

GLADSTONE LAND Corp  
Form 10-Q  
May 08, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended MARCH 31, 2018

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: 001-35795

GLADSTONE LAND CORPORATION

(Exact name of registrant as specified in its charter)

MARYLAND

54-1892552

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

1521 WESTBRANCH DRIVE, SUITE 100 22102  
MCLEAN, VIRGINIA

(Address of principal executive offices) (Zip Code)

(703) 287-5800

(Registrant's telephone number, including area code)

Not Applicable

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically 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). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (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.

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

Yes  No

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The number of shares of the registrant's Common Stock, \$0.001 par value per share, outstanding as of May 7, 2018, was 15,381,199.

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 FORM 10-Q FOR THE QUARTER ENDED  
 MARCH 31, 2018  
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## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## GLADSTONE LAND CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per-share data)

(Unaudited)

	March 31, 2018	December 31, 2017
<b>ASSETS</b>		
Investments in real estate, net	\$458,915	\$449,486
Lease intangibles, net	5,328	5,492
Cash and cash equivalents	2,679	2,938
Crop inventory	2,059	1,528
Other assets, net	3,935	2,834
<b>TOTAL ASSETS</b>	<b>\$472,916</b>	<b>\$462,278</b>
<b>LIABILITIES AND EQUITY</b>		
<b>LIABILITIES:</b>		
Borrowings under lines of credit	\$3,900	\$10,000
Mortgage notes and bonds payable, net	289,050	291,002
Series A cumulative term preferred stock, par value \$0.001 per share; \$25.00 per share liquidation preference; 2,000,000 shares authorized, 1,150,000 shares issued and outstanding as of March 31, 2018, and December 31, 2017, net	27,948	27,890
Accounts payable and accrued expenses	8,575	7,398
Due to related parties, net <sup>(1)</sup>	950	940
Other liabilities, net	10,525	7,097
Total liabilities	340,948	344,327
Commitments and contingencies <sup>(2)</sup>		
<b>EQUITY:</b>		
Stockholders' equity:		
Series B cumulative redeemable preferred stock, \$0.001 par value; 6,500,000 shares authorized, no shares issued and outstanding as of March 31, 2018; no shares authorized, issued, or outstanding as of December 31, 2017	—	—
Common stock, \$0.001 par value; 91,500,000 shares authorized, 15,216,199 shares issued and outstanding as of March 31, 2018; 98,000,000 shares authorized, 13,791,574 shares issued and outstanding as of December 31, 2017	15	14
Additional paid-in capital	145,990	129,705
Distributions in excess of accumulated earnings	(21,950 )	(19,802 )
Total stockholders' equity	124,055	109,917
Non-controlling interests in Operating Partnership	7,913	8,034
Total equity	131,968	117,951
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$472,916</b>	<b>\$462,278</b>

<sup>(1)</sup> Refer to Note 6, "Related-Party Transactions," for additional information.

<sup>(2)</sup> Refer to Note 8, "Commitments and Contingencies," for additional information.

The accompanying notes are an integral part of these condensed consolidated financial statements.



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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except share and per-share data)

(Unaudited)

	For the Three Months Ended March 31,	
	2018	2017
<b>OPERATING REVENUES:</b>		
Rental revenue	\$6,688	\$ 5,748
Tenant recovery revenue	6	2
Other operating revenues	2,551	—
Total operating revenues	9,245	5,750
<b>OPERATING EXPENSES:</b>		
Depreciation and amortization	2,189	1,472
Property operating expenses	428	284
Acquisition-related expenses	134	9
Management fee <sup>(1)</sup>	656	394
Incentive fee <sup>(1)</sup>	—	350
Administration fee <sup>(1)</sup>	274	227
General and administrative expenses	419	410
Other operating expenses	2,359	—
Total operating expenses	6,459	3,146
<b>OPERATING INCOME</b>	<b>2,786</b>	<b>2,604</b>
<b>OTHER INCOME (EXPENSE):</b>		
Other income	315	184
Interest expense	(2,832 )	(2,157 )
Distributions attributable to mandatorily-redeemable preferred stock	(458 )	(458 )
Property and casualty loss	(129 )	—
Total other expense	(3,104 )	(2,431 )
<b>NET (LOSS) INCOME</b>	<b>(318 )</b>	<b>173</b>
Net loss (income) attributable to non-controlling interests	21	(21 )
<b>NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY</b>	<b>\$(297 )</b>	<b>\$ 152</b>
<b>(LOSS) EARNINGS PER COMMON SHARE:</b>		
Basic and diluted	\$(0.02 )	\$ 0.01
<b>WEIGHTED-AVERAGE SHARES OF COMMON STOCK OUTSTANDING:</b>		
Basic and diluted	13,957,731	10,395,736

<sup>(1)</sup> Refer to Note 6, "Related-Party Transactions," for additional information.

The accompanying notes are an integral part of these condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

(In thousands, except share data)

(Unaudited)

	Common Stock Number of Shares	Par Value	Additional Paid-in Capital	Distributions in Excess of Accumulated Earnings	Total Stockholders' Equity	Non- Controlling Interests	Total Equity
Balance at December 31, 2016	10,024,875	\$ 10	\$ 90,082	\$ (13,402 )	\$ 76,690	\$ 11,087	\$ 87,777
Net income	—	—	—	152	152	21	173
Issuance of common stock, net	1,825,749	2	19,553	—	19,555	—	19,555
Distributions	—	—	—	(1,371 )	(1,371 )	(187 )	(1,558 )
Issuance of OP Units as consideration in real estate acquisitions, net	—	—	—	—	—	1	1
Adjustment to non-controlling interests resulting from changes in ownership of the Operating Partnership	—	—	(623 )	—	(623 )	623	—
Balance at March 31, 2017	11,850,624	\$ 12	\$ 109,012	\$ (14,621 )	\$ 94,403	\$ 11,545	\$ 105,948
Balance at December 31, 2017	13,791,574	\$ 14	\$ 129,705	\$ (19,802 )	\$ 109,917	\$ 8,034	\$ 117,951
Net loss	—	—	—	(297 )	(297 )	(21 )	(318 )
Issuance of common stock, net	1,416,925	1	16,714	—	16,715	—	16,715
Distributions	—	—	—	(1,851 )	(1,851 )	(129 )	(1,980 )
Redemption of OP Units	7,700	—	63	—	63	(463 )	(400 )
Adjustment to non-controlling interests resulting from changes in ownership of the Operating Partnership	—	—	(492 )	—	(492 )	492	—
Balance at March 31, 2018	15,216,199	\$ 15	\$ 145,990	\$ (21,950 )	\$ 124,055	\$ 7,913	\$ 131,968

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of ContentsGLADSTONE LAND CORPORATION AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	For the Three Months Ended March 31,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net (loss) income	\$(318 )	\$173
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	2,189	1,472
Amortization of debt issuance costs	143	116
Amortization of deferred rent assets and liabilities, net	(90 )	(50 )
Bad debt expense	1	—
Property and casualty loss	129	—
Changes in operating assets and liabilities:		
Crop inventory and Other assets, net	(1,659 )	(150 )
Accounts payable and accrued expenses and Due to related parties, net	(1,132 )	(187 )
Other liabilities, net	3,488	1,372
Net cash provided by operating activities	2,751	2,746
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Acquisition of new real estate	(5,032 )	(53,532)
Capital expenditures on existing real estate	(4,478 )	(468 )
Change in deposits on real estate acquisitions and investments, net	200	(215 )
Net cash used in investing activities	(9,310 )	(54,215)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from issuance of equity	17,486	20,722
Offering costs	(685 )	(1,054 )
Payments for redemption of OP Units	(400 )	—
Borrowings from mortgage notes and bonds payable	1,260	32,400
Repayments of mortgage notes and bonds payable	(3,118 )	(2,231 )
Borrowings from lines of credit	7,500	23,000
Repayments of lines of credit	(13,600)	(19,500)
Payments of financing fees	(163 )	(274 )
Distributions paid on common stock	(1,851 )	(1,372 )
Distributions paid to non-controlling interests in Operating Partnership	(129 )	(187 )
Net cash provided by financing activities	6,300	51,504
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(259 )	35
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	2,938	2,438
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$2,679	\$2,473
<b>NON-CASH INVESTING AND FINANCING INFORMATION:</b>		
Real estate additions included in Accounts payable and accrued expenses and Due to related parties, net	4,621	199
Real estate additions included in Other liabilities, net	33	—
Stock offering and OP Unit issuance costs included in Accounts payable and accrued expenses and Due to related parties, net	109	171
Financing fees included in Accounts payable and accrued expenses and Due to related parties, net	48	22



The accompanying notes are an integral part of these condensed consolidated financial statements.

