$0.30 per share/unit in higher debt extinguishment costs and lower overall NOI as a result of the sales noted above in 2016 compared to 2015.

Income from continuing operations decreased approximately \$3.9 billion for the year ended December 31, 2017 compared to the prior year. Income from continuing operations increased \$3.6 billion for the year ended December 31, 2016 compared to the prior year. See below for further explanation.

For the year ended December 31, 2017, consolidated rental income increased 2.0%, consolidated operating expenses (comprised of property and maintenance and real estate taxes and insurance) increased 2.3% and consolidated NOI increased 1.9% when compared to the year ended December 31, 2016. The increase in NOI is primarily a result of the Company's improved NOI from same store and lease-up properties, partially offset by dilution from disposition activity. For the year ended December 31, 2016, consolidated rental income decreased 11.5%, consolidated operating expenses (comprised of property and maintenance and real estate taxes and insurance) decreased 11.6% and consolidated NOI decreased 11.5% when compared to the year ended December 31, 2015. The declines are all primarily a result of the Company's significant disposition activity in 2016.

Fee and asset management revenues decreased approximately \$2.9 million or 79.9% and \$4.8 million or 57.5% during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, primarily as a result of lower revenue earned on management of the Company's military housing ventures at Joint Base Lewis McChord due to the sale of the Company's entire interest in the management contracts and related rights associated with these ventures in the second quarter of 2016.

Property management expenses include off-site expenses associated with the self-management of the Company's properties as well as management fees paid to any third party management companies. These expenses increased approximately \$3.5 million or 4.2% during the year ended December 31, 2017 compared to the prior year. The increase is primarily attributable to increases in education/conference fees, legal fees, office rent, and payroll-related costs. These expenses decreased approximately \$4.2 million or 4.9% during the year ended December 31, 2016 compared to the prior year. This decrease is primarily attributable to a decrease in payroll-related costs, office rent and education/conference fees, partially offset by increases in computer operations costs. The Company anticipates that property management expenses will

approximate \$88.5 million to \$90.5 million for the year ending December 31, 2018.

General and administrative expenses from continuing operations, which include corporate operating expenses, decreased approximately \$5.6 million or 9.7% and \$6.8 million or 10.6% during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, primarily due to a decrease in payroll-related costs. The Company anticipates that general and administrative expenses will approximate \$53.0 million to \$55.0 million for the year ending December 31, 2018.

Depreciation expense, which includes depreciation on non-real estate assets, increased approximately \$38.1 million or 5.4% during the year ended December 31, 2017 compared to the prior year, primarily as a result of additional depreciation expense on properties acquired in 2017 and development properties placed in service in 2016 and 2017, partially offset by lower depreciation from properties sold in 2016 and 2017. Depreciation expense decreased approximately \$60.2 million or 7.9% during the year ended December 31, 2016 compared to the prior year, primarily as a result of no depreciation or a partial period of depreciation expense during the year ended December 31, 2016 related to the significant property sales in 2016 (including the Starwood Portfolio), partially offset by additional depreciation expense on properties acquired in 2016 and development properties placed in service.

Interest and other income decreased approximately \$59.6 million or 90.7% and increased approximately \$58.4 million during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, primarily due to the approximate \$52.4 million gain from the sale of the Company's entire interest in the management contracts and related rights associated with the military housing ventures at Joint Base Lewis McChord and approximate \$6.0 million gain from the sale of 421-a real estate tax certificates during the year ended December 31, 2016, neither of which occurred in 2017 or 2015. The Company anticipates that interest and other income will approximate \$0.5 million to \$1.0 million for the year ending December 31, 2018, excluding certain non-comparable insurance/litigation settlement proceeds.

Other expenses decreased approximately \$5.2 million or 50.0% and increased \$7.4 million during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, primarily due to higher litigation/environmental reserve and/or settlement costs in 2016, which did not occur at the same levels in 2017 and 2015, as well as a decrease in annual transaction costs of approximately \$1.5 million in 2017. In addition, the Company anticipates that substantially all of its transactions will now be accounted for as asset acquisitions, which means that transaction costs will largely be capitalized, as a result of its adoption of the new definition of a business standard effective January 1, 2017. See Note 2 in the Notes to Consolidated Financial Statements for further discussion.

Interest expense, including amortization of deferred financing costs, decreased approximately \$102.5 million or 20.7% for the year ended December 31, 2017 compared to the prior year, primarily as a result of \$109.9 million in lower debt extinguishment costs in 2017 as compared to 2016. Interest expense, including amortization of deferred financing costs, increased approximately \$39.6 million or 8.7% for the year ended December 31, 2016 compared to the prior year, primarily as a result of prepayment penalties and debt extinguishment costs associated with the repayment of approximately \$1.7 billion in debt principal prior to scheduled maturity, partially offset by lower interest expense as a result of these repayments. The effective interest cost on all indebtedness was 4.44%, 4.68% and 4.72% for the years ended December 31, 2017, 2016 and 2015, respectively. The Company capitalized interest of approximately \$26.3 million, \$51.5 million and \$59.9 million for the years ended December 31, 2017, 2016 and 2015, respectively. The Company anticipates that interest expense from continuing operations, excluding debt extinguishment costs/prepayment penalties, will approximate \$370.5 million to \$383.1 million and capitalized interest will approximate \$4.0 million to \$8.0 million for the year ending December 31, 2018.

Income and other tax expense from continuing operations decreased approximately \$1.1 million or 70.4% and increased approximately \$0.7 million or 75.9% during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, primarily due to changes in various state and local taxes related to the Company's elevated disposition activity in 2016 compared to 2017 and 2015. The Company anticipates that income and other tax expense will approximate \$0.5 million to \$1.0 million for the year ending December 31, 2018.

The 2018 guidance/projections provided above are based on current projections and are forward-looking.

Income (loss) from investments in unconsolidated entities decreased approximately \$8.2 million and \$10.2 million during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively. The decrease in 2017 is primarily due to a gain on the sale of one unconsolidated apartment property totaling \$8.8 million in 2016 that did not occur in 2017. The decrease in 2016 is primarily due to \$18.6 million in favorable litigation

settlements which occurred during the year ended December 31, 2015, partially offset by a gain on the sale of one unconsolidated apartment property totaling \$8.8 million which occurred during the year ended December 31, 2016.

Net gain (loss) on sales of real estate properties decreased approximately \$3.9 billion or 96.1% and increased approximately \$3.7 billion during the year ended December 31, 2017 as compared to 2016 and the year ended December 31, 2016 as compared to 2015, respectively, as a result of the sale of 98 consolidated apartment properties (including the Starwood Portfolio) during the year ended December 31, 2016 as compared to only five consolidated apartment property sales during the year ended December 31, 2017 and eight consolidated property sales during the year ended December 31, 2015, all of which did not meet the criteria for reporting discontinued operations.

Net gain (loss) on sales of land parcels increased approximately \$3.4 million or 21.8% due to the gain on sale of one land parcel with a low basis during the year ended December 31, 2017 as compared to the gain on sales of four land parcels during the year ended December 31, 2016. Net gain (loss) on sales of land parcels increased approximately \$15.7 million due to the gain on sale of four land parcels during the year ended December 31, 2016 as compared to no land sales during the year ended December 31, 2015.

## **Liquidity and Capital Resources**

### ***Short-Term Liquidity and Cash Proceeds***

The Company generally expects to meet its short-term liquidity requirements, including capital expenditures related to maintaining its existing properties and scheduled unsecured note and mortgage note repayments, through its working capital, net cash provided by operating activities and borrowings under the Company's revolving credit facility and commercial paper program. Under normal operating conditions, the Company considers its cash provided by operating activities to be adequate to meet operating requirements and payments of distributions.

As of January 1, 2017, the Company had approximately \$77.2 million of cash and cash equivalents, approximately \$141.9 million of restricted deposits and the amount available on its revolving credit facility was \$1.96 billion (net of \$20.6 million which was restricted/dedicated to support letters of credit and net of \$20.0 million in principal outstanding on the commercial paper program). After taking into effect the various transactions discussed in the following paragraphs and the net cash provided by operating activities, at December 31, 2017, the Company's cash and cash equivalents balance was approximately \$58.3 million, the restricted deposits balance was approximately \$50.1 million and the amount available on its revolving credit facility was \$1.69 billion (net of \$6.6 million which was restricted/dedicated to support letters of credit and net of \$300.0 million in principal outstanding on the commercial paper program).

During the year ended December 31, 2017, the Company generated proceeds from various transactions, which included the following:

- Disposed of five consolidated rental properties and one land parcel, receiving net proceeds of approximately \$384.6 million;
- Issued \$400.0 million of ten-year 3.25% unsecured notes, receiving net proceeds of approximately \$399.3 million before underwriting fees, hedge termination costs and other expenses;
- Issued \$300.0 million of thirty-year 4.00% unsecured notes, receiving net proceeds of approximately \$293.2 million before underwriting fees and other expenses; and
- Issued approximately 0.9 million Common Shares related to share option exercises and ESPP purchases and received net proceeds of \$35.3 million, which were contributed to the capital of the Operating Partnership in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis).

During the year ended December 31, 2017, the above proceeds along with net cash flow from operations and borrowings from the Company's revolving line of credit and commercial paper program were primarily utilized to:

- Acquire four consolidated rental properties for approximately \$466.4 million in cash;
- Invest \$276.4 million primarily in development projects;
- Repay \$504.1 million of mortgage loans (inclusive of scheduled principal repayments) and incur prepayment penalties of approximately \$12.3 million; and
- Repay \$498.0 million of unsecured notes at maturity.

### *Credit Facility and Commercial Paper Program*

On November 3, 2016, the Company replaced its existing \$2.5 billion facility with a \$2.0 billion unsecured revolving credit facility maturing January 10, 2022. The Company has the ability to increase available borrowings by an additional \$750.0 million by adding additional banks to the facility or obtaining the agreement of existing banks to increase their commitments. The interest rate on advances under the facility will generally be LIBOR plus a spread (currently 0.825%), or based on bids received from the lending group, and the Company pays an annual facility fee (currently 12.5 basis points). Both the spread and the facility fee are dependent on the credit rating of the Company's long-term debt.

On February 2, 2015, the Company entered into an unsecured commercial paper note program in the United States. The Company may borrow up to a maximum of \$500.0 million under this program subject to market conditions. The notes will be sold under customary terms in the United States commercial paper note market and will rank pari passu with all of the Company's other unsecured senior indebtedness. As of February 16, 2018, there was a balance of \$320.0 million outstanding on the commercial paper program.

As of February 16, 2018, no amounts were outstanding and the amount available on the revolving credit facility was \$1.67 billion (net of \$6.6 million which was restricted/dedicated to support letters of credit and net of the \$320.0 million in principal outstanding on the commercial paper program). This facility may, among other potential uses, be used to fund property acquisitions, costs for certain properties under development and short-term liquidity requirements.

### *Dividend Policy*

For the past several years, the Company adhered to a policy of paying its annual dividends/distributions based on 65% of the midpoint of the range of initial Normalized FFO guidance customarily provided at the beginning of each year as part of the Company's fourth quarter earnings release. The Company's 2017 regular annual dividend/distribution payout was \$2.015 per share/unit and the Company paid four regular quarterly dividends/distributions of \$0.50375 per share/unit in 2017.

Beginning in 2018, the Company will no longer determine its dividends/distributions as a fixed percentage of estimated Normalized FFO but will instead adopt a more conventional policy based on actual and projected financial conditions, the Company's actual and projected liquidity and operating results, the Company's projected cash needs for capital expenditures and other investment activities and such other factors as the Company's Board of Trustees deems relevant. The Company currently expects to declare a dividend/distribution for the first quarter of 2018 of \$0.54 per share/unit, an annualized increase of 7.2% over the amount paid in 2017. This policy change is supported by the Company's strong growth in property operations since the recent economic downturn and a significant reduction in its development activity resulting in a material increase in available cash flow. All future dividends/distributions remain subject to the discretion of the Company's Board of Trustees. The Company believes that its expected 2018 operating cash flow will be sufficient to cover capital expenditures and regular dividends/distributions.

Total dividends/distributions paid in January 2018 amounted to \$192.8 million (excluding distributions on Partially Owned Properties), which included certain distributions declared during the fourth quarter ended December 31, 2017.

### *Long-Term Financing and Capital Needs*

The Company expects to meet its long-term liquidity requirements, such as lump sum unsecured note and mortgage debt maturities, property acquisitions, financing of construction and development activities through the issuance of secured and unsecured debt and equity securities, including additional OP Units, proceeds received from the disposition of certain properties and joint ventures and cash generated from operations after all distributions. In addition, the Company has significant unencumbered properties available to secure additional mortgage borrowings in the event that the public capital markets are unavailable or the cost of alternative sources of capital is too high. The fair value of and cash flow from these unencumbered properties are in excess of the requirements the Company must maintain in order to comply with covenants under its unsecured notes, line of credit and commercial paper program. Of the \$26.0 billion in investment in real estate on the Company's balance sheet at December 31, 2017, \$20.1 billion or 77.1% was unencumbered. However, there can be no assurances that these sources of capital will be available to the Company in the future on acceptable terms or otherwise.

EQR issues public equity from time to time and guarantees certain debt of the Operating Partnership. EQR does not have any indebtedness as all debt is incurred by the Operating Partnership.



The Company's total debt summary and debt maturity schedules as of December 31, 2017 are as follows:

**Debt Summary as of December 31, 2017**  
(\$ in thousands)

	Amounts (1)	% of Total	Weighted Average Rates (1)	Weighted Average Maturities (years)
Secured	\$ 3,618,722	40.4%	4.33%	5.6
Unsecured	5,338,569	59.6%	4.17%	10.6
Total	<u>\$ 8,957,291</u>	<u>100.0%</u>	<u>4.24%</u>	<u>8.6</u>
Fixed Rate Debt:				
Secured – Conventional	\$ 2,982,344	33.3%	4.90%	4.0
Unsecured – Public	4,591,373	51.3%	4.61%	12.2
Fixed Rate Debt	<u>7,573,717</u>	<u>84.6%</u>	<u>4.73%</u>	<u>9.0</u>
Floating Rate Debt:				
Secured – Conventional	6,948	0.1%	1.05%	12.2
Secured – Tax Exempt	629,430	7.0%	1.56%	12.2
Unsecured – Public (2)	447,439	5.0%	1.82%	1.5
Unsecured – Revolving Credit Facility	—	—	2.00%	3.9
Unsecured – Commercial Paper Program	299,757	3.3%	1.41%	—
Floating Rate Debt	<u>1,383,574</u>	<u>15.4%</u>	<u>1.62%</u>	<u>6.3</u>
Total	<u>\$ 8,957,291</u>	<u>100.0%</u>	<u>4.24%</u>	<u>8.6</u>

- (1) Net of the effect of any derivative instruments. Weighted average rates are for the year ended December 31, 2017.
- (2) Fair value interest rate swaps convert the \$450.0 million 2.375% notes due July 1, 2019 to a floating interest rate of 90-Day LIBOR plus 0.61%.

**Debt Maturity Schedule as of December 31, 2017**  
(\$ in thousands)

Year	Fixed Rate (1)	Floating Rate (1)	Total	% of Total	Weighted Average Rates on Fixed Rate Debt (1)	Weighted Average Rates on Total Debt (1)
2018	\$ 49,734	\$ 397,235	(2) \$ 446,969	4.9%	5.55%	2.17%
2019	506,731	(3) 468,603	975,334	10.8%	5.17%	3.62%
2020	1,678,592	(4) 400	1,678,992	18.5%	5.49%	5.49%
2021	927,506	300	927,806	10.2%	4.64%	4.64%
2022	265,341	400	265,741	2.9%	3.26%	3.26%
2023	1,326,800	4,400	1,331,200	14.7%	3.74%	3.73%
2024	1,272	10,500	11,772	0.1%	4.79%	2.07%
2025	451,334	12,800	464,134	5.1%	3.38%	3.33%
2026	593,424	14,000	607,424	6.7%	3.59%	3.54%
2027	401,468	15,200	416,668	4.6%	3.26%	3.20%
2028+	1,424,969	520,065	1,945,034	21.5%	4.41%	3.67%
Subtotal	7,627,171	1,443,903	9,071,074	100.0%	4.48%	3.97%
Deferred Financing Costs and Unamortized (Discount)	(53,454)	(60,329)	(113,783)	N/A	N/A	N/A
Total	<u>\$ 7,573,717</u>	<u>\$ 1,383,574</u>	<u>\$ 8,957,291</u>	<u>100.0%</u>	<u>4.48%</u>	<u>3.97%</u>

- (1) Net of the effect of any derivative instruments. Weighted average rates are as of December 31, 2017.
- (2) Includes \$300.0 million in principal outstanding on the Company's commercial paper program.
- (3) Includes a \$500.0 million 5.19% mortgage loan with a maturity date of October 1, 2019 that can be prepaid at par beginning October 1, 2018. The Company currently intends to prepay this mortgage loan on October 1, 2018.
- (4) Includes a \$550.0 million 6.08% mortgage loan with a maturity date of March 1, 2020 that can be prepaid at par beginning March 1, 2019. The Company prepaid this mortgage loan on January 31, 2018 and incurred approximately \$22.5 million in debt extinguishment costs/prepayment penalties. Also includes a \$500.0 million 5.78% mortgage loan with a maturity date of July 1, 2020 that can be prepaid at par beginning July 1, 2019.

See Note 8 in the Notes to Consolidated Financial Statements for additional discussion of the Company's debt at December 31, 2017.

The Company's "Consolidated Debt-to-Total Market Capitalization Ratio" as of December 31, 2017 is presented in the following table. The Company calculates the equity component of its market capitalization as the sum of (i) the total outstanding Common Shares and assumed conversion of all Units at the equivalent market value of the closing price of the Company's Common Shares on the New York Stock Exchange and (ii) the liquidation value of all perpetual preferred shares outstanding.

**Equity Residential**  
**Capital Structure as of December 31, 2017**  
(Amounts in thousands except for share/unit and per share amounts)

Secured Debt	\$ 3,618,722	40.4%	
Unsecured Debt	5,338,569	59.6%	
<b>Total Debt</b>	<b>8,957,291</b>	<b>100.0%</b>	<b>26.9%</b>
Common Shares (includes Restricted Shares)	368,018,082	96.4%	
Units (includes OP Units and Restricted Units)	13,768,438	3.6%	
Total Shares and Units	381,786,520	100.0%	
Common Share Price at December 31, 2017	\$ 63.77		
	24,346,526	99.8%	
Perpetual Preferred Equity	37,280	0.2%	
<b>Total Equity</b>	<b>24,383,806</b>	<b>100.0%</b>	<b>73.1%</b>
<b>Total Market Capitalization</b>	<b>\$33,341,097</b>		<b>100.0%</b>

The Operating Partnership's "Consolidated Debt-to-Total Market Capitalization Ratio" as of December 31, 2017 is presented in the following table. The Operating Partnership calculates the equity component of its market capitalization as the sum of (i) the total outstanding Units at the equivalent market value of the closing price of the Company's Common Shares on the New York Stock Exchange and (ii) the liquidation value of all perpetual preference units outstanding.

**ERP Operating Limited Partnership**  
**Capital Structure as of December 31, 2017**  
(Amounts in thousands except for unit and per unit amounts)

Secured Debt	\$ 3,618,722	40.4%	
Unsecured Debt	5,338,569	59.6%	
<b>Total Debt</b>	<b>8,957,291</b>	<b>100.0%</b>	<b>26.9%</b>
Total Outstanding Units	381,786,520		
Common Share Price at December 31, 2017	\$ 63.77		
	24,346,526	99.8%	
Perpetual Preference Units	37,280	0.2%	
<b>Total Equity</b>	<b>24,383,806</b>	<b>100.0%</b>	<b>73.1%</b>
<b>Total Market Capitalization</b>	<b>\$33,341,097</b>		<b>100.0%</b>

In September 2009, EQR announced the establishment of an At-The-Market ("ATM") share offering program which would allow EQR to sell Common Shares from time to time into the existing trading market at current market prices as well as through negotiated transactions. Per the terms of ERPOP's partnership agreement, EQR contributes the net proceeds from all equity offerings to the capital of ERPOP in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis). EQR may, but shall have no obligation to, sell Common Shares through the ATM share offering program in amounts and at times to be determined by EQR. Actual sales will depend on a variety of factors to be determined by EQR from time to time, including (among others) market conditions, the trading price of EQR's Common Shares and determinations of the appropriate sources of funding for EQR. The program currently has a maturity of June 2019. EQR has the authority to issue 13.0 million shares but has not issued any shares under this program since September 2012. Through February 16, 2018, EQR has cumulatively issued approximately 16.7 million Common Shares at an average price of \$48.53 per share for total consideration of approximately \$809.9 million.

Depending on its analysis of market prices, economic conditions and other opportunities for the investment of available capital, EQR may repurchase its Common Shares pursuant to its existing share repurchase program authorized by the Board of Trustees. The Company may repurchase up to 13.0 million Common Shares under this program. No open market repurchases

have occurred since 2008. As of February 16, 2018, EQR has remaining authorization to repurchase up to 13.0 million of its shares.

EQR and ERPOP currently have an active universal shelf registration statement for the issuance of equity and debt securities that automatically became effective upon filing with the SEC on June 28, 2016 and expires on June 28, 2019. Per the terms of ERPOP's partnership agreement, EQR contributes the net proceeds of all equity offerings to the capital of ERPOP in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis) or preference units (on a one-for-one preferred share per preference unit basis).

ERPOP's long-term senior debt ratings and short-term commercial paper ratings as well as EQR's long-term preferred equity ratings, which all have a stable outlook, as of February 16, 2018 are as follows:

	Standard & Poor's	Moody's	Fitch
ERPOP's long-term senior debt rating	A-	A3 (1)	A (1)
ERPOP's short-term commercial paper rating	A-2	P-2	F-1 (1)
EQR's long-term preferred equity rating	BBB	Baa1 (1)	BBB+ (1)

- (1) The long-term credit ratings listed above reflect the one-level upgrade by Moody's effective July 17, 2017. The credit ratings listed above reflect the one-level upgrade by Fitch effective November 29, 2017.

See Note 18 in the Notes to Consolidated Financial Statements for discussion of the events which occurred subsequent to December 31, 2017.

#### ***Capitalization of Fixed Assets and Improvements to Real Estate***

Our policy with respect to capital expenditures is generally to capitalize expenditures that improve the value of the property or extend the useful life of the component asset of the property. We track improvements to real estate in three major categories and several subcategories:

- Replacements (*inside the apartment unit*). These include:
  - flooring such as carpets, hardwood, vinyl or tile;
  - appliances;
  - mechanical equipment such as individual furnace/air units, hot water heaters, etc;
  - furniture and fixtures such as kitchen/bath cabinets, light fixtures, ceiling fans, sinks, tubs, toilets, mirrors, countertops, etc; and
  - blinds.

All replacements are depreciated over a five to ten-year estimated useful life. We expense as incurred all make-ready maintenance and turnover costs such as cleaning, interior painting of individual apartment units and the repair of any replacement item noted above.

- Building improvements (*outside the apartment unit*). These include:
  - roof replacement and major repairs;
  - paving or major resurfacing of parking lots, curbs and sidewalks;
  - amenities and common areas such as pools, exterior sports and playground equipment, lobbies, clubhouses, laundry rooms, alarm and security systems and offices;
  - major building mechanical equipment systems;
  - interior and exterior structural repair and exterior painting and siding;
  - major landscaping and grounds improvement; and
  - vehicles and office and maintenance equipment.

All building improvements are depreciated over a five to fifteen-year estimated useful life. We capitalize building improvements and upgrades only if the item: (i) exceeds \$2,500 (selected projects must exceed \$10,000); (ii) extends the useful life of the asset; and (iii) improves the value of the asset.

The third major category is renovations, which primarily consists of expenditures for kitchens and baths designed to reposition the apartment units/properties for higher rental levels in their respective markets. All renovation expenditures are depreciated over a ten-year estimated useful life.

For the year ended December 31, 2017, our actual capital expenditures to real estate included the following (amounts in thousands except for apartment unit and per apartment unit amounts):

**Capital Expenditures to Real Estate  
For the Year Ended December 31, 2017**

	Same Stores Properties (5)	Non-Same Store Properties/Other (6)	Total	Same Store Avg. Per Apartment Unit
Total Apartment Units (1)	70,117	7,549	77,666	
Building Improvements (2)	\$ 114,162	\$ 3,966	\$ 118,128	\$ 1,628
Renovation Expenditures (3)	44,418	888	45,306	634
Replacements (4)	38,560	613	39,173	550
Total Capital Expenditures	<u>\$ 197,140</u>	<u>\$ 5,467</u>	<u>\$ 202,607</u>	<u>\$ 2,812</u>

- (1) Total Apartment Units – Excludes 945 unconsolidated apartment units for which capital expenditures to real estate are self-funded and do not consolidate into the Company's results.
- (2) Building Improvements – Includes roof replacement, paving, building mechanical equipment systems, exterior siding and painting, major landscaping, furniture, fixtures and equipment for amenities and common areas, vehicles and office and maintenance equipment.
- (3) Renovation Expenditures – Apartment unit renovation costs (primarily kitchens and baths) designed to reposition these units for higher rental levels in their respective markets. Amounts for 3,371 same store apartment units approximated \$13,200 per apartment unit renovated.
- (4) Replacements – Includes appliances, mechanical equipment, fixtures and flooring (including hardwood and carpeting).
- (5) Same Store Properties – Primarily includes all properties acquired or completed that are stabilized prior to January 1, 2016, less properties subsequently sold.
- (6) Non-Same Store Properties/Other – Primarily includes all properties acquired during 2016 and 2017, plus any properties in lease-up and not stabilized as of January 1, 2016. Also includes capital expenditures for properties sold.

For the year ended December 31, 2016, our actual capital expenditures to real estate included the following (amounts in thousands except for apartment unit and per apartment unit amounts):

**Capital Expenditures to Real Estate  
For the Year Ended December 31, 2016**

	Total Apartment Units (1)	Replacements (2)	Avg. Per Apartment Unit	Building Improvements (3)	Avg. Per Apartment Unit	Total	Avg. Per Apartment Unit
Same Store Properties (4)	69,879	\$ 75,298	\$ 1,077	\$ 80,890	\$ 1,158	\$156,188	\$ 2,235
Non-Same Store Properties (5)	6,634	4,494	851	7,685	1,456	12,179	2,307
Other (6)	—	2,744		1,066		3,810	
Total	<u>76,513</u>	<u>\$ 82,536</u>		<u>\$ 89,641</u>		<u>\$172,177</u>	

- (1) Total Apartment Units – Excludes 945 unconsolidated apartment units for which capital expenditures to real estate are self-funded and do not consolidate into the Company's results.
- (2) Replacements – Includes new expenditures inside the apartment units such as appliances, mechanical equipment, fixtures and flooring, including carpeting. Replacements for same store properties also include \$47.0 million spent during 2016 on apartment unit renovations (primarily kitchens and baths) on approximately 4,200 same store apartment units (equating to approximately \$11,200 per apartment unit renovated) designed to reposition these units for higher rental levels in their respective markets.
- (3) Building Improvements – Includes roof replacement, paving, amenities and common areas, building mechanical equipment systems, exterior painting and siding, major landscaping, vehicles and office and maintenance equipment.

- (4) Same Store Properties – Primarily includes all properties acquired or completed and stabilized prior to January 1, 2015, less properties subsequently sold.
- (5) Non-Same Store Properties – Primarily includes all properties acquired during 2015 and 2016, plus any properties in lease-up and not stabilized as of January 1, 2015. Per apartment unit amounts are based on a weighted average of 5,279 apartment units.
- (6) Other – Primarily includes expenditures for properties sold and properties under development.

The Company estimates that during 2018 it will spend approximately \$2,900 per same store apartment unit or \$210.0 million of total capital expenditures to real estate. During 2018, the Company expects to spend approximately \$60.0 million for apartment unit renovation expenditures on approximately 4,500 same store apartment units at an average cost of approximately \$13,300 per apartment unit renovated. The anticipated total capital expenditures to real estate amounts represent approximately the same percentage of same store revenues, but an increase in the cost per unit and in the absolute dollar amounts over 2017. The Company plans to continue the elevated capital expenditures for investment in customer-facing building improvements (leasing offices, fitness centers, common areas, etc.) to enhance the quality of our properties and to protect our competitive position given the new luxury supply opening in many of our markets. We also expect to maintain our elevated spending on sustainability projects and renovation expenditures during 2018. The above assumptions are based on current expectations and are forward-looking.

During the year ended December 31, 2017, the Company's total non-real estate capital additions, such as computer software, computer equipment, and furniture and fixtures and leasehold improvements to the Company's property management offices and its corporate offices, were approximately \$1.5 million. The Company expects to fund approximately \$6.6 million in total non-real estate capital additions in 2018. These anticipated fundings represent an increase over 2017, which is primarily driven by anticipated hardware and software upgrades to various existing systems during 2018. The above assumption is based on current expectations and is forward-looking.

Capital expenditures to real estate and non-real estate capital additions are generally funded from net cash provided by operating activities and from investment cash flow.

#### ***Derivative Instruments***

In the normal course of business, the Company is exposed to the effect of interest rate changes. The Company seeks to manage these risks by following established risk management policies and procedures including the use of derivatives to hedge interest rate risk on debt instruments. The Company may also use derivatives to manage commodity prices in the daily operations of the business.

The Company has a policy of only entering into contracts with major financial institutions based upon their credit ratings and other factors. When viewed in conjunction with the underlying and offsetting exposure that the derivatives are designed to hedge, the Company has not sustained a material loss from these instruments nor does it anticipate any material adverse effect on its net income or financial position in the future from the use of derivatives it currently has in place.

See Note 9 in the Notes to Consolidated Financial Statements for additional discussion of derivative instruments at December 31, 2017.

## Definitions

The definition of certain terms described above or below are as follows:

- Acquisition Cap Rate – NOI that the Company anticipates receiving in the next 12 months (or the year two or three stabilized NOI for properties that are in lease-up at acquisition) less an estimate of property management costs/management fees allocated to the project (generally ranging from 2.0% to 4.0% of revenues depending on the size and income streams of the asset) and less an estimate for in-the-unit replacement capital expenditures (generally ranging from \$100-\$450 per apartment unit depending on the age and condition of the asset) divided by the gross purchase price of the asset. The weighted average Acquisition Cap Rate for acquired properties is weighted based on the projected NOI streams and the relative purchase price for each respective property.
- Disposition Yield – NOI that the Company anticipates giving up in the next 12 months less an estimate of property management costs/management fees allocated to the project (generally ranging from 2.0% to 4.0% of revenues depending on the size and income streams of the asset) and less an estimate for in-the-unit replacement capital expenditures (generally ranging from \$100-\$450 per apartment unit depending on the age and condition of the asset) divided by the gross sale price of the asset. The weighted average Disposition Yield for sold properties is weighted based on the projected NOI streams and the relative sales price for each respective property.
- Unlevered Internal Rate of Return (“IRR”) – The Unlevered IRR on sold properties is the compound annual rate of return calculated by the Company based on the timing and amount of: (i) the gross purchase price of the property plus any direct acquisition costs incurred by the Company; (ii) total revenues earned during the Company’s ownership period; (iii) total direct property operating expenses (including real estate taxes and insurance) incurred during the Company’s ownership period; (iv) capital expenditures incurred during the Company’s ownership period; and (v) the gross sales price of the property net of selling costs. Each of the items (i) through (v) is calculated in accordance with generally accepted accounting principles (“GAAP”).

## Off-Balance Sheet Arrangements and Contractual Obligations

The Company has various unconsolidated interests in certain joint ventures. The Company does not believe that these unconsolidated investments have a materially different impact on its liquidity, cash flows, capital resources, credit or market risk than its consolidated operating and/or other activities. See also Notes 2 and 6 in the Notes to Consolidated Financial Statements for additional discussion regarding the Company’s investments in partially owned entities. See also Note 16 in the Notes to Consolidated Financial Statements for discussion regarding the Company’s development projects.

The following table summarizes the Company’s contractual obligations for the next five years and thereafter as of December 31, 2017:

Contractual Obligations	Payments Due by Year (in thousands)						Unamortized Cost/Discounts	Total
	2018	2019	2020	2021	2022	Thereafter		
Debt:								
Principal (a)	\$446,969	\$ 975,334	\$1,678,992	\$ 927,806	\$265,741	\$4,776,232	\$ (113,783)	\$ 8,957,291
Interest (b)	351,717	320,525	251,656	214,538	175,055	1,677,696	—	2,991,187
Operating Leases:								
Minimum Rent Payments (c)	16,506	16,366	15,963	15,743	13,406	878,935	—	956,919
Other Long-Term Liabilities:								
Deferred Compensation (d)	1,390	1,135	1,086	1,086	1,086	4,016	—	9,799
Tota	<u>\$816,582</u>	<u>\$1,313,360</u>	<u>\$1,947,697</u>	<u>\$1,159,173</u>	<u>\$455,288</u>	<u>\$7,336,879</u>	<u>\$ (113,783)</u>	<u>\$12,915,196</u>

- (a) Amounts include aggregate principal payments only.
- (b) Amounts include interest expected to be incurred on the Company’s secured and unsecured debt based on obligations outstanding at December 31, 2017 and inclusive of capitalized interest. For floating rate debt, the current rate in effect for the most recent payment through December 31, 2017 is assumed to be in effect through the respective maturity date of each instrument.
- (c) Minimum basic rent due for various office space the Company leases and fixed base rent due on ground leases for 12 properties.
- (d) Estimated payments to the Company’s Chairman, Vice Chairman and one former CEO based on actual and estimated retirement dates.

## Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to use judgment in the application of accounting policies, including making estimates and assumptions. If our judgment or interpretation of the facts and circumstances relating to various transactions had been different or different assumptions were made, it is possible that different accounting policies would have been applied, resulting in different financial results or different presentation of our financial statements.

The Company's significant accounting policies are described in Note 2 in the Notes to Consolidated Financial Statements. These policies were followed in preparing the consolidated financial statements at and for the year ended December 31, 2017 and are materially consistent with the year ended December 31, 2016.

The Company has identified five significant accounting policies as critical accounting policies. These critical accounting policies are those that have the most impact on the reporting of our financial condition and those requiring significant judgments and estimates. With respect to these critical accounting policies, management believes that the application of judgments and estimates is consistently applied and produces financial information that fairly presents the results of operations for all periods presented. The five critical accounting policies are:

### *Acquisition of Investment Properties*

The Company allocates the purchase price of properties that meet the definition of an asset acquisition to net tangible and identified intangible assets acquired based on their relative fair values. In making estimates of relative fair values for purposes of allocating purchase price, the Company utilizes a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, our own analysis of recently acquired and existing comparable properties in our portfolio and other market data. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the relative fair value of the tangible and intangible assets acquired.

### *Impairment of Long-Lived Assets*

The Company periodically evaluates its long-lived assets, including its investments in real estate, for indicators of impairment. The judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions and legal and environmental concerns, as well as the Company's ability to hold and its intent with regard to each asset. Future events could occur which would cause the Company to conclude that impairment indicators exist and an impairment loss is warranted.

### *Depreciation of Investment in Real Estate*

The Company depreciates the building component of its investment in real estate over a 30-year estimated useful life, building improvements over a 5-year to 15-year estimated useful life, both the furniture, fixtures and equipment and replacement components over a 5-year to 10-year estimated useful life and the renovations component over a 10-year estimated useful life, all of which are judgmental determinations.

### *Cost Capitalization*

See the *Capitalization of Fixed Assets and Improvements to Real Estate* section for a discussion of the Company's policy with respect to capitalization vs. expensing of fixed asset/repair and maintenance costs. In addition, the Company capitalizes an allocation of the payroll and associated costs of employees directly responsible for and who spend their time on the execution and supervision of major capital and/or renovation projects. These costs are reflected on the balance sheets as increases to depreciable property.

For all development projects, the Company uses its professional judgment in determining whether such costs meet the criteria for capitalization or must be expensed as incurred. The Company capitalizes interest, real estate taxes and insurance and payroll and associated costs for those individuals directly responsible for and who spend their time on development activities, with capitalization ceasing no later than 90 days following issuance of the certificate of occupancy. These costs are reflected on the balance sheets as construction-in-progress for each specific property. The Company expenses as incurred all payroll costs of on-site employees working directly at our properties, except as noted above on our development properties prior to certificate of occupancy issuance and on specific major renovations at selected properties when additional incremental employees are hired.

During the years ended December 31, 2017, 2016 and 2015, the Company capitalized \$14.7 million, \$18.7 million and \$22.3 million, respectively, of payroll and associated costs of employees directly responsible for and who spend their time on the execution and supervision of development activities as well as major capital and/or renovation projects.

#### *Fair Value of Financial Instruments, Including Derivative Instruments*

The valuation of financial instruments requires the Company to make estimates and judgments that affect the fair value of the instruments. The Company, where possible, bases the fair values of its financial instruments, including its derivative instruments, on listed market prices and third party quotes. Where these are not available, the Company bases its estimates on current instruments with similar terms and maturities or on other factors relevant to the financial instruments.