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GLADSTONE LAND CORPORATION AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE 1. BUSINESS AND ORGANIZATION

Business and Organization

Gladstone Land Corporation (the “Company”) is an agricultural real estate investment trust (“REIT”) that was re-incorporated in Maryland on March 24, 2011, having been previously re-incorporated in Delaware on May 25, 2004. We are primarily in the business of owning and leasing farmland, and we conduct substantially all of our operations through a subsidiary, Gladstone Land Limited Partnership (the “Operating Partnership”), a Delaware limited partnership. As we currently control the sole general partner of the Operating Partnership and own, directly or indirectly, a majority of the limited partnership interests in the Operating Partnership (“OP Units”), the financial position and results of operations of the Operating Partnership are consolidated within our financial statements. As of March 31, 2018, and December 31, 2017, the Company owned 94.0% and 93.2%, respectively, of the outstanding OP Units (see Note 7, “Equity,” for additional discussion regarding OP Units).

Gladstone Land Advisers, Inc. (“Land Advisers”), a Delaware corporation and a subsidiary of ours, was created to collect any non-qualifying income related to our real estate portfolio and to perform certain small-scale farming business operations. We have elected for Land Advisers to be treated as a taxable REIT subsidiary (“TRS”) of ours. On October 17, 2017 Land Advisers began farming a 169-acre farm located in Ventura County, California, under a short-term lease that will expire on July 31, 2018. Since we currently own 100% of the voting securities of Land Advisers, its financial position and results of operations are consolidated within our financial statements.

Subject to certain restrictions and limitations, and pursuant to contractual agreements, our business is managed by Gladstone Management Corporation (the “Adviser”), a Delaware corporation, and administrative services are provided to us by Gladstone Administration, LLC (the “Administrator”), a Delaware limited liability company. Our Adviser and Administrator are both affiliates of ours (see Note 6, “Related-Party Transactions,” for additional discussion regarding our Adviser and Administrator).

All further references herein to “we,” “us,” “our,” and the “Company” refer, collectively, to Gladstone Land Corporation and its consolidated subsidiaries, except where indicated otherwise.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Information

Our interim financial statements are prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and pursuant to the requirements for reporting on Form 10-Q in accordance with Article 10 of Regulation S-X. Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with GAAP are omitted. In the opinion of our management, all adjustments (consisting solely of normal recurring accruals) necessary for the fair statement of financial statements for the interim period have been included. The interim financial statements and accompanying notes should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the U.S. Securities and Exchange Commission (the “SEC”) on February 20, 2018 (the “Form 10-K”). The results of operations for the three months ended March 31, 2018, are not necessarily indicative of the results that may be expected for other interim periods or for the full fiscal year.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could materially differ from those estimates.

Impairment of Real Estate Assets

We account for the impairment of our tangible and identifiable intangible real estate assets in accordance with Accounting Standards Codification (“ASC”) 360, “Property, Plant, and Equipment” (“ASC 360”), which requires us to periodically review the carrying value of each property to determine whether indicators of impairment exist. If circumstances support the possibility of impairment, we prepare a projection of the total undiscounted future cash

flows of the specific property, including

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proceeds from disposition without interest charges, and compare them to the net book value of the property to determine whether the carrying value of the property is recoverable. If the carrying amount is more than the aggregate undiscounted future cash flows, we would recognize an impairment loss to the extent the carrying value exceeds the estimated fair value of the property.

We evaluate our entire property portfolio each quarter for any impairment indicators and perform an impairment analysis on those select properties that have an indication of impairment. During the three months ended March 31, 2018, a lightning strike damaged certain irrigation infrastructure on one of our properties in Arizona; however, we determined no indicator of impairment existed, and no impairment loss was recorded. See “—Property and Casualty Loss” within Note 3, “Real Estate and Intangible Assets,” for additional details on this event.

As of March 31, 2018, we concluded that none of our properties were impaired. There have been no impairments recognized on our real estate assets since our inception.

**Crop Inventory and Crop Sales****Crop Inventory**

Costs incurred by Land Advisers to grow crops consisted primarily of growing costs (including the costs of land preparation, plants, fertilizers and pesticides, and labor costs), harvesting and selling costs (including labor costs for harvesting, packaging and cooling costs, and sales commissions), and certain overhead costs (including management/oversight costs). These costs are accumulated and deferred until the related crops are harvested and sold and are recorded in Crop inventory on the accompanying Condensed Consolidated Balance Sheets at the lower of cost or market value.

Crop inventory consisted of the following (dollars in thousands, except for footnotes):

	March 31, December 31,	
	2018	2017
Growing costs	\$ 1,770	\$ 1,335
Harvesting and selling costs	160	—
Overhead costs <sup>(1)</sup>	129	193
Total Crop inventory	\$ 2,059	\$ 1,528

Includes approximately \$80,000 and \$71,000 of unallocated fees earned by our Adviser from Land Advisers as of

<sup>(1)</sup> March 31, 2018, and December 31, 2017, respectively (see Note 6, “Related-Party Transactions—TRS Fee Arrangements” for further discussion on this fee).

**Crop Sales**

Revenues from the sale of harvested crops are recognized when the harvested crops have been delivered to the facility and title has transferred and are recorded using the market price on the date of delivery. Accumulated costs are charged to cost of products sold (based on percentage of gross revenues from sales) as the related crops are harvested and sold.

Revenues from the sale of harvested crops and accumulated costs allocated to the crops sold are shown in the following table (dollars in thousands, except for footnotes):

	For the Three Months Ended March 31, 2018
Sales revenues <sup>(1)</sup>	\$2,546
Cost of sales <sup>(2)(3)(4)</sup>	(2,359 )

<sup>(1)</sup> Included within Other operating revenues on the accompanying Condensed Consolidated Statement of Operations.

<sup>(2)</sup> Included within Other operating expenses on the accompanying Condensed Consolidated Statement of Operations.

<sup>(3)</sup> Excludes rent expense owed to the Company and interest expense owed on a loan from the Company to Land Advisers, both of which expenses were eliminated in consolidation.

(4) Excludes the allocation of a fee earned by our Adviser from Land Advisers of approximately \$66,000, which is included within Management Fee on the accompanying Condensed Consolidated Statement of Operations (see Note 6, “Related-Party Transactions—TRS Fee Arrangements—TRS Expense Sharing Agreement” for further discussion on this fee).

There was minimal harvesting and sales activity on the farm operated by Land Advisers prior to January 1, 2018.

#### Income Taxes

We have operated and intend to continue to operate in a manner that will allow us to qualify as a REIT under the Sections 856-860 of the Internal Revenue Code of 1986, as amended (the “Code”). As a REIT, we generally are not subject to federal corporate income taxes on amounts that we distribute to our stockholders (except income from any foreclosure property), provided that, on an annual basis, we distribute at least 90% of our REIT taxable income (excluding net capital gains) to our

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stockholders and meet certain other conditions. As such, in general, as long as we qualify as a REIT, no provision for federal income taxes will be necessary, except for taxes on undistributed REIT taxable income and taxes on the income generated by a TRS (such as Land Advisers), if any.

Should we have a taxable income or loss in the future, we will account for any income taxes in accordance with the provisions of ASC 740, "Income Taxes," using the asset and liability method. Under this method, deferred tax assets and liabilities are recognized based on differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases (including for operating loss, capital loss, and tax credit carryforwards) and are calculated using the enacted tax rates and laws expected to be in effect when such amounts are realized or settled. In addition, we will establish valuation allowances for tax benefits when we believe it is more-likely-than-not (defined as a likelihood of more than 50%) that such assets will not be realized.

On October 17, 2017, Land Advisers, our wholly-owned TRS, which is subject to federal and state income taxes, took over the operations on one of our farms in California. There was no taxable income from Land Advisers for the year ended December 31, 2017. As of the three months ended March 31, 2018, we estimated a tax benefit of approximately \$34,000 based on the taxable loss recorded at Land Advisers during the three months ended March 31, 2018. However, as the lease with Land Advisers expires on July 31, 2018 (and we do not believe the likelihood of conducting additional farming operations through Land Advisers to be greater than 50%), we do not believe it probable that this loss carryforward will be realized. As such, we established a valuation allowance against the deferred tax asset for the full amount and did not recognize any tax benefit from this taxable loss in the Condensed Consolidated Statement of Operations for the three months ended March 31, 2018.

### Reclassifications

Certain line items on the accompanying Condensed Consolidated Statement of Operations and Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2017, have been reclassified to conform to the current period's presentation. On the Condensed Consolidated Statement of Operations, certain property-specific costs have been reclassified from general and administrative expenses to property operating expenses. In addition, on the Condensed Consolidated Statement of Cash Flows, deposits on future acquisitions, deposits applied against real estate investments, and deposits refunded are presented on a net basis as a single line item within the "Cash Flows From Investing Activities" section; and borrowings from and repayments on lines of credit (previously reported on a net basis) have been separated, and each are presented on a gross basis within the "Cash Flows from Financing Activities" section. These reclassifications had no impact on previously-reported net income, equity, or net change in cash and cash equivalents.

### Significant Accounting Policies

The preparation of financial statements in accordance with GAAP requires management to make judgments that are subjective in order to make certain estimates and assumptions, and our application of these accounting policies involves the exercise of judgment regarding the use of assumptions as to future uncertainties. A summary of our significant accounting policies is provided in Note 2 to our consolidated financial statements included in our Form 10-K. There were no material changes to our significant accounting policies during the three months ended March 31, 2018.

### Recently-Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers (Topic 606)" ("ASU 2014-09"), which was amended in each of March, April, May, and December of 2016. ASU 2014-09, as amended, supersedes or replaces nearly all GAAP revenue recognition guidance and establishes a new, control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time and will expand disclosures about revenue. ASU 2014-09 was adopted beginning with the three months ended March 31, 2018, using the modified retrospective method (under which the cumulative effect of initially applying the guidance was recognized at the date of initial application). Our adoption of ASU 2014-09 did not (and is not expected to) have a material impact on our results of operations or financial condition, as the primary impact of this update is related to common area maintenance and other material tenant reimbursements, whereas the majority of our revenue is from rental income pursuant to net-lease agreements, with very little being attributed to tenant recoveries. The impact of ASU 2014-09 will not take effect until

the new leasing standard (ASU 2016-02, as defined below) becomes effective on January 1, 2019. In February 2016, the FASB issued ASU 2016-02, “Leases (Topic 842): An Amendment of the FASB Accounting Standards Codification” (“ASU 2016-02”). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee, which classification determines whether lease expense is recognized based on an effective interest method or on a straight-line basis, respectively, over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all

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leases with a term of greater than 12 months, regardless of the classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. ASU 2016-02 supersedes the previous leasing standard, ASC 840, “Leases,” and is effective on January 1, 2019, with early adoption permitted. We expect our legal expenses (included in General and administrative expenses on our Condensed Consolidated Statements of Operations) to increase marginally, as the new standard requires us to expense indirect leasing costs that were previously capitalized; however, we do not expect ASU 2016-02 to materially impact our condensed consolidated financial statements, as we currently only have two operating ground lease arrangements with terms greater than one year for which we are the lessee.

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments” (“ASU 2016-15”), which provides guidance on certain cash flow classification issues, with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified on the statement of cash flows. ASU 2016-15 was adopted beginning with the three months ended March 31, 2018, and did not have a material impact on our condensed consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, “Statement of Cash Flows (Topic 230): Restricted cash (a consensus of the FASB Emerging Issues Task Force)” (“ASU 2016-18”), which requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents, and amounts described as restricted cash or restricted cash equivalents. Under ASU 2016-18, amounts described as restricted cash and restricted cash equivalents will be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This guidance became effective beginning with the three months ended March 31, 2018, and did not have a material impact on our condensed consolidated financial statements.

In February 2017, the FASB issued ASU 2017-05, “Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets” (“ASU 2017-05”), which provides guidance for recognizing gains and losses from the transfer of nonfinancial assets and in-substance nonfinancial assets in contracts with non-customers (unless other specific guidance applies). ASU 2017-05 requires derecognition once control of a distinct nonfinancial asset or in-substance nonfinancial asset is transferred. Additionally, when a company transfers its controlling interest in a nonfinancial asset but retains a non-controlling ownership interest, any non-controlling interest received is required to be measured at fair value, and the company is required to recognize a full gain or loss on the transaction. As a result of ASU 2017-05, the guidance specific to real estate sales in ASC 360-20 will be eliminated, and partial sales of real estate assets will now be subject to the same derecognition model as all other nonfinancial assets. ASU 2017-05 was adopted beginning with the three months ended March 31, 2018, utilizing the modified retrospective approach, and its adoption did not (and is not expected to) have a material impact on our condensed consolidated financial statements.

**NOTE 3. REAL ESTATE AND INTANGIBLE ASSETS**

All of our properties are wholly-owned on a fee-simple basis, except where noted. The following table provides certain summary information about our 75 farms as of March 31, 2018 (dollars in thousands, except for footnotes):

Location	No. of Farms	Total Acres	Farm Acres	Net Cost Basis <sup>(1)</sup>	Encumbrances <sup>(2)</sup>
California	29	8,241	7,465	\$211,816	\$ 146,767
Florida	16	11,006	8,846	115,140	73,003
Arizona <sup>(3)</sup>	6	6,280	5,228	45,126	22,691
Colorado	10	31,450	24,513	42,081	24,538
Oregon	4	2,313	2,003	19,794	11,970
Nebraska	2	2,559	2,101	10,585	6,602
Washington	1	746	417	9,250	5,368
Michigan	5	446	291	5,042	2,790
North Carolina	2	310	295	2,352	1,301
	75	63,351	51,159	\$461,186	\$ 295,030

(1)



Consists of the initial acquisition price (including the costs allocated to both tangible and intangible assets acquired and liabilities assumed), plus subsequent improvements and other capitalized costs associated with the properties, and adjusted for accumulated depreciation and amortization. Includes Investments in real estate, net (excluding improvements paid for by the tenant) and Lease intangibles, net; plus net above-market lease values and lease incentives included in Other assets, net; and less net below-market lease values and deferred revenue included in Other liabilities, net; each as shown on the accompanying Condensed Consolidated Balance Sheet.

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- (2) Excludes approximately \$2.1 million of debt issuance costs related to mortgage notes and bonds payable, included in Mortgage notes and bonds payable, net on the accompanying Condensed Consolidated Balance Sheet. Includes two farms in which we own a leasehold interest via ground leases with the State of Arizona that expire in
- (3) February 2022 and February 2025, respectively. In total, these two farms consist of 1,368 total acres and 1,221 farm acres and had a net cost basis of approximately \$3.1 million as of March 31, 2018 (included in Lease intangibles, net on the accompanying Condensed Consolidated Balance Sheet).

**Real Estate**

The following table sets forth the components of our investments in tangible real estate assets as of March 31, 2018, and December 31, 2017 (dollars in thousands):

	March 31, 2018	December 31, 2017
Real estate:		
Land and land improvements	\$360,381	\$ 356,316
Irrigation systems	56,234	50,282
Buildings	18,429	18,191
Horticulture	35,837	34,803
Other improvements	6,584	6,551
Real estate, at cost	477,465	466,143
Accumulated depreciation	(18,550 )	(16,657 )
Real estate, net	\$458,915	\$ 449,486

Real estate depreciation expense on these tangible assets was approximately \$1.9 million and \$1.3 million for the three months ended March 31, 2018 and 2017, respectively.