#### **Funds From Operations and Normalized Funds From Operations**

The following is the Company's and the Operating Partnership's reconciliation of net income to FFO available to Common Shares and Units / Units and Normalized FFO available to Common Shares and Units / Units for each of the five years ended December 31, 2017:

#### **Funds From Operations and Normalized Funds From Operations (Amounts in thousands)**

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018	\$ 658,683	\$ 1,905,353
Net (income) loss attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)	(2,544)	538
Preferred distributions	(3,091)	(3,091)	(3,357)	(4,145)	(4,145)
Premium on redemption of Preferred Shares/Preference Units	—	—	(3,486)	—	—
Net income available to Common Shares and Units / Units	622,967	4,460,583	897,518	651,994	1,901,746
Adjustments:					
Depreciation	743,749	705,649	765,895	758,861	978,973
Depreciation – Non-real estate additions	(5,023)	(5,224)	(4,981)	(4,643)	(4,806)
Depreciation – Partially Owned Properties	(4,526)	(3,805)	(4,332)	(4,285)	(6,499)
Depreciation – Unconsolidated Properties	4,577	4,745	4,920	6,754	3,661
Net (gain) loss on sales of unconsolidated entities – operating assets	(73)	(8,841)	(100)	(4,902)	(7)
Net (gain) loss on sales of real estate properties	(157,057)	(4,044,055)	(335,134)	(212,685)	—
Noncontrolling Interests share of gain (loss) on sales of real estate properties	290	14,521	—	—	—
Discontinued operations:					
Depreciation	—	—	—	—	34,380
Net (gain) loss on sales of discontinued operations	—	(43)	—	(179)	(2,036,505)
Net incremental gain (loss) on sales of condominium units	—	—	—	—	8
Gain (loss) on sale of Equity Corporate Housing (ECH)	—	—	—	—	1,470
FFO available to Common Shares and Units / Units (1) (3) (4)	1,204,904	1,123,530	1,323,786	1,190,915	872,421
Adjustments:					
Asset impairment and valuation allowances	1,693	—	—	—	—
Write-off of pursuit costs	3,106	4,092	3,208	3,607	5,184
Debt extinguishment (gains) losses, including prepayment penalties, preferred share redemptions and non-cash convertible debt discounts	11,789	121,694	5,704	(1,110)	121,730
(Gains) losses on sales of non-operating assets, net of income and tax expense (benefit)	(18,884)	(73,301)	(18,805)	2,421	36,096
Other miscellaneous items	(3,371)	3,635	3,909	613	21,642
Normalized FFO available to Common Shares and Units / Units (2) (3) (4)	\$ 1,199,237	\$ 1,179,650	\$ 1,317,802	\$ 1,196,446	\$ 1,057,073
FFO (1) (3)	\$ 1,207,995	\$ 1,126,621	\$ 1,330,629	\$ 1,195,060	\$ 876,566
Preferred/preference distributions	(3,091)	(3,091)	(3,357)	(4,145)	(4,145)
Premium on redemption of Preferred Shares/Preference Units	—	—	(3,486)	—	—
FFO available to Common Shares and Units / Units (1) (3) (4)	\$ 1,204,904	\$ 1,123,530	\$ 1,323,786	\$ 1,190,915	\$ 872,421
Normalized FFO (2) (3)	\$ 1,202,328	\$ 1,182,741	\$ 1,321,159	\$ 1,200,591	\$ 1,061,218
Preferred/preference distributions	(3,091)	(3,091)	(3,357)	(4,145)	(4,145)
Normalized FFO available to Common Shares and Units / Units (2) (3) (4)	\$ 1,199,237	\$ 1,179,650	\$ 1,317,802	\$ 1,196,446	\$ 1,057,073

- (1) *The National Association of Real Estate Investment Trusts (“NAREIT”) defines funds from operations (“FFO”) (April 2002 White Paper) as net income (computed in accordance with accounting principles generally accepted in the United States (“GAAP”)), excluding gains (or losses) from sales and impairment write-downs of depreciable operating properties, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures will be calculated to reflect funds from operations on the same basis. The April 2002 White Paper states that gain or loss on sales of property is excluded from FFO for previously depreciated operating properties only.*



- (2) *Normalized funds from operations (“Normalized FFO”) begins with FFO and excludes:*
- *the impact of any expenses relating to non-operating asset impairment and valuation allowances;*
  - *pursuit cost write-offs;*
  - *gains and losses from early debt extinguishment, including prepayment penalties, preferred share/preference unit redemptions and the cost related to the implied option value of non-cash convertible debt discounts;*
  - *gains and losses on the sales of non-operating assets, including gains and losses from land parcel sales, net of the effect of income tax benefits or expenses; and*
  - *other miscellaneous items.*
- (3) *The Company believes that FFO and FFO available to Common Shares and Units / Units are helpful to investors as supplemental measures of the operating performance of a real estate company, because they are recognized measures of performance by the real estate industry and by excluding gains or losses related to dispositions of depreciable property and excluding real estate depreciation (which can vary among owners of identical assets in similar condition based on historical cost accounting and useful life estimates), FFO and FFO available to Common Shares and Units / Units can help compare the operating performance of a company’s real estate between periods or as compared to different companies. The Company also believes that Normalized FFO and Normalized FFO available to Common Shares and Units / Units are helpful to investors as supplemental measures of the operating performance of a real estate company because they allow investors to compare the Company’s operating performance to its performance in prior reporting periods and to the operating performance of other real estate companies without the effect of items that by their nature are not comparable from period to period and tend to obscure the Company’s actual operating results. FFO, FFO available to Common Shares and Units / Units, Normalized FFO and Normalized FFO available to Common Shares and Units / Units do not represent net income, net income available to Common Shares / Units or net cash flows from operating activities in accordance with GAAP. Therefore, FFO, FFO available to Common Shares and Units / Units, Normalized FFO and Normalized FFO available to Common Shares and Units / Units should not be exclusively considered as alternatives to net income, net income available to Common Shares / Units or net cash flows from operating activities as determined by GAAP or as a measure of liquidity. The Company’s calculation of FFO, FFO available to Common Shares and Units / Units, Normalized FFO and Normalized FFO available to Common Shares and Units / Units may differ from other real estate companies due to, among other items, variations in cost capitalization policies for capital expenditures and, accordingly, may not be comparable to such other real estate companies.*
- (4) *FFO available to Common Shares and Units / Units and Normalized FFO available to Common Shares and Units / Units are calculated on a basis consistent with net income available to Common Shares / Units and reflects adjustments to net income for preferred distributions and premiums on redemption of preferred shares/preference units in accordance with GAAP. The equity positions of various individuals and entities that contributed their properties to the Operating Partnership in exchange for OP Units are collectively referred to as the “Noncontrolling Interests – Operating Partnership”. Subject to certain restrictions, the Noncontrolling Interests – Operating Partnership may exchange their OP Units for Common Shares on a one-for-one basis.*

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

The Company’s exposure to market risk for changes in interest rates primarily relates to the refinancing of its long-term debt and floating interest rate instruments that include its unsecured revolving credit facility, commercial paper program, floating rate tax-exempt debt and fair value hedges that convert fixed rate debt to floating rate debt. These exposures to interest rates are primarily driven by changes in long-term U.S. Treasury rates for refinancing activity, changes in short-term LIBOR borrowing rates and the SIFMA index for floating rate debt and changes in commercial paper market conditions. The Company evaluates various factors including its total debt, the current and future anticipated economic environment and other factors to manage this risk. We generally hedge a portion of future long-term debt issuances and target a level of floating rate debt of 20% or less depending upon market conditions. To the extent the Company carries substantial cash balances, this will tend to partially counterbalance any changes in interest rates.

The Company also utilizes certain derivative financial instruments to manage market risk. Derivatives are used to convert floating rate debt to a fixed rate basis or vice versa as well as to partially lock in rates on future debt issuances. Derivatives are used for hedging purposes rather than speculation. The Company does not enter into financial instruments for trading purposes. See also Note 9 in the Notes to Consolidated Financial Statements for additional discussion of derivative instruments.

The fair values of the Company’s financial instruments (including such items in the financial statement captions as cash and cash equivalents, other assets, accounts payable and accrued expenses and other liabilities) approximate their carrying or contract values based on their nature, terms and interest rates that approximate current market rates. The fair value of the Company’s mortgage notes payable and unsecured debt (including its commercial paper and line of credit, if applicable) were approximately \$3.6 billion and \$5.6 billion, respectively, at December 31, 2017.

At December 31, 2017, the Company had total outstanding floating rate debt of approximately \$1.4 billion, or 15.4% of total debt, net of the effects of any derivative instruments. If market rates of interest on all of the floating rate debt permanently increased by 16 basis points (a 10% increase from the Company's existing weighted average interest rates), the increase in interest expense on the floating rate debt would decrease future earnings and cash flows by approximately \$2.2 million. If market rates of interest on all of the floating rate debt permanently decreased by 16 basis points (a 10% decrease from the Company's existing weighted average interest rates), the decrease in interest expense on the floating rate debt would increase future earnings and cash flows by approximately \$2.2 million.

At December 31, 2017, the Company had total outstanding fixed rate debt of approximately \$7.6 billion, or 84.6% of total debt, net of the effects of any derivative instruments. If market rates of interest permanently increased by 47 basis points (a 10% increase from the Company's existing weighted average interest rates), the estimated fair value of the Company's fixed rate debt would be approximately \$6.9 billion. If market rates of interest permanently decreased by 47 basis points (a 10% decrease from the Company's existing weighted average interest rates), the estimated fair value of the Company's fixed rate debt would be approximately \$8.5 billion.

At December 31, 2017, the Company's derivative instruments had a net asset fair value of approximately \$3.5 million. If market rates of interest permanently increased by 24 basis points (a 10% increase from the Company's existing weighted average interest rates), the net asset fair value of the Company's derivative instruments would be approximately \$7.7 million. If market rates of interest permanently decreased by 24 basis points (a 10% decrease from the Company's existing weighted average interest rates), the net liability fair value of the Company's derivative instruments would be approximately \$0.7 million.

At December 31, 2016, the Company had total outstanding floating rate debt of approximately \$1.1 billion, or 12.3% of total debt, net of the effects of any derivative instruments. If market rates of interest on all of the floating rate debt permanently increased by 11 basis points (a 10% increase from the Company's existing weighted average interest rates), the increase in interest expense on the floating rate debt would decrease future earnings and cash flows by approximately \$1.3 million. If market rates of interest on all of the floating rate debt permanently decreased by 11 basis points (a 10% decrease from the Company's existing weighted average interest rates), the decrease in interest expense on the floating rate debt would increase future earnings and cash flows by approximately \$1.3 million.

At December 31, 2016, the Company had total outstanding fixed rate debt of approximately \$7.9 billion, or 87.7% of total debt, net of the effects of any derivative instruments. If market rates of interest permanently increased by 49 basis points (a 10% increase from the Company's existing weighted average interest rates), the estimated fair value of the Company's fixed rate debt would be approximately \$7.2 billion. If market rates of interest permanently decreased by 49 basis points (a 10% decrease from the Company's existing weighted average interest rates), the estimated fair value of the Company's fixed rate debt would be approximately \$8.8 billion.

At December 31, 2016, the Company's derivative instruments had a net asset fair value of approximately \$1.9 million. If market rates of interest permanently increased by 24 basis points (a 10% increase from the Company's existing weighted average interest rates), the net asset fair value of the Company's derivative instruments would be approximately \$0.4 million. If market rates of interest permanently decreased by 24 basis points (a 10% decrease from the Company's existing weighted average interest rates), the net asset fair value of the Company's derivative instruments would be approximately \$3.4 million.

These amounts were determined by considering the impact of hypothetical interest rates on the Company's financial instruments. The foregoing assumptions apply to the entire amount of the Company's debt and derivative instruments and do not differentiate among maturities. These analyses do not consider the effects of the changes in overall economic activity that could exist in such an environment. Further, in the event of changes of such magnitude, management would likely take actions to further mitigate its exposure to the changes. However, due to the uncertainty of the specific actions that would be taken and their possible effects, this analysis assumes no changes in the Company's financial structure or results.

The Company cannot predict the effect of adverse changes in interest rates on its debt and derivative instruments and, therefore, its exposure to market risk, nor can there be any assurance that long-term debt will be available at advantageous pricing. Consequently, future results may differ materially from the estimated adverse changes discussed above.

## **Item 8. Financial Statements and Supplementary Data**

See Index to Consolidated Financial Statements and Schedule on page F-1 of this Form 10-K.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

#### *Equity Residential*

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

Effective as of December 31, 2017, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in its Exchange Act filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

##### **(b) Management's Report on Internal Control over Financial Reporting:**

Equity Residential's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation.

Based on the Company's evaluation under the framework in Internal Control – Integrated Framework, management concluded that its internal control over financial reporting was effective as of December 31, 2017. Our internal control over financial reporting has been audited as of December 31, 2017 by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

##### **(c) Changes in Internal Control over Financial Reporting:**

There were no changes to the internal control over financial reporting of the Company identified in connection with the Company's evaluation referred to above that occurred during the fourth quarter of 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### *ERP Operating Limited Partnership*

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

Effective as of December 31, 2017, the Operating Partnership carried out an evaluation, under the supervision and with the participation of the Operating Partnership's management, including the Chief Executive Officer and Chief Financial Officer of EQR, of the effectiveness of the Operating Partnership's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are effective to ensure that information required to be disclosed by the Operating Partnership in its Exchange Act filings is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

##### **(b) Management's Report on Internal Control over Financial Reporting:**

ERP Operating Limited Partnership's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer of EQR, management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework).

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation.

Based on the Operating Partnership's evaluation under the framework in Internal Control – Integrated Framework, management concluded that its internal control over financial reporting was effective as of December 31, 2017. Our internal control over financial reporting has been audited as of December 31, 2017 by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**(c) Changes in Internal Control over Financial Reporting:**

There were no changes to the internal control over financial reporting of the Operating Partnership identified in connection with the Operating Partnership's evaluation referred to above that occurred during the fourth quarter of 2017 that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

**Item 9B. Other Information**

None.

### **PART III**

#### **Items 10, 11, 12, 13 and 14.**

**Trustees, Executive Officers and Corporate Governance; Executive Compensation; Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters; Certain Relationships and Related Transactions, and Trustee Independence; and Principal Accounting Fees and Services.**

The information required by Item 10, Item 11, Item 12, Item 13 and Item 14 is incorporated by reference to, and will be contained in, Equity Residential's Proxy Statement, which the Company intends to file no later than 120 days after the end of its fiscal year ended December 31, 2017, and thus these items have been omitted in accordance with General Instruction G(3) to Form 10-K. Equity Residential is the general partner and 96.4% owner of ERP Operating Limited Partnership.

## **PART IV**

### **Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of this Report:

- (1) Financial Statements: See Index to Consolidated Financial Statements and Schedule on page F-1 of this Form 10-K.
- (2) Exhibits: See the Exhibit Index.
- (3) Financial Statement Schedules: See Index to Consolidated Financial Statements and Schedule on page F-1 of this Form 10-K.

### **Item 16. Form 10-K Summary.**

None.

## EXHIBIT INDEX

The exhibits listed below are filed as part of this report. References to exhibits or other filings under the caption “Location” indicate that the exhibit or other filing has been filed, that the indexed exhibit and the exhibit referred to are the same and that the exhibit referred to is incorporated by reference. The Commission file numbers for our Exchange Act filings referenced below are 1-12252 (Equity Residential) and 0-24920 (ERP Operating Limited Partnership).

Exhibit	Description	Location
3.1	Articles of Restatement of Declaration of Trust of Equity Residential dated December 9, 2004.	Included as Exhibit 3.1 to Equity Residential’s Form 10-K for the year ended December 31, 2004.
3.2	Eighth Amended and Restated Bylaws of Equity Residential, effective as of October 1, 2015.	Included as Exhibit 3.1 to Equity Residential’s Form 8-K dated and filed on October 1, 2015.
3.3	First Amendment to Eighth Amended and Restated Bylaws of Equity Residential, dated November 20, 2017.	Included as Exhibit 3.1 to Equity Residential’s Form 8-K dated and filed on November 20, 2017.
3.4	Sixth Amended and Restated Agreement of Limited Partnership for ERP Operating Limited Partnership dated as of March 12, 2009.	Included as Exhibit 10.1 to Equity Residential’s and ERP Operating Limited Partnership’s Form 8-K dated March 12, 2009, filed on March 18, 2009.
4.1	Indenture, dated October 1, 1994, between the Operating Partnership and The Bank of New York Mellon Trust Company, N.A., as successor trustee (“Indenture”).	Included as Exhibit 4(a) to ERP Operating Limited Partnership’s Form S-3 filed on October 7, 1994. **
4.2	First Supplemental Indenture to Indenture, dated as of September 9, 2004.	Included as Exhibit 4.2 to ERP Operating Limited Partnership’s Form 8-K, filed on September 10, 2004.
4.3	Second Supplemental Indenture to Indenture, dated as of August 23, 2006.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated August 16, 2006, filed on August 23, 2006.
4.4	Third Supplemental Indenture to Indenture, dated as of June 4, 2007.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated May 30, 2007, filed on June 1, 2007.
4.5	Fourth Supplemental Indenture to Indenture, dated as of December 12, 2011.	Included as Exhibit 4.2 to ERP Operating Limited Partnership’s Form 8-K dated December 7, 2011, filed on December 9, 2011.
4.6	Fifth Supplemental Indenture to Indenture, dated as of February 1, 2016.	Included as Exhibit 4.6 to Equity Residential’s and ERP Operating Limited Partnership’s Form 10-K for the year ended December 31, 2015.
4.7	Form of 2.375% Note due July 1, 2019.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated June 16, 2014, filed on June 18, 2014.
4.8	Form of 4.75% Note due July 15, 2020.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated July 12, 2010, filed on July 15, 2010.
4.9	Form of 4.625% Note due December 15, 2021.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated December 7, 2011, filed on December 9, 2011.
4.10	Form of 3.00% Note due April 15, 2023.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated April 3, 2013, filed on April 8, 2013.
4.11	Form of 3.375% Note due June 1, 2025.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated May 11, 2015, filed on May 13, 2015.
4.12	Terms Agreement regarding 7.57% Notes due August 15, 2026.	Included as Exhibit 1 to ERP Operating Limited Partnership’s Form 8-K, filed on August 13, 1996.
4.13	Form of 2.850% Note due November 1, 2026.	Included as Exhibit 4.1 to ERP Operating Limited Partnership’s Form 8-K dated October 4, 2016, filed on October 7, 2016.
4.14	Form of 3.250% Note due August 1, 2027.	Included as Exhibit 4.1 to Equity Residential’s and ERP Operating Limited Partnership’s Form 8-K dated July 31, 2017, filed on August 2, 2017.
4.15	Form of 4.500% Note due July 1, 2044.	Included as Exhibit 4.2 to ERP Operating Limited Partnership’s Form 8-K dated June 16, 2014, filed on June 18, 2014.
4.16	Form of 4.500% Note due June 1, 2045.	Included as Exhibit 4.2 to ERP Operating Limited Partnership’s Form 8-K dated May 11, 2015, filed on May 13, 2015.
4.17	Form of 4.000% Note due August 1, 2047.	Included as Exhibit 4.2 to Equity Residential’s and ERP Operating Limited Partnership’s Form 8-K dated July 31, 2017, filed on August 2, 2017.

Exhibit	Description	Location
10.1	* Noncompetition Agreement (Zell).	Included as an exhibit to Equity Residential's Form S-11 Registration Statement, File No. 33-63158. **
10.2	* Noncompetition Agreement (Spector).	Included as an exhibit to Equity Residential's Form S-11 Registration Statement, File No. 33-63158. **
10.3	* Form of Noncompetition Agreement (other officers).	Included as an exhibit to Equity Residential's Form S-11 Registration Statement, File No. 33-63158. **
10.4	Revolving Credit Agreement dated as of November 3, 2016 among ERP Operating Limited Partnership, Bank of America, N.A., as Administrative Agent, Wells Fargo Bank, National Association, and JPMorgan Chase Bank, N.A., as Co-Syndication Agents, Wells Fargo Securities, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and J.P. Morgan Securities LLC, as Joint Lead Arrangers and Joint Bookrunners, and a syndicate of other banks (the "Credit Agreement").	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated and filed November 3, 2016.
10.5	Guaranty of Payment made as of November 3, 2016 between Equity Residential and Bank of America, N.A., as administrative agent for the banks party to the Credit Agreement.	Included as Exhibit 10.2 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated and filed November 3, 2016.
10.6	Amended and Restated Limited Partnership Agreement of Lexford Properties, L.P.	Included as Exhibit 10.16 to Equity Residential's Form 10-K for the year ended December 31, 1999.
10.7	* Equity Residential 2011 Share Incentive Plan.	Included as Exhibit 99.1 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated June 16, 2011, filed on June 22, 2011.
10.8	* First Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended June 30, 2012.
10.9	* Second Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended September 30, 2013.
10.10	* Third Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended March 31, 2014.
10.11	* Fourth Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended September 30, 2014.
10.12	* Fifth Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended June 30, 2016.
10.13	* Sixth Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.18 to Equity Residential's and ERP Operating Limited Partnership's Form 10-K for the year ended December 31, 2016.
10.14	* Seventh Amendment to 2011 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended September 30, 2017.
10.15	* Equity Residential Second Restated 2002 Share Incentive Plan dated December 10, 2008.	Included as Exhibit 10.15 to Equity Residential's Form 10-K for the year ended December 31, 2008.
10.16	* First Amendment to Second Restated 2002 Share Incentive Plan.	Included as Exhibit 10.1 to Equity Residential's Form 10-Q for the quarterly period ended September 30, 2010.
10.17	* Second Amendment to Second Restated 2002 Share Incentive Plan.	Included as Exhibit 10.3 to Equity Residential's Form 10-Q for the quarterly period ended June 30, 2011.
10.18	* Third Amendment to Second Restated 2002 Share Incentive Plan.	Included as Exhibit 10.2 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended June 30, 2012.



Exhibit	Description	Location
10.19	* Fourth Amendment to Second Restated 2002 Share Incentive Plan.	Included as Exhibit 10.2 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended September 30, 2013.
10.20	* Form of 2015 Performance Award Agreement.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended March 31, 2015.
10.21	* Form of Change in Control/Severance Agreement between the Company and other executive officers.	Included as Exhibit 10.13 to Equity Residential's Form 10-K for the year ended December 31, 2001.
10.22	* Form of First Amendment to Amended and Restated Change in Control/Severance Agreement with each executive officer.	Included as Exhibit 10.1 to Equity Residential's Form 10-Q for the quarterly period ended March 31, 2009.
10.23	* Form of Indemnification Agreement between the Company and each trustee and executive officer.	Included as Exhibit 10.18 to Equity Residential's Form 10-K for the year ended December 31, 2003.
10.24	* Form of Letter Agreement between Equity Residential and each of David J. Neithercut, Alan W. George and Bruce C. Strohm.	Included as Exhibit 10.3 to Equity Residential's Form 10-Q for the quarterly period ended September 30, 2008.
10.25	* Form of Executive Retirement Benefits Agreement.	Included as Exhibit 10.24 to Equity Residential's Form 10-K for the year ended December 31, 2006.
10.26	* Retirement Benefits Agreement between Samuel Zell and the Company dated October 18, 2001.	Included as Exhibit 10.18 to Equity Residential's Form 10-K for the year ended December 31, 2001.
10.27	* Age 62 Retirement Agreement, dated June 21, 2017, by and between Equity Residential and Bruce C. Strohm.	Included as Exhibit 10.1 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended June 30, 2017.
10.28	* Amended and Restated Deferred Compensation Agreement between the Company and Gerald A. Spector dated January 1, 2002.	Included as Exhibit 10.17 to Equity Residential's Form 10-K for the year ended December 31, 2001.
10.29	* The Equity Residential Supplemental Executive Retirement Plan as Amended and Restated effective July 1, 2014.	Included as Exhibit 10.2 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended September 30, 2014.
10.30	* The Equity Residential Supplemental Executive Retirement Plan as Amended and Restated effective April 1, 2017.	Included as Exhibit 10.2 to Equity Residential's and ERP Operating Limited Partnership's Form 10-Q for the quarterly period ended June 30, 2017.
10.31	* The Equity Residential Grandfathered Supplemental Executive Retirement Plan as Amended and Restated effective January 1, 2005.	Included as Exhibit 10.2 to Equity Residential's Form 10-Q for the quarterly period ended March 31, 2008.
10.32	Distribution Agreement, dated June 29, 2016, among the Company, the Operating Partnership, J.P. Morgan Securities LLC, Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BNY Mellon Capital Markets, LLC, Morgan Stanley & Co. LLC, Mitsubishi UFJ Securities (USA), Inc., Scotia Capital (USA) Inc. and UBS Securities LLC.	Included as Exhibit 1.1 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated and filed on June 29, 2016.
10.33	Archstone Residual JV, LLC Limited Liability Company Agreement.	Included as Exhibit 10.3 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated February 27, 2013, filed on February 28, 2013.
10.34	Archstone Parallel Residual JV, LLC Limited Liability Company Agreement.	Included as Exhibit 10.4 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated February 27, 2013, filed on February 28, 2013.
10.35	Archstone Parallel Residual JV 2, LLC Limited Liability Company Agreement.	Included as Exhibit 10.5 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated February 27, 2013, filed on February 28, 2013.
10.36	Legacy Holdings JV, LLC Limited Liability Company Agreement.	Included as Exhibit 10.6 to Equity Residential's and ERP Operating Limited Partnership's Form 8-K dated February 27, 2013, filed on February 28, 2013.
12	Computation of Ratio of Earnings to Combined Fixed Charges.	Attached herein.

Exhibit	Description	Location
21	List of Subsidiaries of Equity Residential and ERP Operating Limited Partnership.	Attached herein.
23.1	Consent of Ernst & Young LLP - Equity Residential.	Attached herein.
23.2	Consent of Ernst & Young LLP - ERP Operating Limited Partnership.	Attached herein.
24	Power of Attorney.	See the signature page to this report.
31.1	Equity Residential - Certification of David J. Neithercut, Chief Executive Officer.	Attached herein.
31.2	Equity Residential - Certification of Mark J. Parrell, Chief Financial Officer.	Attached herein.
31.3	ERP Operating Limited Partnership - Certification of David J. Neithercut, Chief Executive Officer of Registrant's General Partner.	Attached herein.
31.4	ERP Operating Limited Partnership - Certification of Mark J. Parrell, Chief Financial Officer of Registrant's General Partner.	Attached herein.
32.1	Equity Residential - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of David J. Neithercut, Chief Executive Officer of the Company.	Attached herein.
32.2	Equity Residential - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Mark J. Parrell, Chief Financial Officer of the Company.	Attached herein.
32.3	ERP Operating Limited Partnership - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of David J. Neithercut, Chief Executive Officer of Registrant's General Partner.	Attached herein.
32.4	ERP Operating Limited Partnership - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Mark J. Parrell, Chief Financial Officer of Registrant's General Partner.	Attached herein.
101	XBRL (Extensible Business Reporting Language). The following materials from Equity Residential's and ERP Operating Limited Partnership's Annual Report on Form 10-K for the year ended December 31, 2017, formatted in XBRL: (i) consolidated balance sheets, (ii) consolidated statements of operations and comprehensive income, (iii) consolidated statements of cash flows, (iv) consolidated statements of changes in equity (Equity Residential), (v) consolidated statements of changes in capital (ERP Operating Limited Partnership) and (vi) notes to consolidated financial statements.	Attached herein.

\*Management contracts and compensatory plans or arrangements filed as exhibits to this report are identified by an asterisk.

\*\*Filed on paper – hyperlink is not required pursuant to Rule 105 of Regulation S-T.

## **SIGNATURES**

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

### **EQUITY RESIDENTIAL**

By: /s/ David J. Neithercut  
David J. Neithercut  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: February 22, 2018

### **ERP OPERATING LIMITED PARTNERSHIP BY: EQUITY RESIDENTIAL ITS GENERAL PARTNER**

By: /s/ David J. Neithercut  
David J. Neithercut  
President and Chief Executive Officer  
(Principal Executive Officer)

Date: February 22, 2018

**EQUITY RESIDENTIAL  
ERP OPERATING LIMITED PARTNERSHIP  
POWER OF ATTORNEY**

KNOW ALL MEN/WOMEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints David J. Neithercut, Mark J. Parrell and Ian S. Kaufman, or any of them, his or her attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her in any and all capacities, to do all acts and things which said attorneys and agents, or any of them, deem advisable to enable the company to comply with the Securities Exchange Act of 1934, as amended, and any requirements or regulations of the Securities and Exchange Commission in respect thereof, in connection with the company's filing of an annual report on Form 10-K for the company's fiscal year 2017, including specifically, but without limitation of the general authority hereby granted, the power and authority to sign his or her name as a trustee or officer, or both, of the company, as indicated below opposite his or her signature, to the Form 10-K, and any amendment thereto; and each of the undersigned does hereby fully ratify and confirm all that said attorneys and agents, or any of them, or the substitute of any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of each registrant and in the capacities set forth below and on the dates indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David J. Neithercut</u> David J. Neithercut	President, Chief Executive Officer and Trustee (Principal Executive Officer)	February 22, 2018
<u>/s/ Mark J. Parrell</u> Mark J. Parrell	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 22, 2018
<u>/s/ Ian S. Kaufman</u> Ian S. Kaufman	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 22, 2018
<u>/s/ John W. Alexander</u> John W. Alexander	Trustee	February 22, 2018
<u>/s/ Charles L. Atwood</u> Charles L. Atwood	Trustee	February 22, 2018
<u>/s/ Linda Walker Bynoe</u> Linda Walker Bynoe	Trustee	February 22, 2018
<u>/s/ Connie K. Duckworth</u> Connie K. Duckworth	Trustee	February 22, 2018
<u>/s/ Mary Kay Haben</u> Mary Kay Haben	Trustee	February 22, 2018
<u>/s/ Bradley A. Keywell</u> Bradley A. Keywell	Trustee	February 22, 2018
<u>/s/ John E. Neal</u> John E. Neal	Trustee	February 22, 2018
<u>/s/ Mark S. Shapiro</u> Mark S. Shapiro	Trustee	February 22, 2018
<u>/s/ Stephen E. Sterrett</u> Stephen E. Sterrett	Trustee	February 22, 2018
<u>/s/ Gerald A. Spector</u> Gerald A. Spector	Vice Chairman of the Board of Trustees	February 22, 2018
<u>/s/ Samuel Zell</u> Samuel Zell	Chairman of the Board of Trustees	February 22, 2018

# INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SCHEDULE

## EQUITY RESIDENTIAL ERP OPERATING LIMITED PARTNERSHIP

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*All other schedules have been omitted because they are inapplicable, not required or the information is included elsewhere in the consolidated financial statements or notes thereto.*

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and Shareholders  
Equity Residential

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Equity Residential (the Company) as of December 31, 2017 and 2016, the related consolidated statements of operations and comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and financial statement schedule listed in the Index at Item 15(a) (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 at December 31, 2017 and 2016 and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have 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, 2017, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 22, 2018 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP  
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ERNST & YOUNG LLP

We have served as the Company’s auditor since 1996.

Chicago, Illinois  
February 22, 2018

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners  
ERP Operating Limited Partnership

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of ERP Operating Limited Partnership (the Operating Partnership) as of December 31, 2017 and 2016, the related consolidated statements of operations and comprehensive income, changes in capital and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and financial statement schedule listed in the Index at Item 15(a) (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 Operating Partnership at December 31, 2017 and 2016 and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Operating Partnership’s internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 22, 2018 expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Operating Partnership’s management. Our responsibility is to express an opinion on the Operating Partnership’s 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 Operating Partnership 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ ERNST & YOUNG LLP  
ERNST & YOUNG LLP

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We have served as the Operating Partnership’s auditor since 1996.

Chicago, Illinois  
February 22, 2018

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Trustees and Shareholders  
Equity Residential

### Opinion on Internal Control over Financial Reporting

We have audited Equity Residential's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Equity Residential (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have 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, 2017 and 2016, the related consolidated statements of operations and comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 22, 2018 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 Report on Internal Control over Financial Reporting. 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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 trustees 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/ ERNST & YOUNG LLP  
ERNST & YOUNG LLP

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Chicago, Illinois  
February 22, 2018



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners  
ERP Operating Limited Partnership

### Opinion on Internal Control over Financial Reporting

We have audited ERP Operating Limited Partnership's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, ERP Operating Limited Partnership (the Operating Partnership) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Operating Partnership as of December 31, 2017 and 2016, the related consolidated statements of operations and comprehensive income, changes in capital and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and financial statement schedule listed in the Index at Item 15(a) and our report dated February 22, 2018 expressed an unqualified opinion thereon.

### Basis for Opinion

The Operating Partnership'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 Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Operating Partnership'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 Operating Partnership 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 included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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 trustees 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/ ERNST & YOUNG LLP  
ERNST & YOUNG LLP

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Chicago, Illinois  
February 22, 2018

**EQUITY RESIDENTIAL**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands except for share amounts)

	December 31, 2017	December 31, 2016
<b>ASSETS</b>		
Investment in real estate		
Land	\$ 5,996,024	\$ 5,899,862
Depreciable property	19,768,362	18,730,579
Projects under development	163,547	637,168
Land held for development	98,963	118,816
Investment in real estate	26,026,896	25,386,425
Accumulated depreciation	(6,040,378)	(5,360,389)
Investment in real estate, net	19,986,518	20,026,036
Cash and cash equivalents	50,647	77,207
Investments in unconsolidated entities	58,254	60,141
Restricted deposits	50,115	141,881
Other assets	425,065	398,883
<b>Total assets</b>	<b>\$ 20,570,599</b>	<b>\$ 20,704,148</b>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Mortgage notes payable, net	\$ 3,618,722	\$ 4,119,181
Notes, net	5,038,812	4,848,079
Line of credit and commercial paper	299,757	19,998
Accounts payable and accrued expenses	114,766	147,482
Accrued interest payable	58,035	60,946
Other liabilities	341,852	350,466
Security deposits	65,009	62,624
Distributions payable	192,828	192,296
<b>Total liabilities</b>	<b>9,729,781</b>	<b>9,801,072</b>
<i>Commitments and contingencies</i>		
<b>Redeemable Noncontrolling Interests – Operating Partnership</b>	<b>366,955</b>	<b>442,092</b>
Equity:		
Shareholders' equity:		
Preferred Shares of beneficial interest, \$0.01 par value; 100,000,000 shares authorized; 745,600 shares issued and outstanding as of December 31, 2017 and December 31, 2016	37,280	37,280
Common Shares of beneficial interest, \$0.01 par value; 1,000,000,000 shares authorized; 368,018,082 shares issued and outstanding as of December 31, 2017 and 365,870,924 shares issued and outstanding as of December 31, 2016	3,680	3,659
Paid in capital	8,886,586	8,758,422
Retained earnings	1,403,530	1,543,626
Accumulated other comprehensive income (loss)	(88,612)	(113,909)
Total shareholders' equity	10,242,464	10,229,078
Noncontrolling Interests:		
Operating Partnership	226,691	221,297
Partially Owned Properties	4,708	10,609
Total Noncontrolling Interests	231,399	231,906
<b>Total equity</b>	<b>10,473,863</b>	<b>10,460,984</b>
<b>Total liabilities and equity</b>	<b>\$ 20,570,599</b>	<b>\$ 20,704,148</b>

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(Amounts in thousands except per share data)

	Year Ended December 31,		
	2017	2016	2015
<b>REVENUES</b>			
Rental income	\$ 2,470,689	\$ 2,422,233	\$ 2,736,578
Fee and asset management	717	3,567	8,387
Total revenues	2,471,406	2,425,800	2,744,965
<b>EXPENSES</b>			
Property and maintenance	405,281	406,823	479,160
Real estate taxes and insurance	335,495	317,387	339,802
Property management	85,493	82,015	86,206
General and administrative	52,224	57,840	64,664
Depreciation	743,749	705,649	765,895
Impairment	1,693	—	—
Total expenses	1,623,935	1,569,714	1,735,727
Operating income	847,471	856,086	1,009,238
Interest and other income	6,136	65,773	7,372
Other expenses	(5,186)	(10,368)	(2,942)
Interest:			
Expense incurred, net	(383,890)	(482,246)	(444,487)
Amortization of deferred financing costs	(8,526)	(12,633)	(10,801)
Income before income and other taxes, income (loss) from investments in unconsolidated entities, net gain (loss) on sales of real estate properties and land parcels and discontinued operations	456,005	416,612	558,380
Income and other tax (expense) benefit	(478)	(1,613)	(917)
Income (loss) from investments in unconsolidated entities	(3,370)	4,801	15,025
Net gain (loss) on sales of real estate properties	157,057	4,044,055	335,134
Net gain (loss) on sales of land parcels	19,167	15,731	(1)
Income from continuing operations	628,381	4,479,586	907,621
Discontinued operations, net	—	518	397
Net income	628,381	4,480,104	908,018
Net (income) loss attributable to Noncontrolling Interests:			
Operating Partnership	(22,604)	(171,511)	(34,241)
Partially Owned Properties	(2,323)	(16,430)	(3,657)
Net income attributable to controlling interests	603,454	4,292,163	870,120
Preferred distributions	(3,091)	(3,091)	(3,357)
Premium on redemption of Preferred Shares	—	—	(3,486)
Net income available to Common Shares	<u>\$ 600,363</u>	<u>\$ 4,289,072</u>	<u>\$ 863,277</u>
<b>Earnings per share – basic:</b>			
Income from continuing operations available to Common Shares	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
Net income available to Common Shares	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
Weighted average Common Shares outstanding	<u>366,968</u>	<u>365,002</u>	<u>363,498</u>
<b>Earnings per share – diluted:</b>			
Income from continuing operations available to Common Shares	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>
Net income available to Common Shares	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>
Weighted average Common Shares outstanding	<u>382,678</u>	<u>381,992</u>	<u>380,620</u>
Distributions declared per Common Share outstanding	<u>\$ 2.015</u>	<u>\$ 13.015</u>	<u>\$ 2.21</u>

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (Continued)**  
(Amounts in thousands except per share data)

	Year Ended December 31,		
	2017	2016	2015
Comprehensive income:			
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018
Other comprehensive income (loss):			
Other comprehensive income (loss) – derivative instruments:			
Unrealized holding gains (losses) arising during the year	6,439	(3,915)	2,219
Losses reclassified into earnings from other comprehensive income	18,858	41,758	18,244
Other comprehensive income (loss) – foreign currency:			
Currency translation adjustments arising during the year	—	264	(327)
Other comprehensive income (loss)	25,297	38,107	20,136
Comprehensive income	653,678	4,518,211	928,154
Comprehensive (income) attributable to Noncontrolling Interests	(25,845)	(189,411)	(38,668)
Comprehensive income attributable to controlling interests	<u>\$ 627,833</u>	<u>\$ 4,328,800</u>	<u>\$ 889,486</u>

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>			
Depreciation	743,749	705,649	765,895
Amortization of deferred financing costs	8,526	12,633	10,801
Amortization of above/below market lease intangibles	3,828	3,426	3,382
Amortization of discounts and premiums on debt	3,536	(17,986)	(10,569)
Amortization of deferred settlements on derivative instruments	18,847	41,680	18,075
Impairment	1,693	—	—
Write-off of pursuit costs	3,106	4,092	2,878
(Income) loss from investments in unconsolidated entities	3,370	(4,801)	(15,025)
Distributions from unconsolidated entities – return on capital	2,632	2,863	4,741
Net (gain) loss on sales of investment securities and other investments	—	(58,409)	(526)
Net (gain) loss on sales of real estate properties	(157,057)	(4,044,055)	(335,134)
Net (gain) loss on sales of land parcels	(19,167)	(15,731)	1
Net (gain) loss on sales of discontinued operations	—	(43)	—
Net (gain) loss on debt extinguishment	12,258	114,666	—
Realized/unrealized (gain) loss on derivative instruments	—	74	3,055
Compensation paid with Company Common Shares	24,997	30,530	34,607
<i>Changes in assets and liabilities:</i>			
(Increase) decrease in other assets	(449)	31,147	(41,803)
Increase (decrease) in accounts payable and accrued expenses	11,532	(6,061)	(1,667)
Increase (decrease) in accrued interest payable	(2,911)	(24,275)	(4,319)
Increase (decrease) in other liabilities	(23,468)	(26,422)	12,269
Increase (decrease) in security deposits	2,385	(14,958)	1,949
Net cash provided by operating activities	1,265,788	1,214,123	1,356,628
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Investment in real estate – acquisitions	(466,394)	(205,880)	(331,336)
Investment in real estate – development/other	(276,382)	(566,825)	(653,897)
Capital expenditures to real estate	(202,607)	(172,177)	(182,113)
Non-real estate capital additions	(1,506)	(5,731)	(3,991)
Interest capitalized for real estate under development	(26,290)	(51,451)	(59,885)
Proceeds from disposition of real estate, net	384,583	6,824,659	504,748
Investments in unconsolidated entities	(6,034)	(5,266)	(23,019)
Distributions from unconsolidated entities – return of capital	334	13,798	51,144
Proceeds from sale of investment securities and other investments	—	72,815	2,535
Net cash provided by (used for) investing activities	(594,296)	5,903,942	(695,814)