Included in the figures above are amounts related to tenant improvements, which are improvements made on certain of our properties paid for by our tenants but owned by us. As of each of March 31, 2018, and December 31, 2017, we recorded tenant improvements, net of accumulated depreciation, of approximately \$2.4 million. We recorded both depreciation expense and additional rental revenue related to these tenant improvements of approximately \$76,000 and \$37,000 during the three months ended March 31, 2018 and 2017, respectively.

**Intangible Assets and Liabilities**

The following table summarizes the carrying values of certain lease intangible assets and the related accumulated amortization as of March 31, 2018, and December 31, 2017 (dollars in thousands):

	March 31, 2018	December 31, 2017
Lease intangibles:		
Leasehold interest – land	\$ 3,498	\$ 3,498
In-place leases	1,404	1,451
Leasing costs	1,523	1,490
Tenant relationships	439	439
Lease intangibles, at cost	6,864	6,878
Accumulated amortization	(1,536 )	(1,386 )
Lease intangibles, net	\$ 5,328	\$ 5,492

Total amortization expense related to these lease intangible assets was approximately \$293,000 and \$139,000 for the three months ended March 31, 2018 and 2017, respectively.

The following table summarizes the carrying values of certain lease intangible assets or liabilities included in Other assets, net and Other liabilities, net, respectively, on the accompanying Condensed Consolidated Balance Sheets and the related accumulated amortization or accretion, respectively, as of March 31, 2018, and December 31, 2017 (dollars in thousands).

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Intangible Asset or Liability	March 31, 2018		December 31, 2017	
	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion	Deferred Rent Asset (Liability)	Accumulated (Amortization) Accretion
Above-market lease values and lease incentives <sup>(1)</sup>	\$26	\$ (7 )	\$26	\$ (5 )
Below-market lease values and deferred revenue <sup>(2)</sup>	(823 )	142	(823 )	125
	\$(797)	\$ 135	\$(797)	\$ 120

(1) Above-market lease values and lease incentives are included as part of Other assets, net on the accompanying Condensed Consolidated Balance Sheets, and the related amortization is recorded as a reduction of rental income.

(2) Below-market lease values and deferred revenue are included as a part of Other liabilities, net on the accompanying Condensed Consolidated Balance Sheets, and the related accretion is recorded as an increase to rental income.

Total amortization related to above-market lease values and lease incentives was approximately \$2,000 for each of the three months ended March 31, 2018 and 2017. Total accretion related to below-market lease values and deferred revenue was approximately \$17,000 and \$15,000 for the three months ended March 31, 2018 and 2017, respectively.

**Acquisitions**

Upon our adoption of ASU 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business," during the three months ended December 31, 2016, most acquisitions, including those with a prior leasing history, are generally treated as an asset acquisition under ASC 360. For acquisitions accounted for as asset acquisitions under ASC 360, all acquisition-related costs are capitalized and included as part of the fair value allocation of the identifiable tangible and intangible assets acquired, other than those costs that directly related to originating new leases we execute upon acquisition, which are capitalized as part of leasing costs. In addition, total consideration for acquisitions may include a combination of cash and equity securities, such as OP Units. When OP Units are issued in connection with acquisitions, we determine the fair value of the OP Units issued based on the number of units issued multiplied by the closing price of the Company's common stock on the date of acquisition.

**2018 Acquisitions**

During the three months ended March 31, 2018, we acquired two new farms, which are summarized in the table below (dollars in thousands).

Property Name	Property Location	Acquisition Date	Total Acreage	No. of Primary Farms	Primary Crop(s)	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs <sup>(1)</sup>	Annualized Straight-line Rent <sup>(2)</sup>	New Long-term Debt
Taft Highway <sup>(3)</sup>	Kern, CA	1/31/2018	161	1	Potatoes and Melons	N/A	N/A	\$2,945	\$ 33	\$ —	\$ —
Cemetery Road	Van Buren, MI	3/13/2018	176	1	Blueberries	9.6 years	N/A	2,100	39	150	1,260
			337	2				\$5,045	\$ 72	\$ 150	\$ 1,260

(1) Unless noted otherwise, acquisitions were accounted for as asset acquisitions under ASC 360.

(2) Annualized straight-line rent is based on the minimum cash rental payments guaranteed under the lease, as required under GAAP.

(3) Farm was purchased with no lease in place at the time of acquisition.

(4) Subsequent to March 31, 2018, we entered into a loan agreement with an existing lender collateralized by this farm (see Note 10, "Subsequent Events" for additional information on the loan).

During the three months ended March 31, 2018, in the aggregate, we recognized operating revenues of approximately \$8,000 and a net loss of approximately \$5,000 related to the above acquisitions.

**2017 Acquisitions**

During the three months ended March 31, 2017, we acquired one new farm, which is summarized in the table below (dollars in thousands).

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Property Name	Property Location	Acquisition Date	Total Acreage	No. of Farms	Primary Crop(s)	Lease Term	Renewal Options	Total Purchase Price	Acquisition Costs <sup>(1)</sup>	Annualized Straight-line Rent <sup>(2)</sup>	Net Long-term Debt
Citrus Boulevard	Martin, FL	1/12/2017	3,748	1	Organic Vegetables	7.0 years	3 (5 years)	\$54,000	\$ 80	\$ 2,926	\$ 32,400

<sup>(1)</sup> Unless noted otherwise, acquisitions were accounted for as asset acquisitions under ASC 360.

<sup>(2)</sup> Annualized straight-line rent is based on the minimum cash rental payments guaranteed under the lease, as required under GAAP.

During the three months ended March 31, 2017, in the aggregate, we recognized operating revenues of approximately \$645,000 and earnings of approximately \$380,000 related to the above acquisition.

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## Purchase Price Allocations

The allocation of the aggregate purchase price for the farms acquired during each of the three months ended March 31, 2018 and 2017 is as follows (dollars in thousands):

Acquisition Period	Land and Land Improvements	Buildings	Irrigation & Drainage Systems	Horticulture	In-place Leases	Leasing Costs	Total Purchase Price
2018 Acquisitions	\$ 3,256	\$ 123	\$ 582	\$ 961	76	\$ 47	\$ 5,045
2017 Acquisitions	52,375	178	1,447	—	—	—	54,000

## Acquired Intangibles and Liabilities

The following table shows the weighted-average amortization periods (in years) for the intangible assets acquired and liabilities assumed in connection with new real estate acquired during the three months ended March 31, 2018. There were no intangible assets acquired or liabilities assumed in connection with new real estate acquired during the three months ended March 31, 2017.

Intangible Assets and Liabilities	Weighted-Average Amortization Period (in Years)
In-place leases	9.6
Leasing costs	9.6
All intangible assets and liabilities	9.6

## Significant Existing Real Estate Activity

## Lease Renewals

During the three months ended March 31, 2018, we terminated the leases on two of our farms in Cochise County, Arizona, early and entered into two new lease agreements with a new tenant. Each of the new leases is for a term of one year and provides for aggregate minimum rents of approximately \$480,000, which represents a decrease of approximately \$203,000 (approximately 29.7%) from that of the prior leases (before each of their terminations). However, each of the new leases also contains a variable rent component based on the total gross revenues earned by the tenants on the respective farms, whereas the prior leases were both fixed-rent leases. In addition, both of the new leases are pure, triple-net lease agreements, whereas one of the prior leases was a partial-net lease (with us responsible for the property taxes on the farm). In connection with one of the early lease terminations, on the termination date, the lease had a deferred rent liability balance of approximately \$84,000. In accordance with ASC 360-10, we recognized this balance as additional rental income during the three months ended March 31, 2018 (on the lease termination date). In connection with the other early lease termination, a full allowance of the respective lease's deferred rent asset balance (which was approximately \$50,000) was recorded to bad debt expense during the three months ended December 31, 2017. No downtime was incurred as a result of the early terminations and re-leasing of these farms, nor were any leasing commissions or tenant improvements incurred in connection with the new leases.

## Project Completion

In connection with a lease amendment executed on one of our Florida properties in June 2017, we committed to providing additional capital to expand and upgrade the existing cooler on the property. These improvements were completed during the three months ended March 31, 2018, at a total cost of approximately \$748,000. As a result of these improvements (and pursuant to the lease amendment), we expect to receive approximately \$302,000 of additional rental income throughout the term of the lease, which expires on June 30, 2022.

## Property and Casualty Loss

In January 2018, a lightning strike damaged the power plant that supplies power to one of our Arizona properties, causing damage to certain irrigation improvements on our property. We estimated the carrying value of the improvements damaged by the lightning strike to be approximately \$129,000. During the three months ended March 31, 2018, we wrote down the carrying values of the damaged improvements by approximately \$129,000, and, in accordance with ASC 610-30, "Revenue Recognition—Other Income—Gains and Losses on Involuntary Conversions," recorded a corresponding property and casualty loss on the accompanying Condensed Consolidated Statement of

Operations.

Repairs were completed on the damaged irrigation improvements during the three months ended March 31, 2018. During the three months ended March 31, 2018, we incurred approximately \$81,000 to repair the damaged improvements, of which

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approximately \$34,000 was capitalized as real estate additions and \$47,000 was recorded as repairs and maintenance expense, which is included within Property operating expenses on the accompanying Condensed Consolidated Statements of Operations.

All of the improvements damaged on this property were insured, either by us or the tenant, at the time of the lightning strike, and we believe at least partial recovery of the damage-related costs incurred is probable. However, we are still in the process of assessing the amount expected to be recovered, as well as the collectability of such amounts; thus, no offset to the loss has been recorded as of March 31, 2018.

## Portfolio Diversification and Concentrations

## Diversification

The following table summarizes the geographic locations, by state, of our farms with leases with third-party tenants in place as of March 31, 2018 and 2017 (dollars in thousands):

State	As of and For the Three Months Ended March 31, 2018					As of and For the Three Months Ended March 31, 2017				
	Number of Farms	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue	Number of Farms	Total Acres	% of Total Acres	Rental Revenue	% of Total Rental Revenue
California	29	8,241	13.0%	\$ 3,028	45.3%	22	6,713	12.4%	\$ 2,857	49.7%
Florida	16	11,006	17.4%	1,754	26.2%	16	9,315	17.1%	1,531	26.6%
Colorado	10	31,450	49.6%	686	10.3%	9	30,170	55.5%	673	11.7%
Arizona	6	6,280	9.9%	528	7.9%	2	3,000	5.5%	186	3.2%
Oregon	4	2,313	3.7%	307	4.6%	4	2,313	4.3%	294	5.1%
Nebraska	2	2,559	4.0%	145	2.2%	2	2,559	4.7%	145	2.6%
Washington	1	746	1.2%	121	1.8%	—	—	—%	—	—%
Michigan	5	446	0.7%	70	1.0%	4	270	0.5%	62	1.1%
North Carolina	2	310	0.5%	49	0.7%	—	—	—%	—	—%
TOTALS	75	63,351	100.0%	\$ 6,688	100.0%	59	54,340	100.0%	\$ 5,748	100.0%

## Concentrations

## Credit Risk

As of March 31, 2018, our farms were leased to 52 different, third-party tenants (plus one related-party tenant), with certain tenants leasing more than one farm. One unrelated tenant (“Tenant A”) leases five of our farms, and aggregate rental revenue attributable to Tenant A accounted for approximately \$1.1 million, or 16.6%, of the rental revenue recorded during the three months ended March 31, 2018. If Tenant A fails to make rental payments, elects to terminate its leases prior to their expirations, or does not renew its leases (and we cannot re-lease the farms on satisfactory terms), there could be a material adverse effect on our financial performance and ability to continue operations. No other individual tenant represented greater than 10.0% of the total rental revenue recorded during the three months ended March 31, 2018.

## Geographic Risk

As of March 31, 2018, 29 of the 75 farms we owned were located in California, 16 farms were located in Florida, and 10 farms were located in Colorado. Further, our California, Florida, and Colorado farms accounted for approximately \$3.0 million (45.3%), \$1.8 million (26.2%), and \$0.7 million (10.3%), respectively, of the rental revenue recorded during the three months ended March 31, 2018. Our 29 California farms are spread across four of the many different growing regions within the state. Though we seek to continue to further diversify geographically, as may be desirable or feasible, should an unexpected natural disaster occur where our properties are located, there could be a material adverse effect on our financial performance and ability to continue operations. None of our farms in California or Florida were materially impacted by the recent wildfires or hurricanes in those respective areas. No other single state accounted for more than 10.0% of the total rental revenue recorded during the three months ended March 31, 2018.

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## NOTE 4. BORROWINGS

Our borrowings as of March 31, 2018, and December 31, 2017 are summarized below (dollars in thousands):

	Carrying Value as of		As of March 31, 2018	
	March 31, 2018	December 31, 2017	Stated Interest Rates <sup>(1)</sup> (Range; Wtd Avg)	Maturity Dates (Range; Wtd Avg)
Mortgage notes and bonds payable:				
Fixed-rate mortgage notes payable	\$205,579	\$208,469	3.16%–4.70%; 3.62%	6/1/2020–11/1/2041; May 2029
Fixed-rate bonds payable	85,551	84,519	2.38%–4.47%; 3.15%	7/30/2018–3/13/2028; August 2021
Total mortgage notes and bonds payable	291,130	292,988		
Debt issuance costs – mortgage notes and bonds payable	(2,080 )	(1,986 )	N/A	N/A
Mortgage notes and bonds payable, net	\$289,050	\$291,002		
Variable-rate revolving lines of credit	\$3,900	\$10,000	3.95%	4/5/2024
Total borrowings, net	\$292,950	\$301,002		

<sup>(1)</sup> Where applicable, stated interest rates are before interest patronage (as described below).

The weighted-average interest rate charged on the above borrowings, excluding the impact of debt issuance costs and before any interest patronage, or refunded interest, was 3.52% for the three months ended March 31, 2018, as compared to 3.25% for the prior-year period. In addition, 2017 interest patronage from our Farm Credit Notes Payable (as defined below), which we received prior to the filing of this Form 10-Q and recorded during the three months ended March 31, 2018, resulted in a 18.0% reduction (approximately 71 basis points) to the stated interest rates on such borrowings. We are unable to estimate the amount of interest patronage to be received, if any, related to interest accrued during 2018 on our Farm Credit Notes Payable.

## MetLife Borrowings

## MetLife Facility

On May 9, 2014, we closed on a credit facility (the “MetLife Facility”) with Metropolitan Life Insurance Company (“MetLife”). As a result of subsequent amendments, the MetLife Facility currently consists of an aggregate of \$200.0 million of term notes (the “MetLife Term Notes”) and \$75.0 million of revolving equity lines of credit (the “MetLife Lines of Credit”). The following table summarizes the pertinent terms of the MetLife Facility as of March 31, 2018 (dollars in thousands, except for footnotes):

Issuance	Aggregate Commitment	Maturity Dates	Principal Outstanding	Interest Rate Terms	Undrawn Commitment
MetLife Term Notes	\$ 200,000	<sup>(1)</sup> 1/5/2029	\$ 128,914	3.30%, fixed through 1/4/2027	<sup>(2)</sup> \$ 63,530
MetLife Lines of Credit	75,000	4/5/2024	3,900	3-month LIBOR + 2.25%	<sup>(5)</sup> 71,100
Total principal outstanding			\$ 132,814		<sup>(3)(4)</sup>

- <sup>(1)</sup> If the aggregate commitment under the MetLife Facility is not fully utilized by December 31, 2019, MetLife has the option to be relieved of its obligation to disburse the additional funds under the MetLife Term Notes. Represents the blended interest rate as of March 31, 2018. Interest rates for subsequent disbursements will be based on then-prevailing market rates. The interest rate on all then-outstanding disbursements will be subject to <sup>(2)</sup> adjustment on January 5, 2027. Through December 31, 2019, the MetLife Term Notes are also subject to an unused fee from 0.10% to 0.20% on undrawn amounts (based on the balance drawn under the MetLife Term Notes).



(3) Based on the properties that were pledged as collateral under the MetLife Facility, as of March 31, 2018, the maximum additional amount we could draw under the facility was approximately \$16.5 million.