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Debt financing costs	\$ (6,289)	\$ (13,305)	\$ (6,425)
<i>Mortgage notes payable, net:</i>			
Lump sum payoffs	(493,420)	(583,122)	(359,244)
Scheduled principal repayments	(10,704)	(8,544)	(9,275)
Net gain (loss) on debt extinguishment	(12,258)	(31,732)	—
<i>Notes, net:</i>			
Proceeds	692,466	496,705	746,391
Lump sum payoffs	(497,975)	(1,500,000)	(300,000)
Net gain (loss) on debt extinguishment	—	(82,934)	—
<i>Line of credit and commercial paper:</i>			
Line of credit proceeds	1,845,000	426,000	3,770,000
Line of credit repayments	(1,845,000)	(426,000)	(4,103,000)
Commercial paper proceeds	5,066,509	1,760,194	3,932,304
Commercial paper repayments	(4,786,750)	(2,127,472)	(3,545,028)
Proceeds from (payments on) settlement of derivative instruments	1,295	(4,662)	(13,938)
Proceeds from Employee Share Purchase Plan (ESPP)	3,744	3,686	4,404
Proceeds from exercise of options	31,596	35,833	59,508
Redemption of Preferred Shares	—	—	(12,720)
Premium on redemption of Preferred Shares	—	—	(3,486)
Payment of offering costs	(51)	(314)	(79)
Other financing activities, net	(63)	(49)	(49)
Contributions – Noncontrolling Interests – Partially Owned Properties	125	—	—
Contributions – Noncontrolling Interests – Operating Partnership	—	1	3
<i>Distributions:</i>			
Common Shares	(739,375)	(4,771,725)	(784,748)
Preferred Shares	(3,091)	(2,318)	(3,357)
Noncontrolling Interests – Operating Partnership	(27,291)	(188,115)	(30,869)
Noncontrolling Interests – Partially Owned Properties	(8,286)	(36,219)	(6,559)
Net cash provided by (used for) financing activities	(789,818)	(7,054,092)	(666,167)
Net increase (decrease) in cash and cash equivalents and restricted deposits	(118,326)	63,973	(5,353)
Cash and cash equivalents and restricted deposits, beginning of year	219,088	155,115	160,468
Cash and cash equivalents and restricted deposits, end of year	<u>\$ 100,762</u>	<u>\$ 219,088</u>	<u>\$ 155,115</u>
Cash and cash equivalents and restricted deposits, end of year			
Cash and cash equivalents	\$ 50,647	\$ 77,207	\$ 42,276
Restricted deposits	50,115	141,881	112,839
Total cash and cash equivalents and restricted deposits, end of year	<u>\$ 100,762</u>	<u>\$ 219,088</u>	<u>\$ 155,115</u>

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>SUPPLEMENTAL INFORMATION:</b>			
Cash paid for interest, net of amounts capitalized	\$ 360,273	\$ 482,152	\$ 436,748
Net cash paid for income and other taxes	\$ 640	\$ 1,494	\$ 1,264
<i>Real estate acquisitions/dispositions/other:</i>			
Mortgage loans assumed	\$ —	\$ 43,400	\$ —
<i>Amortization of deferred financing costs:</i>			
Other assets	\$ 2,412	\$ 3,366	\$ 3,054
Mortgage notes payable, net	\$ 2,493	\$ 3,978	\$ 3,589
Notes, net	\$ 3,621	\$ 5,289	\$ 4,158
<i>Amortization of discounts and premiums on debt:</i>			
Mortgage notes payable, net	\$ 1,172	\$ (21,158)	\$ (13,126)
Notes, net	\$ 2,364	\$ 3,172	\$ 2,557
<i>Amortization of deferred settlements on derivative instruments:</i>			
Other liabilities	\$ (11)	\$ (78)	\$ (169)
Accumulated other comprehensive income	\$ 18,858	\$ 41,758	\$ 18,244
<i>Write-off of pursuit costs:</i>			
Investment in real estate, net	\$ 2,965	\$ 3,586	\$ 2,804
Other assets	\$ 17	\$ 402	\$ 74
Accounts payable and accrued expenses	\$ 124	\$ 104	\$ —
<i>(Income) loss from investments in unconsolidated entities:</i>			
Investments in unconsolidated entities	\$ 1,955	\$ (6,327)	\$ (17,340)
Other liabilities	\$ 1,415	\$ 1,526	\$ 2,315
<i>Distributions from unconsolidated entities – return on capital:</i>			
Investments in unconsolidated entities	\$ 2,632	\$ 2,863	\$ 4,606
Other liabilities	\$ —	\$ —	\$ 135
<i>Realized/unrealized (gain) loss on derivative instruments:</i>			
Other assets	\$ (4,582)	\$ 1,798	\$ (3,573)
Notes, net	\$ (3,454)	\$ (1,798)	\$ 2,058
Other liabilities	\$ 1,597	\$ 3,989	\$ 2,351
Accumulated other comprehensive income	\$ 6,439	\$ (3,915)	\$ 2,219
<i>Investments in unconsolidated entities:</i>			
Investments in unconsolidated entities	\$ (3,034)	\$ (2,326)	\$ (1,404)
Other liabilities	\$ (3,000)	\$ (2,940)	\$ (21,615)

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>SUPPLEMENTAL INFORMATION (continued):</b>			
<i>Distributions from unconsolidated entities - return of capital:</i>			
Investments in unconsolidated entities	\$ 334	\$ 14,014	\$ 51,144
Other assets	\$ —	\$ (216)	\$ —
<i>Debt financing costs:</i>			
Other assets	\$ —	\$ (8,553)	\$ —
Mortgage notes payable, net	\$ —	\$ (507)	\$ (35)
Notes, net	\$ (6,289)	\$ (4,245)	\$ (6,390)
<i>Proceeds from (payments on) settlement of derivative instruments:</i>			
Other assets	\$ 1,295	\$ —	\$ 1,848
Other liabilities	\$ —	\$ (4,662)	\$ (15,786)
<i>Other:</i>			
Foreign currency translation adjustments	\$ —	\$ (264)	\$ 327

See accompanying notes



**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>SHAREHOLDERS' EQUITY</b>			
<b>PREFERRED SHARES</b>			
Balance, beginning of year	\$ 37,280	\$ 37,280	\$ 50,000
Partial redemption of 8.29% Series K Cumulative Redeemable	—	—	(12,720)
Balance, end of year	<u>\$ 37,280</u>	<u>\$ 37,280</u>	<u>\$ 37,280</u>
<b>COMMON SHARES, \$0.01 PAR VALUE</b>			
Balance, beginning of year	\$ 3,659	\$ 3,648	\$ 3,629
Conversion of OP Units into Common Shares	11	1	2
Exercise of share options	8	8	14
Employee Share Purchase Plan (ESPP)	1	1	1
Share-based employee compensation expense:			
Restricted shares	1	1	2
Balance, end of year	<u>\$ 3,680</u>	<u>\$ 3,659</u>	<u>\$ 3,648</u>
<b>PAID IN CAPITAL</b>			
Balance, beginning of year	\$ 8,758,422	\$ 8,572,365	\$ 8,536,340
Common Share Issuance:			
Conversion of OP Units into Common Shares	15,889	3,725	4,964
Exercise of share options	31,588	35,825	59,494
Employee Share Purchase Plan (ESPP)	3,743	3,685	4,403
Conversion of restricted shares to restricted units	—	—	(70)
Share-based employee compensation expense:			
Restricted shares	9,776	15,015	15,064
Share options	6,835	3,432	3,756
ESPP discount	747	650	884
Offering costs	(51)	(314)	(79)
Supplemental Executive Retirement Plan (SERP)	(594)	748	1,380
Change in market value of Redeemable Noncontrolling Interests – Operating Partnership	41,916	115,093	(64,378)
Adjustment for Noncontrolling Interests ownership in Operating Partnership	18,315	8,198	10,607
Balance, end of year	<u>\$ 8,886,586</u>	<u>\$ 8,758,422</u>	<u>\$ 8,572,365</u>
<b>RETAINED EARNINGS</b>			
Balance, beginning of year	\$ 1,543,626	\$ 2,009,091	\$ 1,950,639
Net income attributable to controlling interests	603,454	4,292,163	870,120
Common Share distributions	(740,459)	(4,754,537)	(804,825)
Preferred Share distributions	(3,091)	(3,091)	(3,357)
Premium on redemption of Preferred Shares – cash charge	—	—	(3,486)
Balance, end of year	<u>\$ 1,403,530</u>	<u>\$ 1,543,626</u>	<u>\$ 2,009,091</u>
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Balance, beginning of year	\$ (113,909)	\$ (152,016)	\$ (172,152)
Accumulated other comprehensive income (loss) – derivative instruments:			
Unrealized holding gains (losses) arising during the year	6,439	(3,915)	2,219
Losses reclassified into earnings from other comprehensive income	18,858	41,758	18,244
Accumulated other comprehensive income (loss) – foreign currency:			
Currency translation adjustments arising during the year	—	264	(327)
Balance, end of year	<u>\$ (88,612)</u>	<u>\$ (113,909)</u>	<u>\$ (152,016)</u>

See accompanying notes

**EQUITY RESIDENTIAL**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>NONCONTROLLING INTERESTS</b>			
<b>OPERATING PARTNERSHIP</b>			
Balance, beginning of year	\$ 221,297	\$ 221,379	\$ 214,411
Issuance of restricted units to Noncontrolling Interests	—	1	3
Conversion of OP Units held by Noncontrolling Interests into OP Units held by General Partner	(15,900)	(3,726)	(4,966)
Conversion of restricted shares to restricted units	—	—	70
Equity compensation associated with Noncontrolling Interests	10,523	18,180	21,503
Net income attributable to Noncontrolling Interests	22,604	171,511	34,241
Distributions to Noncontrolling Interests	(26,739)	(187,448)	(31,604)
Change in carrying value of Redeemable Noncontrolling Interests – Operating Partnership	33,221	9,598	(1,672)
Adjustment for Noncontrolling Interests ownership in Operating Partnership	(18,315)	(8,198)	(10,607)
Balance, end of year	<u>\$ 226,691</u>	<u>\$ 221,297</u>	<u>\$ 221,379</u>
<b>PARTIALLY OWNED PROPERTIES</b>			
Balance, beginning of year	\$ 10,609	\$ 4,608	\$ 124,909
Net income attributable to Noncontrolling Interests	2,323	16,430	3,657
Contributions by Noncontrolling Interests	125	—	—
Distributions to Noncontrolling Interests	(8,349)	(36,268)	(6,608)
Deconsolidation of previously consolidated Noncontrolling Interests	—	—	(117,350)
Other	—	25,839	—
Balance, end of year	<u>\$ 4,708</u>	<u>\$ 10,609</u>	<u>\$ 4,608</u>

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in thousands)

	December 31, 2017	December 31, 2016
<b>ASSETS</b>		
Investment in real estate		
Land	\$ 5,996,024	\$ 5,899,862
Depreciable property	19,768,362	18,730,579
Projects under development	163,547	637,168
Land held for development	98,963	118,816
Investment in real estate	26,026,896	25,386,425
Accumulated depreciation	(6,040,378)	(5,360,389)
Investment in real estate, net	19,986,518	20,026,036
Cash and cash equivalents	50,647	77,207
Investments in unconsolidated entities	58,254	60,141
Restricted deposits	50,115	141,881
Other assets	425,065	398,883
<b>Total assets</b>	<b>\$ 20,570,599</b>	<b>\$ 20,704,148</b>
<b>LIABILITIES AND CAPITAL</b>		
Liabilities:		
Mortgage notes payable, net	\$ 3,618,722	\$ 4,119,181
Notes, net	5,038,812	4,848,079
Line of credit and commercial paper	299,757	19,998
Accounts payable and accrued expenses	114,766	147,482
Accrued interest payable	58,035	60,946
Other liabilities	341,852	350,466
Security deposits	65,009	62,624
Distributions payable	192,828	192,296
<b>Total liabilities</b>	<b>9,729,781</b>	<b>9,801,072</b>
<i>Commitments and contingencies</i>		
<b>Redeemable Limited Partners</b>	<b>366,955</b>	<b>442,092</b>
Capital:		
Partners' Capital:		
Preference Units	37,280	37,280
General Partner	10,293,796	10,305,707
Limited Partners	226,691	221,297
Accumulated other comprehensive income (loss)	(88,612)	(113,909)
<b>Total partners' capital</b>	<b>10,469,155</b>	<b>10,450,375</b>
Noncontrolling Interests – Partially Owned Properties	4,708	10,609
<b>Total capital</b>	<b>10,473,863</b>	<b>10,460,984</b>
<b>Total liabilities and capital</b>	<b>\$ 20,570,599</b>	<b>\$ 20,704,148</b>

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(Amounts in thousands except per Unit data)

	Year Ended December 31,		
	2017	2016	2015
<b>REVENUES</b>			
Rental income	\$ 2,470,689	\$ 2,422,233	\$ 2,736,578
Fee and asset management	717	3,567	8,387
Total revenues	2,471,406	2,425,800	2,744,965
<b>EXPENSES</b>			
Property and maintenance	405,281	406,823	479,160
Real estate taxes and insurance	335,495	317,387	339,802
Property management	85,493	82,015	86,206
General and administrative	52,224	57,840	64,664
Depreciation	743,749	705,649	765,895
Impairment	1,693	—	—
Total expenses	1,623,935	1,569,714	1,735,727
Operating income	847,471	856,086	1,009,238
Interest and other income	6,136	65,773	7,372
Other expenses	(5,186)	(10,368)	(2,942)
Interest:			
Expense incurred, net	(383,890)	(482,246)	(444,487)
Amortization of deferred financing costs	(8,526)	(12,633)	(10,801)
Income before income and other taxes, income (loss) from investments in unconsolidated entities, net gain (loss) on sales of real estate properties and land parcels and discontinued operations	456,005	416,612	558,380
Income and other tax (expense) benefit	(478)	(1,613)	(917)
Income (loss) from investments in unconsolidated entities	(3,370)	4,801	15,025
Net gain (loss) on sales of real estate properties	157,057	4,044,055	335,134
Net gain (loss) on sales of land parcels	19,167	15,731	(1)
Income from continuing operations	628,381	4,479,586	907,621
Discontinued operations, net	—	518	397
Net income	628,381	4,480,104	908,018
Net (income) loss attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)
Net income attributable to controlling interests	\$ 626,058	\$ 4,463,674	\$ 904,361
<b>ALLOCATION OF NET INCOME:</b>			
Preference Units	\$ 3,091	\$ 3,091	\$ 3,357
Premium on redemption of Preference Units	\$ —	\$ —	\$ 3,486
General Partner	\$ 600,363	\$ 4,289,072	\$ 863,277
Limited Partners	22,604	171,511	34,241
Net income available to Units	\$ 622,967	\$ 4,460,583	\$ 897,518
<b>Earnings per Unit – basic:</b>			
Income from continuing operations available to Units	\$ 1.64	\$ 11.75	\$ 2.37
Net income available to Units	\$ 1.64	\$ 11.75	\$ 2.37
Weighted average Units outstanding	379,869	378,829	377,074
<b>Earnings per Unit – diluted:</b>			
Income from continuing operations available to Units	\$ 1.63	\$ 11.68	\$ 2.36
Net income available to Units	\$ 1.63	\$ 11.68	\$ 2.36
Weighted average Units outstanding	382,678	381,992	380,620
Distributions declared per Unit outstanding	\$ 2.015	\$ 13.015	\$ 2.21

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (Continued)**  
(Amounts in thousands except per Unit data)

	Year Ended December 31,		
	2017	2016	2015
Comprehensive income:			
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018
Other comprehensive income (loss):			
Other comprehensive income (loss) – derivative instruments:			
Unrealized holding gains (losses) arising during the year	6,439	(3,915)	2,219
Losses reclassified into earnings from other comprehensive income	18,858	41,758	18,244
Other comprehensive income (loss) – foreign currency:			
Currency translation adjustments arising during the year	—	264	(327)
Other comprehensive income (loss)	25,297	38,107	20,136
Comprehensive income	653,678	4,518,211	928,154
Comprehensive (income) attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)
Comprehensive income attributable to controlling interests	<u>\$ 651,355</u>	<u>\$ 4,501,781</u>	<u>\$ 924,497</u>

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 628,381	\$ 4,480,104	\$ 908,018
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>			
Depreciation	743,749	705,649	765,895
Amortization of deferred financing costs	8,526	12,633	10,801
Amortization of above/below market lease intangibles	3,828	3,426	3,382
Amortization of discounts and premiums on debt	3,536	(17,986)	(10,569)
Amortization of deferred settlements on derivative instruments	18,847	41,680	18,075
Impairment	1,693	—	—
Write-off of pursuit costs	3,106	4,092	2,878
(Income) loss from investments in unconsolidated entities	3,370	(4,801)	(15,025)
Distributions from unconsolidated entities – return on capital	2,632	2,863	4,741
Net (gain) loss on sales of investment securities and other investments	—	(58,409)	(526)
Net (gain) loss on sales of real estate properties	(157,057)	(4,044,055)	(335,134)
Net (gain) loss on sales of land parcels	(19,167)	(15,731)	1
Net (gain) loss on sales of discontinued operations	—	(43)	—
Net (gain) loss on debt extinguishment	12,258	114,666	—
Realized/unrealized (gain) loss on derivative instruments	—	74	3,055
Compensation paid with Company Common Shares	24,997	30,530	34,607
<i>Changes in assets and liabilities:</i>			
(Increase) decrease in other assets	(449)	31,147	(41,803)
Increase (decrease) in accounts payable and accrued expenses	11,532	(6,061)	(1,667)
Increase (decrease) in accrued interest payable	(2,911)	(24,275)	(4,319)
Increase (decrease) in other liabilities	(23,468)	(26,422)	12,269
Increase (decrease) in security deposits	2,385	(14,958)	1,949
Net cash provided by operating activities	1,265,788	1,214,123	1,356,628
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Investment in real estate – acquisitions	(466,394)	(205,880)	(331,336)
Investment in real estate – development/other	(276,382)	(566,825)	(653,897)
Capital expenditures to real estate	(202,607)	(172,177)	(182,113)
Non-real estate capital additions	(1,506)	(5,731)	(3,991)
Interest capitalized for real estate under development	(26,290)	(51,451)	(59,885)
Proceeds from disposition of real estate, net	384,583	6,824,659	504,748
Investments in unconsolidated entities	(6,034)	(5,266)	(23,019)
Distributions from unconsolidated entities – return of capital	334	13,798	51,144
Proceeds from sale of investment securities and other investments	—	72,815	2,535
Net cash provided by (used for) investing activities	(594,296)	5,903,942	(695,814)

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Debt financing costs	\$ (6,289)	\$ (13,305)	\$ (6,425)
<i>Mortgage notes payable, net:</i>			
Lump sum payoffs	(493,420)	(583,122)	(359,244)
Scheduled principal repayments	(10,704)	(8,544)	(9,275)
Net gain (loss) on debt extinguishment	(12,258)	(31,732)	—
<i>Notes, net:</i>			
Proceeds	692,466	496,705	746,391
Lump sum payoffs	(497,975)	(1,500,000)	(300,000)
Net gain (loss) on debt extinguishment	—	(82,934)	—
<i>Line of credit and commercial paper:</i>			
Line of credit proceeds	1,845,000	426,000	3,770,000
Line of credit repayments	(1,845,000)	(426,000)	(4,103,000)
Commercial paper proceeds	5,066,509	1,760,194	3,932,304
Commercial paper repayments	(4,786,750)	(2,127,472)	(3,545,028)
Proceeds from (payments on) settlement of derivative instruments	1,295	(4,662)	(13,938)
Proceeds from EQR's Employee Share Purchase Plan (ESPP)	3,744	3,686	4,404
Proceeds from exercise of EQR options	31,596	35,833	59,508
Redemption of Preference Units	—	—	(12,720)
Premium on redemption of Preference Units	—	—	(3,486)
Payment of offering costs	(51)	(314)	(79)
Other financing activities, net	(63)	(49)	(49)
Contributions – Noncontrolling Interests – Partially Owned Properties	125	—	—
Contributions – Limited Partners	—	1	3
<i>Distributions:</i>			
OP Units – General Partner	(739,375)	(4,771,725)	(784,748)
Preference Units	(3,091)	(2,318)	(3,357)
OP Units – Limited Partners	(27,291)	(188,115)	(30,869)
Noncontrolling Interests – Partially Owned Properties	(8,286)	(36,219)	(6,559)
Net cash provided by (used for) financing activities	(789,818)	(7,054,092)	(666,167)
Net increase (decrease) in cash and cash equivalents and restricted deposits	(118,326)	63,973	(5,353)
Cash and cash equivalents and restricted deposits, beginning of year	219,088	155,115	160,468
Cash and cash equivalents and restricted deposits, end of year	<u>\$ 100,762</u>	<u>\$ 219,088</u>	<u>\$ 155,115</u>
Cash and cash equivalents and restricted deposits, end of year			
Cash and cash equivalents	\$ 50,647	\$ 77,207	\$ 42,276
Restricted deposits	50,115	141,881	112,839
Total cash and cash equivalents and restricted deposits, end of year	<u>\$ 100,762</u>	<u>\$ 219,088</u>	<u>\$ 155,115</u>

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>SUPPLEMENTAL INFORMATION:</b>			
Cash paid for interest, net of amounts capitalized	\$ 360,273	\$ 482,152	\$ 436,748
Net cash paid for income and other taxes	\$ 640	\$ 1,494	\$ 1,264
<i>Real estate acquisitions/dispositions/other:</i>			
Mortgage loans assumed	\$ —	\$ 43,400	\$ —
<i>Amortization of deferred financing costs:</i>			
Other assets	\$ 2,412	\$ 3,366	\$ 3,054
Mortgage notes payable, net	\$ 2,493	\$ 3,978	\$ 3,589
Notes, net	\$ 3,621	\$ 5,289	\$ 4,158
<i>Amortization of discounts and premiums on debt:</i>			
Mortgage notes payable, net	\$ 1,172	\$ (21,158)	\$ (13,126)
Notes, net	\$ 2,364	\$ 3,172	\$ 2,557
<i>Amortization of deferred settlements on derivative instruments:</i>			
Other liabilities	\$ (11)	\$ (78)	\$ (169)
Accumulated other comprehensive income	\$ 18,858	\$ 41,758	\$ 18,244
<i>Write-off of pursuit costs:</i>			
Investment in real estate, net	\$ 2,965	\$ 3,586	\$ 2,804
Other assets	\$ 17	\$ 402	\$ 74
Accounts payable and accrued expenses	\$ 124	\$ 104	\$ —
<i>(Income) loss from investments in unconsolidated entities:</i>			
Investments in unconsolidated entities	\$ 1,955	\$ (6,327)	\$ (17,340)
Other liabilities	\$ 1,415	\$ 1,526	\$ 2,315
<i>Distributions from unconsolidated entities – return on capital:</i>			
Investments in unconsolidated entities	\$ 2,632	\$ 2,863	\$ 4,606
Other liabilities	\$ —	\$ —	\$ 135
<i>Realized/unrealized (gain) loss on derivative instruments:</i>			
Other assets	\$ (4,582)	\$ 1,798	\$ (3,573)
Notes, net	\$ (3,454)	\$ (1,798)	\$ 2,058
Other liabilities	\$ 1,597	\$ 3,989	\$ 2,351
Accumulated other comprehensive income	\$ 6,439	\$ (3,915)	\$ 2,219
<i>Investments in unconsolidated entities:</i>			
Investments in unconsolidated entities	\$ (3,034)	\$ (2,326)	\$ (1,404)
Other liabilities	\$ (3,000)	\$ (2,940)	\$ (21,615)

See accompanying notes



**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>SUPPLEMENTAL INFORMATION (continued):</b>			
<i>Distributions from unconsolidated entities - return of capital:</i>			
Investments in unconsolidated entities	\$ 334	\$ 14,014	\$ 51,144
Other assets	\$ —	\$ (216)	\$ —
<i>Debt financing costs:</i>			
Other assets	\$ —	\$ (8,553)	\$ —
Mortgage notes payable, net	\$ —	\$ (507)	\$ (35)
Notes, net	\$ (6,289)	\$ (4,245)	\$ (6,390)
<i>Proceeds from (payments on) settlement of derivative instruments:</i>			
Other assets	\$ 1,295	\$ —	\$ 1,848
Other liabilities	\$ —	\$ (4,662)	\$ (15,786)
<i>Other:</i>			
Foreign currency translation adjustments	\$ —	\$ (264)	\$ 327

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>PARTNERS' CAPITAL</b>			
<b>PREFERENCE UNITS</b>			
Balance, beginning of year	\$ 37,280	\$ 37,280	\$ 50,000
Partial redemption of 8.29% Series K Cumulative Redeemable	—	—	(12,720)
Balance, end of year	<u>\$ 37,280</u>	<u>\$ 37,280</u>	<u>\$ 37,280</u>
<b>GENERAL PARTNER</b>			
Balance, beginning of year	\$ 10,305,707	\$ 10,585,104	\$ 10,490,608
OP Unit Issuance:			
Conversion of OP Units held by Limited Partners into OP Units held by General Partner	15,900	3,726	4,966
Exercise of EQR share options	31,596	35,833	59,508
EQR's Employee Share Purchase Plan (ESPP)	3,744	3,686	4,404
Conversion of EQR restricted shares to restricted units	—	—	(70)
Share-based employee compensation expense:			
EQR restricted shares	9,777	15,016	15,066
EQR share options	6,835	3,432	3,756
EQR ESPP discount	747	650	884
Net income available to Units – General Partner	600,363	4,289,072	863,277
OP Units – General Partner distributions	(740,459)	(4,754,537)	(804,825)
Offering costs	(51)	(314)	(79)
Supplemental Executive Retirement Plan (SERP)	(594)	748	1,380
Change in market value of Redeemable Limited Partners	41,916	115,093	(64,378)
Adjustment for Limited Partners ownership in Operating Partnership	18,315	8,198	10,607
Balance, end of year	<u>\$ 10,293,796</u>	<u>\$ 10,305,707</u>	<u>\$ 10,585,104</u>
<b>LIMITED PARTNERS</b>			
Balance, beginning of year	\$ 221,297	\$ 221,379	\$ 214,411
Issuance of restricted units to Limited Partners	—	1	3
Conversion of OP Units held by Limited Partners into OP Units held by General Partner	(15,900)	(3,726)	(4,966)
Conversion of EQR restricted shares to restricted units	—	—	70
Equity compensation associated with Units – Limited Partners	10,523	18,180	21,503
Net income available to Units – Limited Partners	22,604	171,511	34,241
Units – Limited Partners distributions	(26,739)	(187,448)	(31,604)
Change in carrying value of Redeemable Limited Partners	33,221	9,598	(1,672)
Adjustment for Limited Partners ownership in Operating Partnership	(18,315)	(8,198)	(10,607)
Balance, end of year	<u>\$ 226,691</u>	<u>\$ 221,297</u>	<u>\$ 221,379</u>
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Balance, beginning of year	\$ (113,909)	\$ (152,016)	\$ (172,152)
Accumulated other comprehensive income (loss) – derivative instruments:			
Unrealized holding gains (losses) arising during the year	6,439	(3,915)	2,219
Losses reclassified into earnings from other comprehensive income	18,858	41,758	18,244
Accumulated other comprehensive income (loss) – foreign currency:			
Currency translation adjustments arising during the year	—	264	(327)
Balance, end of year	<u>\$ (88,612)</u>	<u>\$ (113,909)</u>	<u>\$ (152,016)</u>

See accompanying notes

**ERP OPERATING LIMITED PARTNERSHIP**  
**CONSOLIDATED STATEMENTS OF CHANGES IN CAPITAL (Continued)**  
(Amounts in thousands)

	Year Ended December 31,		
	2017	2016	2015
<b>NONCONTROLLING INTERESTS</b>			
<b>NONCONTROLLING INTERESTS – PARTIALLY OWNED</b>			
<b>PROPERTIES</b>			
Balance, beginning of year	\$ 10,609	\$ 4,608	\$ 124,909
Net income attributable to Noncontrolling Interests	2,323	16,430	3,657
Contributions by Noncontrolling Interests	125	—	—
Distributions to Noncontrolling Interests	(8,349)	(36,268)	(6,608)
Deconsolidation of previously consolidated Noncontrolling Interests	—	—	(117,350)
Other	—	25,839	—
Balance, end of year	<u>\$ 4,708</u>	<u>\$ 10,609</u>	<u>\$ 4,608</u>

See accompanying notes

**EQUITY RESIDENTIAL  
ERP OPERATING LIMITED PARTNERSHIP  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Business**

Equity Residential (“EQR”), a Maryland real estate investment trust (“REIT”) formed in March 1993, is an S&P 500 company focused on the acquisition, development and management of rental apartment properties in urban and high-density suburban coastal gateway markets. ERP Operating Limited Partnership (“ERPOP”), an Illinois limited partnership, was formed in May 1993 to conduct the multifamily residential property business of Equity Residential. EQR has elected to be taxed as a REIT. References to the “Company,” “we,” “us” or “our” mean collectively EQR, ERPOP and those entities/subsidiaries owned or controlled by EQR and/or ERPOP. References to the “Operating Partnership” mean collectively ERPOP and those entities/subsidiaries owned or controlled by ERPOP. Unless otherwise indicated, the notes to consolidated financial statements apply to both the Company and the Operating Partnership.

EQR is the general partner of, and as of December 31, 2017 owned an approximate 96.4% ownership interest in, ERPOP. All of the Company’s property ownership, development and related business operations are conducted through the Operating Partnership and EQR has no material assets or liabilities other than its investment in ERPOP. EQR issues public equity from time to time, the net proceeds of which it is obligated to contribute to ERPOP, but does not have any indebtedness as all debt is incurred by the Operating Partnership. The Operating Partnership holds substantially all of the assets of the Company, including the Company’s ownership interests in its joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity.

As of December 31, 2017, the Company, directly or indirectly through investments in title holding entities, owned all or a portion of 305 properties located in 10 states and the District of Columbia consisting of 78,611 apartment units. The ownership breakdown includes (table does not include various uncompleted development properties):

	<b>Properties</b>	<b>Apartment Units</b>
Wholly Owned Properties	283	73,598
Master-Leased Properties – Consolidated	3	853
Partially Owned Properties – Consolidated	17	3,215
Partially Owned Properties – Unconsolidated	2	945
	305	78,611

The “Wholly Owned Properties” are accounted for under the consolidation method of accounting. The “Master-Leased Properties – Consolidated” are wholly owned by the Company but the entire project is leased to a third party corporate housing provider. These properties are consolidated and reflected as real estate assets while the master leases are accounted for as operating leases. The “Partially Owned Properties – Consolidated” are controlled by the Company, but have partners with noncontrolling interests and are accounted for under the consolidation method of accounting and qualify as variable interest entities. The “Partially Owned Properties – Unconsolidated” are controlled by the Company’s partners but the Company has noncontrolling interests and are accounted for under the equity method of accounting.

The Company maintains long-term ground leases for 14 operating properties. The Company owns the building and improvements and leases the land underlying the improvements under long-term ground leases. The expiration dates for these leases range from 2042 through 2113. These properties are consolidated and reflected as real estate assets while the ground leases are accounted for as operating leases.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation*

Due to the Company’s ability as general partner to control either through ownership or by contract the Operating Partnership and its subsidiaries, the Operating Partnership and each such subsidiary has been consolidated with the Company for financial reporting purposes, except for two unconsolidated operating properties.

### *Real Estate Assets and Depreciation of Investment in Real Estate*

Effective January 1, 2017 with the adoption of the new standard which clarified the definition of a business (discussed below in *Recently Adopted Accounting Pronouncements*), the Company expects that substantially all of its transactions will be accounted for as asset acquisitions. In an asset acquisition, the Company is required to capitalize transaction costs and allocate the purchase price on a relative fair value basis. For the year ended December 31, 2017, all acquisitions were considered asset acquisitions.

For asset acquisitions, the Company allocates the purchase price of the net tangible and identified intangible assets on a relative fair value basis. In making estimates of relative fair values for purposes of allocating purchase price, the Company utilizes a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, our own analysis of recently acquired and existing comparable properties in our portfolio and other market data. The Company also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the relative fair value of the tangible and intangible assets/liabilities acquired. The Company allocates the purchase price of acquired real estate to various components as follows:

- Land – Based on actual purchase price adjusted to an allocation of the relative fair value (as necessary) if acquired separately or market research/comparables if acquired with an operating property.
- Furniture, Fixtures and Equipment – Ranges between \$10,000 and \$25,000 per apartment unit acquired as an estimate of the allocation of the relative fair value of the appliances and fixtures inside an apartment unit. The per-apartment unit amount applied depends on the economic age of the apartment building acquired. Depreciation is calculated on the straight-line method over an estimated useful life of five to ten years.
- Lease Intangibles – The Company considers the value of acquired in-place leases and above/below market leases and the amortization period is the average remaining term of each respective acquired lease. In-place residential leases' average term at acquisition approximates six months. In-place retail leases' term at acquisition approximates the average remaining term of all acquired retail leases. See Note 4 for more information on above and below market leases.
- Other Intangible Assets – The Company considers whether it has acquired other intangible assets, including any customer relationship intangibles and the amortization period is the estimated useful life of the acquired intangible asset.
- Building – Based on the allocation of the relative fair value determined on an “as-if vacant” basis. Depreciation is calculated on the straight-line method over an estimated useful life of thirty years.
- Site Improvements – Based on replacement cost, which approximates the allocation of the relative fair value. Depreciation is calculated on the straight-line method over an estimated useful life of eight years.
- Long-Term Debt – The Company calculates the allocation of the relative fair value by discounting the remaining contractual cash flows on each instrument at the current market rate for those borrowings.

Replacements inside an apartment unit such as appliances and carpeting are depreciated over an estimated useful life of five to ten years. Renovation expenditures for ordinary maintenance and repairs are expensed to operations as incurred and significant renovations and improvements that improve and/or extend the useful life of the asset are capitalized over their estimated useful life, generally five to fifteen years. Initial direct leasing costs are expensed as incurred as such expense approximates the deferral and amortization of initial direct leasing costs over the lease terms. Property sales or dispositions are recorded when title transfers to unrelated third parties, contingencies have been removed and sufficient cash consideration has been received by the Company. Upon disposition, the related costs and accumulated depreciation are removed from the respective accounts. Any gain or loss on sale is recognized in accordance with accounting principles generally accepted in the United States.

The Company classifies real estate assets as real estate held for sale when it is probable a property will be disposed of (see below for further discussion).

The Company classifies properties under development and/or expansion and properties in the lease-up phase (including land) as construction-in-progress until construction has been completed and certificates of occupancy permits have been obtained.

### *Impairment of Long-Lived Assets*

The Company periodically evaluates its long-lived assets, including its investments in real estate, for indicators of impairment. The judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions and legal and environmental concerns, as well as the Company's ability to hold and its intent with regard to each asset. Future events could occur which would cause the Company to conclude that impairment indicators exist and an impairment loss is warranted. If impairment indicators exist, the Company performs the following:

- For long-lived operating assets to be held and used, the Company compares the expected future undiscounted cash flows for the long-lived asset against the carrying amount of that asset. If the sum of the estimated undiscounted cash flows is less than the carrying amount of the asset, the Company would record an impairment loss for the difference between the estimated fair value and the carrying amount of the asset.
- For long-lived non-operating assets (projects under development and land held for development), management evaluates major cost overruns, market conditions that could affect lease-up projections, intent and ability to hold the asset and any other indicators of impairment. If any of the indicators were to suggest impairment was present, the carrying value of the asset would be adjusted accordingly to fair value.
- For long-lived assets to be disposed of, an impairment loss is recognized when the estimated fair value of the asset, less the estimated cost to sell, is less than the carrying amount of the asset measured at the time that the Company has determined it will sell the asset. Long-lived assets held for sale and the related liabilities are separately reported, with the long-lived assets reported at the lower of their carrying amounts or their estimated fair values, less their costs to sell, and are not depreciated after reclassification to real estate held for sale.

### *Cost Capitalization*

See the *Real Estate Assets and Depreciation of Investment in Real Estate* section for a discussion of the Company's policy with respect to capitalization vs. expensing of fixed asset/repair and maintenance costs. In addition, the Company capitalizes an allocation of the payroll and associated costs of employees directly responsible for and who spend their time on the execution and supervision of major capital and/or renovation projects. These costs are reflected on the balance sheets as increases to depreciable property.

For all development projects, the Company uses its professional judgment in determining whether such costs meet the criteria for capitalization or must be expensed as incurred. The Company capitalizes interest, real estate taxes and insurance and payroll and associated costs for those individuals directly responsible for and who spend their time on development activities, with capitalization ceasing no later than 90 days following issuance of the certificate of occupancy. These costs are reflected on the balance sheets as construction-in-progress for each specific property. The Company expenses as incurred all payroll costs of on-site employees working directly at our properties, except as noted above on our development properties prior to certificate of occupancy issuance and on specific major renovations at selected properties when additional incremental employees are hired.

During the years ended December 31, 2017, 2016 and 2015, the Company capitalized \$14.7 million, \$18.7 million and \$22.3 million, respectively, of payroll and associated costs of employees directly responsible for and who spend their time on the execution and supervision of development activities as well as major capital and/or renovation projects.

### *Cash and Cash Equivalents*

The Company considers all demand deposits, money market accounts and investments in certificates of deposit and repurchase agreements purchased with a maturity of three months or less at the date of purchase to be cash equivalents. The Company maintains its cash and cash equivalents at financial institutions. The combined account balances at one or more institutions typically exceed the Federal Depository Insurance Corporation ("FDIC") insurance coverage, and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. The Company believes that the risk is not significant, as the Company does not anticipate the financial institutions' non-performance.

### *Fair Value of Financial Instruments, Including Derivative Instruments*

The valuation of financial instruments requires the Company to make estimates and judgments that affect the fair value of the instruments. The Company, where possible, bases the fair values of its financial instruments, including its derivative instruments, on listed market prices and third party quotes. Where these are not available, the Company bases its estimates on current instruments with similar terms and maturities or on other factors relevant to the financial instruments.

In the normal course of business, the Company is exposed to the effect of interest rate changes. The Company seeks to manage these risks by following established risk management policies and procedures including the use of derivatives to hedge interest rate risk on debt instruments. The Company may also use derivatives to manage commodity prices in the daily operations of the business.

The Company has a policy of only entering into contracts with major financial institutions based upon their credit ratings and other factors. When viewed in conjunction with the underlying and offsetting exposure that the derivatives are designed to hedge, the Company has not sustained a material loss from these instruments nor does it anticipate any material adverse effect on its net income or financial position in the future from the use of derivatives it currently has in place.

The Company recognizes all derivatives as either assets or liabilities in the consolidated balance sheets and measures those instruments at fair value. In addition, fair value adjustments will affect either shareholders' equity/partners' capital or net income depending on whether the derivative instruments qualify as a hedge for accounting purposes and, if so, the nature of the hedging activity. When the terms of an underlying transaction are modified, or when the underlying transaction is terminated or completed, all changes in the fair value of the instrument are marked-to-market with changes in value included in net income each period until the instrument matures. Any derivative instrument used for risk management that does not meet the hedging criteria is marked-to-market each period. The Company does not use derivatives for trading or speculative purposes.

### *Revenue Recognition*

Rental income attributable to residential leases is recorded on a straight-line basis, which is not materially different than if it were recorded when due from residents and recognized monthly as it was earned. Leases entered into between a resident and a property for the rental of an apartment unit are generally year-to-year, renewable upon consent of both parties on an annual or monthly basis. Rental income attributable to retail/commercial leases is also recorded on a straight-line basis. Retail/commercial leases generally have five to ten year lease terms with market based renewal options. Fee and asset management revenue and interest income are recorded on an accrual basis.

### *Share-Based Compensation*

The Company expenses share-based compensation such as restricted shares, restricted units and share options. Any common share of beneficial interest, \$0.01 par value per share (the "Common Shares") issued pursuant to EQR's incentive equity compensation and employee share purchase plans will result in ERPOP issuing units of partnership interest ("OP Units") to EQR on a one-for-one basis, with ERPOP receiving the net cash proceeds of such issuances. See Note 12 for further discussion.

The fair value of the option grants are recognized over the requisite service/vesting period of the options. The fair value for the Company's share options was estimated at the time the share options were granted using the Black-Scholes option pricing model with the primary grant in each year having the following weighted average assumptions:

	2017	2016	2015
Expected volatility (1)	15.3%	26.3%	26.6%
Expected life (2)	5 years	5 years	5 years
Expected dividend yield (3)	3.08%	3.04%	3.13%
Risk-free interest rate (4)	1.93%	1.27%	1.29%
Option valuation per share	\$ 5.86	\$ 13.02	\$ 13.68

- (1) Expected volatility – For the 2017 grant, estimated based on the historical five-year volatility (the period matching the expected life) of EQR's share price measured on a monthly basis. For the 2015 and 2016 grants, estimated based on the historical ten-year volatility of EQR's share price measured on a monthly basis. This change in estimate reflects the Company's belief that the historical five-year period provides a better estimate of the expected volatility in EQR shares over the expected life of the options.
- (2) Expected life – Approximates the actual weighted average life of all share options granted since the Company went public in 1993.
- (3) Expected dividend yield – Calculated by averaging the historical annual yield on EQR shares for a period matching the expected life of each grant, with the annual yield calculated by dividing actual regular dividends (excluding any special dividends) by the average price of EQR's shares in a given year.

- (4) Risk-free interest rate – The most current U.S. Treasury rate available prior to the grant date for a period matching the expected life of each grant.

The valuation method and assumptions are the same as those the Company used in accounting for option expense in its consolidated financial statements. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. This model is only one method of valuing options. Because the Company's share options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, the actual value of the options to the recipient may be significantly different.

#### *Income and Other Taxes*

Due to the structure of EQR as a REIT and the nature of the operations of its operating properties, no provision for federal income taxes has been made at the EQR level. In addition, ERPOP generally is not liable for federal income taxes as the partners recognize their proportionate share of income or loss in their tax returns; therefore no provision for federal income taxes has been made at the ERPOP level. Historically, the Company has generally only incurred certain state and local income, excise and franchise taxes. The Company has elected Taxable REIT Subsidiary ("TRS") status for certain of its corporate subsidiaries and as a result, these entities will incur both federal and state income taxes on any taxable income of such entities after consideration of any net operating losses.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. These assets and liabilities are measured using enacted tax rates for which the temporary differences are expected to be recovered or settled. The effects of changes in tax rates on deferred tax assets and liabilities are recognized in earnings in the period enacted. The Company's deferred tax assets were generally the result of tax affected suspended interest deductions, net operating losses, differing depreciable lives on capitalized assets and the timing of expense recognition for certain accrued liabilities. The Company elected REIT status for its primary TRS upon filing the 2016 tax return in the third quarter of 2017, with the election retroactive to January 1, 2016. As a result, the Company wrote-off its deferred tax assets, which were fully reserved, in the third quarter of 2017.

In December 2017, the President signed into law H.R. 1, informally titled the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act is not expected to have a material impact on our REIT or subsidiary entities, our ability to continue to qualify as a REIT or on our results of operations. However, the complete impact of the Tax Act is not yet fully known and there can be no assurances that it will have a neutral or favorable impact.

The Company provided for income, franchise and excise taxes allocated as follows in the consolidated statements of operations and comprehensive income for the years ended December 31, 2017, 2016 and 2015 (amounts in thousands):

	Year Ended December 31,		
	2017	2016	2015
Income and other tax expense (benefit) (1)	\$ 478	\$ 1,613	\$ 917
Discontinued operations, net (2)	—	12	15
Provision for income, franchise and excise taxes (3)	<u>\$ 478</u>	<u>\$ 1,625</u>	<u>\$ 932</u>

- (1) Primarily includes state and local income, excise and franchise taxes.
- (2) Primarily represents state and local income, excise and franchise taxes on operating properties sold prior to January 1, 2014 and included in discontinued operations. The amounts included in discontinued operations for the years ended December 31, 2016 and 2015 represent trailing activity for properties sold in 2013 and prior years. None of the properties sold during the years ended December 31, 2017, 2016 and 2015 met the criteria for reporting discontinued operations.
- (3) All provisions for income tax amounts are current and none are deferred.



During the years ended December 31, 2017, 2016 and 2015, the Company's tax treatment of dividends and distributions were as follows (unaudited):

	Year Ended December 31,		
	2017 (1)	2016	2015
Tax treatment of dividends and distributions:			
Ordinary dividends	\$ 1.22126	\$ 0.722	\$ 1.591
Qualified dividends	—	—	0.037
Long-term capital gain	0.18959	9.176	0.443
Unrecaptured section 1250 gain	0.10040	3.117	0.139
Dividends and distributions per			
Common Share/Unit outstanding	<u>\$ 1.51125</u>	<u>\$ 13.015</u>	<u>\$ 2.210</u>

- (1) The Company's fourth quarter 2017 dividends and distributions of \$0.50375 per Common Share/Unit outstanding will be included as taxable income in calendar year 2018.

The unaudited cost of land and depreciable property, net of accumulated depreciation, for federal income tax purposes as of December 31, 2017 and 2016 was approximately \$14.8 billion and \$15.8 billion, respectively.

#### *Noncontrolling Interests*

A noncontrolling interest in a subsidiary (minority interest) is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements and separate from the parent company's equity. In addition, consolidated net income is required to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest and the amount of consolidated net income attributable to the parent and the noncontrolling interest are required to be disclosed on the face of the consolidated statements of operations and comprehensive income. See Note 3 for further discussion.

**Operating Partnership:** Net income is allocated to noncontrolling interests based on their respective ownership percentage of the Operating Partnership. The ownership percentage is calculated by dividing the number of OP Units held by the noncontrolling interests by the total OP Units held by the noncontrolling interests and EQR. Issuance of additional Common Shares and OP Units changes the ownership interests of both the noncontrolling interests and EQR. Such transactions and the related proceeds are treated as capital transactions.

**Partially Owned Properties:** The Company reflects noncontrolling interests in partially owned properties on the balance sheet for the portion of properties consolidated by the Company that are not wholly owned by the Company. The earnings or losses from those properties attributable to the noncontrolling interests are generally based on ownership percentage and are reflected as noncontrolling interests in partially owned properties in the consolidated statements of operations and comprehensive income.

#### *Partners' Capital*

The "Limited Partners" of ERPOP include various individuals and entities that contributed their properties to ERPOP in exchange for OP Units. The "General Partner" of ERPOP is EQR. Net income is allocated to the Limited Partners based on their respective ownership percentage of ERPOP. The ownership percentage is calculated by dividing the number of OP Units held by the Limited Partners by the total OP Units held by the Limited Partners and the General Partner. Issuance of additional Common Shares and OP Units changes the ownership interests of both the Limited Partners and EQR. Such transactions and the related proceeds are treated as capital transactions.

#### *Redeemable Noncontrolling Interests – Operating Partnership / Redeemable Limited Partners*

The Company classifies Redeemable Noncontrolling Interests – Operating Partnership / Redeemable Limited Partners in the mezzanine section of the consolidated balance sheets for the portion of OP Units that EQR is required, either by contract or securities law, to deliver registered Common Shares to the exchanging OP Unit holder. The redeemable noncontrolling interest units / redeemable limited partner units are adjusted to the greater of carrying value or fair market value based on the Common Share price of EQR at the end of each respective reporting period. See Note 3 for further discussion.

#### *Use of Estimates*

In preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and

disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

### *Reclassifications*

Certain reclassifications considered necessary for a fair presentation have been made to the prior period financial statements in order to conform to the current year presentation. These reclassifications have not changed the results of operations or equity/capital.

### *Recently Issued Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued a comprehensive new revenue recognition standard entitled *Revenue from Contracts with Customers* that will supersede nearly all existing revenue recognition guidance. The new standard specifically excludes lease revenue. The new standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Companies will likely need to use more judgment and make more estimates than under current revenue recognition guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration, if any, to include in the transaction price and allocating the transaction price to each separate performance obligation. The new standard may be applied retrospectively to each prior period presented or prospectively with the cumulative effect, if any, recognized as of the date of adoption. The Company selected the modified retrospective transition method as of the date of adoption effective January 1, 2018. Approximately 95% of total revenues consist of rental income from leasing arrangements, which is specifically excluded from the standard. The Company analyzed its remaining revenue streams, inclusive of gains and losses on sales, and concluded there are no changes in revenue recognition with the adoption of the new standard. As such, adoption of the standard did not result in a cumulative adjustment recognized as of January 1, 2018, and other than certain changes in disclosures which will be required in 2018, the standard did not have a material impact on the Company’s consolidated financial position, results of operations, equity/capital or cash flows.

In January 2016, the FASB issued a new standard which requires companies to measure all equity securities with readily determinable fair values at fair value on the balance sheet, with changes in fair value recognized in net income. The new standard was effective for the Company beginning on January 1, 2018 and it did not have a material effect on its consolidated results of operations or financial position.

In February 2016, the FASB issued a new leases standard which sets out principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessors and lessees). The new standard requires the following:

- Lessors – Leases will be accounted for using an approach that is substantially equivalent to existing guidance for operating, sales-type and financing leases, but aligned with the new revenue recognition standard. Lessors will be required to allocate lease payments to separate lease and non-lease components of each lease agreement, with the non-lease components evaluated under the new revenue recognition standard.
- Lessees – Leases will be accounted for using a dual approach, classifying leases as either operating or finance based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized on a straight-line basis over the term of the lease (for operating leases) or based on an effective interest method with a front-loaded expense recognition (for finance leases). A lessee is also required to record a right-of-use asset and a lease liability on its balance sheet for all leases with a term of greater than 12 months regardless of their classification as operating or finance leases. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases.

The new standard will be effective for the Company beginning on January 1, 2019, with early adoption permitted, though the Company currently anticipates adopting the new standard on the effective date. The new standard must be adopted using a modified retrospective method, which requires application of the new guidance at the beginning of the earliest comparative period presented and provides for certain practical expedients, which the Company currently anticipates electing. The Company anticipates that its residential and retail/commercial leases where it is the lessor will continue to be accounted for as operating leases under the new standard. Therefore, the Company does not currently anticipate significant changes in the accounting for its lease revenues. The Company is also the lessee under various corporate office and ground leases, which it will be required to recognize right of use assets and related lease liabilities on its consolidated balance sheets upon adoption. The Company currently anticipates that its corporate office leases where it is the lessee will continue to be accounted for as

operating leases under the new standard. Based on its anticipated election of the practical expedients, the Company would not be required to reassess the classification of existing ground leases and therefore these leases would continue to be accounted for as operating leases. However, in the event we modify existing ground leases and/or enter into new ground leases after adoption of the new standard, such leases will likely be classified as finance leases. The Company will continue to evaluate the impact of adopting the new leases standard on its consolidated results of operations and financial position.

In June 2016, the FASB issued a new standard which requires companies to adopt a new approach for estimating credit losses on certain types of financial instruments, such as trade and other receivables and loans. The standard will require entities to estimate a lifetime expected credit loss for most financial instruments, including trade receivables. The new standard will be effective for the Company beginning on January 1, 2020, with early adoption permitted beginning January 1, 2019. The Company is currently evaluating the impact of adopting the new standard on its consolidated results of operations and financial position.

In February 2017, the FASB issued a new standard which clarifies the accounting treatment for partial sales of nonfinancial assets (i.e. real estate). The standard clarifies that partial sales transactions include contributions of nonfinancial assets to a joint venture or other noncontrolled investee. Companies must recognize a full gain or loss on transfers of nonfinancial assets to equity method investees. The standard requires companies to derecognize distinct nonfinancial assets or distinct in substance nonfinancial assets in partial sale transactions when it does not have a controlling financial interest in the legal entity that holds the asset and transfers control of the asset. Once the distinct nonfinancial asset is transferred, the company is required to measure any non-controlling interest it receives or retains at fair value and recognize a full gain or loss on the transaction. If a company transfers ownership interests in a consolidated subsidiary and continues to maintain a controlling financial interest, the company does not derecognize the assets or liabilities, and accounts for the transaction as an equity transaction and no gain or loss is recognized. The new standard was effective for the Company beginning on January 1, 2018. The Company adopted the new standard concurrently with the new revenue recognition standard. The Company has not had a partial sale of nonfinancial assets in the current or comparative periods, therefore the adoption of this standard did not have a material impact on its consolidated results of operations and financial position.

In August 2017, the FASB issued a final standard which makes changes to the hedge accounting model to enable entities to better portray their risk management activities in the financial statements. The new standard expands an entity's ability to hedge nonfinancial and financial risk components, reduces complexity in fair value hedges of interest rate risk and eases certain documentation and assessment requirements. The new standard also eliminates the requirement to separately measure and report hedge ineffectiveness and generally requires the entire change in the fair value of any hedging instrument to be presented in the same income statement line as the hedged instrument. The new standard will be effective for the Company beginning on January 1, 2019 and early adoption is permitted. The Company is currently evaluating the impact of adopting the new standard on its consolidated results of operations and financial position.

#### *Recently Adopted Accounting Pronouncements*

In February 2015, the FASB issued new consolidation guidance which made changes to both the variable interest model and the voting model. Among other changes, the new standard specifically eliminated the presumption in the current voting model that a general partner controls a limited partnership or similar entity unless that presumption can be overcome. Generally, only a single limited partner that is able to exercise substantive kick-out rights will consolidate. The Company adopted this new standard as required effective January 1, 2016. While adoption of the new standard did not result in any changes to conclusions about whether a joint venture was consolidated or unconsolidated, the Company determined that certain of its joint ventures and the Operating Partnership qualified as variable interest entities ("VIEs") and therefore required additional disclosures. See Note 6 for further discussion.

In March 2016, the FASB issued a new standard which simplified several aspects of the accounting for employee share-based payment transactions, including income tax consequences, classification of awards as equity or liability, statement of cash flows classification and policy election options for forfeitures. The Company adopted this new standard as required effective January 1, 2017. The Company will continue to estimate the number of awards expected to be forfeited and adjust the estimate when it is no longer probable that the employee will fulfill the service condition, as was required under the old standard. The adoption of this standard did not have a material impact on our consolidated results of operations or financial position.

In August 2016 and October 2016, the FASB issued new standards to clarify how specific transactions are classified and presented on the statement of cash flows. Among other clarifications, the new standards specifically provide guidance for the following items within the statement of cash flows which have required significant judgment in the past:

- Cash payments related to debt prepayments or extinguishment costs are to be classified within financing activities;
- The portion of the cash payment made to settle a zero-coupon bond or a bond with an insignificant cash coupon attributable to accreted interest related to a debt discount is to be classified as a cash outflow within operating activities, and the portion attributable to the principal is to be classified within financing activities;
- Insurance settlement proceeds are to be classified based on the nature of the loss;
- Companies must elect to classify distributions received from equity method investees using either a cumulative earnings approach or a look-through approach and the election must be disclosed; and
- Restricted cash will be included with cash and cash equivalents on the statement of cash flows. Total cash and cash equivalents and restricted cash are to be reconciled to the related line items on the balance sheet.

The new standards must be applied retrospectively to all periods presented in the consolidated financial statements. The Company adopted the new standard in the fourth quarter of 2017 and will continue to apply the look-through approach for distributions received from equity method investees. While overall cash flows did not change, there are changes between cash flow classifications due primarily to the debt prepayment penalties that the Company has incurred in the comparative period. As of December 31, 2016 and 2015, the following cash flows were reclassified (amounts in thousands):

	Year Ended December 31, 2016		
	As Originally Presented	Reclassification Adjustments	As Presented Herein
<b>Cash Flows from Operating Activities:</b>			
Amortization of discounts and premiums on debt	\$ (17,378)	\$ (608)	\$ (17,986)
Net (gain) loss on debt extinguishment	\$ —	\$ 114,666	\$ 114,666
(Increase) decrease in deposits - restricted	\$ 11,450	\$ (11,450)	\$ —
(Increase) decrease in mortgage deposits	\$ (26)	\$ 26	\$ —
Net cash provided by operating activities	\$ 1,111,489	\$ 102,634	\$ 1,214,123
<b>Cash Flows from Investing Activities:</b>			
(Increase) decrease in deposits on real estate acquisitions and investments, net	\$ (32,503)	\$ 32,503	\$ —
(Increase) decrease in mortgage deposits	\$ 534	\$ (534)	\$ —
Net cash provided by investing activities	\$ 5,871,973	\$ 31,969	\$ 5,903,942
<b>Cash Flows from Financing Activities:</b>			
Mortgage deposits	\$ (8,497)	\$ 8,497	\$ —
Mortgage notes payable, net: Net gain (loss) on debt extinguishment	\$ —	\$ (31,732)	\$ (31,732)
Notes, net: Net gain (loss) on debt extinguishment	\$ —	\$ (82,934)	\$ (82,934)
Line of credit and commercial paper: Commercial paper proceeds	\$ 1,759,586	\$ 608	\$ 1,760,194
Net cash (used for) financing activities	\$ (6,948,531)	\$ (105,561)	\$ (7,054,092)
Cash and cash equivalents, beginning of year	\$ 42,276		
(adjustments for restricted deposits, beginning of year)		\$ 112,839	
Cash and cash equivalents and restricted deposits, beginning of year			\$ 155,115
Cash and cash equivalents, end of year	\$ 77,207		
(adjustments for restricted deposits, end of year)		\$ 141,881	
Cash and cash equivalents and restricted deposits, end of year			\$ 219,088

	Year Ended December 31, 2015		
	As Originally Presented	Reclassification Adjustments	As Presented Herein
<b>Cash Flows from Operating Activities:</b>			
Amortization of discounts and premiums on debt	\$ (9,492)	\$ (1,077)	\$ (10,569)
Write-off of pursuit costs	\$ 3,208	\$ (330)	\$ 2,878
(Increase) decrease in deposits - restricted	\$ (1,794)	\$ 1,794	\$ —
(Increase) decrease in mortgage deposits	\$ 258	\$ (258)	\$ —
Net cash provided by operating activities	\$ 1,356,499	\$ 129	\$ 1,356,628
<b>Cash Flows from Investing Activities:</b>			
(Increase) decrease in deposits on real estate acquisitions and investments, net	\$ 17,874	\$ (17,874)	\$ —
(Increase) decrease in mortgage deposits	\$ (531)	\$ 531	\$ —
Net cash (used for) investing activities	\$ (678,471)	\$ (17,343)	\$ (695,814)
<b>Cash Flows from Financing Activities:</b>			
Mortgage deposits	\$ (8,588)	\$ 8,588	\$ —
Line of credit and commercial paper: Commercial paper proceeds	\$ 3,931,227	\$ 1,077	\$ 3,932,304
Net cash (used for) financing activities	\$ (675,832)	\$ 9,665	\$ (666,167)
Cash and cash equivalents, beginning of year	\$ 40,080		
(adjustments for restricted deposits, beginning of year)		\$ 120,388	
Cash and cash equivalents and restricted deposits, beginning of year			\$ 160,468
Cash and cash equivalents, end of year	\$ 42,276		
(adjustments for restricted deposits, end of year)		\$ 112,839	
Cash and cash equivalents and restricted deposits, end of year			\$ 155,115

In January 2017, the FASB issued a new standard which clarified the definition of a business. The standard's objective was to add additional guidance that assists companies in determining whether transactions should be accounted for as an asset acquisition or a business combination. The new standard first requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If this threshold is met, the set is not a business. If this threshold is not met, the entity next evaluates whether the set meets the requirement that a business include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. Among other differences, transaction costs associated with asset acquisitions are capitalized while those associated with business combinations are expensed as incurred. In addition, purchase price in an asset acquisition is allocated on a relative fair value basis while in a business combination it is generally measured at fair value. The new standard will be applied prospectively to any transactions occurring within the period of adoption. The Company early adopted the new standard as allowed effective January 1, 2017. The Company anticipates that substantially all of its transactions will now be accounted for as asset acquisitions, which means transaction costs will largely be capitalized as noted above.

#### *Other*

The Company is the controlling partner in various consolidated partnerships owning 17 properties and 3,215 apartment units having a noncontrolling interest book value of \$4.7 million at December 31, 2017. The Company is required to make certain disclosures regarding noncontrolling interests in consolidated limited-life subsidiaries. Of the consolidated entities described above, the Company is the controlling partner in limited-life partnerships owning four properties having a noncontrolling interest deficit balance of \$8.8 million. These four partnership agreements contain provisions that require the partnerships to be liquidated through the sale of their assets upon reaching a date specified in each respective partnership agreement. The Company, as controlling partner, has an obligation to cause the property owning partnerships to distribute the proceeds of liquidation to the Noncontrolling Interests in these Partially Owned Properties only to the extent that the net proceeds received by the partnerships from the sale of their assets warrant a distribution based on the partnership agreements. As of December 31, 2017, the Company estimates the value of Noncontrolling Interest distributions for these four properties would have been approximately \$65.4 million ("Settlement Value") had the partnerships been liquidated. This Settlement Value is based on estimated third party consideration realized by the partnerships upon disposition of the four Partially Owned Properties and is net of all other assets and liabilities, including yield maintenance on the mortgages encumbering the properties, that would have been due on December 31, 2017 had those mortgages been prepaid. Due to, among other things, the inherent uncertainty in the sale of real estate assets, the amount of any potential distribution to the Noncontrolling Interests in the Company's Partially Owned Properties is subject to change. To the extent that the partnerships' underlying assets are

worth less than the underlying liabilities, the Company has no obligation to remit any consideration to the Noncontrolling Interests in these Partially Owned Properties.

### 3. Equity, Capital and Other Interests

#### *Equity and Redeemable Noncontrolling Interests of Equity Residential*

The following tables present the changes in the Company's issued and outstanding Common Shares and "Units" (which includes OP Units and restricted units) for the years ended December 31, 2017, 2016 and 2015:

	2017	2016	2015
<b>Common Shares</b>			
Common Shares outstanding at January 1,	365,870,924	364,755,444	362,855,454
<b>Common Shares Issued:</b>			
Conversion of OP Units	1,149,284	88,838	208,307
Exercise of share options	846,137	815,044	1,456,363
Employee Share Purchase Plan (ESPP)	68,286	63,909	68,462
Restricted share grants, net	83,451	147,689	168,142
<b>Common Shares Other:</b>			
Conversion of restricted shares to restricted units	—	—	(1,284)
<b>Common Shares outstanding at December 31,</b>	<b>368,018,082</b>	<b>365,870,924</b>	<b>364,755,444</b>
<b>Units</b>			
Units outstanding at January 1,	14,626,075	14,427,164	14,298,691
Restricted unit grants, net	291,647	287,749	335,496
Conversion of restricted shares to restricted units	—	—	1,284
Conversion of OP Units to Common Shares	(1,149,284)	(88,838)	(208,307)
<b>Units outstanding at December 31,</b>	<b>13,768,438</b>	<b>14,626,075</b>	<b>14,427,164</b>
<b>Total Common Shares and Units outstanding at December 31,</b>	<b>381,786,520</b>	<b>380,496,999</b>	<b>379,182,608</b>
Units Ownership Interest in Operating Partnership	3.6%	3.8%	3.8%

The equity positions of various individuals and entities that contributed their properties to the Operating Partnership in exchange for OP Units, as well as the equity positions of the holders of restricted units, are collectively referred to as the "Noncontrolling Interests – Operating Partnership". Subject to certain exceptions (including the "book-up" requirements of restricted units), the Noncontrolling Interests – Operating Partnership may exchange their Units with EQR for Common Shares on a one-for-one basis. The carrying value of the Noncontrolling Interests – Operating Partnership (including redeemable interests) is allocated based on the number of Noncontrolling Interests – Operating Partnership Units in total in proportion to the number of Noncontrolling Interests – Operating Partnership Units in total plus the number of Common Shares. Net income is allocated to the Noncontrolling Interests – Operating Partnership based on the weighted average ownership percentage during the period.

The Operating Partnership has the right but not the obligation to make a cash payment instead of issuing Common Shares to any and all holders of Noncontrolling Interests – Operating Partnership Units requesting an exchange of their OP Units with EQR. Once the Operating Partnership elects not to redeem the Noncontrolling Interests – Operating Partnership Units for cash, EQR is obligated to deliver Common Shares to the exchanging holder of the Noncontrolling Interests – Operating Partnership Units.

The Noncontrolling Interests – Operating Partnership Units are classified as either mezzanine equity or permanent equity. If EQR is required, either by contract or securities law, to deliver registered Common Shares, such Noncontrolling Interests – Operating Partnership are differentiated and referred to as "Redeemable Noncontrolling Interests – Operating Partnership". Instruments that require settlement in registered shares cannot be classified in permanent equity as it is not always completely within an issuer's control to deliver registered shares. Therefore, settlement in cash is assumed and that responsibility for settlement in cash is deemed to fall to the Operating Partnership as the primary source of cash for EQR, resulting in presentation in the mezzanine section of the balance sheet. The Redeemable Noncontrolling Interests – Operating Partnership are adjusted to the greater of carrying value or fair market value based on the Common Share price of EQR at the end of each respective reporting period. EQR has the ability to deliver unregistered Common Shares for the remaining portion of the Noncontrolling Interests – Operating Partnership Units that are classified in permanent equity at December 31, 2017 and 2016.

The carrying value of the Redeemable Noncontrolling Interests – Operating Partnership is allocated based on the number of Redeemable Noncontrolling Interests – Operating Partnership Units in proportion to the number of Noncontrolling Interests – Operating Partnership Units in total. Such percentage of the total carrying value of Units which is ascribed to the Redeemable Noncontrolling Interests – Operating Partnership is then adjusted to the greater of carrying value or fair market value as described above. As of December 31, 2017, the Redeemable Noncontrolling Interests – Operating Partnership have a redemption value of approximately \$367.0 million, which represents the value of Common Shares that would be issued in exchange for the Redeemable Noncontrolling Interests – Operating Partnership Units.

The following table presents the changes in the redemption value of the Redeemable Noncontrolling Interests – Operating Partnership for the years ended December 31, 2017, 2016 and 2015, respectively (amounts in thousands):

	2017	2016	2015
Balance at January 1,	\$ 442,092	\$ 566,783	\$ 500,733
Change in market value	(41,916)	(115,093)	64,378
Change in carrying value	(33,221)	(9,598)	1,672
Balance at December 31,	<u>\$ 366,955</u>	<u>\$ 442,092</u>	<u>\$ 566,783</u>

Net proceeds from EQR Common Share and Preferred Share (see definition below) offerings are contributed by EQR to ERPOP. In return for those contributions, EQR receives a number of OP Units in ERPOP equal to the number of Common Shares it has issued in the equity offering (or in the case of a preferred equity offering, a number of preference units in ERPOP equal in number and having the same terms as the Preferred Shares issued in the equity offering). As a result, the net offering proceeds from Common Shares and Preferred Shares are allocated between shareholders' equity and Noncontrolling Interests – Operating Partnership to account for the change in their respective percentage ownership of the underlying equity of ERPOP.

The Company's declaration of trust authorizes it to issue up to 100,000,000 preferred shares of beneficial interest, \$0.01 par value per share (the "Preferred Shares"), with specific rights, preferences and other attributes as the Board of Trustees may determine, which may include preferences, powers and rights that are senior to the rights of holders of the Company's Common Shares.

The following table presents the Company's issued and outstanding Preferred Shares as of December 31, 2017 and 2016:

			<i>Amounts in thousands</i>	
	<i>Call Date (1)</i>	<i>Annual Dividend Per Share (2)</i>	<i>December 31, 2017</i>	<i>December 31, 2016</i>
Preferred Shares of beneficial interest, \$0.01 par value; 100,000,000 shares authorized:				
8.29% Series K Cumulative Redeemable Preferred; liquidation value \$50 per share; 745,600 shares issued and outstanding as of December 31, 2017 and 2016	12/10/26	\$ 4.145	\$ 37,280	\$ 37,280
			<u>\$ 37,280</u>	<u>\$ 37,280</u>

- (1) On or after the call date, redeemable preferred shares may be redeemed for cash at the option of the Company, in whole or in part, at a redemption price equal to the liquidation price per share, plus accrued and unpaid distributions, if any.
- (2) Dividends on Preferred Shares are payable quarterly.

During 2015, the Company repurchased and retired 254,400 Series K Preferred Shares with a par value of \$12.7 million for total cash consideration of approximately \$16.3 million. As a result of this partial redemption, the Company incurred a cash charge of approximately \$3.5 million which was recorded as a premium on the redemption of Preferred Shares.

*Capital and Redeemable Limited Partners of ERP Operating Limited Partnership*

The following tables present the changes in the Operating Partnership's issued and outstanding Units and in the limited partners' Units for the years ended December 31, 2017, 2016 and 2015:

	2017	2016	2015
<b>General and Limited Partner Units</b>			
General and Limited Partner Units outstanding at January 1,	380,496,999	379,182,608	377,154,145
<b>Issued to General Partner:</b>			
Exercise of EQR share options	846,137	815,044	1,456,363
EQR's Employee Share Purchase Plan (ESPP)	68,286	63,909	68,462
EQR's restricted share grants, net	83,451	147,689	168,142
<b>Issued to Limited Partners:</b>			
Restricted unit grants, net	291,647	287,749	335,496
<b>General and Limited Partner Units outstanding at December 31,</b>	<b>381,786,520</b>	<b>380,496,999</b>	<b>379,182,608</b>
<b>Limited Partner Units</b>			
Limited Partner Units outstanding at January 1,	14,626,075	14,427,164	14,298,691
Limited Partner restricted unit grants, net	291,647	287,749	335,496
Conversion of EQR restricted shares to restricted units	—	—	1,284
Conversion of Limited Partner OP Units to EQR Common Shares	(1,149,284)	(88,838)	(208,307)
<b>Limited Partner Units outstanding at December 31,</b>	<b>13,768,438</b>	<b>14,626,075</b>	<b>14,427,164</b>
Limited Partner Units Ownership Interest in Operating Partnership	3.6%	3.8%	3.8%

The Limited Partners of the Operating Partnership as of December 31, 2017 include various individuals and entities that contributed their properties to the Operating Partnership in exchange for OP Units, as well as the equity positions of the holders of restricted units. Subject to certain exceptions (including the "book-up" requirements of restricted units), Limited Partners may exchange their Units with EQR for Common Shares on a one-for-one basis. The carrying value of the Limited Partner Units (including redeemable interests) is allocated based on the number of Limited Partner Units in total in proportion to the number of Limited Partner Units in total plus the number of General Partner Units. Net income is allocated to the Limited Partner Units based on the weighted average ownership percentage during the period.

The Operating Partnership has the right but not the obligation to make a cash payment instead of issuing Common Shares to any and all holders of Limited Partner Units requesting an exchange of their OP Units with EQR. Once the Operating Partnership elects not to redeem the Limited Partner Units for cash, EQR is obligated to deliver Common Shares to the exchanging limited partner.

The Limited Partner Units are classified as either mezzanine equity or permanent equity. If EQR is required, either by contract or securities law, to deliver registered Common Shares, such Limited Partner Units are differentiated and referred to as "Redeemable Limited Partner Units". Instruments that require settlement in registered shares cannot be classified in permanent equity as it is not always completely within an issuer's control to deliver registered shares. Therefore, settlement in cash is assumed and that responsibility for settlement in cash is deemed to fall to the Operating Partnership as the primary source of cash for EQR, resulting in presentation in the mezzanine section of the balance sheet. The Redeemable Limited Partner Units are adjusted to the greater of carrying value or fair market value based on the Common Share price of EQR at the end of each respective reporting period. EQR has the ability to deliver unregistered Common Shares for the remaining portion of the Limited Partner Units that are classified in permanent equity at December 31, 2017 and 2016.

The carrying value of the Redeemable Limited Partner Units is allocated based on the number of Redeemable Limited Partner Units in proportion to the number of Limited Partner Units in total. Such percentage of the total carrying value of Limited Partner Units which is ascribed to the Redeemable Limited Partner Units is then adjusted to the greater of carrying value or fair market value as described above. As of December 31, 2017, the Redeemable Limited Partner Units have a redemption value of approximately \$367.0 million, which represents the value of Common Shares that would be issued in exchange for the Redeemable Limited Partner Units.



The following table presents the changes in the redemption value of the Redeemable Limited Partners for the years ended December 31, 2017, 2016 and 2015, respectively (amounts in thousands):

	2017	2016	2015
Balance at January 1,	\$ 442,092	\$ 566,783	\$ 500,733
Change in market value	(41,916)	(115,093)	64,378
Change in carrying value	(33,221)	(9,598)	1,672
Balance at December 31,	<u>\$ 366,955</u>	<u>\$ 442,092</u>	<u>\$ 566,783</u>

EQR contributes all net proceeds from its various equity offerings (including proceeds from exercise of options for Common Shares) to ERPOP. In return for those contributions, EQR receives a number of OP Units in ERPOP equal to the number of Common Shares it has issued in the equity offering (or in the case of a preferred equity offering, a number of preference units in ERPOP equal in number and having the same terms as the preferred shares issued in the equity offering).

The following table presents the Operating Partnership's issued and outstanding "Preference Units" as of December 31, 2017 and 2016:

			<i>Amounts in thousands</i>	
	<i>Call Date (1)</i>	<i>Annual Dividend Per Unit (2)</i>	<i>December 31, 2017</i>	<i>December 31, 2016</i>
Preference Units:				
8.29% Series K Cumulative Redeemable Preference Units; liquidation value \$50 per unit; 745,600 units issued and outstanding as of December 31, 2017 and 2016	12/10/26	\$ 4.145	\$ 37,280	\$ 37,280
			<u>\$ 37,280</u>	<u>\$ 37,280</u>

- (1) On or after the call date, redeemable preference units may be redeemed for cash at the option of the Operating Partnership, in whole or in part, at a redemption price equal to the liquidation price per unit, plus accrued and unpaid distributions, if any, in conjunction with the concurrent redemption of the corresponding Company Preferred Shares.
- (2) Dividends on Preference Units are payable quarterly.

During 2015, the Operating Partnership repurchased and retired 254,400 Series K Preference Units with a par value of \$12.7 million for total cash consideration of approximately \$16.3 million, in conjunction with the concurrent redemption of the corresponding Company Preferred Shares. As a result of this partial redemption, the Operating Partnership incurred a cash charge of approximately \$3.5 million which was recorded as a premium of the redemption of Preference Units.

#### *Other*

EQR and ERPOP currently have an active universal shelf registration statement for the issuance of equity and debt securities that automatically became effective upon filing with the SEC on June 28, 2016 and expires on June 28, 2019. Per the terms of ERPOP's partnership agreement, EQR contributes the net proceeds of all equity offerings to the capital of ERPOP in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis) or preference units (on a one-for-one preferred share per preference unit basis).

In September 2009, the Company announced the establishment of an At-The-Market ("ATM") share offering program which would allow EQR to sell Common Shares from time to time into the existing trading market at current market prices as well as through negotiated transactions. Per the terms of ERPOP's partnership agreement, EQR contributes the net proceeds from all equity offerings to the capital of ERPOP in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis). The program currently has a maturity of June 2019. EQR has the authority to issue 13.0 million shares but has not issued any shares under this program since September 2012.

The Company may repurchase up to 13.0 million Common Shares under its share repurchase program. No shares were repurchased during the years ended December 31, 2017 and 2016. As of December 31, 2017, EQR has remaining authorization to repurchase up to 13.0 million of its shares under the repurchase program.