(4) Net of amortizing principal payments of approximately \$7.6 million.

The interest rate on the MetLife Lines of Credit is subject to a minimum annualized rate of 2.50%, plus an unused fee from 0.10% to 0.20% on undrawn amounts (based on the balance drawn under each line of credit). The interest rate spread will be subject to adjustment on October 5, 2019. As of March 31, 2018, the interest rate on the MetLife Lines of Credit was 3.95%.

#### Individual MetLife Notes

The following table summarizes, in the aggregate, the terms of two additional loan agreements entered into with MetLife (collectively, the “Individual MetLife Notes”) as of March 31, 2018 (dollars in thousands):

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Date of Issuance	Principal Outstanding	Maturity Date	Principal Amortization	Interest Rate Terms
5/31/2017	\$ 15,032	2/14/2022 & 2/14/2025	28.6 years	3.55% & 3.85%, fixed throughout their respective terms

As of March 31, 2018, we were in compliance with all covenants applicable to the MetLife Borrowings.

**Farm Credit Notes Payable**

From time to time since September 2014, we, through certain subsidiaries of our Operating Partnership, have entered into various loan agreements with certain Farm Credit associations, including Farm Credit of Central Florida, FLCA (“Farm Credit CFL”), Farm Credit West, FLCA (“Farm Credit West”), Cape Fear Farm Credit, ACA (“CF Farm Credit”), Farm Credit of Florida, ACA (“Farm Credit FL”), and Northwest Farm Credit Services, FLCA (“NW Farm Credit,” and, collectively, with the other Farm Credit associations, “Farm Credit”). The following table summarizes, in the aggregate, the pertinent terms of the loans outstanding from Farm Credit (collectively, the “Farm Credit Notes Payable”) as of March 31, 2018 (dollars in thousands, except for footnotes):

Issuer	# of Loans Outstanding	Dates of Issuance	Maturity Dates	Principal Outstanding	Stated Interest Rate <sup>(1)</sup>	
Farm Credit CFL	7	9/19/2014 – 7/13/2017	6/1/2020 – 10/1/2040	\$ 24,496	4.29%	(2)
Farm Credit West	4	4/4/2016 – 12/20/2017	5/1/2037 – 11/1/2041	24,222	4.02%	(3)
CF Farm Credit	1	6/14/2017	7/1/2022	1,301	4.41%	(4)
Farm Credit FL	1	8/9/2017	3/1/2037	5,727	4.70%	(5)
NW Farm Credit	1	9/8/2017	9/1/2024	5,368	4.41%	(6)
Total	14			\$ 61,114		

(1) Represents the weighted-average, blended rate (before interest patronage, as discussed below) on the respective borrowings as of March 31, 2018.

In April 2018, we received interest patronage of approximately \$142,000 related to interest accrued on loans from Farm Credit CFL during the year ended December 31, 2017, which resulted in a 15.1% reduction (approximately 58 basis points) to the stated interest rates on such borrowings. In April 2017, we received interest patronage related to loans from Farm Credit CFL of approximately \$124,000.

In February 2018, we received interest patronage of approximately \$126,000 related to interest accrued on loans from Farm Credit West during the year ended December 31, 2017, which resulted in a 19.7% reduction (approximately 75 basis points) to the stated interest rates on such borrowings. In February 2017, we received interest patronage related to loans from Farm Credit West of approximately \$59,000.

In April 2018, we received interest patronage of approximately \$11,000 related to interest accrued on loans from CF Farm Credit during the year ended December 31, 2017, which resulted in a 36.6% reduction (approximately 161 basis points) to the stated interest rates on such borrowings. We did not receive any interest patronage related to loans from CF Farm Credit prior to 2018.

In April 2018, we received interest patronage of approximately \$27,000 related to interest accrued on loans from Farm Credit FL during the year ended December 31, 2017, which resulted in a 24.6% reduction (approximately 115 basis points) to the stated interest rates on such borrowings. We did not receive any interest patronage related to loans from Farm Credit FL prior to 2018.

In February 2018, we received interest patronage of approximately \$17,000 related to interest accrued on loans from NW Farm Credit during the year ended December 31, 2017, which resulted in a 22.7% reduction (approximately 100 basis points) to the stated interest rates on such borrowings. We did not receive any patronage related to loans from NW Farm Credit prior to 2018.

Interest patronage, or refunded interest, on our borrowings from the various Farm Credit associations is generally recorded upon receipt and is included in Other income on our Condensed Consolidated Statements of Operations. Receipt of interest patronage typically occurs in the first half of the calendar year following the year in which the respective interest payments are made.

As of March 31, 2018, we were in compliance with all covenants applicable to the Farm Credit Notes Payable.

Farmer Mac Facility

On December 5, 2014, we, through certain subsidiaries of our Operating Partnership, entered into a bond purchase agreement (the “Bond Purchase Agreement”) with Federal Agricultural Mortgage Corporation (“Farmer Mac”) and Farmer Mac Mortgage Securities Corporation (the “Bond Purchaser”) for a secured note purchase facility. As amended, the Bond Purchase Agreement provides for bond issuances up to an aggregate principal amount of \$125.0 million (the “Farmer Mac Facility”) through December 11, 2018.

During the three months ended March 31, 2018, we issued one bond for gross proceeds of approximately \$1.3 million, the terms of which are summarized in the table below (dollars in thousands):

Date of Issuance	Gross Proceeds <sup>(1)</sup>	Maturity Dates	Principal Amortization	Interest Rate Terms
3/13/2018	\$ 1,260	<sup>(1)</sup> 3/13/2028	None	4.47%, fixed throughout its respective term

<sup>(1)</sup> Proceeds from these bonds were used for the acquisitions of a new farm.

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The following table summarizes, in the aggregate, the terms of the 15 bonds outstanding under the Farmer Mac Facility as of March 31, 2018 (dollars in thousands):

Dates of Issuance	Initial Commitment	Maturity Dates	Principal Outstanding	Stated Interest Rate <sup>(1)</sup>	Undrawn Commitment
12/11/2014–3/13/2018	\$ 125,000	<sup>(2)</sup> 7/30/2018–3/13/2028	\$ 85,551	3.15%	\$ 37,858 <sup>(3)</sup>

<sup>(1)</sup> Represents the weighted-average interest rate as of March 31, 2018.

<sup>(2)</sup> If the balance of the Farmer Mac Facility is not fully utilized by December 11, 2018, Farmer Mac has the option to be relieved of its obligations to purchase additional bonds under the facility.

<sup>(3)</sup> As of March 31, 2018, there was no additional availability to draw under the Farmer Mac Facility, as no additional properties had been pledged as collateral.

As of March 31, 2018, we were in compliance with all covenants under the Farmer Mac Facility.

## Rabo Note Payable

On October 13, 2017, in connection with the acquisition of a farm, we closed on a term loan from Rabo AgriFinance, LLC (“Rabo”). The following table summarizes the terms of our loan agreement with Rabo (the “Rabo Note Payable”) as of March 31, 2018 (dollars in thousands):

Date of Issuance	Maturity Date	Principal Outstanding	Principal Amortization	Stated Interest Rate
10/13/2017	10/1/2022	\$ 518	25.0 years	4.59%

As of March 31, 2018, we were in compliance with all covenants under the Rabo Note Payable.

## Debt Service – Aggregate Maturities

Scheduled principal payments of our aggregate mortgage notes and bonds payable as of March 31, 2018, for the succeeding years are as follows (dollars in thousands):

Period	Scheduled Principal Payments
For the remaining nine months ending December 31: 2018	\$ 20,315
For the fiscal years ending December 31:	
2019	11,066
2020	26,495
2021	7,259
2022	36,541
2023	41,322
Thereafter	148,132
	\$ 291,130

## Fair Value

ASC 820 provides a definition of fair value that focuses on the exchange (exit) price of an asset or liability in the principal, or most advantageous, market and prioritizes the use of market-based inputs to the valuation. ASC 820-10, “Fair Value Measurements and Disclosures,” establishes a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The three levels are defined as follows:

Level 1 — inputs that are based upon quoted prices (unadjusted) for identical assets or liabilities in active markets;

Level 2 — inputs are based upon quoted prices for similar assets or liabilities in active or inactive markets or model-based valuation techniques, for which all significant inputs are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 — inputs are generally unobservable and significant to the fair value measurement. These unobservable inputs are generally supported by little or no market activity and are based upon management’s estimates of assumptions that market participants would use in pricing the asset or liability.