#### 4. Real Estate and Lease Intangibles

The following table summarizes the carrying amounts for the Company's investment in real estate (at cost) as of December 31, 2017 and 2016 (amounts in thousands):

	2017	2016
Land	\$ 5,996,024	\$ 5,899,862
Depreciable property:		
Buildings and improvements	17,743,042	16,913,430
Furniture, fixtures and equipment	1,548,961	1,346,300
In-Place lease intangibles	476,359	470,849
Projects under development:		
Land	43,226	115,876
Construction-in-progress	120,321	521,292
Land held for development:		
Land	62,538	84,440
Construction-in-progress	36,425	34,376
Investment in real estate	26,026,896	25,386,425
Accumulated depreciation	(6,040,378)	(5,360,389)
Investment in real estate, net	<u>\$ 19,986,518</u>	<u>\$ 20,026,036</u>

The following table summarizes the carrying amounts for the Company's above and below market ground and retail lease intangibles as of December 31, 2017 and 2016 (amounts in thousands):

Description	Balance Sheet Location	2017	2016
<b>Assets</b>			
Ground lease intangibles – below market	Other Assets	\$ 191,918	\$ 178,251
Retail lease intangibles – above market	Other Assets	1,260	1,260
Lease intangible assets		193,178	179,511
Accumulated amortization		(22,434)	(17,972)
Lease intangible assets, net		<u>\$ 170,744</u>	<u>\$ 161,539</u>
<b>Liabilities</b>			
Ground lease intangibles – above market	Other Liabilities	\$ 2,400	\$ 2,400
Retail lease intangibles – below market	Other Liabilities	5,270	5,270
Lease intangible liabilities		7,670	7,670
Accumulated amortization		(5,143)	(4,509)
Lease intangible liabilities, net		<u>\$ 2,527</u>	<u>\$ 3,161</u>

The following table provides a summary of the effect of the amortization for above and below market ground and retail lease intangibles on the Company's accompanying consolidated statements of operations and comprehensive income for the years ended December 31, 2017, 2016 and 2015 (amounts in thousands):

Description	Income Statement Location	2017	2016	2015
Ground lease intangible amortization	Property and Maintenance	\$ (4,369)	\$ (4,321)	\$ (4,321)
Retail lease intangible amortization	Rental Income	541	895	939
Total amortization of above/below market lease intangibles		<u>\$ (3,828)</u>	<u>\$ (3,426)</u>	<u>\$ (3,382)</u>

The following table provides a summary of the aggregate amortization for above and below market ground and retail lease intangibles for each of the next five years (amounts in thousands):

	2018	2019	2020	2021	2022
Ground lease intangibles	\$ (4,463)	\$ (4,463)	\$ (4,463)	\$ (4,463)	\$ (4,463)
Retail lease intangibles	71	71	71	71	27
Total	<u>\$ (4,392)</u>	<u>\$ (4,392)</u>	<u>\$ (4,392)</u>	<u>\$ (4,392)</u>	<u>\$ (4,436)</u>

### Acquisitions and Dispositions

During the year ended December 31, 2017, the Company acquired the entire equity interest in the following from unaffiliated parties (purchase price in thousands):

	Properties	Apartment Units	Purchase Price
Rental Properties – Consolidated (1)	4	947	\$ 468,050
Total	4	947	\$ 468,050

- (1) Purchase price includes an allocation of approximately \$68.3 million to land, \$386.2 million to depreciable property (inclusive of capitalized closing costs) and \$13.7 million to ground lease intangible (included in other assets). For one of the property acquisitions, the Company owns the building and improvements and leases the land underlying the improvements under a long-term ground lease that expires in 2113. This property is consolidated and reflected as a real estate asset while the ground lease is accounted for as an operating lease.

During the year ended December 31, 2016, the Company acquired the entire equity interest in the following from unaffiliated parties (purchase price in thousands):

	Properties	Apartment Units	Purchase Price
Rental Properties – Consolidated (1)	4	573	\$ 249,334
Total	4	573	\$ 249,334

- (1) Purchase price includes an allocation of approximately \$98.0 million to land and \$151.3 million to depreciable property.

During the year ended December 31, 2017, the Company disposed of the following to unaffiliated parties (sales price in thousands):

	Properties	Apartment Units	Sales Price
Rental Properties – Consolidated	5	1,194	\$ 354,950
Land Parcels (one)	—	—	33,450
Total	5	1,194	\$ 388,400

The Company recognized a net gain on sales of real estate properties of approximately \$157.1 million and a net gain on sales of land parcels of approximately \$19.2 million on the above sales.

During the year ended December 31, 2016, the Company disposed of the following to unaffiliated parties (sales price in thousands):

	Properties	Apartment Units	Sales Price
Consolidated:			
Rental Properties (1)	98	29,440	\$ 6,811,503
Land Parcels	—	—	57,455
Unconsolidated:			
Rental Properties (2)	1	336	74,500
Total	99	29,776	\$ 6,943,458

- (1) Includes the Starwood Portfolio sale (see further discussion below) representing 72 operating properties consisting of 23,262 apartment units for \$5.365 billion.  
(2) The Company owned a 20% interest in this unconsolidated rental property. Sale price listed is the gross sale price. The Company's share of the net sales proceeds approximated \$12.4 million.

The Company recognized a net gain on sales of real estate properties of approximately \$4.0 billion (inclusive of \$3.2 billion on the Starwood Portfolio sale), a net gain on sales of land parcels of approximately \$15.7 million and a net gain on sales of unconsolidated entities (included in income (loss) from investments in unconsolidated entities in the consolidated statements of operations and comprehensive income) of approximately \$8.9 million on the above sales.

### Starwood Disposition

The Company executed an agreement with controlled affiliates of Starwood Capital Group ("Starwood") on October 23, 2015 to sell a portfolio of 72 operating properties consisting of 23,262 apartment units located in five markets across the United States for \$5.365 billion (the "Starwood Transaction" or "Starwood Portfolio"). The Starwood Portfolio included substantially all of the assets in the Company's South Florida and Denver markets and certain suburban assets in the Washington D.C.,

Seattle and Los Angeles markets. On January 26 and 27, 2016, the Company closed on the sale of the entire portfolio described above.

The following table provides the operating segments/locations of the properties and apartment units sold in the Starwood Transaction. The sale of these properties represents the continuation of the Company's long-term strategy of investing in the urban and high-density suburban areas of its coastal gateway markets. See Note 11 for further discussion.

Markets/Metro Areas	Properties	Apartment Units
South Florida	33	10,742
Denver	18	6,635
Washington D.C.	10	3,020
Seattle	8	1,721
Los Angeles	3	1,144
Total	<u>72</u>	<u>23,262</u>

The Company used proceeds from the Starwood Transaction and other 2016 sales discussed above to pay special dividends of \$8.00 per share/unit (approximately \$3.0 billion) on March 10, 2016 and \$3.00 per share/unit (approximately \$1.1 billion) on October 14, 2016. The Company used the majority of the remaining proceeds to reduce aggregate indebtedness in order to make the transaction leverage neutral. See Note 8 for further discussion.

### *Impairment*

During the year ended December 31, 2017, the Company recorded an approximate \$1.7 million non-cash asset impairment charge on a land parcel currently being marketed for sale, which is included in land held for development on the consolidated balance sheets and included in the non-same store/other segment discussed in Note 17. The charge was the result of an analysis of the parcel's estimated fair value (determined using internally developed models based on market assumptions and potential sales data from the marketing process) compared to its current capitalized carrying value. The parcel now has a carrying value of \$0.2 million.

### *Other*

In December 2011, the Company and Toll Brothers (NYSE: TOL) jointly acquired a vacant land parcel at 400 Park Avenue South in New York City. The Company's and Toll Brothers' allocated portions of the purchase price were approximately \$76.1 million and \$57.9 million, respectively. The acquisition was financed through contributions by the Company and Toll Brothers of approximately \$102.5 million and \$75.7 million, respectively, which included the land purchase noted above, restricted deposits and taxes and fees. Until the core and shell of the building were complete, the building and land were owned jointly and were required to be consolidated on the Company's balance sheets as the Company was the managing member and Toll Brothers did not have substantive kick-out or participating rights. In July 2015, the Company recorded the master condominium declaration for this development project and as a result, the Toll Brothers' portion of the property was deconsolidated from the Company's balance sheets. The Company now solely owns the rental portion of the building (floors 2-22) and the ground floor retail and Toll Brothers solely owns the for sale portion of the building (floors 23-40). The joint venture no longer owns any real property. In conjunction with this transaction, the Company reduced investment in real estate by \$116.7 million, noncontrolling interests in partially owned properties by \$117.3 million and accrued retainage by \$1.1 million and increased other liabilities by \$1.7 million (to account for Toll Brothers' restricted cash still held by the Company). The deconsolidation of the Toll Brothers' portion of the project had no impact on the consolidated results of operations and comprehensive income.

## **5. Commitments to Acquire/Dispose of Real Estate**

The Company has entered into a separate agreement to acquire the following (purchase price in thousands):

	Properties	Apartment Units	Purchase Price
Rental Properties - Consolidated	1	117	\$ 53,700
Total	<u>1</u>	<u>117</u>	<u>\$ 53,700</u>

In addition to the properties that were subsequently disposed of as discussed in Note 18, the Company has entered into separate agreements to dispose of the following (sales price in thousands):

	Properties	Apartment Units	Sales Price
Rental Properties - Consolidated	2	455	\$ 177,020
Land Parcels (one)	—	—	2,700
Total	2	455	\$ 179,720

The closings of these pending transactions are subject to certain conditions and restrictions, therefore, there can be no assurance that these transactions will be consummated or that the final terms will not differ in material respects from those summarized above.

## 6. Investments in Partially Owned Entities

The Company has co-invested in various properties with unrelated third parties which are either consolidated or accounted for under the equity method of accounting (unconsolidated). The following tables and information summarize the Company's investments in partially owned entities as of December 31, 2017 (amounts in thousands except for project and apartment unit amounts):

	Consolidated (VIE)	(Non-VIE)	Unconsolidated (VIE) (1)	Total
Total properties	17	2	—	2
Total apartment units	3,215	945	—	945
Balance sheet information at 12/31/17 (at 100%):				
ASSETS				
Investment in real estate	\$ 649,777	\$ 236,749	\$ 172,995	\$ 409,744
Accumulated depreciation	(236,543)	(43,512)	(50,045)	(93,557)
Investment in real estate, net	413,234	193,237	122,950	316,187
Cash and cash equivalents	34,954	5,245	60	5,305
Investments in unconsolidated entities	44,451	—	—	—
Restricted deposits	393	258	—	258
Other assets	25,851	323	395	718
Total assets	\$ 518,883	\$ 199,063	\$ 123,405	\$ 322,468
LIABILITIES AND EQUITY/CAPITAL				
Mortgage notes payable, net (2)	\$ 302,347	\$ 145,424	\$ —	\$ 145,424
Accounts payable & accrued expenses	1,110	181	295	476
Accrued interest payable	1,037	691	—	691
Other liabilities	465	291	6	297
Security deposits	2,053	485	—	485
Total liabilities	307,012	147,072	301	147,373
Noncontrolling Interests – Partially Owned				
Properties/Partners' equity	4,708	52,850	84,302	137,152
Company equity/General and Limited Partners' Capital	207,163	(859)	38,802	37,943
Total equity/capital	211,871	51,991	123,104	175,095
Total liabilities and equity/capital	\$ 518,883	\$ 199,063	\$ 123,405	\$ 322,468

	Consolidated (VIE)	Unconsolidated (Non-VIE)	Unconsolidated (VIE) (1)	Total
Operating information for the year ended 12/31/17 (at 100%):				
Operating revenue	\$ 93,472	\$ 26,898	\$ 5,243	\$ 32,141
Operating expenses	22,412	8,936	2,463	11,399
Net operating income	71,060	17,962	2,780	20,742
Property management	3,401	784	75	859
General and administrative	279	3	—	3
Depreciation	25,505	10,633	5,501	16,134
Operating income (loss)	41,875	6,542	(2,796)	3,746
Interest and other income	77	—	—	—
Interest:				
Expense incurred, net	(13,316)	(8,289)	—	(8,289)
Amortization of deferred financing costs	(270)	(1)	—	(1)
Income (loss) before income and other taxes and income (loss) from investments in unconsolidated entities	28,366	(1,748)	(2,796)	(4,544)
Income and other tax (expense) benefit	(27)	(13)	—	(13)
Income (loss) from investments in unconsolidated entities	(1,549)	—	—	—
Net income (loss)	<u>\$ 26,790</u>	<u>\$ (1,761)</u>	<u>\$ (2,796)</u>	<u>\$ (4,557)</u>

- (1) Includes the Company's unconsolidated interest in an entity that owns the land underlying our Wisconsin Place apartment property and owns and operates the parking facility. This entity is excluded from the property and apartment unit count.
- (2) All debt is non-recourse to the Company.

Note: The above tables exclude EQR's ownership interest in ERPOP, private equity fund investments, and the Company's interests in unconsolidated joint ventures established in connection with the acquisition of certain real estate related assets from Archstone Enterprise LP ("Archstone"). These ventures owned certain Archstone assets and succeeded to certain residual Archstone liabilities/litigation, as well as responsibility for tax protection arrangements and third-party preferred interests in former Archstone subsidiaries. The preferred interests had an aggregate liquidation value of \$37.3 million at December 31, 2017. The ventures are owned 60% by the Company. See below for further discussion.

### *Operating Properties*

The Company has various equity interests in certain limited partnerships owning 16 properties containing 2,783 apartment units. Each partnership owns a multifamily property. The Company is the general partner of these limited partnerships and is responsible for managing the operations and affairs of the partnerships as well as making all decisions regarding the businesses of the partnerships. The limited partners are not able to exercise substantive kick-out or participating rights. As a result, the partnerships qualify as VIEs. The Company has a controlling financial interest in the VIEs and, thus, is the VIEs' primary beneficiary. The Company has both the power to direct the activities of the VIEs that most significantly impact the VIEs' economic performance as well as the obligation to absorb losses or the right to receive benefits from the VIEs that could potentially be significant to the VIEs. As a result, the partnerships are required to be consolidated on the Company's financial statements.

The Company has a 75% equity interest in the Wisconsin Place joint venture. The project contains a mixed-use site located in Chevy Chase, Maryland consisting of residential, retail, office and accessory uses, including underground parking facilities. The joint venture owns the 432 unit residential component, but has no ownership interest in the retail and office components. At December 31, 2017, the residential component had a net book value of \$160.9 million. The Company is the managing member and is responsible for conducting all administrative day-to-day matters and affairs of the joint venture as well as implementing all decisions with respect to the joint venture. The limited partner is not able to exercise substantive kick-out or participating rights. As a result, the joint venture qualifies as a VIE. The Company has a controlling financial interest in the VIE and, thus, is the VIE's primary beneficiary. The Company has both the power to direct the activities of the VIE that most significantly impact the VIE's economic performance as well as the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE. As a result, the entity that owns the residential component is required to be consolidated on the Company's financial statements.

The Wisconsin Place joint venture also retains an unconsolidated interest in an entity that owns the land underlying the entire project and owns and operates the parking facility. At December 31, 2017, the basis of this investment was \$44.5 million. The joint venture, as a limited partner, does not have substantive kick-out or participating rights in the entity. As a result, the entity qualifies as a VIE. The joint venture does not have a controlling financial interest in the VIE and is not the VIE's primary beneficiary. The joint venture does not have the power to direct the activities of the VIE that most significantly impact the VIE's economic performance or the obligation to absorb losses or the right to receive benefits from the VIE that

could potentially be significant to the VIE. As a result, the entity that owns the land and owns and operates the parking facility is unconsolidated and recorded using the equity method of accounting.

The Company has a 20% equity interest in each of the Nexus Sawgrass and Domain joint ventures. The Nexus Sawgrass joint venture owns a 501 unit apartment property located in Sunrise, Florida and the Company's interest had a basis of \$4.2 million at December 31, 2017. The Domain joint venture owns a 444 unit apartment property located in San Jose, California and the Company's interest had a basis of \$8.2 million at December 31, 2017. Both properties were funded with long-term, non-recourse secured loans from the partner. The mortgage loan on Nexus Sawgrass has a current unconsolidated outstanding balance of \$48.6 million, bears interest at 5.60% and matures January 1, 2021. The mortgage loan on Domain has a current unconsolidated outstanding balance of \$96.8 million, bears interest at 5.75% and matures January 1, 2022. While the Company is the managing member of both of the joint ventures, the joint venture partner has significant participating rights and has active involvement in the oversight of the operations. As a result, the entities do not qualify as VIEs. The Company alone does not have the power to direct the activities of the entities that most significantly impact the entities' economic performance and as a result, the entities are unconsolidated and recorded using the equity method of accounting.

#### *Other*

As the sole general partner of ERPOP, EQR has exclusive control of ERPOP's day-to-day management. The limited partners are not able to exercise substantive kick-out or participating rights. As a result, ERPOP qualifies as a VIE. EQR has a controlling financial interest in ERPOP and, thus, is ERPOP's primary beneficiary. EQR has the power to direct the activities of ERPOP that most significantly impact ERPOP's economic performance as well as the obligation to absorb losses or the right to receive benefits from ERPOP that could potentially be significant to ERPOP. As a result, ERPOP is required to be consolidated on EQR's financial statements.

The Company agreed to a maximum investment of \$5.0 million each for two private equity funds, both of which primarily focus on real estate technology investments. The Company accounts for both investments under the equity method of accounting. As of December 31, 2017, the Company's interest in these investments had a combined basis of \$2.1 million.

On February 27, 2013, in connection with the acquisition of Archstone, subsidiaries of the Company entered into three limited liability company agreements (collectively, the "Residual JV"). The Residual JV owned certain Archstone assets and succeeded to certain residual Archstone liabilities/litigation. The Residual JV is owned 60% by the Company and 40% by its joint venture partner. The Company's basis at December 31, 2017 was a net obligation of \$0.7 million. The Residual JV is managed by a Management Committee consisting of two members from each of the Company and its joint venture partner. Both partners have equal participation in the Management Committee and all significant participating rights are shared by both partners. As a result, the Residual JV does not qualify as a VIE. The Company alone does not have the power to direct the activities of the Residual JV that most significantly impact the Residual JV's economic performance and as a result, the Residual JV is unconsolidated and recorded using the equity method of accounting. The Residual JV has sold all of the real estate assets that were acquired as part of the acquisition of Archstone, including all of the German assets, and is in the process of winding down all remaining activities.

On February 27, 2013, in connection with the acquisition of Archstone, a subsidiary of the Company entered into a limited liability company agreement (the "Legacy JV"), through which they assumed obligations of Archstone in the form of preferred interests, some of which are governed by tax protection arrangements. At December 31, 2017, the remaining preferred interests had an aggregate liquidation value of \$37.3 million, our share of which is included in other liabilities in the accompanying consolidated balance sheets. Obligations of the Legacy JV are borne 60% by the Company and 40% by its joint venture partner. The Legacy JV is managed by a Management Committee consisting of two members from each of the Company and its joint venture partner. Both partners have equal participation in the Management Committee and all significant participating rights are shared by both partners. As a result, the Legacy JV does not qualify as a VIE. The Company alone does not have the power to direct the activities of the Legacy JV that most significantly impact the Legacy JV's economic performance and as a result, the Legacy JV is unconsolidated and recorded using the equity method of accounting.

## 7. Restricted Deposits

The following table presents the Company's restricted deposits as of December 31, 2017 and 2016 (amounts in thousands):

	December 31, 2017	December 31, 2016
Mortgage escrow deposits:		
Real estate taxes and insurance	\$ 845	\$ 2,003
Replacement reserves	8,347	3,428
Mortgage principal reserves/sinking funds	3,167	58,652
Other	852	852
Mortgage escrow deposits	13,211	64,935
Restricted cash:		
Tax-deferred (1031) exchange proceeds	—	38,847
Earnest money on pending acquisitions	750	—
Restricted deposits on real estate investments	58	733
Resident security and utility deposits	35,183	37,007
Other	913	359
Restricted cash	36,904	76,946
Restricted deposits	<u>\$ 50,115</u>	<u>\$ 141,881</u>

During the year ended December 31, 2017, the Company received approximately \$60.5 million from the return of various mortgage principal reserves/sinking funds on certain tax-exempt mortgage bond deals.

## 8. Debt

EQR does not have any indebtedness as all debt is incurred by the Operating Partnership. EQR guarantees the Operating Partnership's revolving credit facility up to the maximum amount and for the full term of the facility.

### *Mortgage Notes Payable*

As of December 31, 2017, the Company had outstanding mortgage debt of approximately \$3.6 billion.

During the year ended December 31, 2017, the Company:

- Repaid \$300.0 million of 5.987% mortgage debt held in a Fannie Mae loan pool maturing in 2019 and incurred a prepayment penalty of approximately \$10.8 million;
- Repaid \$193.4 million of conventional fixed-rate mortgage loans maturing in 2017 through 2048 and incurred a prepayment penalty of approximately \$1.5 million; and
- Repaid \$10.7 million of scheduled principal repayments on various mortgage debt.

The Company recorded \$0.3 million of write-offs of unamortized deferred financing costs during the year ended December 31, 2017 as additional interest expense related to debt extinguishment of mortgages. The Company also recorded \$0.7 million of write-offs of net unamortized premiums during the year ended December 31, 2017 as a reduction of interest expense related to debt extinguishment of mortgages.

As of December 31, 2017, the Company had \$598.6 million of secured debt subject to third party credit enhancement.

As of December 31, 2017, scheduled maturities for the Company's outstanding mortgage indebtedness were at various dates through May 28, 2061. At December 31, 2017, the interest rate range on the Company's mortgage debt was 0.10% to 6.90%. During the year ended December 31, 2017, the weighted average interest rate on the Company's mortgage debt was 4.33%.

The historical cost, net of accumulated depreciation, of encumbered properties was \$4.4 billion and \$5.0 billion at December 31, 2017 and 2016, respectively.

As of December 31, 2016, the Company had outstanding mortgage debt of approximately \$4.1 billion.



During the year ended December 31, 2016, the Company:

- Repaid \$440.8 million of 6.256% mortgage debt held in a Fannie Mae loan pool maturing in 2017 and incurred a prepayment penalty of approximately \$29.3 million;
- Repaid \$65.5 million of various tax-exempt mortgage bonds maturing in 2026 through 2037 and incurred a prepayment penalty of approximately \$0.2 million;
- Repaid \$75.9 million of conventional fixed-rate mortgage loans and incurred prepayment penalties of approximately \$2.2 million;
- Repaid \$0.9 million of conventional floating-rate mortgage loans;
- Repaid \$8.5 million of scheduled principal repayments on various mortgage debt; and
- Assumed \$43.4 million of mortgage debt on one acquired property.

The Company recorded \$1.6 million of write-offs of unamortized deferred financing costs during the year ended December 31, 2016 as additional interest expense related to debt extinguishment of mortgages. The Company also recorded \$20.7 million of write-offs of net unamortized premiums during the year ended December 31, 2016 as a reduction of interest expense related to debt extinguishment of mortgages.

As of December 31, 2016, the Company had \$601.9 million of secured debt subject to third party credit enhancement.

As of December 31, 2016, scheduled maturities for the Company's outstanding mortgage indebtedness were at various dates through May 28, 2061. At December 31, 2016, the interest rate range on the Company's mortgage debt was 0.10% to 7.20%. During the year ended December 31, 2016, the weighted average interest rate on the Company's mortgage debt was 4.34%.

#### Notes

The following tables summarize the Company's unsecured note balances and certain interest rate and maturity date information as of and for the years ended December 31, 2017 and 2016, respectively:

<i>December 31, 2017</i> <i>(Amounts in thousands)</i>	<b>Net Principal Balance</b>	<b>Interest Rate Ranges</b>	<b>Weighted Average Interest Rate</b>	<b>Maturity Date Ranges</b>
Fixed Rate Public Notes (1)	\$ 4,591,373	2.85% - 7.57%	4.61%	2020-2047
Floating Rate Public Notes (1)	447,439	(1)	1.82%	2019
<b>Totals</b>	<b>\$ 5,038,812</b>			

<i>December 31, 2016</i> <i>(Amounts in thousands)</i>	<b>Net Principal Balance</b>	<b>Interest Rate Ranges</b>	<b>Weighted Average Interest Rate</b>	<b>Maturity Date Ranges</b>
Fixed Rate Public Notes (1)	\$ 4,397,829	2.85% - 7.57%	4.90%	2017 - 2045
Floating Rate Public Notes (1)	450,250	(1)	1.28%	2019
<b>Totals</b>	<b>\$ 4,848,079</b>			

- (1) Fair value interest rate swaps convert the \$450.0 million 2.375% notes due July 1, 2019 to a floating interest rate of 90-Day LIBOR plus 0.61%.

The Company's unsecured public debt contains certain financial and operating covenants including, among other things, maintenance of certain financial ratios. The Company was in compliance with its unsecured public debt covenants for both the years ended December 31, 2017 and 2016.

EQR and ERPOP currently have an active universal shelf registration statement for the issuance of equity and debt securities that automatically became effective upon filing with the SEC on June 28, 2016 and expires on June 28, 2019. Per the terms of ERPOP's partnership agreement, EQR contributes the net proceeds of all equity offerings to the capital of ERPOP in exchange for additional OP Units (on a one-for-one Common Share per OP Unit basis) or preference units (on a one-for-one preferred share per preference unit basis).

During the year ended December 31, 2017, the Company:

- Repaid \$394.1 million of 5.75% unsecured notes at maturity;
- Repaid \$103.9 million of 7.125% unsecured notes at maturity;

- Issued \$400.0 million of ten-year 3.25% unsecured notes, receiving net proceeds of approximately \$399.3 million before underwriting fees, hedge termination costs and other expenses, at an all-in effective interest rate of 3.32% after termination of four forward starting swaps in conjunction with the issuance (see Note 9 for further discussion); and
- Issued \$300.0 million of thirty-year 4.00% unsecured notes, receiving net proceeds of approximately \$293.2 million before underwriting fees and other expenses, at an all-in effective interest rate of 4.11%.

During the year ended December 31, 2016, the Company:

- Repaid \$228.9 million of 5.125% unsecured notes maturing in 2016 and incurred a prepayment penalty of approximately \$1.4 million and repaid the remaining \$271.1 million of 5.125% unsecured notes at maturity;
- Repaid \$400.0 million of 5.375% unsecured notes maturing in 2016 and incurred a prepayment penalty of approximately \$9.5 million;
- Repaid \$255.9 million of 5.750% unsecured notes maturing in 2017 and incurred a prepayment penalty of approximately \$16.5 million;
- Repaid \$46.1 million of 7.125% unsecured notes maturing in 2017 and incurred a prepayment penalty of approximately \$4.6 million;
- Repaid \$250.0 million of 4.625% unsecured notes maturing in 2021 and incurred a prepayment penalty of approximately \$31.6 million;
- Repaid \$48.0 million of 7.570% unsecured notes maturing in 2026 and incurred a prepayment penalty of approximately \$19.3 million; and
- Issued \$500.0 million of ten-year 2.85% unsecured notes, receiving net proceeds of \$496.7 million before underwriting fees, hedge termination costs and other expenses, at an all-in effective interest rate of approximately 3.10% after termination of a forward starting swap in conjunction with the issuance (see Note 9 for further discussion).

The Company recorded \$1.9 million of write-offs of unamortized deferred financing costs during the year ended December 31, 2016 as additional interest expense related to debt extinguishment of unsecured notes. The Company also recorded \$25.2 million of write-offs of net unamortized premiums/discounts/OCI/treasury locks during the year ended December 31, 2016 as additional interest expense related to debt extinguishment of unsecured notes.

#### *Line of Credit and Commercial Paper*

On November 3, 2016, the Company replaced its existing \$2.5 billion facility with a \$2.0 billion unsecured revolving credit facility maturing January 10, 2022. The Company has the ability to increase available borrowings by an additional \$750.0 million by adding additional banks to the facility or obtaining the agreement of existing banks to increase their commitments. The interest rate on advances under the facility will generally be LIBOR plus a spread (currently 0.825%), or based on bids received from the lending group, and the Company pays an annual facility fee (currently 12.5 basis points). Both the spread and the facility fee are dependent on the credit rating of the Company's long-term debt.

On February 2, 2015, the Company entered into an unsecured commercial paper note program in the United States. The Company may borrow up to a maximum of \$500.0 million under this program subject to market conditions. The notes will be sold under customary terms in the United States commercial paper note market and will rank pari passu with all of the Company's other unsecured senior indebtedness. As of December 31, 2017, there was a balance of \$299.8 million outstanding on the commercial paper program (\$300.0 million in principal outstanding net of an unamortized discount of \$0.2 million). As of December 31, 2016, there was a balance of \$20.0 million on the commercial paper program. The notes bear interest at various floating rates with a weighted average of 1.41% and 0.90% for the years ended December 31, 2017 and 2016, respectively, and a weighted average maturity of 18 days and 4 days as of December 31, 2017 and 2016, respectively.

As of December 31, 2017, the amount available on the revolving credit facility was \$1.69 billion (net of \$6.6 million which was restricted/dedicated to support letters of credit and net of the \$300.0 million in principal outstanding on the commercial paper program). During the year ended December 31, 2017, the weighted average interest rate on the revolving credit facility was 2.00%. As of December 31, 2016, the amount available on the revolving credit facility was \$1.96 billion (net of \$20.6 million which was restricted/dedicated to support letters of credit and net of the \$20.0 million in principal outstanding on the commercial paper program). During the year ended December 31, 2016, the weighted average interest rate on the revolving credit facility was 1.37%.

## Other

On April 24, 2017, the Company executed a new letter of credit facility with a third party financial institution which is not backed or collateralized by borrowings on the Company's unsecured revolving credit facility. As of December 31, 2017, there was \$9.0 million in letters of credit outstanding on this facility.

The following table provides a summary of the aggregate payments of principal on all debt for each of the next five years and thereafter as of December 31, 2017 (amounts in thousands):

Year	Total
2018	\$ 446,969
2019	975,334
2020	1,678,992
2021	927,806
2022	265,741
Thereafter	4,776,232
Subtotal	9,071,074
Deferred Financing Costs and Unamortized (Discount)	(113,783)
Total	<u>\$ 8,957,291</u>

## 9. Derivative and Other Fair Value Instruments

The valuation of financial instruments requires the Company to make estimates and judgments that affect the fair value of the instruments. The Company, where possible, bases the fair values of its financial instruments, including its derivative instruments, on listed market prices and third party quotes. Where these are not available, the Company bases its estimates on current instruments with similar terms and maturities or on other factors relevant to the financial instruments.

In the normal course of business, the Company is exposed to the effect of interest rate changes. The Company seeks to manage these risks by following established risk management policies and procedures including the use of derivatives to hedge interest rate risk on debt instruments. The Company may also use derivatives to manage commodity prices in the daily operations of the business.

A three-level valuation hierarchy exists for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

- Level 1 – Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's derivative positions are valued using models developed by the respective counterparty as well as models developed internally by the Company that use as their basis readily observable market parameters (such as forward yield curves and credit default swap data). Employee holdings other than Common Shares within the supplemental executive retirement plan (the "SERP") are valued using quoted market prices for identical assets and are included in other assets and other liabilities on the consolidated balance sheets. Redeemable Noncontrolling Interests – Operating Partnership/Redeemable Limited Partners are valued using the quoted market price of Common Shares. The fair values disclosed for mortgage notes payable and unsecured debt (including its commercial paper and line of credit, if applicable) were calculated using indicative rates provided by lenders of similar loans in the case of mortgage notes payable and the private unsecured debt (including its commercial paper and line of credit, if applicable) and quoted market prices for each underlying issuance in the case of the public unsecured notes.

The fair values of the Company's financial instruments (other than mortgage notes payable, unsecured notes, commercial paper, line of credit and derivative instruments), including cash and cash equivalents and other financial instruments, approximate their carrying or contract value. The following table provides a summary of the carrying and fair values for the

Company's mortgage notes payable and unsecured debt (including its commercial paper and line of credit, if applicable) at December 31, 2017 and 2016, respectively (amounts in thousands):

	December 31, 2017		December 31, 2016	
	Estimated Fair Value (Level 2)	Carrying Value	Estimated Fair Value (Level 2)	Carrying Value
Mortgage notes payable, net	\$ 3,615,384	\$ 3,618,722	\$ 4,161,001	\$ 4,119,181
Unsecured debt, net	5,619,744	5,338,569	5,030,330	4,868,077
Total debt, net	<u>\$ 9,235,128</u>	<u>\$ 8,957,291</u>	<u>\$ 9,191,331</u>	<u>\$ 8,987,258</u>

The following table summarizes the Company's consolidated derivative instruments at December 31, 2017 (dollar amounts are in thousands):

	Fair Value Hedges (1)	Forward Starting Swaps (2)
Current Notional Balance	\$ 450,000	\$ 250,000
Lowest Interest Rate	2.375%	2.1478%
Highest Interest Rate	2.375%	2.2895%
Earliest Maturity Date	2019	2028
Latest Maturity Date	2019	2029

- (1) Fair Value Hedges – Converts outstanding fixed rate unsecured notes (\$450.0 million 2.375% notes due July 1, 2019) to a floating interest rate of 90-Day LIBOR plus 0.61%.
- (2) Forward Starting Swaps – Designed to partially fix interest rates in advance of planned future debt issuances. Of the \$250.0 million notional balance, \$200.0 million of these swaps have mandatory counterparty terminations in 2019 and are targeted for certain 2018 debt issuances while \$50.0 million of these swaps have mandatory counterparty terminations in 2020 and are targeted for certain 2019 debt issuances.

The following tables provide a summary of the fair value measurements for each major category of assets and liabilities measured at fair value on a recurring basis and the location within the accompanying consolidated balance sheets at December 31, 2017 and 2016, respectively (amounts in thousands):

Description	Balance Sheet Location	12/31/2017	Fair Value Measurements at Reporting Date Using		
			Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>					
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Forward Starting Swaps	Other Assets	\$ 5,143	\$ —	\$ 5,143	\$ —
Supplemental Executive Retirement Plan	Other Assets	140,159	140,159	—	—
Total		<u>\$ 145,302</u>	<u>\$ 140,159</u>	<u>\$ 5,143</u>	<u>\$ —</u>
<b>Liabilities</b>					
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Fair Value Hedges	Other Liabilities	\$ 1,597	\$ —	\$ 1,597	\$ —
Supplemental Executive Retirement Plan	Other Liabilities	140,159	140,159	—	—
Total		<u>\$ 141,756</u>	<u>\$ 140,159</u>	<u>\$ 1,597</u>	<u>\$ —</u>
Redeemable Noncontrolling Interests –					
Operating Partnership/Redeemable					
Limited Partners	Mezzanine	\$ 366,955	\$ —	\$ 366,955	\$ —

Description	Balance Sheet Location	12/31/2016	Fair Value Measurements at Reporting Date Using		
			Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>					
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Fair Value Hedges	Other Assets	\$ 1,857	\$ —	\$ 1,857	\$ —
Supplemental Executive Retirement Plan	Other Assets	124,420	124,420	—	—
Total		<u>\$ 126,277</u>	<u>\$ 124,420</u>	<u>\$ 1,857</u>	<u>\$ —</u>
<b>Liabilities</b>					
Supplemental Executive Retirement Plan	Other Liabilities	\$ 124,420	\$ 124,420	\$ —	\$ —
Total		<u>\$ 124,420</u>	<u>\$ 124,420</u>	<u>\$ —</u>	<u>\$ —</u>
Redeemable Noncontrolling Interests –					
Operating Partnership/Redeemable					
Limited Partners	Mezzanine	\$ 442,092	\$ —	\$ 442,092	\$ —

The following tables provide a summary of the effect of fair value hedges on the Company's accompanying consolidated statements of operations and comprehensive income for the years ended December 31, 2017, 2016 and 2015, respectively (amounts in thousands):

December 31, 2017 Type of Fair Value Hedge	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative	Hedged Item	Income Statement Location of Hedged Item Gain/(Loss)	Amount of Gain/(Loss) Recognized in Income on Hedged Item
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Interest Rate Swaps	Interest expense	\$ (3,454)	Fixed rate debt	Interest expense	\$ 3,454
Total		<u>\$ (3,454)</u>			<u>\$ 3,454</u>
December 31, 2016 Type of Fair Value Hedge	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative	Hedged Item	Income Statement Location of Hedged Item Gain/(Loss)	Amount of Gain/(Loss) Recognized in Income on Hedged Item
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Interest Rate Swaps	Interest expense	\$ (1,798)	Fixed rate debt	Interest expense	\$ 1,798
Total		<u>\$ (1,798)</u>			<u>\$ 1,798</u>
December 31, 2015 Type of Fair Value Hedge	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Recognized in Income on Derivative	Hedged Item	Income Statement Location of Hedged Item Gain/(Loss)	Amount of Gain/(Loss) Recognized in Income on Hedged Item
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Interest Rate Swaps	Interest expense	\$ 2,058	Fixed rate debt	Interest expense	\$ (2,058)
Total		<u>\$ 2,058</u>			<u>\$ (2,058)</u>

The following tables provide a summary of the effect of cash flow hedges on the Company's accompanying consolidated statements of operations and comprehensive income for the years ended December 31, 2017, 2016 and 2015, respectively (amounts in thousands):

December 31, 2017 Type of Cash Flow Hedge	Effective Portion			Ineffective Portion	
	Amount of Gain/(Loss) Recognized in OCI on Derivative	Location of Gain/(Loss) Reclassified from Accumulated OCI into Income	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Forward Starting Swaps	\$ 6,439	Interest expense	\$ (18,858)	Interest expense	\$ —
Total	<u>\$ 6,439</u>		<u>\$ (18,858)</u>		<u>\$ —</u>
December 31, 2016 Type of Cash Flow Hedge	Effective Portion			Ineffective Portion	
	Amount of Gain/(Loss) Recognized in OCI on Derivative	Location of Gain/(Loss) Reclassified from Accumulated OCI into Income	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Forward Starting Swaps	\$ (3,989)	Interest expense	\$ (41,758)	Interest expense	\$ (74)
Total	<u>\$ (3,989)</u>		<u>\$ (41,758)</u>		<u>\$ (74)</u>
December 31, 2015 Type of Cash Flow Hedge	Effective Portion			Ineffective Portion	
	Amount of Gain/(Loss) Recognized in OCI on Derivative	Location of Gain/(Loss) Reclassified from Accumulated OCI into Income	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income	Location of Gain/(Loss) Recognized in Income on Derivative	Amount of Gain/(Loss) Reclassified from Accumulated OCI into Income
Derivatives designated as hedging instruments:					
Interest Rate Contracts:					
Forward Starting Swaps	\$ (814)	Interest expense	\$ (18,244)	Interest expense	\$ (3,033)
Total	<u>\$ (814)</u>		<u>\$ (18,244)</u>		<u>\$ (3,033)</u>

As of December 31, 2017 and 2016, there were approximately \$88.6 million and \$113.9 million in deferred losses, net, included in accumulated other comprehensive income (loss), respectively, related to derivative instruments. Based on the estimated fair values of the net derivative instruments at December 31, 2017, the Company may recognize an estimated \$21.2 million of accumulated other comprehensive income (loss) as additional interest expense during the year ending December 31, 2018.

In August 2017, the Company received \$1.3 million to settle four forward starting ten-year swaps in conjunction with the issuance of \$400.0 million of ten-year fixed rate public notes. The entire \$1.3 million was initially deferred as a component of accumulated other comprehensive income (loss) and will be recognized as a decrease to interest expense over the ten-year term of the notes.

In October 2016, the Company paid \$4.7 million to settle a forward starting ten-year swap in conjunction with the issuance of \$500.0 million of ten-year fixed rate public notes. The ineffective portion of approximately \$74,000 and accrued interest of approximately \$9,000 were recorded as increases to interest expense. The remaining amount of approximately \$4.6 million will be deferred as a component of accumulated other comprehensive income (loss) and recognized as an increase to interest expense over the approximate term of the notes.

In May 2015, the Company paid a net \$15.1 million to settle nine forward starting ten-year swaps in conjunction with the issuance of \$450.0 million of ten-year fixed rate public notes. The ineffective portion of approximately \$30,000 and accrued interest of approximately \$1.2 million were recorded as increases to interest expense. The remaining amount of approximately \$13.9 million will be deferred as a component of accumulated other comprehensive income (loss) and recognized as an increase to interest expense over the first 9 years and 10.5 months of the notes.

During the year ended December 31, 2015, the Company recorded approximately \$3.0 million of deferred accumulated other comprehensive income (loss) as additional interest expense due to the ineffectiveness of certain forward starting swaps.