As of March 31, 2018, the aggregate fair value of our long-term, fixed-rate mortgage notes and bonds payable was approximately \$278.8 million, as compared to an aggregate carrying value (excluding unamortized related debt issuance costs)

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of approximately \$291.1 million. The fair value of our long-term, fixed-rate mortgage notes and bonds payable is valued using Level 3 inputs under the hierarchy established by ASC 820-10 and is calculated based on a discounted cash flow analysis, using discount rates based on management's estimates of market interest rates on long-term debt with comparable terms. Further, due to the revolving nature of the MetLife Lines of Credit and the lack of changes in market credit spreads, their aggregate fair value as of March 31, 2018, is deemed to approximate their aggregate carrying value of \$3.9 million.

**NOTE 5. MANDATORILY-REDEEMABLE PREFERRED STOCK**

In August 2016, we completed a public offering of 6.375% Series A Cumulative Term Preferred Stock, par value \$0.001 per share (the "Series A Term Preferred Stock"), at a public offering price of \$25.00 per share. As a result of this offering (including the underwriters' exercise of their option to purchase additional shares to cover over-allotments), we issued a total of 1,150,000 shares of the Series A Term Preferred Stock for gross proceeds of approximately \$28.8 million and net proceeds, after deducting underwriting discounts and offering expenses borne by us, of approximately \$27.6 million. The Series A Term Preferred Stock is traded under the ticker symbol, "LANDP," on the Nasdaq Global Market.

Generally, we may not redeem shares of the Series A Term Preferred Stock prior to September 30, 2018, except in limited circumstances to preserve our qualification as a REIT. On or after September 30, 2018, we may redeem the shares at a redemption price of \$25.00 per share, plus any accumulated and unpaid dividends up to, but excluding, the date of redemption. The shares of the Series A Term Preferred Stock have a mandatory redemption date of September 30, 2021, and are not convertible into our common stock or any other securities. We incurred approximately \$1.2 million in total offering costs related to this issuance, which have been recorded net of the Series A Term Preferred Stock as presented on the accompanying Condensed Consolidated Balance Sheet, and we will amortize these costs over the mandatory redemption period.

The Series A Term Preferred Stock is recorded as a liability on our accompanying Condensed Consolidated Balance Sheets in accordance with ASC 480, "Distinguishing Liabilities from Equity," which states that mandatorily-redeemable financial instruments should be classified as liabilities. In addition, the related dividend payments are treated similar to interest expense in the accompanying Condensed Consolidated Statements of Operations.

As of March 31, 2018, the fair value of our Series A Term Preferred Stock was approximately \$29.6 million, as compared to the carrying value, exclusive of offering costs, of \$28.8 million. The fair value of our Series A Term Preferred Stock is valued using Level 1 inputs under the hierarchy established by ASC 820-10, "Fair Value Measurements and Disclosures," and is calculated based on the closing per-share price as of March 31, 2018, of \$25.74.

The dividends to preferred stockholders declared by our Board of Directors and paid by us during the three months ended March 31, 2018 and 2017 are reflected in the table below.

Fiscal Year	Declaration Date	Record Date	Payment Date	Dividend per Preferred Share
2018	January 9, 2018	January 22, 2018	January 31, 2018	\$0.1328125
	January 9, 2018	February 16, 2018	February 28, 2018	0.1328125
	January 9, 2018	March 20, 2018	March 30, 2018	0.1328125
	Three Months Ended March 31, 2018			\$0.3984375
2017	January 10, 2017	January 20, 2017	January 31, 2017	\$0.1328125
	January 10, 2017	February 16, 2017	February 28, 2017	0.1328125
	January 10, 2017	March 22, 2017	March 31, 2017	0.1328125
	Three Months Ended March 31, 2017			\$0.3984375

**NOTE 6. RELATED-PARTY TRANSACTIONS**

Our Adviser and Administrator

We are externally managed pursuant to contractual arrangements with our Adviser and our Administrator, which collectively employ all of our personnel and pay their salaries, benefits, and general expenses directly. Both our Adviser and Administrator are affiliates of ours, as their parent company is owned and controlled by David Gladstone, our chairman, chief executive officer, and president. In addition, two of our executive officers, Mr. Gladstone and Terry Brubaker (our vice chairman and

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chief operating officer), serve as directors and executive officers of each of our Adviser and Administrator, and Michael LiCalsi, our general counsel and secretary, serves as our Administrator's president, general counsel, and secretary.

The investment advisory agreement with our Adviser and the administration agreement with our Administrator (the "Administration Agreement") each became effective February 1, 2013. On April 11, 2017, we entered into a Second Amended and Restated Investment Advisory Agreement (the "Amended Advisory Agreement") with our Adviser that became effective beginning with the three months ended June 30, 2017. Our entrance into the Amended Advisory Agreement was approved unanimously by our board of directors, including, specifically, our independent directors. A summary of the compensation terms for each of the investment advisory agreement with our Adviser that was in effect through March 31, 2017 (the "Prior Advisory Agreement"), the Amended Advisory Agreement, and the Administration Agreement is below.

### Prior Advisory Agreement

Pursuant to the Prior Advisory Agreement that was in effect through March 31, 2017, our Adviser was compensated in the form of a base management fee and, as applicable, an incentive fee. Each of these fees is described below.

#### Base Management Fee

We paid an annual base management fee equal to 2.0% of our adjusted stockholders' equity, which was defined as our total stockholders' equity at the end of each quarter less the recorded value of any preferred stock we may have issued.

#### Incentive Fee

We also paid an additional quarterly incentive fee based on funds from operations (as defined in the Prior Advisory Agreement). For purposes of calculating the incentive fee, our funds from operations, before giving effect to any incentive fee (our "Pre-Incentive Fee FFO"), included any realized capital gains or losses, less any distributions paid on our preferred stock, but did not include any unrealized capital gains or losses. The incentive fee rewarded our Adviser if our Pre-Incentive Fee FFO for a particular calendar quarter exceeded a hurdle rate of 1.75% (7.0% annualized) of our total stockholders' equity (as shown on the balance sheet) at the end of the quarter. Our Adviser received 100% of the amount of the Pre-Incentive Fee FFO for the quarter that exceeded the hurdle rate but was less than 2.1875% of our total stockholders' equity at the end of the quarter (8.75% annualized) and 20% of the amount of our Pre-Incentive Fee FFO that exceeded 2.1875% for the quarter.

### Amended Advisory Agreement

Pursuant to the Amended Advisory Agreement, effective beginning with the three months ended June 30, 2017, our Adviser has been compensated in the form of a base management fee and, each as applicable, an incentive fee, a capital gains fee, and a termination fee. Each of these fees is described below.

#### Base Management Fee

A base management fee is paid quarterly and will be calculated as 2.0% per annum (0.50% per quarter) of the prior calendar quarter's total adjusted equity, which is defined as total equity plus total mezzanine equity, if any, each as reported on our balance sheet, adjusted to exclude unrealized gains and losses and certain other one-time events and non-cash items ("Total Adjusted Equity").

#### Incentive Fee

An incentive fee is calculated and payable quarterly in arrears if the Pre-Incentive Fee FFO for a particular quarter exceeds a hurdle rate of 1.75% (7.0% annualized) of the prior calendar quarter's Total Adjusted Equity. For purposes of this calculation, Pre-Incentive Fee FFO is defined in the Amended Advisory Agreement as FFO (also as defined in the Amended Advisory Agreement) accrued by the Company during the current calendar quarter (prior to any incentive fee calculation for the current calendar quarter), less any dividends paid on preferred stock securities that are not treated as a liability for GAAP purposes. Our Adviser will receive: (i) no Incentive Fee in any calendar quarter in which the Pre-Incentive Fee FFO does not exceed the hurdle rate; (ii) 100% of the Pre-Incentive Fee FFO with respect to that portion of such Pre-Incentive Fee FFO, if any, that exceeds the hurdle rate but is less than 2.1875% in any calendar quarter (8.75% annualized); and (iii) 20% of the amount of the Pre-Incentive Fee FFO, if any, that exceeds 2.1875% in any calendar quarter (8.75% annualized).