## 10. Earning Per Share and Earnings Per Unit

### *Equity Residential*

The following tables set forth the computation of net income per share – basic and net income per share – diluted for the Company (amounts in thousands except per share amounts):

	Year Ended December 31,		
	2017	2016	2015
<b>Numerator for net income per share – basic:</b>			
Income from continuing operations	\$ 628,381	\$ 4,479,586	\$ 907,621
Allocation to Noncontrolling Interests – Operating Partnership, net	(22,604)	(171,491)	(34,226)
Net (income) loss attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)
Preferred distributions	(3,091)	(3,091)	(3,357)
Premium on redemption of Preferred Shares	—	—	(3,486)
Income from continuing operations available to Common Shares, net of Noncontrolling Interests	600,363	4,288,574	862,895
Discontinued operations, net of Noncontrolling Interests	—	498	382
Numerator for net income per share – basic	<u>\$ 600,363</u>	<u>\$ 4,289,072</u>	<u>\$ 863,277</u>
<b>Numerator for net income per share – diluted:</b>			
Income from continuing operations	\$ 628,381	\$ 4,479,586	\$ 907,621
Net (income) loss attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)
Preferred distributions	(3,091)	(3,091)	(3,357)
Premium on redemption of Preferred Shares	—	—	(3,486)
Income from continuing operations available to Common Shares	622,967	4,460,065	897,121
Discontinued operations, net	—	518	397
Numerator for net income per share – diluted	<u>\$ 622,967</u>	<u>\$ 4,460,583</u>	<u>\$ 897,518</u>
<b>Denominator for net income per share – basic and diluted:</b>			
Denominator for net income per share – basic	366,968	365,002	363,498
Effect of dilutive securities:			
OP Units	12,901	13,827	13,576
Long-term compensation shares/units	2,809	3,163	3,546
Denominator for net income per share – diluted	<u>382,678</u>	<u>381,992</u>	<u>380,620</u>
Net income per share – basic	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
Net income per share – diluted	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>
<b>Net income per share – basic:</b>			
Income from continuing operations available to Common Shares, net of Noncontrolling Interests	\$ 1.64	\$ 11.75	\$ 2.37
Discontinued operations, net of Noncontrolling Interests	—	—	—
Net income per share – basic	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
<b>Net income per share – diluted:</b>			
Income from continuing operations available to Common Shares	\$ 1.63	\$ 11.68	\$ 2.36
Discontinued operations, net	—	—	—
Net income per share – diluted	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>

## ERP Operating Limited Partnership

The following tables set forth the computation of net income per Unit – basic and net income per Unit – diluted for the Operating Partnership (amounts in thousands except per Unit amounts):

	Year Ended December 31,		
	2017	2016	2015
<b>Numerator for net income per Unit – basic and diluted:</b>			
Income from continuing operations	\$ 628,381	\$ 4,479,586	\$ 907,621
Net (income) loss attributable to Noncontrolling Interests – Partially Owned Properties	(2,323)	(16,430)	(3,657)
Allocation to Preference Units	(3,091)	(3,091)	(3,357)
Allocation to premium on redemption of Preference Units	—	—	(3,486)
Income from continuing operations available to Units	622,967	4,460,065	897,121
Discontinued operations, net	—	518	397
Numerator for net income per Unit – basic and diluted	<u>\$ 622,967</u>	<u>\$ 4,460,583</u>	<u>\$ 897,518</u>
<b>Denominator for net income per Unit – basic and diluted:</b>			
Denominator for net income per Unit – basic	379,869	378,829	377,074
Effect of dilutive securities:			
Dilution for Units issuable upon assumed exercise/vesting of the Company's long-term compensation shares/units	2,809	3,163	3,546
Denominator for net income per Unit – diluted	<u>382,678</u>	<u>381,992</u>	<u>380,620</u>
Net income per Unit – basic	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
Net income per Unit – diluted	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>
<b>Net income per Unit – basic:</b>			
Income from continuing operations available to Units	\$ 1.64	\$ 11.75	\$ 2.37
Discontinued operations, net	—	—	—
Net income per Unit – basic	<u>\$ 1.64</u>	<u>\$ 11.75</u>	<u>\$ 2.37</u>
<b>Net income per Unit – diluted:</b>			
Income from continuing operations available to Units	\$ 1.63	\$ 11.68	\$ 2.36
Discontinued operations, net	—	—	—
Net income per Unit – diluted	<u>\$ 1.63</u>	<u>\$ 11.68</u>	<u>\$ 2.36</u>

## 11. Individually Significant Dispositions

The Company concluded that the Starwood Transaction did not qualify for discontinued operations reporting as it did not represent a strategic shift that had a major effect on the Company's operations and financial results. The Company has been investing only in its coastal gateway markets (Boston, New York, Washington D.C., Southern California, San Francisco and Seattle) and has not been acquiring or developing any new assets in its other markets. Over the past several years, the Company has been repositioning its portfolio by selling its suburban assets located in markets outside its coastal gateway markets. The sale of the Starwood Portfolio represented the continuation of the above strategy. However, the Company concluded that the Starwood Transaction did qualify as an individually significant component of the Company as the amount received upon disposal exceeded 10% of total assets, and NOI (see definition in Note 17) of the Starwood Portfolio represented approximately 1.2% of consolidated NOI (for the approximate one-month period owned in 2016) for the year ended December 31, 2016 and approximately 15.7% of consolidated NOI for the year ended December 31, 2015. As a result, the following table summarizes the results of operations attributable to the Starwood Transaction for the years ended December 31, 2016 and 2015 (amounts in thousands):



	<b>Year Ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>REVENUES</b>		
Rental income	\$ 30,785	\$ 427,433
Total revenues	30,785	427,433
<b>EXPENSES</b>		
Property and maintenance	7,838	78,189
Real estate taxes and insurance	2,912	48,403
Property management	2	11
General and administrative	23	38
Depreciation	—	87,616
Total expenses	10,775	214,257
Operating income	20,010	213,176
Interest and other income	21	1
Other expenses	—	(35)
Interest:		
Expense incurred, net	(380)	(680)
Amortization of deferred financing costs	(707)	(559)
Income and other tax (expense) benefit	(1)	(1)
Net gain (loss) on sales of real estate properties	3,161,097	—
Income from operations attributable to controlling interests – Operating Partnership	3,180,040	211,902
Income from operations attributable to Noncontrolling Interests – Operating Partnership	(122,152)	(8,083)
Income from operations attributable to controlling interests – Company	<u>\$ 3,057,888</u>	<u>\$ 203,819</u>

## 12. Share Incentive Plans

Any Common Shares issued pursuant to EQR’s incentive equity compensation and employee share purchase plans will result in ERPOP issuing OP Units to EQR on a one-for-one basis with ERPOP receiving the net cash proceeds of such issuances.

On June 16, 2011, the shareholders of EQR approved the Company’s 2011 Share Incentive Plan, as amended (the “2011 Plan”). The 2011 Plan originally reserved 12,980,741 Common Shares for issuance, which was subsequently adjusted to 14,725,321 Common Shares in accordance with the provisions of the 2011 Plan as a result of the option adjustments required for the special dividends paid in conjunction with the Starwood Transaction. In conjunction with the approval of the 2011 Plan, no further awards may be granted under the 2002 Share Incentive Plan. The 2011 Plan expires on June 16, 2021. As of December 31, 2017, 6,913,246 shares were available for future issuance.

Pursuant to the 2011 Plan and the 2002 Share Incentive Plan, as restated and amended (collectively the “Share Incentive Plans”), officers, trustees and key employees of the Company may be granted share options to acquire Common Shares (“Options”) including non-qualified share options (“NQSOs”), incentive share options (“ISOs”) and share appreciation rights (“SARs”), or may be granted restricted or non-restricted shares/units (including long-term incentive plan awards), subject to conditions and restrictions as described in the Share Incentive Plans. Options, SARs, restricted shares (including long-term incentive plan awards) and restricted units (including long-term incentive plan awards) are sometimes collectively referred to herein as “Awards”. The 2002 Share Incentive Plan, as restated and amended, will terminate at such time as all outstanding Awards have expired or have been exercised/vested. The Board of Trustees may at any time amend or terminate the Share Incentive Plans, but termination will not affect Awards previously granted. Any Options which had vested prior to such a termination would remain exercisable by the holder.

The Options are generally granted at the fair market value of the Company’s Common Shares at the date of grant, vest in three equal installments over a three-year period, are exercisable upon vesting and expire ten years from the date of grant (see additional valuation discussion in Note 2). The exercise price for all Options under the Share Incentive Plans is equal to the fair market value of the underlying Common Shares at the time the Option is granted. If employment is terminated prior to vesting, the Options are generally canceled. Options exercised result in new Common Shares being issued on the open market.

Restricted shares are generally granted at the fair market value of the Company's Common Shares at the date of grant. Restricted shares that have been awarded through December 31, 2017 generally vest three years from the award date. In addition, the Company's unvested restricted shareholders have the same voting rights as any other Common Share holder. During the three-year period of restriction, the Company's unvested restricted shareholders receive quarterly dividend payments on their shares at the same rate and on the same date as any other Common Share holder. As a result, dividends paid on unvested restricted shares are included as a component of retained earnings (included in general partner's capital in the Operating Partnership's financial statements) and have not been considered in reducing net income available to Common Shares/Units in a manner similar to the Company's preferred share/preference unit dividends for the earnings per share/Unit calculation. If employment is terminated prior to the lapsing of the restriction, the shares are generally canceled.

Restricted units are a class of partnership interests that under certain conditions, including vesting, are convertible by the holder into an equal number of OP Units, which are redeemable by the holder for Common Shares on a one-for-one basis or the cash value of such shares at the option of the Company. In connection with the grant of long-term incentive compensation for services provided during a year, officers of the Company are allowed to choose between restricted shares and restricted units. In January 2011, March 2014 and June 2015, certain holders of restricted shares converted these shares into restricted units. Restricted units are generally granted at a 3% discount to the fair market value of the Company's Common Shares at the date of grant due to the book-up risk associated with restricted units (see below for more details) and generally vest three years from the award date. In addition, restricted unit holders receive quarterly dividend payments on their restricted units at the same rate and on the same date as any other OP Unit holder. As a result, dividends paid on restricted units are included as a component of Noncontrolling Interests – Operating Partnership/Limited Partners' capital and have not been considered in reducing net income available to Common Shares/Units in a manner similar to the Company's preferred share/preference unit dividends for the earnings per share/Unit calculation. If employment is terminated prior to vesting, the restricted units are generally canceled. A restricted unit will automatically convert to an OP Unit when the capital account of each restricted unit increases ("books-up") to a specified target. If the capital target is not attained within ten years following the date of issuance, the restricted unit will automatically be canceled and no compensation will be payable to the holder of such canceled restricted unit.

The Company also allows eligible employees the ability to receive immediately vested Options and allows officers the ability to receive immediately vested restricted units (subject to the book-up provisions described above and a two-year hold restriction) in-lieu of any percentage of their annual cash bonus.

In January 2015, the Company revised its executive compensation program for the Chairman, Chief Executive Officer and certain other Executive Officers. The long-term portion of the revised program will allow these individuals to earn from 0% to 200% of the target number of long-term incentive ("LTI") plan awards, payable in the form of restricted shares and/or restricted units, as determined by the Company's relative and absolute Total Shareholder Return ("TSR") over a forward-looking three-year performance period. The Company's TSR will be compared to pre-established quantitative performance metrics. In connection with the grant of LTI plan awards, the individuals are allowed to choose between restricted shares and restricted units. The grant date fair value of the awards is estimated using a Monte Carlo model, and the resulting expense is recorded regardless of whether the TSR performance measures are achieved, if the required service is delivered. These awards generally vest three years from the award date. The grant date fair value is amortized into expense over the service period. If the executive is retirement-eligible, the grant date fair value is amortized into expense over the first year. All other awards are amortized into expense over the three year performance/vesting period. In addition, the awards granted as restricted units will receive quarterly partial dividend payments equal to 10% of any common share dividend on the same date as any other OP Unit holder during the three-year performance period. As a result, dividends paid on restricted units are included as a component of Noncontrolling Interests – Operating Partnership/Limited Partners' capital and have not been considered in reducing net income available to Common Shares/Units in a manner similar to the Company's preferred share/preference unit dividends for the earnings per share/Unit calculation. The awards granted as restricted shares will not receive dividends during the three-year performance period. At the end of the three-year performance period, cumulative dividends will be paid for the three-year performance period for any restricted shares or restricted units actually earned, less any dividends already paid on the restricted units. If employment is terminated prior to vesting, the restricted shares and restricted units are generally canceled. Once the Company's absolute and relative TSR is calculated at the end of the three-year performance period, the executive will earn a certain number of restricted shares and/or restricted units. No payout would be made for any return below 50% of the target performance metric.

All Trustees, with the exception of the Company's non-executive Chairman and employee Trustees, are granted options, restricted shares and/or restricted units that vest one-year from the grant date that corresponds to the term for which he or she has been elected to serve. The non-executive Chairman only receives awards under the LTI plan (see further discussion above).

The Company's Share Incentive Plans provide for certain benefits upon retirement. For employees hired prior to January 1, 2009, retirement generally means the termination of employment (other than for cause): (i) on or after age 62; or

(ii) prior to age 62 after meeting the requirements of the Rule of 70 (described below). For employees hired after January 1, 2009, retirement generally means the termination of employment (other than for cause) after meeting the requirements of the Rule of 70. For Trustees, retirement generally means termination of service on the Board (other than for cause) on or after age 72.

The Rule of 70 is met when an employee's years of service with the Company (which must be at least 15 years) plus his or her age (which must be at least 55 years) on the date of termination equals or exceeds 70 years. In addition, the employee must give the Company at least 6 months' advance written notice of his or her intention to retire and sign a release upon termination of employment, releasing the Company from customary claims and agreeing to ongoing non-competition and employee non-solicitation provisions.

Under the Company's definitions of retirement, several of its executive officers, including its Chief Executive Officer, and its non-executive Chairman, are retirement eligible.

For employees hired prior to January 1, 2009 who retire at or after age 62 (or for Trustees who retire at or after age 72), such employee's or Trustee's unvested restricted shares, restricted units and share options would immediately vest, and share options would continue to be exercisable for the balance of the applicable ten-year option period, as is provided under the Share Incentive Plans. For all other employees (those hired after January 1, 2009 and those hired before such date who choose to retire prior to age 62), upon such retirement under the Rule of 70 definition of retirement of employees, such employee's unvested restricted shares, restricted units and share options would continue to vest per the original vesting schedule (subject to immediate vesting upon the occurrence of a subsequent change in control of the Company or the employee's death), and options would continue to be exercisable for the balance of the applicable ten-year option period, subject to the employee's compliance with the non-competition and employee non-solicitation provisions. The Rule of 70 does not apply to Trustees. For the individuals mentioned above who receive awards under the LTI plan and retire at or after age 62 (age 72 for the Chairman of the Board) or under the Rule of 70, the award would be prorated in proportion to the number of days worked in the first year of the three-year performance period and the award would continue to vest per the original vesting schedule, subject to the individual's compliance with the non-competition and employee non-solicitation provisions. The individual would not receive any payout of shares or units until the final payout is determined at the end of the three-year performance period. If an employee violates the non-competition and employee non-solicitation provisions after such retirement, all unvested restricted shares, unvested restricted units and unvested and vested share options at the time of the violation would be void, unless otherwise determined by the Compensation Committee of the Board of Trustees.

The following tables summarize compensation information regarding the restricted shares, restricted units, share options and Employee Share Purchase Plan ("ESPP") for the three years ended December 31, 2017, 2016 and 2015 (amounts in thousands):

Year Ended December 31, 2017					
	Compensation Expense	Compensation Capitalized	Restricted Units/Options In-Lieu of Bonus (1)	Compensation Equity	Dividends Incurred
Restricted shares (2)	\$ 9,209	\$ 568	\$ —	\$ 9,777	\$ 761
Restricted units (2)	10,214	119	190	10,523	741
Share options	4,893	323	1,619	6,835	—
ESPP discount	681	66	—	747	—
Total	<u>\$ 24,997</u>	<u>\$ 1,076</u>	<u>\$ 1,809</u>	<u>\$ 27,882</u>	<u>\$ 1,502</u>

Year Ended December 31, 2016					
	Compensation Expense	Compensation Capitalized	Restricted Units In-Lieu of Bonus (1)	Compensation Equity	Dividends Incurred
Restricted shares (2)	\$ 13,539	\$ 1,477	\$ —	\$ 15,016	\$ 6,494
Restricted units (2)	13,567	591	4,022	18,180	7,762
Share options	2,839	593	—	3,432	—
ESPP discount	585	65	—	650	—
Total	<u>\$ 30,530</u>	<u>\$ 2,726</u>	<u>\$ 4,022</u>	<u>\$ 37,278</u>	<u>\$ 14,256</u>

Year Ended December 31, 2015					
	Compensation Expense	Compensation Capitalized	Restricted Units In-Lieu of Bonus (1)	Compensation Equity	Dividends Incurred
Restricted shares (2)	\$ 13,755	\$ 1,311	\$ —	\$ 15,066	\$ 1,160
Restricted units (2)	17,311	538	3,654	21,503	1,619
Share options	2,746	1,010	—	3,756	—
ESPP discount	795	89	—	884	—
Total	<u>\$ 34,607</u>	<u>\$ 2,948</u>	<u>\$ 3,654</u>	<u>\$ 41,209</u>	<u>\$ 2,779</u>

- (1) Beginning in 2015, the Company allows officers the ability to receive immediately vested restricted units (subject to the book-up provisions described above and a two-year hold restriction) in-lieu of any percentage of their annual cash bonus. Beginning in 2017, the Company allows eligible employees the ability to receive immediately vested share options in-lieu of any percentage of their annual cash bonus.
- (2) Includes LTI plan awards granted under the executive compensation program.

Compensation expense is generally recognized for Awards as follows:

- Restricted shares, restricted units and share options – Straight-line method over the vesting period of the options, shares or units regardless of cliff or ratable vesting distinctions.
- LTI plan awards – Target amount is recognized under the straight-line method over the vesting period of the shares or units regardless of cliff or ratable vesting distinctions.
- ESPP discount – Immediately upon the purchase of common shares each quarter.

The Company accelerates the recognition of compensation expense for all Awards for those individuals approaching or meeting the retirement age criteria discussed above. The total compensation expense related to Awards not yet vested at December 31, 2017 is \$7.3 million (excluding the accelerated expenses for individuals approaching or meeting the retirement age criteria discussed above), which is expected to be recognized over a weighted average term of 1.31 years.

See Note 2 for additional information regarding the Company's share-based compensation.

The table below summarizes the Award activity of the Share Incentive Plans for the three years ended December 31, 2017, 2016 and 2015:

	Common Shares Subject to Options	Weighted Average Exercise Price per Option	Restricted Shares	Weighted Average Fair Value per Restricted Share	Restricted Units	Weighted Average Fair Value per Restricted Unit
Balance at December 31, 2014	7,030,620	\$ 46.16	482,466	\$ 56.89	623,948	\$ 53.38
Awards granted (1) (5)	171,150	\$ 80.15	174,112	\$ 79.65	337,505	\$ 81.87
Awards exercised/vested (2) (3) (4)	(1,456,363)	\$ 42.64	(127,174)	\$ 60.21	(72,003)	\$ 57.12
Awards forfeited	(9,550)	\$ 64.53	(5,970)	\$ 62.11	(2,009)	\$ 64.39
Awards expired	(1,492)	\$ 39.86	—	—	—	—
Conversion of restricted shares to restricted units	—	—	(1,284)	—	1,284	—
Balance at December 31, 2015	5,734,365	\$ 48.04	522,150	\$ 63.67	888,725	\$ 63.91
Awards granted (1) (5)	154,016	\$ 64.99	154,296	\$ 75.19	289,273	\$ 81.05
Awards exercised/vested (2) (3) (4)	(815,044)	\$ 38.01	(217,805)	\$ 57.75	(374,217)	\$ 52.73
Awards forfeited	(10,512)	\$ 63.43	(6,607)	\$ 70.73	(1,524)	\$ 86.35
Awards expired	(710)	\$ 68.40	—	—	—	—
Special dividend adjustment (6)	960,986	N/A	—	—	—	—
Balance at December 31, 2016	6,023,101	\$ 42.05	452,034	\$ 70.35	802,257	\$ 75.26
Awards granted (1) (5)	1,337,898	\$ 60.88	93,867	\$ 61.94	291,921	\$ 68.57
Awards exercised/vested (2) (3) (4)	(846,137)	\$ 37.26	(165,744)	\$ 58.04	(192,644)	\$ 54.16
Awards forfeited	(27,547)	\$ 61.85	(10,416)	\$ 72.44	(274)	\$ 75.50
Awards expired	(3,483)	\$ 65.91	—	—	—	—
Balance at December 31, 2017	<u>6,483,832</u>	<u>\$ 46.46</u>	<u>369,741</u>	<u>\$ 73.67</u>	<u>901,260</u>	<u>\$ 77.61</u>

- (1) The weighted average grant date fair value for Options granted during the years ended December 31, 2017, 2016 and 2015 was \$5.86 per share, \$11.09 per share and \$13.67 per share, respectively.
- (2) The aggregate intrinsic value of options exercised during the years ended December 31, 2017, 2016 and 2015 was \$25.6 million, \$26.2 million and \$52.9 million, respectively. These values were calculated as the difference between the strike price of the underlying awards and the per share price at which each respective award was exercised.
- (3) The fair value of restricted shares vested during the years ended December 31, 2017, 2016 and 2015 was \$10.2 million, \$15.6 million and \$10.2 million, respectively.
- (4) The fair value of restricted units vested during the years ended December 31, 2017, 2016 and 2015 was \$11.7 million, \$27.2 million and \$5.8 million, respectively.
- (5) Includes LTI plan awards granted under the executive compensation program.
- (6) In addition to the regular quarterly dividends, the Company paid two special dividends to its shareholders and holders of OP Units of \$11.00 per share/unit in the aggregate in 2016. Option holders were not entitled to these special dividends, but pursuant to the terms of the Share Incentive Plans are due equitable adjustments of additional options. The special dividend adjustment's weighted average exercise price per option is reflected in the activity for 2016 for the awards granted, awards exercised/vested, and awards forfeited and the balance at December 31, 2016.

The following table summarizes information regarding options outstanding and exercisable at December 31, 2017 (aggregate intrinsic value is in thousands):

	Options	Weighted Average Remaining Contractual Life in Years	Weighted Average Exercise Price	Aggregate Intrinsic Value (1)
Options Outstanding	6,483,832	4.96	\$ 46.06	\$ 113,379
Options Exercisable	5,336,043	4.10	\$ 43.24	\$ 110,332
Vested and expected to vest	6,413,817	2.80	\$ 34.39	\$ 113,201

- (1) The aggregate intrinsic values were calculated as the excess, if any, between the Company's closing share price of \$63.77 per share on December 31, 2017 and the strike price of the underlying awards.

As of December 31, 2016 and 2015, 5,610,677 Options (with a weighted average exercise price of \$40.91) and 4,436,990 Options (with a weighted average exercise price of \$45.11) were exercisable, respectively.

### 13. Employee Plans

The Company established an Employee Share Purchase Plan to provide each employee and trustee the ability to annually acquire up to \$100,000 of Common Shares of EQR. The Company registered 7,000,000 Common Shares under the ESPP, of which 2,837,877 Common Shares remained available for purchase at December 31, 2017. The Common Shares may be purchased quarterly at a price equal to 85% of the lesser of: (a) the closing price for a share on the last day of such quarter; and (b) the greater of: (i) the closing price for a share on the first day of such quarter, and (ii) the average closing price for a share for all the business days in the quarter. The following table summarizes information regarding the Common Shares issued under the ESPP (the net proceeds noted below were contributed to ERPOP in exchange for OP Units):

	Year Ended December 31,		
	2017	2016	2015
	(Amounts in thousands except share and per share amounts)		
Shares issued	68,286	63,909	68,462
Issuance price ranges	\$52.79 – \$58.06	\$51.85 – \$63.37	\$63.70 – \$65.90
Issuance proceeds	\$3,744	\$3,686	\$4,404

The Company established a defined contribution plan (the "401(k) Plan") to provide retirement benefits for employees that meet minimum employment criteria. The Company matches dollar for dollar up to the first 4% of eligible compensation that a participant contributes to the 401(k) Plan for all employees except those defined as highly compensated employees, whose match is 3%. Participants are vested in the Company's contributions over five years. The Company recognized an expense in the amount of \$4.6 million, \$4.9 million and \$5.5 million for the years ended December 31, 2017, 2016 and 2015, respectively.

The Company established the SERP to provide certain officers and trustees an opportunity to defer a portion of their eligible compensation in order to save for retirement. The SERP is restricted to investments in Common Shares, certain marketable securities that have been specifically approved and cash equivalents. The deferred compensation liability represented in the SERP and the securities issued to fund such deferred compensation liability are consolidated by the Company and carried on the Company's balance sheets, and the Company's Common Shares held in the SERP are accounted for as a reduction to paid in capital (included in general partner's capital in the Operating Partnership's financial statements).

### 14. Distribution Reinvestment Plan

On September 30, 2014, the Company filed with the SEC a Form S-3 Registration Statement to register 4,790,000 Common Shares pursuant to a Distribution Reinvestment Plan (the "2014 DRIP"), which included the remaining shares available for issuance under a previous registration. The registration was automatically declared effective the same day and will expire when all 4,790,000 shares have been issued. The Company has 4,691,298 Common Shares available for issuance under the 2014 DRIP at December 31, 2017.

The 2014 DRIP provides holders of record and beneficial owners of Common Shares and Preferred Shares with a simple and convenient method of reinvesting cash dividends/distributions in additional Common Shares. Common Shares purchased under the 2014 DRIP may, at the option of EQR, be directly issued by EQR or purchased by EQR's transfer agent in the open market using participants' funds. The net proceeds from any Common Share issuances are contributed to ERPOP in exchange for OP Units.

## 15. Transactions with Related Parties

The Company leases its corporate headquarters from an entity controlled by EQR's Chairman of the Board of Trustees. The lease terminates on January 31, 2022. Amounts incurred for such office space for the years ended December 31, 2017, 2016 and 2015, respectively, were approximately \$2.8 million, \$2.7 million and \$2.6 million. The Company believes these amounts equal market rates for such rental space.

## 16. Commitments and Contingencies

The Company, as an owner of real estate, is subject to various Federal, state and local environmental laws. Compliance by the Company with existing laws has not had a material adverse effect on the Company. However, the Company cannot predict the impact of new or changed laws or regulations on its current properties or on properties that it may acquire in the future. As of December 31, 2017, the Company does have environmental reserves totaling approximately \$2.8 million related to two of its properties.

The Company has established a reserve related to various litigation matters associated with its Massachusetts properties and periodically assesses the adequacy of the reserve and makes adjustments as necessary. As of December 31, 2017, the reserve totaled approximately \$0.9 million. While no assurances can be given, the Company does not believe that the ultimate resolution of any of these remaining litigation matters, if adversely determined, would have a material adverse effect on the Company.

The Company does not believe there is any litigation pending or threatened against it that, individually or in the aggregate, may reasonably be expected to have a material adverse effect on the Company.

As of December 31, 2017, the Company has four wholly owned projects totaling 892 apartment units in various stages of development with remaining commitments to fund of approximately \$136.1 million and estimated completion dates ranging through December 31, 2019, as well as other completed development projects that are in various stages of lease-up or are stabilized.

As of December 31, 2017, the Company has two unconsolidated operating properties (Nexus Sawgrass and Domain) that are owned with the same third party joint venture partner. The joint venture agreements with this partner are primarily deal-specific regarding profit-sharing, equity contributions, returns on investment, buy-sell agreements and other customary provisions. The buy-sell arrangements contain provisions that provide the right, but not the obligation, for the Company to acquire the partner's interests or sell its interests at any time following the occurrence of certain pre-defined events described in the joint venture agreements. See Note 6 for further discussion.

During the years ended December 31, 2017, 2016 and 2015, total operating lease expense for ground leases and office space, including a portion of real estate taxes, insurance, repairs and utilities, aggregated \$26.6 million, \$26.2 million and \$24.5 million, respectively.

The Company has entered into a retirement benefits agreement with its Chairman of the Board of Trustees and deferred compensation agreements with its Vice Chairman and one former chief executive officer. During the years ended December 31, 2017, 2016 and 2015, the Company recognized compensation expense of \$0.4 million, \$0.3 million and \$0.4 million, respectively, related to these agreements.

The following table summarizes the Company's contractual obligations for minimum rent payments under operating leases and deferred compensation for the next five years and thereafter as of December 31, 2017:

(Payments)/Receipts Due by Year (in thousands)							
	2018	2019	2020	2021	2022	Thereafter	Total
Operating Leases:							
Minimum Rent Payments (a)	\$ (16,506)	\$ (16,366)	\$ (15,963)	\$ (15,743)	\$ (13,406)	\$ (878,935)	\$ (956,919)
Minimum Rent Receipts (b)	\$ 67,318	\$ 61,704	\$ 57,913	\$ 53,851	\$ 49,951	\$ 206,151	\$ 496,888
Other Long-Term Liabilities:							
Deferred Compensation (c)	\$ (1,390)	\$ (1,135)	\$ (1,086)	\$ (1,086)	\$ (1,086)	\$ (4,016)	\$ (9,799)

(a) Minimum basic rent due for various office space the Company leases and fixed base rent due on ground leases for 12 properties.

(b) Minimum basic rent receipts due for various retail/commercial space where the Company is the lessor.

(c) Estimated payments to the Company's Chairman, Vice Chairman and one former CEO based on actual and estimated retirement dates.

## 17. Reportable Segments

Operating segments are defined as components of an enterprise that engage in business activities from which they may earn revenues and incur expenses and about which discrete financial information is available that is evaluated regularly by the chief operating decision maker. The chief operating decision maker decides how resources are allocated and assesses performance on a recurring basis at least quarterly.

The Company's primary business is the acquisition, development and management of multifamily residential properties, which includes the generation of rental and other related income through the leasing of apartment units to residents. The chief operating decision maker evaluates the Company's operating performance geographically by market and both on a same store and non-same store basis. The Company's same store operating segments located in its coastal gateway markets represent its reportable segments. The Company's operating segments located in its other markets (Phoenix) that are not material have also been included in the tables presented below.

The Company's fee and asset management and development activities are other business activities that do not constitute an operating segment and as such, have been aggregated in the "Other" category in the tables presented below.

All revenues are from external customers and there is no customer who contributed 10% or more of the Company's total revenues during the three years ended December 31, 2017, 2016 or 2015.

The primary financial measure for the Company's rental real estate segment is net operating income ("NOI"), which represents rental income less: 1) property and maintenance expense and 2) real estate taxes and insurance expense (all as reflected in the accompanying consolidated statements of operations and comprehensive income). The Company believes that NOI is helpful to investors as a supplemental measure of its operating performance because it is a direct measure of the actual operating results of the Company's apartment properties. Revenues for all leases are reflected on a straight-line basis in accordance with GAAP for the current and comparable periods.

The following table presents a reconciliation of NOI from our rental real estate specific to continuing operations for the years ended December 31, 2017, 2016 and 2015, respectively (amounts in thousands):

	Year Ended December 31,		
	2017	2016	2015
Rental income	\$ 2,470,689	\$ 2,422,233	\$ 2,736,578
Property and maintenance expense	(405,281)	(406,823)	(479,160)
Real estate taxes and insurance expense	(335,495)	(317,387)	(339,802)
Total operating expenses	(740,776)	(724,210)	(818,962)
Net operating income	<u>\$ 1,729,913</u>	<u>\$ 1,698,023</u>	<u>\$ 1,917,616</u>

The following tables present NOI for each segment from our rental real estate specific to continuing operations for the years ended December 31, 2017, 2016 and 2015, respectively, as well as total assets and capital expenditures at December 31, 2017 and 2016, respectively (amounts in thousands):

	Year Ended December 31, 2017			Year Ended December 31, 2016			Year Ended December 31, 2015		
	Rental Income	Operating Expenses	NOI	Rental Income	Operating Expenses	NOI	Rental Income	Operating Expenses	NOI
<b>Same store (1)</b>									
Los Angeles	\$ 396,375	\$ 111,854	\$ 284,521	\$ 382,425	\$ 111,055	\$ 271,370	\$ 349,285	\$ 104,614	\$ 244,671
Orange County	88,527	21,544	66,983	84,590	20,600	63,990	75,068	18,550	56,518
San Diego	88,507	23,073	65,434	84,646	22,366	62,280	83,491	22,938	60,553
Subtotal – Southern California	573,409	156,471	416,938	551,661	154,021	397,640	507,844	146,102	361,742
Washington D.C.	430,056	129,717	300,339	424,350	126,154	298,196	417,985	123,450	294,535
New York	457,100	165,173	291,927	456,664	159,302	297,362	450,460	152,682	297,778
San Francisco	378,939	91,777	287,162	371,633	90,393	281,240	343,089	84,603	258,486
Boston	228,724	63,148	165,576	225,014	62,650	162,364	232,462	67,252	165,210
Seattle	178,497	49,383	129,114	168,975	46,255	122,720	145,646	39,307	106,339
Other Markets	1,839	652	1,187	1,797	567	1,230	1,680	528	1,152
Total same store	2,248,564	656,321	1,592,243	2,200,094	639,342	1,560,752	2,099,166	613,924	1,485,242
<b>Non-same store/other (2) (3)</b>									
Non-same store	207,974	72,723	135,251	117,143	41,877	75,266	72,123	27,078	45,045
Other (3)	14,151	11,732	2,419	104,996	42,991	62,005	565,289	177,960	387,329
Total non-same store/other	222,125	84,455	137,670	222,139	84,868	137,271	637,412	205,038	432,374
Totals	<u>\$ 2,470,689</u>	<u>\$ 740,776</u>	<u>\$ 1,729,913</u>	<u>\$ 2,422,233</u>	<u>\$ 724,210</u>	<u>\$ 1,698,023</u>	<u>\$ 2,736,578</u>	<u>\$ 818,962</u>	<u>\$ 1,917,616</u>

- (1) For the years ended December 31, 2017 and 2016, same store primarily includes all properties acquired or completed that were stabilized prior to January 1, 2016, less properties subsequently sold, which represented 70,117 apartment units. For the year ended December 31, 2015, same store primarily includes all properties acquired or completed that were stabilized prior to January 1, 2015, less properties subsequently sold, which represented 69,879 apartment units.
- (2) For the years ended December 31, 2017 and 2016, non-same store primarily includes properties acquired after January 1, 2016, plus any properties in lease-up and not stabilized as of January 1, 2016. For the year ended December 31, 2015, non-same store primarily includes properties acquired after January 1, 2015, plus any properties in lease-up and not stabilized as of January 1, 2015.
- (3) Other includes development, other corporate operations and operations prior to sale for properties sold from 2014 through 2017 that do not meet the discontinued operations criteria.

	Year Ended December 31, 2017		Year Ended December 31, 2016	
	Total Assets	Capital Expenditures	Total Assets	Capital Expenditures
<b>Same store (1)</b>				
Los Angeles	\$ 2,601,569	\$ 26,679	\$ 2,678,787	\$ 26,335
Orange County	328,593	9,237	336,195	6,876
San Diego	421,267	4,922	436,005	4,851
Subtotal - Southern California	3,351,429	40,838	3,450,987	38,062
Washington D.C.	3,803,185	35,423	3,916,264	33,867
New York	4,123,841	32,209	4,256,087	25,171
San Francisco	2,467,872	38,392	2,521,729	24,455
Boston	1,653,997	28,696	1,702,675	18,396
Seattle	1,165,031	21,479	1,191,591	14,019
Other Markets	12,768	103	12,902	67
Total same store	16,578,123	197,140	17,052,235	154,037
<b>Non-same store/other (2) (3)</b>				
Non-same store	3,221,468	4,849	2,727,875	10,965
Other (3)	771,008	618	924,038	7,175
Total non-same store/other	3,992,476	5,467	3,651,913	18,140
Totals	<u>\$ 20,570,599</u>	<u>\$ 202,607</u>	<u>\$ 20,704,148</u>	<u>\$ 172,177</u>

- (1) Same store primarily includes all properties acquired or completed that were stabilized prior to January 1, 2016, less properties subsequently sold, which represented 70,117 apartment units.
- (2) Non-same store primarily includes properties acquired after January 1, 2016, plus any properties in lease-up and not stabilized as of January 1, 2016.
- (3) Other includes development, other corporate operations and capital expenditures for properties sold.



## 18. Subsequent Events/Other

### *Subsequent Events*

Subsequent to December 31, 2017, the Company:

- Sold two partially owned properties consisting of 331 apartment units for \$113.0 million;
- Entered into \$250.0 million of forward starting swaps to hedge changes in interest rates related to future secured or unsecured debt issuances;
- Repaid \$550.0 million of 6.08% mortgage debt prior to the March 1, 2020 maturity date, incurred a prepayment penalty of approximately \$22.1 million and wrote-off unamortized deferred financing costs of approximately \$0.4 million;
- Repaid \$43.4 million of 5.75% mortgage debt prior to the April 1, 2018 maturity date;
- Issued \$500.0 million of ten-year 3.50% unsecured notes, receiving net proceeds of approximately \$497.0 million before underwriting fees, hedge termination costs and other expenses, at an all-in effective interest rate of 3.61%; and
- Received approximately \$1.6 million to settle two forward starting swaps in conjunction with the issuance of the \$500.0 million unsecured notes discussed above.

### *Other*

During the year ended December 31, 2014, the Operating Partnership issued the 3.00% Series P Cumulative Redeemable Preference Units with a liquidation value of approximately \$18.4 million in conjunction with the buyout of its partner's 95% interest in a previously unconsolidated development property. The Series P Preference Units were classified as a liability due in part to the fact that the holder could put the units back to the Operating Partnership for cash. Dividends were paid quarterly on the Series P Preference Units. During the year ended December 31, 2016, the Company purchased all of the issued and outstanding Series P Preference Units at a par value of \$18.4 million and retired these units in conjunction with the purchase. In conjunction with this transaction, the Company reduced other liabilities by \$18.4 million.

During the year ended December 31, 2016, the Company sold its entire interest in the management contracts and related rights associated with the military housing ventures at Joint Base Lewis McChord consisting of 5,161 apartment units for approximately \$63.3 million and recognized a gain on sale of approximately \$52.4 million, which is included in interest and other income in the accompanying consolidated statements of operations and comprehensive income.

## 19. Quarterly Financial Data (Unaudited)

### *Equity Residential*

The following unaudited quarterly data has been prepared on the basis of a December 31 year-end. Amounts are in thousands, except for per share amounts.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2017	3/31	6/30	9/30	12/31
Total revenues	\$ 604,100	\$ 612,480	\$ 624,122	\$ 630,704
Operating income	204,371	210,550	217,786	214,764
Income from continuing operations	149,941	204,160	144,196	130,084
Net income *	149,941	204,160	144,196	130,084
Net income available to Common Shares	142,969	195,268	137,457	124,669
Earnings per share – basic:				
Net income available to Common Shares	\$ 0.39	\$ 0.53	\$ 0.37	\$ 0.34
Weighted average Common Shares outstanding	366,605	366,820	366,996	367,442
Earnings per share – diluted:				
Net income available to Common Shares	\$ 0.39	\$ 0.53	\$ 0.37	\$ 0.34
Weighted average Common Shares outstanding	382,280	382,692	382,945	383,105

2016	First Quarter 3/31	Second Quarter 6/30	Third Quarter 9/30	Fourth Quarter 12/31
Total revenues	\$ 619,083	\$ 595,154	\$ 606,074	\$ 605,489
Operating income	216,625	206,018	209,373	224,070
Income from continuing operations	3,731,988	228,365	217,246	301,987
Discontinued operations, net	(157)	35	246	394
Net income *	3,731,831	228,400	217,492	302,381
Net income available to Common Shares	3,586,985	218,067	207,543	276,477
Earnings per share – basic:				
Net income available to Common Shares	\$ 9.84	\$ 0.60	\$ 0.57	\$ 0.76
Weighted average Common Shares outstanding	364,592	365,047	365,109	365,256
Earnings per share – diluted:				
Net income available to Common Shares	\$ 9.76	\$ 0.59	\$ 0.56	\$ 0.75
Weighted average Common Shares outstanding	382,243	382,065	382,373	381,860

\* The Company did not have any extraordinary items or cumulative effect of change in accounting principle during the years ended December 31, 2017 and 2016. Therefore, income before extraordinary items and cumulative effect of change in accounting principle is not shown as it was equal to the net income amounts disclosed above.

#### *ERP Operating Limited Partnership*

The following unaudited quarterly data has been prepared on the basis of a December 31 year-end. Amounts are in thousands, except for per Unit amounts.

2017	First Quarter 3/31	Second Quarter 6/30	Third Quarter 9/30	Fourth Quarter 12/31
Total revenues	\$ 604,100	\$ 612,480	\$ 624,122	\$ 630,704
Operating income	204,371	210,550	217,786	214,764
Income from continuing operations	149,941	204,160	144,196	130,084
Net income *	149,941	204,160	144,196	130,084
Net income available to Units	148,380	202,622	142,623	129,342
Earnings per Unit – basic:				
Net income available to Units	\$ 0.39	\$ 0.53	\$ 0.37	\$ 0.34
Weighted average Units outstanding	379,504	379,733	379,906	380,325
Earnings per Unit – diluted:				
Net income available to Units	\$ 0.39	\$ 0.53	\$ 0.37	\$ 0.34
Weighted average Units outstanding	382,280	382,692	382,945	383,105

2016	First Quarter 3/31	Second Quarter 6/30	Third Quarter 9/30	Fourth Quarter 12/31
Total revenues	\$ 619,083	\$ 595,154	\$ 606,074	\$ 605,489
Operating income	216,625	206,018	209,373	224,070
Income from continuing operations	3,731,988	228,365	217,246	301,987
Discontinued operations, net	(157)	35	246	394
Net income *	3,731,831	228,400	217,492	302,381
Net income available to Units	3,730,294	226,847	215,896	287,546
Earnings per Unit – basic:				
Net income available to Units	\$ 9.84	\$ 0.60	\$ 0.57	\$ 0.76
Weighted average Units outstanding	378,289	378,934	379,008	379,081
Earnings per Unit – diluted:				
Net income available to Units	\$ 9.76	\$ 0.59	\$ 0.56	\$ 0.75
Weighted average Units outstanding	382,243	382,065	382,373	381,860

\* The Operating Partnership did not have any extraordinary items or cumulative effect of change in accounting principle during the years ended December 31, 2017 and 2016. Therefore, income before extraordinary items and cumulative effect of change in accounting principle is not shown as it was equal to the net income amounts disclosed above.

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**Overall Summary**  
**December 31, 2017**

	Properties (H)	Apartment Units (H)	Investment in Real Estate, Gross	Accumulated Depreciation	Investment in Real Estate, Net	Encumbrances (1)
Wholly Owned Unencumbered	215	55,954	\$ 19,776,737,815	\$ (4,363,244,353)	\$ 15,413,493,462	\$ —
Wholly Owned Encumbered	71	18,497	5,600,381,309	(1,440,591,113)	4,159,790,196	3,316,375,422
<b>Wholly Owned Properties</b>	286	74,451	25,377,119,124	(5,803,835,466)	19,573,283,658	3,316,375,422
Partially Owned Unencumbered	9	1,527	289,986,862	(108,651,639)	181,335,223	—
Partially Owned Encumbered	8	1,688	359,790,405	(127,891,086)	231,899,319	302,346,576
<b>Partially Owned Properties</b>	17	3,215	649,777,267	(236,542,725)	413,234,542	302,346,576
Total Unencumbered Properties	224	57,481	20,066,724,677	(4,471,895,992)	15,594,828,685	—
Total Encumbered Properties	79	20,185	5,960,171,714	(1,568,482,199)	4,391,689,515	3,618,721,998
<b>Total Consolidated Investment in Real Estate</b>	<b>303</b>	<b>77,666</b>	<b>\$ 26,026,896,391</b>	<b>\$ (6,040,378,191)</b>	<b>\$ 19,986,518,200</b>	<b>\$ 3,618,721,998</b>

(1) See attached Encumbrances Reconciliation.

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III – Real Estate and Accumulated Depreciation**  
**Encumbrances Reconciliation**  
**December 31, 2017**

Portfolio/Entity Encumbrances	Number of Properties Encumbered by	See Properties With Note:	Amount
EQR-Wellfan 2008 LP (R)	10	I	\$ 549,547,007
Archstone Master Property Holdings LLC	13	J	797,306,782
<b>Portfolio/Entity Encumbrances</b>	<b>23</b>		<b>1,346,853,789</b>
<b>Individual Property Encumbrances</b>			<b>2,271,868,209</b>
<b>Total Encumbrances per Financial Statements</b>			<b>\$ 3,618,721,998</b>

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III – Real Estate and Accumulated Depreciation**  
*(Amounts in thousands)*

The changes in total real estate for the years ended December 31, 2017, 2016 and 2015 are as follows:

	2017	2016	2015
Balance, beginning of year	\$ 25,386,425	\$ 28,542,697	\$ 27,675,383
Acquisitions and development	710,960	832,803	964,645
Improvements	204,113	174,981	186,104
Dispositions and other	(274,602)	(4,164,056)	(283,435)
Balance, end of year (1)	<u>\$ 26,026,896</u>	<u>\$ 25,386,425</u>	<u>\$ 28,542,697</u>

The changes in accumulated depreciation for the years ended December 31, 2017, 2016 and 2015 are as follows:

	2017	2016	2015
Balance, beginning of year	\$ 5,360,389	\$ 6,084,616	\$ 5,432,805
Depreciation	743,749	705,649	765,895
Dispositions and other	(63,760)	(1,429,876)	(114,084)
Balance, end of year (1)	<u>\$ 6,040,378</u>	<u>\$ 5,360,389</u>	<u>\$ 6,084,616</u>

(1) Balances at December 31, 2015 include assets classified as real estate held for sale.

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2017**

Description	Initial Cost to Company			Cost Capitalized Subsequent to Acquisition (Improvements, net)(E)			Gross Amount Carried at Close of Period 12/31/17			Accumulated Depreciation (C)	Investment in Real Estate, Net at 12/31/17	
	Apartment Name	Location	Retail/ Commercial Space	Date of Construction	Apartment Units (H)	Land	Building & Fixtures	Land	Building & Fixtures (A)			Total (B)
Wholly Owned Unencumbered:												
100 K Street	Washington, D.C.	—	(F)	—	—	\$ 15,600,000	\$ 30,003,159	\$ —	\$ 15,600,000	\$ 30,003,159	\$ 45,603,159	\$ —
140 Riverside Boulevard	New York, NY	G	2003	354	354	103,539,100	94,082,725	8,607,947	103,539,100	102,690,672	206,229,772	(44,828,691)
160 Riverside Boulevard	New York, NY	G	2001	455	455	139,933,500	190,964,745	14,965,349	139,933,500	205,930,094	345,863,594	(89,280,987)
170 Amsterdam	New York, NY	G	2015	236	—	—	112,081,768	135,722	—	112,217,490	112,217,490	(11,505,275)
175 Kent	Brooklyn, NY	G	2011	113	—	22,037,831	53,962,169	1,534,419	22,037,831	55,496,588	77,534,419	(14,450,457)
180 Montague (aka Brooklyn Heights)	Brooklyn, NY	G	2000	193	32,400,000	92,675,228	3,547,996	32,400,000	96,223,224	128,623,224	(20,134,074)	
180 Riverside Boulevard	New York, NY	G	1998	516	—	144,968,250	138,346,681	12,874,009	144,968,250	151,220,690	296,188,940	(67,181,115)
1111 Belle Pre (aka The Madison)	Alexandria, VA	G	2014	360	—	18,937,702	94,759,478	148,954	18,937,702	94,908,432	113,846,134	(17,565,898)
1210 Mass	Washington, D.C.	G	2004	144	—	9,213,513	36,559,189	2,403,479	9,213,513	38,962,668	48,176,181	(16,940,349)
1401 E. Madison	Seattle, WA	G	(F)	—	—	10,401,958	7,932,051	—	10,401,958	7,932,051	18,334,009	—
1500 Mass Ave	Washington, D.C.	G	1951	556	—	54,638,298	40,361,702	14,859,237	54,638,298	55,220,939	109,859,237	(24,493,269)
1800 Oak (aka Rosslyn)	Arlington, VA	G	2003	314	—	31,400,000	109,005,734	3,172,464	31,400,000	112,178,198	143,578,198	(23,997,938)
2201 Pershing Drive	Arlington, VA	G	2012	188	—	11,321,198	49,674,175	2,176,089	11,321,198	51,850,264	63,171,462	(11,636,674)
2201 Wilson	Arlington, VA	G	2000	219	—	21,900,000	78,724,663	3,493,731	21,900,000	82,218,394	104,118,394	(17,067,795)
2400 M St	Washington, D.C.	G	2006	359	—	30,006,593	114,013,785	4,296,314	30,006,593	118,310,099	148,316,692	(49,487,043)
249 Third Street (aka Kendall Square II)	Cambridge, MA	G	(F)	—	—	4,603,326	4,330,982	—	4,603,326	4,330,982	8,934,308	—
315 on A	Boston, MA	G	2013	202	—	14,450,070	115,824,930	623,402	14,450,070	116,448,332	130,898,402	(14,489,301)
340 Fremont (aka Rincon Hill)	San Francisco, CA	—	2016	348	—	42,000,000	247,606,631	4,551	42,000,000	247,611,182	289,611,182	(14,159,385)
3003 Van Ness (aka Van Ness)	Washington, D.C.	—	1970	625	—	56,300,000	141,191,580	5,117,966	56,300,000	146,309,546	202,609,546	(33,088,622)
45 Worthington (CityView II)	Boston, MA	—	(F)	—	—	2,349,475	—	—	2,349,475	—	2,349,475	—
420 East 80th Street	New York, NY	—	1961	155	—	39,277,000	23,026,984	4,675,293	39,277,000	27,702,277	66,979,277	(13,594,720)
425 Mass	Washington, D.C.	G	2009	559	—	28,150,000	138,600,000	3,974,856	28,150,000	142,574,856	170,724,856	(44,144,101)
455 Eye Street	Washington, D.C.	G	2017	174	—	11,941,407	61,030,786	—	11,941,407	61,030,786	72,972,193	(1,082,263)
4701 Willard	Chevy Chase, MD	G	1966	517	—	76,921,130	153,947,682	29,902,775	76,921,130	183,850,457	260,771,587	(50,471,131)
4885 Edgemoor Lane	Bethesda, MD	(F)	—	—	—	1,958,883	—	—	1,958,883	—	1,958,883	—
4th and Hill	Los Angeles, CA	—	(F)	—	—	13,131,456	13,790,436	—	13,131,456	13,790,436	26,921,892	—
600 Washington	New York, NY	G	2004	135	—	32,852,000	43,140,551	870,871	32,852,000	44,011,422	76,863,422	(19,355,357)
660 Washington (aka Boston Common)	Boston, MA	G	2006	420	—	106,100,000	166,311,679	2,888,133	106,100,000	169,199,812	275,299,812	(35,392,580)
70 Greene	Jersey City, NJ	G	2010	480	—	28,108,899	236,763,553	1,657,070	28,108,899	238,420,623	266,529,522	(65,784,128)
71 Broadway	New York, NY	G	1997	238	—	22,611,600	77,492,171	14,064,394	22,611,600	91,556,565	114,168,165	(43,472,173)
77 Bloxome	San Francisco, CA	—	2007	102	—	5,249,124	18,609,876	402,201	5,249,124	19,012,077	24,261,201	(5,178,232)
77 Park Avenue (aka Hoboken)	Hoboken, NJ	G	2000	301	—	27,900,000	168,992,440	6,060,186	27,900,000	175,052,626	202,952,626	(35,032,130)
777 Sixth	New York, NY	G	2002	294	—	65,352,706	65,747,294	3,136,354	65,352,706	68,883,648	134,236,354	(26,152,102)
88 Hillside	Daly City, CA	G	2011	95	—	7,786,800	31,587,325	2,479,165	7,786,800	34,066,490	41,853,290	(8,687,690)
855 Brannan	San Francisco, CA	G	(F)	—	—	41,363,921	255,551,895	249	41,363,921	255,552,144	296,916,065	(1,845,523)
Acapella	Pasadena, CA	—	2002	143	—	5,839,548	29,360,452	2,048,185	5,839,548	31,408,637	37,248,185	(10,041,304)
Action Courtyard	Berkeley, CA	G	2003	71	—	5,550,000	15,785,509	215,312	5,550,000	16,000,821	21,550,821	(6,583,929)
Alban Towers	Washington, D.C.	—	1934	229	—	18,900,000	89,794,201	3,280,842	18,900,000	93,075,043	111,975,043	(18,879,861)
Albionda	Fremont, CA	—	1999	442	—	24,310,000	59,214,129	9,118,031	24,310,000	68,332,160	92,642,160	(39,048,480)
Altitude (aka Village at Howard Hughes, The (Lots 1 & 2))	Los Angeles, CA	—	2016	545	—	43,783,485	147,964,006	61,899	43,783,485	148,025,905	191,809,390	(8,474,037)
Alton, The (aka Millikan)	Irvine, CA	—	2017	344	—	11,049,027	95,745,832	4,433	11,049,027	95,750,265	106,799,292	(3,470,417)
Arbor Terrace	Sunnyvale, CA	—	1979	175	—	9,057,300	18,483,642	7,806,335	9,057,300	26,289,977	35,347,277	(15,015,023)
Artich Building	Berkeley, CA	G	2002	27	—	1,642,000	9,152,518	493,478	1,642,000	9,645,996	11,287,996	(3,706,713)
Artisan on Second	Los Angeles, CA	—	2008	118	—	8,000,400	36,074,600	880,695	8,000,400	36,955,295	44,955,695	(10,464,974)
Artistry Emeryville (aka Emeryville)	Emeryville, CA	—	1994	261	—	12,300,000	61,466,267	4,320,134	12,300,000	65,786,401	78,086,401	(14,859,853)
Attler	Brooklyn, NY	—	2015	120	—	32,401,680	47,135,432	276,205	32,401,680	47,411,637	79,813,317	(4,883,375)
Avenue Two	Redwood City, CA	—	1972	123	—	7,995,000	18,005,000	2,027,422	7,995,000	20,032,422	28,027,422	(5,941,287)

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2017**

Description	Initial Cost to Company			Cost Capitalized Subsequent to Acquisition (Improvements, net)(E)			Gross Amount Carried at Close of Period 12/31/17			Investment in Real Estate, Net at 12/31/17		
	Apartment Name	Location	Retail/Commercial Space	Date of Construction	Apartment Units (H)	Land	Building & Fixtures	Land	Building & Fixtures (A)	Total (B)	Accumulated Depreciation (C)	Encumbrances
Azure (aka Mission Bay-Block 13)	San Francisco, CA	—	2015	273	32,855,115	152,627,844	141,813	32,855,115	152,769,657	185,624,772	(13,532,368)	172,092,404
Bay Hill	Long Beach, CA	—	2002	160	7,600,000	27,437,239	3,327,400	7,600,000	30,764,639	38,364,639	(14,290,928)	24,073,711
Beatrice, The	New York, NY	G	2010	302	114,351,405	165,648,595	1,368,317	114,351,405	167,016,912	281,368,317	(40,862,593)	240,505,724
Belle Arts Condominium Homes, LLC	Bellevue, WA	—	2000	1	63,158	236,157	2,098	63,158	238,255	301,413	(75,056)	226,357
Belle Fontaine	Marina Del Rey, CA	—	2003	102	9,098,808	28,701,192	771,386	9,098,808	29,472,578	38,571,386	(7,870,020)	30,701,366
Breakwater at Marina Del Rey	Marina Del Rey, CA	—	1964-1969	224	—	73,189,262	1,974,133	—	75,163,395	75,163,395	(17,008,793)	58,154,602
Briarwood (CA)	Sunnyvale, CA	—	1985	192	9,991,500	22,247,278	3,973,927	9,991,500	26,221,205	36,212,705	(16,926,737)	19,285,968
Briford Lakes II	Greensboro, NC	—	(F)	—	200,000	—	—	200,000	—	200,000	—	200,000
Brooklyn, The (aka 111 Lawrence)	Brooklyn, NY	G	2010	490	40,099,922	221,438,631	2,859,816	40,099,922	224,298,447	264,398,369	(53,947,636)	210,450,733
C on Pico	Los Angeles, CA	—	2014	94	17,125,766	28,074,234	63,493	17,125,766	28,137,727	45,263,493	(2,749,575)	42,513,918
Curlye Mill	Alexandria, VA	—	2002	317	10,000,000	51,567,913	8,305,516	10,000,000	59,673,429	69,673,429	(30,572,284)	39,101,145
Cascade	Seattle, WA	G	2017	477	23,751,564	145,844,715	—	23,751,564	145,844,715	169,596,279	(2,364,423)	167,231,856
Centennial (aka Centennial Court & Centennial Tower)	Seattle, WA	G	1991/2001	408	9,700,000	70,080,378	11,471,751	9,700,000	81,552,129	91,252,129	(36,965,435)	54,286,694
Centre Club Combined	Ontario, CA	—	1994 & 2002	412	7,436,000	33,014,789	8,651,651	7,436,000	41,666,440	49,102,440	(23,210,064)	25,892,376
Church Corner	Cambridge, MA	G	1987	85	5,220,000	16,744,643	2,757,280	5,220,000	19,501,923	24,721,923	(9,327,871)	15,394,052
City Gate at Cupertino (aka Cupertino)	Cupertino, CA	G	1998	311	40,400,000	95,937,046	7,063,652	40,400,000	103,000,698	143,400,698	(21,491,582)	121,909,116
City Pointe	Fullerton, CA	G	2004	183	6,863,792	36,476,208	1,132,781	6,863,792	37,608,989	44,472,781	(12,911,899)	31,560,882
City Square Bellevue (aka Bellevue)	Bellevue, WA	G	1998	191	15,100,000	41,876,257	3,341,276	15,100,000	45,217,533	60,317,533	(9,816,078)	50,501,455
CityView at Longwood	Boston, MA	G	1970	295	14,704,898	79,195,102	12,908,253	14,704,898	92,103,355	106,808,253	(29,583,293)	77,224,960
Clarendon, The	Arlington, VA	G	2005	292	30,400,340	103,824,660	2,206,298	30,400,340	106,030,958	136,431,298	(30,102,780)	106,328,518
Cleo, The	Los Angeles, CA	—	1989	92	6,615,467	14,829,335	3,872,824	6,615,467	18,702,159	25,317,626	(8,706,067)	16,611,559
Connecticut Heights	Washington, D.C.	G	1974	518	27,600,000	114,002,295	6,582,335	27,600,000	120,584,630	148,184,630	(24,518,831)	123,665,799
Concoran House at DuPont Circle (aka DuPont Circle)	Washington, D.C.	—	1961	138	13,500,000	26,913,113	1,863,273	13,500,000	28,776,386	42,276,386	(6,924,238)	35,352,148
Courthouse Plaza	Arlington, VA	G	1990	396	—	87,386,024	5,468,028	—	92,854,052	92,854,052	(21,556,859)	71,297,193
Creekside (San Mateo)	San Mateo, CA	—	1985	192	9,606,600	21,199,231	4,232,377	9,606,600	25,425,608	35,032,208	(16,783,870)	18,248,338
Cronins Landing	Waltham, MA	G	1998	281	32,300,000	85,119,324	6,002,941	32,300,000	91,122,265	123,422,265	(19,414,857)	104,007,408
Crystal Place	Arlington, VA	—	1986	181	17,200,000	47,918,975	3,541,443	17,200,000	51,460,418	68,660,418	(11,376,670)	57,283,748
Eagle Canyon	Chino Hills, CA	—	1985	252	1,808,900	16,274,361	9,576,378	1,808,900	25,850,739	27,659,639	(8,419,631)	9,240,008
Edgemont at Bethesda Metro	Bethesda, MD	—	1989	122	13,092,552	43,907,448	1,433,098	13,092,552	45,340,546	58,433,098	(11,970,483)	46,462,615
Elevé	Glendale, CA	G	2013	208	14,080,560	56,419,440	574,833	14,080,560	56,994,273	71,074,833	(9,935,529)	61,139,304
Emerson Place	Boston, MA	G	1962	444	14,855,000	57,566,636	27,713,125	14,855,000	85,279,761	100,134,761	(55,294,608)	44,840,153
Enclave at Sherman Oaks, The	Sherman Oaks, CA	—	1988	174	8,700,000	25,446,003	1,503,675	8,700,000	26,949,678	35,649,678	(8,805,442)	26,844,236
Fountains at Emerald Park (aka Emerald Park)	Dublin, CA	—	2000	324	25,900,000	83,986,217	1,101,209	25,900,000	85,087,426	110,987,426	(18,972,556)	92,014,870
Fremont Center	Fremont, CA	G	2002	322	25,800,000	78,753,114	3,691,593	25,800,000	82,440,707	108,244,707	(18,108,606)	90,136,101
Gallery, The	Hermosa Beach, CA	—	1971	169	18,144,000	46,567,941	2,765,229	18,144,000	49,333,170	67,477,170	(21,549,332)	45,927,838
Garden Garage	Boston, MA	—	(F)	—	—	12,858,392	—	—	12,858,392	—	—	12,858,392
Gateway at Malden Center	Malden, MA	G	1988	203	9,209,780	25,722,666	14,271,535	9,209,780	39,994,201	49,203,981	(23,167,536)	26,036,445
Geary Court Yard	San Francisco, CA	—	1990	164	1,722,400	15,471,429	4,981,389	1,722,400	20,452,818	22,175,218	(13,455,847)	8,719,371
Girard	Boston, MA	G	2016	160	—	102,450,329	412,971	—	102,863,300	102,863,300	(2,991,518)	99,871,782
Hampshire Place	Los Angeles, CA	—	1989	259	10,806,000	30,335,330	5,889,198	10,806,000	36,224,528	47,030,528	(16,825,383)	30,205,145
Harbor Steps	Seattle, WA	G	2000	758	59,387,158	158,829,432	28,544,042	59,387,158	187,373,474	246,760,632	(80,511,164)	166,249,468
Helios (aka Zeta-Pine)	Seattle, WA	G	2017	398	18,061,674	202,039,273	—	18,061,674	202,039,273	220,100,947	(3,845,290)	216,255,657
Heritage at Stone Ridge	Burlington, MA	—	2005	180	10,800,000	31,808,335	2,313,536	10,800,000	34,121,871	44,921,871	(15,330,866)	29,591,005
Heritage Ridge	Lynnwood, WA	—	1999	197	6,895,000	18,983,597	3,339,062	6,895,000	22,322,659	29,217,659	(10,066,945)	19,150,714
Hesby	North Hollywood, CA	—	2013	308	23,299,892	102,700,108	575,827	23,299,892	103,275,935	126,575,827	(17,235,969)	109,339,858
Highlands at South Plainfield	South Plainfield, NJ	—	2000	252	10,080,000	37,526,912	1,968,410	10,080,000	39,495,322	49,575,322	(17,281,612)	32,293,710
Hilari	Los Angeles, CA	G	2007	128	9,435,760	32,564,240	813,913	9,435,760	33,378,153	42,813,913	(42,813,913)	33,429,931
Hudson Crossing	New York, NY	G	2003	259	23,420,000	69,977,699	2,333,449	23,420,000	72,311,148	95,731,148	(33,463,902)	62,267,246

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Description	Apartment Name	Location	Retail/ Commercial Space	Date of Construction	Apartment Units (U)	Initial Cost to Company			Cost Capitalized Subsequent to Acquisition (Improvements, net)(E)			Gross Amount Carried at Close of Period 12/31/17			Investment in Real Estate, Net at 12/31/17		
						Land	Building & Fixtures	Building & Fixtures (A)	Land	Building & Fixtures (A)	Building & Fixtures (A)	Total (B)	Accumulated Depreciation (C)	Encumbrances			
Hudson Pointe		Jersey City, NJ	—	2003	182	5,350,000	41,114,074	6,026,931	5,350,000	47,141,005	—	52,491,005	(22,111,343)	—	30,379,662	—	—
Hunt Club II		Charlotte, NC	—	(F)	—	100,000	—	—	100,000	—	—	100,000	—	—	100,000	—	—
Ivory Wood		Bohemia, WA	—	2000	144	2,732,800	13,888,282	1,259,914	2,732,800	15,148,196	—	17,880,996	(7,400,504)	—	10,480,492	—	—
Jia (Ika Chinatown Gateway)		Los Angeles, CA	G	2014	280	14,791,831	77,426,315	281,313	14,791,831	77,707,628	—	92,499,459	(15,513,371)	—	76,986,088	—	—
Junction 47 (Ika West Seattle)		Seattle, WA	G	2015	206	11,726,305	56,108,989	36,260	11,726,305	56,145,249	—	67,871,554	(5,136,854)	—	62,734,700	—	—
Kelvin, The (Ika Moderna)		Irvine, CA	—	2015	194	15,521,552	64,853,448	385,466	15,521,552	65,238,914	—	80,760,466	(7,677,409)	—	73,083,057	—	—
Landings at Port Imperial		W. New York, NJ	—	1999	276	27,246,045	37,741,050	10,790,636	27,246,045	48,531,686	—	75,777,731	(29,235,083)	—	46,542,648	—	—
Lincoln Heights		Quincy, MA	—	1991	336	5,928,400	33,595,262	13,797,904	5,928,400	47,393,166	—	53,321,566	(34,170,500)	—	19,151,066	—	—
Lindley Apartments		Encino, CA	—	2004	129	5,805,000	1,086,410	1,086,410	5,805,000	26,791,410	—	32,596,410	(8,393,740)	—	24,202,670	—	—
Lofts 590		Arlington, VA	—	2005	212	20,100,000	67,909,023	688,579	20,100,000	68,597,602	—	88,697,602	(13,789,656)	—	74,907,946	—	—
Lofts at Kendall Square (Ika Kendall Square)		Cambridge, MA	—	1998	186	18,696,674	78,445,657	5,737,330	18,696,674	84,183,007	—	102,879,681	(17,496,435)	—	85,383,246	—	—
Longacre House		New York, NY	G	2000	293	73,170,045	53,962,510	2,572,439	73,170,045	56,534,949	—	129,704,994	(22,561,960)	—	107,143,034	—	—
Longfellow Place		Boston, MA	G	1975	710	47,096,917	150,143,916	86,838,642	47,096,917	236,982,558	—	284,079,475	(154,305,979)	—	129,773,496	—	—
Manena		New York, NY	G	2012	98	22,346,513	61,501,158	813,638	22,346,513	62,314,796	—	84,661,309	(13,828,043)	—	70,833,266	—	—
Marina 41 (Ika Marina Del Rey)		Marina Del Rey, CA	—	1973	623	—	168,842,442	6,492,153	—	175,334,595	—	175,334,595	(40,843,073)	—	134,491,522	—	—
Mariposa at Playa Del Rey (Ika Playa Del Rey)		Playa Del Rey, CA	—	2004	354	60,900,000	89,311,482	5,201,127	60,900,000	94,512,609	—	155,412,609	(21,025,902)	—	134,386,707	—	—
Milano Lofts		Los Angeles, CA	G	1925/2006	99	8,125,216	27,378,784	1,088,041	8,125,216	28,466,825	—	36,592,041	(6,979,083)	—	29,612,958	—	—
Mosaic at Metro		Hyattsville, MD	—	2008	260	—	59,580,898	955,743	—	60,536,641	—	60,536,641	(19,462,344)	—	41,074,297	—	—
Mountain View Redevelopment		Mountain View, CA	—	(F)	—	—	17,876	—	—	17,876	—	17,876	—	—	17,876	—	—
Mozart at Union Station		Los Angeles, CA	—	2007	272	8,500,000	52,529,446	2,126,281	8,500,000	54,655,727	—	63,155,727	(22,181,465)	—	40,974,262	—	—
Murray Hill Tower (Ika Murray Hill)		New York, NY	G	1974	270	75,800,000	102,705,401	8,886,567	75,800,000	111,591,968	—	187,391,968	(35,690,086)	—	161,701,882	—	—
North Pier at Harborside		Jersey City, NJ	—	2003	297	4,000,159	94,290,590	4,047,215	4,000,159	98,337,805	—	102,337,964	(46,111,052)	—	56,226,912	—	—
Northlen		Valencia, CA	—	1988	234	9,360,000	20,778,553	4,506,094	9,360,000	25,284,647	—	34,644,647	(14,197,899)	—	20,446,748	—	—
Northpark		Burlingame, CA	—	1972	510	38,607,000	77,472,217	13,899,131	38,607,000	91,371,348	—	129,978,348	(32,707,629)	—	97,270,719	—	—
Northridge		Pleasant Hill, CA	—	1974	221	5,524,000	14,691,705	10,828,364	5,524,000	25,520,069	—	31,044,069	(18,623,618)	—	12,420,451	—	—
Oak Park Combined		Agoura Hills, CA	—	1989 & 1990	444	3,390,700	30,517,274	10,331,701	3,390,700	40,848,975	—	44,239,675	(30,282,737)	—	13,956,938	—	—
Oakwood Boston		Boston, MA	G	1901	94	22,200,000	28,672,979	1,616,791	22,200,000	30,289,770	—	52,489,770	(7,037,665)	—	45,452,105	—	—
Oakwood Crystal City		Arlington, VA	—	1987	162	15,400,000	35,474,336	3,757,149	15,400,000	39,231,485	—	54,631,485	(8,406,119)	—	46,225,366	—	—
Oakwood Marina Del Rey		Marina Del Rey, CA	G	1969	597	—	120,795,359	2,723,823	—	123,519,182	—	123,519,182	(29,036,612)	—	94,482,570	—	—
Oaks		Santa Clarita, CA	—	2000	520	23,400,000	61,020,438	5,585,786	23,400,000	66,606,224	—	90,006,224	(34,133,995)	—	55,872,229	—	—
Ocean Crest		Solana Beach, CA	—	1986	146	5,111,200	11,910,438	4,250,627	5,111,200	16,161,065	—	21,272,265	(10,492,882)	—	10,779,383	—	—
Odin (Ika Tallman)		Seattle, WA	—	2015	301	16,807,519	63,645,480	9,233	16,807,519	63,654,713	—	80,462,232	(5,819,185)	—	74,643,047	—	—
Old Town Lofts		Redmond, WA	G	2014	149	7,740,467	44,146,181	784,750	7,740,467	44,930,931	—	52,671,398	(5,125,092)	—	47,546,306	—	—
One Henry Adams		San Francisco, CA	G	2016	241	30,224,393	137,031,168	6,724	30,224,393	137,037,892	—	167,262,285	(5,417,321)	—	161,844,964	—	—
Pacific Place		Los Angeles, CA	—	2008	430	32,250,000	110,750,000	1,483,644	32,250,000	112,233,644	—	144,483,644	(23,253,190)	—	121,230,454	—	—
Packard Building		Seattle, WA	G	2010	61	5,911,041	19,954,959	226,050	5,911,041	20,181,009	—	26,092,050	(2,148,366)	—	23,943,684	—	—
Panc 77		New York, NY	G	1903	137	40,504,000	18,025,679	6,041,700	40,504,000	24,067,379	—	64,571,379	(12,290,428)	—	52,280,951	—	—
Panc Cameron		New York, NY	G	1927	166	37,600,000	9,855,597	7,300,028	37,600,000	17,155,625	—	54,755,625	(10,340,621)	—	44,415,004	—	—
Panc Coliseum		New York, NY	G	1910	177	52,654,000	23,045,751	8,908,751	52,654,000	32,024,502	—	84,678,502	(16,948,295)	—	67,730,207	—	—
Panc East Towers		New York, NY	G	1977	324	102,163,000	108,989,402	10,236,255	102,163,000	119,225,657	—	221,388,657	(48,273,891)	—	173,114,766	—	—
Panc on Powell (Ika Parkside at Emeryville)		Emeryville, CA	G	2015	173	16,667,059	65,071,885	224,676	16,667,059	65,296,561	—	81,963,620	(6,675,129)	—	75,288,491	—	—
Park at Pentagon Row (Ika Pentagon City)		Arlington, VA	—	1990	298	28,300,000	78,838,184	1,995,147	28,300,000	80,833,331	—	109,133,331	(17,268,528)	—	91,864,803	—	—
Park Connecticut		Washington, D.C.	G	2000	142	13,700,000	59,087,519	1,447,815	13,700,000	60,535,334	—	74,235,334	(12,311,907)	—	61,923,427	—	—
Park Hacienda (Ika Hacienda)		Pleasanton, CA	—	2000	540	43,200,000	128,753,359	2,520,251	43,200,000	131,273,610	—	174,473,610	(29,930,085)	—	144,543,525	—	—
Park West (CA)		Los Angeles, CA	—	1987/1990	444	3,033,500	27,302,383	10,420,073	3,033,500	37,722,456	—	40,755,956	(27,786,714)	—	12,960,242	—	—
Parkside		Union City, CA	—	1979	208	6,246,700	11,827,453	5,452,846	6,246,700	17,280,299	—	23,526,999	(11,589,006)	—	11,937,993	—	—
Pearl, The		Seattle, WA	G	2008	80	6,972,585	26,527,415	556,995	6,972,585	27,084,410	—	34,056,995	(2,841,186)	—	31,215,809	—	—



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Description	Retail/ Commercial Space	Date of Construction	Apartment Units (H)	Initial Cost to Company			Cost Capitalized Subsequent to Acquisition (Improvements, net) (E)			Gross Amount Carried at Close of Period 12/31/17			Investment in Real Estate, Net at 12/31/17	
				Land	Building & Fixtures	Building & Fixtures	Land	Building & Fixtures (A)	Land	Building & Fixtures (A)	Total (B)	Accumulated Depreciation (C)	Total (B) - Accumulated Depreciation (C)	Encumbrances
Pegasus	G	1949/2003	322	18,094,052	81,905,948	4,943,360	18,094,052	86,849,308	18,094,052	86,849,308	104,943,360	(26,155,411)	78,787,949	—
Playa Pacifica	—	1972	285	35,100,000	33,473,822	22,912,647	35,100,000	56,386,469	35,100,000	56,386,469	91,486,669	(25,547,975)	65,938,694	—
Portofino	—	1989	176	3,572,400	14,660,994	3,713,205	3,572,400	18,374,199	3,572,400	18,374,199	21,946,599	(12,779,600)	9,166,999	—
Portofino (Val)	—	1989	216	8,640,000	21,487,126	5,380,999	8,640,000	26,868,125	8,640,000	26,868,125	35,508,125	(15,359,183)	20,148,942	—
Pertside Towers	G	1992-1997	527	22,487,006	96,842,913	21,767,146	22,487,006	118,610,059	22,487,006	118,610,059	141,097,065	(80,249,602)	60,847,463	—
Potrero 1010	G	2016	453	40,830,011	178,932,843	16,775	40,830,011	178,949,629	40,830,011	178,949,629	219,779,629	(11,563,892)	208,215,737	—
Prado (Ila Glendale)	—	1988	264	—	67,977,313	3,211,660	—	71,188,973	—	71,188,973	71,188,973	(15,429,230)	55,759,743	—
Prime, The	—	2002	256	32,000,000	64,436,539	1,417,186	32,000,000	65,853,725	32,000,000	65,853,725	97,853,725	(27,697,067)	70,156,658	—
Prism at Park Avenue South (Ila 400 Park Avenue South)	G	2015	269	76,292,169	172,553,723	90,272	76,292,169	172,643,995	76,292,169	172,643,995	248,936,164	(18,802,832)	230,133,332	—
Promenade at Town Center I & II	—	2001	564	28,200,000	69,795,915	8,077,724	28,200,000	77,873,639	28,200,000	77,873,639	106,073,639	(38,490,478)	67,583,161	—
Providence	—	2000	200	3,573,621	19,065,505	2,051,612	3,573,621	21,107,117	3,573,621	21,107,117	24,680,738	(10,234,226)	14,446,512	—
Quarry Hills	—	2006	316	26,900,000	84,411,162	2,089,632	26,900,000	86,500,794	26,900,000	86,500,794	113,400,794	(19,076,341)	94,324,453	—
Radius Koreatown	—	2014/2016	301	32,494,154	84,645,202	22,940	32,494,154	84,668,142	32,494,154	84,668,142	117,162,296	(2,949,192)	114,213,104	—
Red 160 (Ila Redmond Way)	G	2011	250	15,546,376	65,320,010	1,166,488	15,546,376	66,486,498	15,546,376	66,486,498	82,032,874	(16,019,260)	66,013,614	—
Redmond Court	—	1977	206	10,300,000	33,488,745	900,433	10,300,000	34,389,178	10,300,000	34,389,178	44,689,178	(8,390,947)	36,298,231	—
Regency Palms	—	1969	310	1,857,400	16,713,254	6,014,242	1,857,400	22,727,496	1,857,400	22,727,496	24,584,896	(17,510,000)	7,074,896	—
Renaissance Villas	—	1998	34	2,458,000	4,542,000	184,192	2,458,000	4,726,192	2,458,000	4,726,192	7,184,192	(1,859,882)	5,324,310	—
Reserve at Empire Lakes	—	2005	467	16,345,000	73,080,670	3,031,630	16,345,000	76,112,300	16,345,000	76,112,300	92,457,300	(33,721,496)	58,735,804	—
Reserve at Mountain View (Ila Mountain View)	—	1965	180	27,000,000	33,029,605	6,606,368	27,000,000	39,635,973	27,000,000	39,635,973	66,635,973	(8,901,550)	57,734,423	—
Reserve at Potomac Yard	—	2002	588	11,918,917	68,862,641	13,703,091	11,918,917	82,565,732	11,918,917	82,565,732	94,484,649	(38,310,647)	56,174,002	—
Reserve at Town Center I-II (WA)	G	2001, 2009, 2014	584	16,768,705	77,511,523	3,031,274	16,768,705	81,142,797	16,768,705	81,142,797	97,911,502	(30,389,852)	67,521,650	—
Residences at Westgate I (Ila Westgate II)	G	2014	252	17,859,785	109,033,369	244,721	17,859,785	109,278,099	17,859,785	109,278,099	127,137,875	(16,997,966)	110,139,909	—
Residences at Westgate II (Ila Westgate III)	G	2015	88	12,118,248	40,420,828	50,108	12,118,248	40,470,936	12,118,248	40,470,936	52,589,184	(4,259,073)	48,330,111	—
Rianna I	G	2000	78	2,268,160	14,864,482	594,152	2,268,160	15,458,634	2,268,160	15,458,634	17,726,794	(5,412,019)	12,314,775	—
Rianna II	G	2002	78	2,161,840	14,433,614	387,624	2,161,840	14,821,238	2,161,840	14,821,238	16,983,078	(5,134,291)	11,848,787	—
Ridgewood Village I&II	—	1997	408	11,809,500	34,004,038	5,628,651	11,809,500	39,632,699	11,809,500	39,632,699	51,442,199	(24,659,415)	26,782,784	—
Riva Terra I (Ila Redwood Shores)	—	1986	304	34,963,355	84,587,658	3,238,246	34,963,355	87,825,904	34,963,355	87,825,904	122,789,259	(20,223,427)	102,565,832	—
Riva Terra II (Ila Harborside)	—	1986	149	17,136,645	40,536,531	2,064,253	17,136,645	42,600,784	17,136,645	42,600,784	59,737,429	(9,084,137)	50,653,292	—
Riverpark	G	2009	321	14,355,000	80,894,049	3,514,535	14,355,000	84,408,584	14,355,000	84,408,584	98,763,584	(21,590,814)	77,172,770	—
Rosecliff II	—	2005	130	4,922,840	30,202,160	1,107,943	4,922,840	31,310,103	4,922,840	31,310,103	36,232,943	(9,015,949)	27,216,994	—
Sakura Crossing	G	2009	230	14,641,990	42,858,010	945,394	14,641,990	43,803,404	14,641,990	43,803,404	58,445,394	(13,215,641)	45,229,753	—
Seventh & James	—	1992	96	663,800	5,974,803	3,891,414	663,800	9,866,217	663,800	9,866,217	10,530,017	(7,394,440)	3,135,577	—
Sheffield Court	—	1986	597	3,342,381	31,337,332	14,580,051	3,342,381	45,917,383	3,342,381	45,917,383	49,259,764	(35,827,987)	13,431,777	—
Skycrest	—	1999	264	10,560,000	25,574,457	4,456,198	10,560,000	30,030,655	10,560,000	30,030,655	40,590,655	(17,139,075)	23,451,580	—
Skylink	—	1986	174	1,781,600	16,731,916	5,392,507	1,781,600	22,124,423	1,781,600	22,124,423	23,906,023	(13,428,913)	10,477,110	—
Skyline Terrace	—	1967 & 1987	138	16,836,000	35,414,000	5,163,764	16,836,000	40,577,764	16,836,000	40,577,764	57,413,764	(13,281,197)	44,132,567	—
Skyline Towers	G	1971	939	78,278,200	91,485,591	43,209,046	78,278,200	134,694,637	78,278,200	134,694,637	212,972,837	(72,629,553)	140,343,284	—
SoMa II	(F)	(F)	—	29,406,606	5,393,139	—	29,406,606	5,393,139	—	29,406,606	34,799,745	—	—	—
Sonterra at Foothill Ranch	—	1997	300	7,503,400	24,048,507	5,811,134	7,503,400	29,859,641	7,503,400	29,859,641	37,363,041	(18,657,410)	18,705,631	—
South City Station (Ila South San Francisco)	G	2007	360	68,900,000	79,476,861	2,784,286	68,900,000	82,261,147	68,900,000	82,261,147	151,161,147	(18,547,168)	132,613,979	—
Southwood	—	1985	100	6,936,600	14,324,069	4,215,343	6,936,600	18,539,412	6,936,600	18,539,412	25,476,012	(12,007,752)	13,468,260	—
Springbrook Estates	—	(F)	—	18,200,000	—	—	18,200,000	—	18,200,000	—	18,200,000	—	18,200,000	—
Springline	G	2016	136	9,163,666	47,910,981	149,570	9,163,666	48,060,551	9,163,666	48,060,551	57,224,217	(2,733,027)	54,491,190	—
Summerset Village II	—	(F)	—	260,646	—	—	260,646	—	260,646	—	260,646	—	260,646	—
Summit at Sausalito (Ila Sausalito)	—	1978	198	26,000,000	28,435,024	6,286,153	26,000,000	34,721,177	26,000,000	34,721,177	60,721,177	(9,412,796)	51,308,381	—

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Description	Initial Cost to Company				Cost Capitalized Subsequent to Acquisition (Improvements, net) (E)				Gross Amount Carried at Close of Period 12/31/17				Investment in Real Estate, Net at 12/31/17	
	Apartment Name	Location	Retail/Commercial Space	Date of Construction	Apartment Units (H)	Land	Building & Fixtures	Building & Fixtures	Land	Building & Fixtures (X)	Total (B)	Accumulated Depreciation (C)	Investment in Real Estate, Net at 12/31/17	Encumbrances
	Ten23 (fka 300 West 23rd Street)	New York, NY	G	2011	111	—	58,881,873	200,907	—	59,082,780	59,082,780	(12,278,031)	46,804,749	—
	Terraces, The	San Francisco, CA	G	1975	117	14,087,610	16,314,151	1,262,327	14,087,610	17,576,478	31,664,088	(5,789,387)	25,874,701	—
	Third Square	Cambridge, MA	G	2008/2009	471	26,767,171	218,822,728	6,733,059	26,767,171	225,555,787	253,322,958	(70,108,714)	182,214,244	—
	Three20	Seattle, WA	G	2013	134	7,030,766	29,005,762	729,045	7,030,766	29,734,807	36,765,573	(5,577,508)	31,188,065	—
	Town Center South Commercial Tract	St. Charles, MD	—	(F)	—	1,500,000	9,394	—	1,500,000	9,394	1,509,394	—	1,509,394	—
	Town Square at Mark Center II	Alexandria, VA	—	2001	272	15,568,464	55,029,607	3,744,364	15,568,464	58,773,971	74,342,435	(19,047,027)	55,295,408	—
	Urbana (fka Market Street Landing)	Seattle, WA	G	2014	287	12,542,418	75,766,505	346,564	12,542,418	76,113,069	88,655,487	(14,010,017)	74,645,470	—
	Uwajimaya Village	Seattle, WA	—	2002	176	8,800,000	22,188,288	1,728,090	8,800,000	23,916,378	32,716,378	(10,901,158)	21,815,220	—
	Vantage Pointe	San Diego, CA	G	2009	679	9,403,960	190,896,040	9,156,867	9,403,960	199,752,907	209,156,867	(59,435,552)	149,721,315	—
	Veloce	Redmond, WA	G	2009	322	15,322,724	76,176,594	1,246,516	15,322,724	77,423,110	92,745,834	(17,729,126)	75,016,708	—
	Venn at Main	Bellevue, WA	G	2016	350	26,626,498	151,653,323	139,573	26,626,498	151,792,896	178,419,394	(3,058,972)	175,360,422	—
	Vente Condominium Homes (fka Mission Verde, LLC)	San Jose, CA	—	1986	108	5,190,700	9,679,109	4,309,244	5,190,700	13,988,353	19,179,053	(9,877,543)	9,301,510	—
	Veridian (fka Silver Spring)	Silver Spring, MD	G	2009	457	18,539,817	130,407,365	3,078,639	18,539,817	133,486,004	152,025,821	(39,137,932)	112,887,889	—
	Villa Solana	Laguna Hills, CA	—	1984	272	1,665,100	14,985,678	9,752,842	1,665,100	24,738,520	26,403,620	(19,582,595)	6,821,025	—
	Village at Del Mar Heights, The (fka Del Mar Heights)	San Diego, CA	—	1986	168	15,100,000	40,859,396	1,315,901	15,100,000	42,175,297	57,275,297	(9,628,990)	47,646,307	—
	Vintage	Ontario, CA	—	2003-2007	300	7,059,230	47,677,762	1,233,489	7,059,230	48,911,251	55,970,481	(20,304,558)	35,665,923	—
	Virginia Square	Arlington, VA	G	2002	231	—	85,940,003	4,894,826	—	90,534,829	90,534,829	(18,797,549)	71,737,280	—
	Vista 99 (fka Tasman)	San Jose, CA	—	2016	554	27,709,329	176,023,094	113,479	27,709,329	176,136,573	203,845,902	(12,631,445)	191,214,457	—
	Vista Del Lago	Mission Viejo, CA	—	1986-1988	608	4,525,800	40,736,293	16,741,744	4,525,800	57,478,037	62,003,837	(46,045,156)	15,958,681	—
	Vista on Courthouse	Arlington, VA	—	2008	220	15,550,260	69,449,740	1,823,317	15,550,260	71,273,057	86,823,317	(23,435,882)	63,387,435	—
	Walden Park	Cambridge, MA	—	1966	232	12,448,888	52,044,448	4,293,327	12,448,888	56,337,775	68,786,663	(17,603,707)	51,182,956	—
	Water Park Towers	Arlington, VA	—	1989	362	34,400,000	108,485,859	9,546,702	34,400,000	118,032,561	152,432,561	(25,460,371)	126,972,190	—
	Watertown Square	Watertown, MA	G	2005	134	16,800,000	34,074,056	1,348,261	16,800,000	35,422,317	52,222,317	(7,618,267)	44,604,050	—
	West 96th	New York, NY	G	1987	207	84,800,000	67,055,502	5,265,243	84,800,000	72,320,745	157,120,745	(17,919,572)	139,201,173	—
	West End Apartments (fka Emerson Place/CRP II)	Boston, MA	G	2008	310	469,546	163,123,022	2,821,262	469,546	165,944,284	166,413,830	(55,691,880)	110,721,950	—
	Westchester at Rockville	Rockville, MD	—	2009	192	10,600,000	44,135,207	703,338	10,600,000	44,838,545	55,438,545	(9,691,644)	45,746,901	—
	Westmont	New York, NY	G	1986	163	64,900,000	61,143,259	2,724,370	64,900,000	63,867,629	128,767,629	(14,415,326)	114,352,303	—
	Westside	Los Angeles, CA	—	2004	204	34,200,000	56,962,630	2,861,832	34,200,000	59,824,462	94,024,462	(12,610,533)	81,413,929	—
	Westside Barrington (fka Westside Villas III)	Los Angeles, CA	—	1999	36	3,060,000	5,538,871	920,282	3,060,000	6,459,153	9,519,153	(3,618,136)	5,901,017	—
	Westside Barry (Westside Villas VI)	Los Angeles, CA	—	1989	18	1,530,000	3,023,523	599,854	1,530,000	3,623,377	5,153,377	(2,053,667)	3,099,710	—
	Westside Beloit (fka Westside Villas I)	Los Angeles, CA	—	1999	21	1,785,000	3,233,254	628,089	1,785,000	3,861,343	5,646,343	(2,239,628)	3,406,715	—
	Westside Bundy (fka Westside Villas IV)	Los Angeles, CA	—	1999	23	1,955,000	3,541,435	642,479	1,955,000	4,183,914	6,138,914	(2,324,838)	3,814,076	—
	Westside Butler (fka Westside Villas V)	Los Angeles, CA	—	1999	36	3,060,000	5,539,390	949,817	3,060,000	6,489,207	9,549,207	(3,619,180)	5,930,027	—
	Westside Villas (fka Westside Villas V & VII)	Los Angeles, CA	—	1999 & 2001	113	9,605,000	19,983,385	2,493,267	9,605,000	22,476,652	32,081,652	(12,289,331)	19,792,321	—
	Widridge (CA)	Laguna Niguel, CA	—	1989	344	2,662,900	23,985,497	10,800,566	2,662,900	34,786,063	37,448,963	(25,964,327)	11,484,636	—
	Wood Creek I	Pleasant Hill, CA	—	1987	256	9,729,900	23,009,768	8,661,346	9,729,900	31,671,114	41,401,014	(21,717,920)	19,683,094	—
	Management Business	Chicago, IL	—	(D)	—	—	112,328,951	—	—	112,328,951	112,328,951	(92,675,414)	19,653,537	—
	Operating Partnership	Chicago, IL	—	(F)	—	—	9,047,067	—	—	9,047,067	9,047,067	—	9,047,067	—
	Other	N/A	—	—	—	—	70,353	—	—	70,353	70,353	(15,311)	55,042	—
	<b>Wholly Owned Unencumbered</b>				55,954	4,618,857,608	14,026,732,412	1,131,147,795	4,618,857,608	15,157,880,207	19,776,737,815	(4,363,244,353)	15,413,493,462	—
	<b>Wholly Owned Encumbered:</b>													
	101 West End	New York, NY	G	2000	506	190,600,000	131,374,708	4,465,890	190,600,000	135,840,598	326,440,598	(33,939,026)	292,501,572	103,730,409
	1401 Joyce on Pentagon Row	Arlington, VA	—	2004	326	9,780,000	89,668,165	4,811,215	9,780,000	94,479,380	104,259,380	(31,540,500)	72,718,880	57,354,529
	2501 Porter	Washington, D.C.	—	1988	202	13,000,000	75,271,179	4,572,192	13,000,000	79,843,371	92,843,371	(16,734,740)	76,108,631	(J)
	300 East 39th (fka East 39th)	New York, NY	G	2001	254	48,900,000	96,174,639	3,332,467	48,900,000	99,707,106	148,607,106	(21,799,732)	126,807,374	60,451,283
	303 East 83rd (fka Camague)	New York, NY	G	1976	261	79,400,000	79,122,624	3,673,574	79,400,000	82,796,198	162,196,198	(18,995,345)	143,200,853	(J)
	425 Broadway	Santa Monica, CA	G	2001	101	12,600,000	34,394,772	3,577,985	12,600,000	37,972,757	50,572,757	(8,081,082)	42,491,675	(J)

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Description	Initial Cost to Company				Cost Capitalized Subsequent to Acquisition (Improvements, net) (E)				Gross Amount Carried at Close of Period 12/31/17				
	Apartment Name	Location	Retail/ Commercial Space	Date of Construction	Apartment Units (H)	Land	Building & Fixtures	Building & Fixtures	Land	Building & Fixtures (A)	Total (B)	Accumulated Depreciation (C)	Investment in Real Estate, Net at 12/31/17
55 West Fifth I & II (Ira Townhouse Plaza and Gardens)	San Mateo, CA	—	1964/1972	241	21,041,710	71,931,323	12,415,912	21,041,710	84,347,235	105,388,945	(21,523,119)	83,865,826	26,356,053
800 Sixth Ave (Ira Chelsea)	New York, NY	G	2003	266	59,900,000	155,861,605	2,180,446	59,900,000	158,042,051	217,942,051	(32,855,478)	185,086,573	77,654,125
929 Mass (Ira 929 House)	Cambridge, MA	G	1975	127	3,352,993	21,745,595	6,801,241	3,352,993	28,546,836	31,799,829	(17,379,493)	14,420,336	578,381
Academy Village	North Hollywood, CA	—	1989	248	25,000,000	23,593,194	8,511,551	25,000,000	32,104,745	57,104,745	(18,102,739)	39,002,006	19,965,907
Alcove	Seattle, WA	G	2004	162	11,379,497	49,360,503	973,758	11,379,497	50,334,261	61,713,758	(7,663,311)	54,050,447	28,247,417
Arches, The	Sunnyvale, CA	—	1974	410	26,650,000	62,850,000	1,807,099	26,650,000	64,657,099	91,307,099	(20,704,043)	70,603,056	(0)
Artisan Square	Northridge, CA	—	2002	140	7,000,000	20,537,359	1,462,204	7,000,000	21,999,563	28,999,563	(11,523,867)	17,475,696	22,757,833
Avanti	Anaheim, CA	—	1987	162	12,960,000	18,497,682	3,682,239	12,960,000	22,179,921	35,139,921	(9,463,903)	25,676,018	25,012,978
Avenir Apartments	Boston, MA	G	2009	241	—	114,321,618	1,981,881	—	116,303,499	116,303,499	(24,093,714)	92,209,785	88,921,043
Bella Vista I, II, III Combined	Woodland Hills, CA	—	2003-2007	579	31,682,754	121,095,786	6,014,382	31,682,754	127,110,168	158,792,922	(53,777,824)	105,015,098	57,907,496
Berkeleyan	Berkeley, CA	G	1998	56	4,377,000	16,022,110	382,895	4,377,000	16,405,005	20,782,005	(6,678,279)	14,103,726	8,194,316
Calvert Woodley	Washington, D.C.	—	1962	136	12,600,000	43,527,379	2,058,223	12,600,000	45,585,602	58,185,602	(10,036,657)	48,148,945	(0)
Carmel Terrace	San Diego, CA	—	1988-1989	384	2,288,300	20,596,281	11,891,883	2,288,300	32,488,164	34,776,464	(26,616,700)	8,159,764	(0)
Chelsea Square	Redmond, WA	—	1991	113	3,397,100	9,289,074	2,525,829	3,397,100	11,814,903	15,212,003	(7,732,982)	7,479,021	9,219,668
Citrus Suites	Santa Monica, CA	—	1978	70	9,000,000	16,950,326	1,886,846	9,000,000	18,837,172	27,837,172	(4,064,530)	23,772,642	(0)
Cleveland House	Washington, D.C.	—	1953	214	18,300,000	66,392,414	3,953,014	18,300,000	70,345,428	88,645,428	(15,198,718)	73,446,710	(0)
Columbia Crossing	Arlington, VA	—	1991	247	23,500,000	53,045,073	2,637,583	23,500,000	55,682,656	79,182,656	(12,776,595)	66,406,061	(0)
Deerwood (SD)	San Diego, CA	—	1990	316	2,082,095	18,739,815	14,811,438	2,082,095	33,551,253	35,633,348	(28,255,938)	7,377,410	(0)
Del Mar Ridge	San Diego, CA	—	1998	181	36,948,176	3,819,678	7,801,824	40,767,854	48,569,678	33,881,769	(14,687,909)	33,881,769	39,502,426
Esencia at Santa Clara (Ira Santa Clara)	Santa Clara, CA	—	2000	450	—	1,306,632	—	—	125,066,436	125,066,436	(27,568,376)	97,498,060	(0)
Fairchase	Fairfax, VA	—	2007	392	23,500,000	87,722,321	956,574	23,500,000	88,678,895	112,178,895	(18,576,327)	93,602,568	(0)
Fairfield	Stamford, CT	G	1996	263	6,510,200	39,690,120	7,711,222	6,510,200	47,401,342	53,911,542	(32,614,560)	21,296,982	31,314,687
Fine Arts Building	Berkeley, CA	G	2004	100	7,817,000	26,462,772	379,630	7,817,000	26,842,402	34,659,402	(10,821,726)	23,837,676	15,964,066
Flats at DuPont Circle	Washington, D.C.	—	1967	306	35,200,000	108,768,198	1,152,022	35,200,000	109,920,220	145,120,220	(22,256,517)	122,863,703	(0)
Gaia Building	Berkeley, CA	G	2000	91	7,113,000	25,623,826	317,100	7,113,000	25,940,926	33,053,926	(10,427,553)	22,626,373	14,501,551
Gaithersburg Station	Gaithersburg, MD	G	2013	389	17,500,000	74,678,917	814,507	17,500,000	75,493,424	92,993,424	(15,197,790)	77,795,634	95,368,543
Glo	Los Angeles, CA	G	2008	201	16,047,022	48,650,963	3,068,235	16,047,022	51,719,198	67,766,220	(14,061,824)	53,704,396	32,031,227
Haraway	Long Beach, CA	—	1987	385	2,512,500	22,611,912	9,165,543	2,512,500	31,777,455	34,289,955	(24,359,922)	9,930,033	46,479,980
Heights on Capitol Hill	Seattle, WA	G	2006	104	5,425,000	21,138,028	1,483,284	5,425,000	22,621,312	28,046,312	(9,090,011)	18,956,301	25,887,074
Kelvin Court (Ira Alta Pacific)	Irvine, CA	—	2008	132	10,752,145	34,628,115	648,366	10,752,145	35,276,481	46,028,626	(11,953,874)	34,074,752	26,226,033
Kenwood Mews	Burbank, CA	—	1991	141	14,100,000	24,662,883	3,580,534	14,100,000	28,243,417	42,343,417	(12,733,507)	29,609,910	(0)
La Terraza at Colma Station	Colma, CA	G	2005	155	—	41,251,044	1,206,497	—	42,457,541	42,457,541	(16,832,082)	25,625,459	24,987,438
Laguna Clara	Santa Clara, CA	—	1972	264	13,642,420	29,707,475	4,969,596	13,642,420	34,677,071	48,319,491	(18,383,225)	29,936,266	(0)
Liberty Park	Braintree, MA	—	2000	202	5,977,504	26,749,111	6,357,010	5,977,504	33,106,121	39,083,625	(17,080,472)	22,003,153	24,956,877
Liberty Tower	Arlington, VA	G	2008	235	16,382,822	83,817,078	1,975,311	16,382,822	85,792,389	102,175,211	(26,194,514)	75,980,697	43,515,440
Longview Place	Walham, MA	—	2004	348	20,880,000	90,255,509	5,422,745	20,880,000	95,678,254	116,558,254	(41,854,802)	74,703,452	70,793,963
Market Street Village	San Diego, CA	—	2006	229	13,740,000	40,757,301	2,123,013	13,740,000	42,880,314	56,620,314	(18,041,199)	38,579,115	(0)
Metro on First	Seattle, WA	G	2002	102	8,540,000	12,209,981	2,141,118	8,540,000	14,351,099	22,891,099	(5,948,086)	16,943,013	22,629,291
Mill Creek	Milpitas, CA	—	1991	516	12,858,693	57,168,503	9,899,985	12,858,693	67,068,488	79,927,181	(33,621,630)	46,305,551	69,262,254
Moda	Seattle, WA	G	2009	251	12,649,228	36,842,012	1,017,073	12,649,228	37,859,085	50,508,313	(12,489,032)	38,019,281	(K)
Monterita (CA)	San Diego, CA	—	1990	272	8,160,000	29,360,938	7,947,448	8,160,000	37,308,386	45,468,386	(24,130,197)	21,338,189	(0)
Olympus Towers	Seattle, WA	G	2000	328	14,752,034	73,335,425	8,745,325	14,752,034	82,080,750	96,832,784	(39,929,257)	56,903,527	49,788,935
Park Place at San Mateo (Ira San Mateo)	San Mateo, CA	G	2001	575	71,900,000	211,907,141	11,404,928	71,900,000	223,312,069	295,212,069	(47,760,787)	247,451,282	(0)
Reserve at Clarendon Centre, The	Arlington, VA	G	2003	252	10,500,000	52,812,935	4,599,506	10,500,000	57,412,441	67,912,441	(28,603,885)	39,308,556	(0)
Reserve at Eisenhower, The	Alexandria, VA	—	2002	226	6,500,000	34,585,060	3,865,452	6,500,000	38,450,512	44,950,512	(19,227,311)	25,723,201	84,677,136
Reserve at Fairfax Corner	Fairfax, VA	—	2001	652	15,804,057	63,129,051	11,326,169	15,804,057	74,455,220	90,259,277	(38,763,866)	51,495,411	64,414,512
Siena Terrace	Lake Forest, CA	—	1988	356	8,900,000	24,083,024	7,129,612	8,900,000	31,212,636	40,112,636	(20,109,124)	20,003,512	47,183,965
Skyview	Rancho Santa Margarita, CA	—	1999	260	3,380,000	21,952,863	5,298,716	3,380,000	27,251,579	30,631,579	(16,612,037)	14,019,542	(0)
Sofia Square Apartments (Ira South Market)	San Francisco, CA	G	1986	410	79,900,000	177,316,977	9,300,349	79,900,000	186,617,326	266,517,326	(38,289,333)	228,227,993	(0)

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2017**

Cost  
Capitalized  
Subsequent to  
Acquisition  
(Improvements,  
net) (E)

Description	Apartment Name	Location	Retail/ Commercial Space	Date of Construction	Apartment Units (U)	Initial Cost to Company		Gross Amount Carried at Close of Period 12/31/17		Accumulated Depreciation (C)	Investment in Real Estate, Net at 12/31/17	Encumbrances (K)
						Land	Building & Fixtures	Land	Building & Fixtures (A)			
	Summit One	Seattle, WA	—	2014	112	7,222,544	26,277,456	7,222,544	26,307,085	(21,313,830)	29,215,799	—
	Summerset Village	Chatsworth, CA	—	1985	280	2,629,804	23,670,889	2,629,804	31,457,905	(22,465,064)	11,622,645	38,007,297
	Talleyrand	Tarrytown, NY	—	1997-1998	300	12,000,000	49,838,160	12,000,000	56,190,203	(31,701,891)	36,488,312	34,811,455
	Teresina	Chula Vista, CA	—	2000	440	28,600,000	61,916,670	28,600,000	67,631,697	(29,443,097)	66,788,600	38,425,773
	Toscano	Irvine, CA	—	1991/1993	563	39,410,000	50,806,072	39,410,000	68,383,124	(37,833,043)	69,960,081	98,047,399
	Tourist Building	Berkeley, CA	G	2004	35	2,736,000	7,810,027	2,736,000	7,996,249	(3,315,964)	7,416,285	4,969,645
	Town Square at Mark Center I (fka Millbrook I)	Alexandria, VA	—	1996	406	24,360,000	86,178,714	24,360,000	93,586,528	(41,076,185)	76,870,343	60,225,838
	Vantage Hollywood	Los Angeles, CA	—	1987	298	42,580,326	56,014,674	42,580,326	56,472,039	(7,801,330)	91,251,035	41,416,137
	Versailles	Woodland Hills, CA	—	1991	253	12,650,000	33,656,292	12,650,000	53,465,673	(21,306,317)	32,160,356	30,347,501
	Versailles (K-Town)	Los Angeles, CA	—	2008	225	10,590,975	44,409,025	10,590,975	45,956,402	(15,658,207)	40,889,170	45,964,864
	Victor on Venice	Los Angeles, CA	G	2006	115	10,350,000	35,433,437	10,350,000	36,231,309	(14,701,990)	31,879,319	(I)
	Vintage at 425 Broadway (fka Promenade)	Santa Monica, CA	G	1934/2001	60	9,000,000	13,961,523	9,000,000	15,517,081	(3,564,636)	20,952,445	(I)
	West 54th	New York, NY	G	2001	222	60,900,000	48,193,837	60,900,000	51,419,338	(12,886,577)	99,432,761	47,667,759
	Westgate (fka Westgate I)	Pasadena, CA	—	2010	480	22,898,848	133,484,573	22,898,848	135,747,439	(32,510,875)	126,135,412	95,981,749
	Woodleaf	Campbell, CA	—	1984	178	8,550,600	16,988,183	8,550,600	22,057,628	(14,254,057)	16,354,171	17,819,380
	Portfolio/Entity Encumbrances (I)					—	—	—	—	—	—	1,346,853,789
	<b>Wholly Owned Encumbered</b>				18,497	1,401,915,995	316,875,095	1,401,915,995	4,198,465,314	(1,440,591,113)	4,159,790,196	3,316,375,422
	<b>Partially-Owned Unencumbered:</b>											
	2300 Elliott	Seattle, WA	—	1992	92	796,800	7,173,725	796,800	13,891,520	(10,921,953)	3,766,367	—
	Canyon Ridge	San Diego, CA	—	1989	162	4,869,448	3,954,912	4,869,448	15,909,976	(20,779,424)	10,226,515	—
	Country Oaks	Agoura Hills, CA	—	1985	256	6,105,000	29,561,865	6,105,000	36,209,765	(19,712,219)	22,602,546	—
	Harrison Square (fka Elliot Bay)	Seattle, WA	G	1992	166	7,600,000	35,844,345	7,600,000	40,914,075	(9,358,506)	39,155,569	—
	Monterra in Mill Creek	Mill Creek, WA	—	2003	139	2,800,000	13,255,123	2,800,000	14,258,224	(6,620,281)	10,437,943	—
	Rosecliff	Quincy, MA	—	1990	156	5,460,000	15,721,570	5,460,000	19,252,291	(12,249,762)	12,462,529	—
	Strayhorse at Arrowhead Ranch	Glendale, AZ	—	1998	136	4,400,000	12,968,002	4,400,000	13,770,005	(6,164,596)	12,005,409	—
	Via Ventura (CA) (fka Ventura)	Ventura, CA	—	2002	192	8,600,000	44,308,202	8,600,000	45,154,142	(10,983,822)	42,770,320	—
	Wood Creek II (fka Willow Brook (CA))	Pleasant Hill, CA	—	1985	228	5,055,000	38,388,672	5,055,000	44,940,616	(22,087,591)	27,908,025	—
	<b>Partially Owned Unencumbered</b>				1,527	45,686,248	209,176,568	45,686,248	244,300,614	(108,651,639)	181,335,223	—
	<b>Partially-Owned Encumbered:</b>											
	Bellevue Meadows	Bellevue, WA	—	1983	180	4,507,100	12,574,814	4,507,100	18,062,418	(12,705,342)	9,864,176	16,504,927
	Canyon Creek (CA)	San Ramon, CA	—	1984	268	5,425,000	7,880,209	5,425,000	26,392,329	(16,113,349)	15,703,980	28,129,557
	Lantern Cove	Foster City, CA	—	1985	232	6,945,000	23,064,976	6,945,000	29,465,999	(17,362,236)	19,048,763	36,410,267
	Schooner Bay I	Foster City, CA	—	1985	168	5,345,000	20,390,618	5,345,000	25,523,142	(15,015,057)	15,855,085	28,825,496
	Schooner Bay II	Foster City, CA	—	1985	144	4,550,000	18,064,764	4,550,000	22,664,829	(13,411,541)	13,803,288	26,130,631
	Surrey Downs	Bellevue, WA	—	1986	122	3,057,100	7,848,618	3,057,100	11,007,721	(7,377,616)	6,887,205	9,810,499
	Virgil Square	Los Angeles, CA	—	1979	142	5,500,000	15,216,613	5,500,000	18,106,698	(8,612,798)	14,993,900	9,877,693
	Wisconsin Place	Chevy Chase, MD	—	2009	432	—	172,089,355	—	173,238,069	(37,293,147)	135,944,922	146,657,506
	<b>Partially-Owned Encumbered</b>				1,688	35,329,200	288,061,878	35,329,200	324,461,205	(127,891,086)	231,891,319	302,346,576
	<b>Total Consolidated Investment in Real Estate</b>				77,666	\$ 6,101,789,051	\$ 1,519,546,263	\$ 6,101,789,051	\$ 19,925,107,340	\$ (6,040,378,191)	\$ 19,986,518,200	\$ 3,618,721,998

(1) See attached Encumbrances Reconciliation.

**EQUITY RESIDENTIAL**  
**ERP OPERATING LIMITED PARTNERSHIP**  
**Schedule III - Real Estate and Accumulated Depreciation**  
**December 31, 2017**

**NOTES:**

- (A) The balance of furniture & fixtures included in the total investment in real estate amount was \$1,548,960,951 as of December 31, 2017.
- (B) The cost, net of accumulated depreciation, for Federal Income Tax purposes as of December 31, 2017 was approximately \$14.8 billion (unaudited).
- (C) The life to compute depreciation for building is 30 years, for building improvements ranges from 5 to 15 years, for furniture & fixtures, replacements and renovations is 5 to 10 years and for lease intangibles is the average remaining term of each respective lease.
- (D) This asset consists of various acquisition dates and largely represents furniture, fixtures and equipment, leasehold improvements and computer equipment and software costs owned by the Management Business, which are generally depreciated over periods ranging from 3 to 7 years.
- (E) Primarily represents capital expenditures for building improvements, replacements and renovations incurred subsequent to each property's acquisition date.
- (F) Primarily represents land and/or construction-in-progress on projects either held for future development or projects currently under development.
- (G) A portion of these properties includes and/or will include retail/commercial space (including parking garages).
- (H) Total properties and apartment units exclude two unconsolidated properties containing 945 apartment units.
- (I) Through (J) See Encumbrances Reconciliation schedule.
- (K) Boot property for Bond Partnership mortgage pool.

# Corporate Data

## Board of Trustees

Samuel Zell<sup>5,6</sup>

Chairman of the Board, Equity Residential  
Chairman of the Board,  
Equity Group Investments, LLC

Gerald A. Spector<sup>2</sup>

Vice Chairman of the Board, Equity Residential

David J. Neithercut<sup>5,6</sup>

President and Chief Executive Officer,  
Equity Residential

John W. Alexander<sup>3,4</sup>

President, Mallard Creek Capital Partners, Inc.

Charles L. Atwood<sup>1,3,4,5</sup>

Former Vice Chairman, Harrah's Entertainment,  
Inc.

Linda Walker Bynoe<sup>2,4</sup>

President and Chief Executive Officer, Telemat Ltd.

Connie K. Duckworth<sup>2</sup>

Chairman and Chief Executive Officer, ARZU, Inc.

Mary Kay Haben<sup>3,4</sup>

Former President-North America  
William Wrigley Jr. Company

Bradley A. Keywell<sup>3</sup>

CEO, Uptake Technologies, Inc.

John E. Neal<sup>2,5</sup>

Partner, Linden LLC

Mark S. Shapiro<sup>3,4</sup>

Co-President, WME/IMG

Stephen E. Sterrett<sup>2</sup>

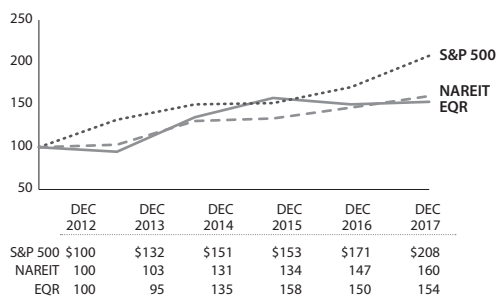
Former Chief Financial Officer, Simon Property  
Group, Inc.

1 Lead Trustee, 2 Audit Committee, 3 Compensation  
Committee, 4 Corporate Governance Committee,  
5 Executive Committee, 6 Pricing Committee

## Total Shareholder Returns

Performance Graph 2013-2017

The following graph compares our shareholder return (assuming reinvestment of dividends) since December 31, 2012 with the S&P 500 Index and the index of All REITs prepared by NAREIT. The graph assumes an investment of \$100 in Equity Residential and the two indexes on December 31, 2012. The NAREIT All REIT index includes all tax-qualified REITs listed on the NYSE, the American Stock Exchange and the Nasdaq Stock Market.



## Corporate Office

Equity Residential

Two North Riverside Plaza, Suite 400

Chicago, Illinois 60606-2609

Phone: 312.474.1300

www.equityapartments.com

Available at our website at

www.equityapartments.com in the Investor  
Section are our Corporate Governance Guidelines,  
Code of Ethics and Business Conduct, Declaration  
of Trust, Bylaws, Committee Charters and Political  
Contributions Policy, and in the Sustainability  
Section, our Corporate Social Responsibility and  
Sustainability Report.

## Executive Officers

David J. Neithercut

President and Chief Executive Officer

Barry S. Altshuler

Executive Vice President-Investments

Alexander Brackenridge

Executive Vice President-Investments

Scott J. Fenster

Executive Vice President and General Counsel

Alan W. George

Executive Vice President and  
Chief Investment Officer

Michael L. Manelis

Executive Vice President-Operations

Mark J. Parrell

Executive Vice President and  
Chief Financial Officer

David S. Santee

Executive Vice President and  
Chief Operating Officer

Christa L. Sorenson

Executive Vice President-Human Resources

## Auditor

Ernst & Young LLP

Chicago, Illinois

## Transfer Agent

To keep securities information up-to-date and to  
ensure that record holders of Equity Residential  
securities receive financial information as soon as  
possible after mailing, please advise the transfer  
agent of your new address or change of name.  
Write to them directly at:

First Class/Registered/Certified Mail:  
Computershare Investor Services  
P.O. Box 505000  
Louisville, KY 40233-5000

Courier Services:

Computershare Investor Services  
462 South 4th Street, Suite 1600  
Louisville, KY 40202

Or call, 800.733.5001

www.computershare.com/investor

## Shareholders

The number of record holders of Equity  
Residential common shares at February 16, 2018  
was approximately 2,300. The number of  
outstanding common shares as of February 16,  
2018 was 368,169,571.

## Form 10-K and Other Reports

Requests for Equity Residential's Form 10-K filed  
with the Securities and Exchange Commission  
(SEC) and any other inquiries from individuals and  
institutional investors should be directed to:

Martin J. McKenna

First Vice President-Investor and Public Relations  
Equity Residential

Two North Riverside Plaza, Suite 400

Chicago, Illinois 60606-2609

Phone: 888.879.6356

Email: InvestorRelations@eqr.com

The SEC also maintains a website that contains  
reports, proxy information and statements, and  
other information regarding registrants who file  
electronically with the SEC. The website address is:  
www.sec.gov.

## Common Share Market Prices and Dividends

Equity Residential's common shares are listed on  
the New York Stock Exchange (NYSE), ticker  
symbol EQR. The high, low and closing sales prices  
and the distributions declared for the past two  
years were as follows:

	Sales Price			Distributions
	High	Low	Closing	
2017				
Fourth Quarter	\$70.46	\$63.20	\$63.77	\$0.50375
Third Quarter	\$68.77	\$63.98	\$65.93	\$0.50375
Second Quarter	\$68.83	\$61.59	\$65.83	\$0.50375
First Quarter	\$65.71	\$59.49	\$62.22	\$0.50375
2016				
Fourth Quarter	\$65.14	\$58.28	\$64.36	\$0.50375
Third Quarter	\$71.53	\$62.39	\$64.33	\$3.50375
Second Quarter	\$75.49	\$63.11	\$68.88	\$0.50375
First Quarter	\$81.76	\$66.62	\$75.03	\$8.50375

Note: In addition to the regular quarterly  
dividends in 2016, the Company paid special  
dividends of \$8.00 per share/unit (approximately  
\$3.0 billion) on March 10, 2016 and \$3.00 per  
share/unit (approximately \$1.1 billion) on  
October 14, 2016.

## Distribution Reinvestment Plan

Equity Residential offers a Distribution  
Reinvestment Plan. For an information packet,  
including the plan prospectus and enrollment  
form, please call the Plan Administrator,  
Computershare, at 800.733.5001.

**Equity Residential**

Two North Riverside Plaza, Suite 400  
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[www.equityapartments.com](http://www.equityapartments.com)