#### Capital Gains Fee



A capital gains-based incentive fee will be calculated and payable in arrears at the end of each fiscal year (or upon termination of the Amended Advisory Agreement). The capital gains fee shall equal: (i) 15% of the cumulative aggregate realized capital gains minus the cumulative aggregate realized capital losses, minus (ii) any aggregate capital gains fees paid in prior periods. For purposes of this calculation, realized capital gains and losses will be calculated as (x) the sales price of the property, minus (y) any costs to sell the property and the then-current gross value of the property (which includes the property's original

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acquisition price plus any subsequent, non-reimbursed capital improvements). At the end of each fiscal year, if this figure is negative, no capital gains fee shall be paid. To date, no capital gains fee has been earned by our Advisor.

Termination Fee

In the event of our termination of the Amended Advisory Agreement for any reason (with 120 days' prior written notice and the vote of at least two-thirds of our independent directors), a termination fee would be payable to the Adviser equal to three times the sum of the average annual base management fee and incentive fee earned by the Adviser during the 24-month period prior to such termination.

Administration Agreement

Pursuant to the Administration Agreement, we pay for our allocable portion of the Administrator's expenses incurred while performing services to us, including, but not limited to, rent and the salaries and benefits expenses of our Administrator's employees, including our chief financial officer, treasurer, chief compliance officer, general counsel, and secretary (who also serves as our Administrator's president, general counsel, and secretary), and their respective staffs.

TRS Lease Assumption

On October 17, 2017, the then-existing lease on one of our farms was assigned by the tenant to Land Advisers. In connection with this transaction, on October 23, 2017, in exchange for services provided by our Adviser to Land Advisers, our Adviser and Land Advisers entered into an Expense Sharing Agreement (the "TRS Expense Sharing Agreement"). In addition, during the three months ended December 31, 2017, to account for the time our Administrator's staff spends on activities related to Land Advisers, we adopted a policy wherein a portion of the fee paid by the Company to our Administrator pursuant to the Administration Agreement would be allocated to Land Advisers (the "TRS Administration Fee Allocation, and together with the TRS Expense Sharing Agreement, the "TRS Fee Arrangements").

TRS Fee Arrangements

TRS Expense Sharing Agreement

Pursuant to the TRS Expense Sharing Agreement, our Adviser is responsible for maintaining the day-to-day operations on the farm leased to Land Advisers. In exchange for such services, Land Advisers compensates our Adviser through reimbursement of certain expenses incurred by our Adviser, including Land Advisers' pro-rata share of our Adviser's payroll and related benefits (based on the percentage of each employee's time devoted to matters related to Land Advisers in relation to the time such employees devoted to all affiliated funds, collectively, advised by our Adviser) and general overhead expenses (based on the total general overhead expenses incurred by our Adviser multiplied by the ratio of hours worked by our Adviser's employees on matters related to Land Advisers to the total hours worked by our Adviser's employees).

Through March 31, 2018, our Adviser had incurred approximately \$146,000 of costs related to services provided to Land Advisers (approximately \$75,000 of which were incurred during the three months ended March 31, 2018). Such costs, while payable by Land Advisers, are initially accumulated and deferred (included within Crop inventory on the accompanying Condensed Consolidated Balance Sheets) and allocated to cost of sales as the related crops are harvested and sold. During the three months ended March 31, 2018, approximately \$66,000 of the total accumulated costs incurred by our Adviser was allocated to the cost of crops sold and is included within Management Fee on the accompanying Condensed Consolidated Statement of Operations for the three months ended March 31, 2018. As of March 31, 2018, the amount of accumulated costs incurred by our Adviser that remain unallocated and deferred within crop inventory was approximately \$80,000.

TRS Administration Fee Allocation

Under to the TRS Administration Fee Allocation, a portion of the fee owed by us to our Administrator under the Administration Agreement is allocated to Land Advisers based on the percentage of each employee's time devoted to matters related to Land Advisers in relation to the total time such employees devoted to the Company.

During the three months ended March 31, 2018, approximately \$12,000 of the administration fee that would have otherwise been owed by us to our Administrator was allocated to Land Advisers This administration fee is payable by Land Advisers and is included within Administration Fee on the accompanying Condensed Consolidated Statement of Operations for the three months ended March 31, 2018.

Gladstone Securities

On April 11, 2017, we entered into an agreement with Gladstone Securities, LLC, (“Gladstone Securities”), effective beginning with the three months ended June 30, 2017, for it to act as our non-exclusive agent to assist us with arranging financing for our properties (the “Financing Arrangement Agreement”). Gladstone Securities is a privately-held broker-dealer and a member of

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the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. Gladstone Securities is an affiliate of ours, as its parent company is owned and controlled by Mr. Gladstone, who also serves on the board of managers of Gladstone Securities.

**Financing Arrangement Agreement**

We pay Gladstone Securities a financing fee in connection with the services it provides to us for securing financing on our properties. Depending on the size of the financing obtained, the maximum amount of the financing fee, which will be payable upon closing of the respective financing, will range from 0.5% to 1.0% of the amount of financing obtained. The amount of the financing fee may be reduced or eliminated as determined by us and Gladstone Securities after taking into consideration various factors, including, but not limited to, the involvement of any third-party brokers and general market conditions. No financing fees were paid to Gladstone Securities during the three months ended March 31, 2018. Through March 31, 2018, the total amount of financing fees paid to Gladstone Securities represented approximately 0.12% of the total financings secured since the Financing Arrangement Agreement has been in place.

**Dealer-Manager Agreement**

On January 10, 2018, we entered into a dealer-manager agreement (the “Dealer-Manager Agreement”), with Gladstone Securities, whereby Gladstone Securities will serve as our exclusive dealer-manager in connection with the Primary Offering of our Series B Preferred Stock (each as defined in Note 7, “Equity,” under “Series B Preferred Stock”). Under the Dealer-Manager Agreement, Gladstone Securities will provide certain sales, promotional, and marketing services to us in connection with the offering of the Series B Preferred Stock, and we will pay the Gladstone Securities (i) selling commissions of up to 7.0% of the gross proceeds from sales of Series B Preferred Stock in the Primary Offering (the “Selling Commissions”), and (ii) a dealer-manager fee of 3.0% of the gross proceeds from sales of Series B Preferred Stock in the Primary Offering (the “Dealer-Manager Fee”). No Selling Commissions or Dealer-Manager Fee shall be paid with respect to shares of the Series B Preferred Stock sold pursuant to the DRIP (as defined in Note 7, “Equity,” under “Series B Preferred Stock”). Gladstone Securities may, in its sole discretion, reallocate a portion of the Dealer-Manager Fee to participating broker-dealers in support of the Primary Offering. The terms of the Dealer-Manager Agreement were approved by our board of directors, including all of its independent directors. There have been no commissions or fees paid to Gladstone Securities in connection with the Series B Preferred Stock to date.

**Related-Party Fees**

The following table summarizes related-party fees paid or accrued for and reflected in our accompanying Condensed Consolidated Statements of Operations (dollars in thousands):

	For the Three Months Ended March 31,	
	2018	2017
Management fee <sup>(1)(2)</sup>	\$656 <sup>(3)</sup>	\$394
Incentive fee <sup>(1)(2)</sup>	—	350
Total fees to our Adviser	\$656	\$744
Administration fee <sup>(1)(2)</sup>	\$274 <sup>(4)</sup>	\$227

(1) Pursuant to the agreements with our Adviser and Administrator as discussed above.

(2) Reflected as a line item on our accompanying Condensed Consolidated Statements of Operations.

Includes the allocation of approximately \$66,000 of the total accumulated costs incurred by our Adviser as a result of the crops harvested and sold on the farm operated by Land Advisers during the three months ended March 31,

(3) 2018, as further described above under “TRS Expense Sharing Agreement.” Excludes an additional \$80,000 of accumulated costs incurred by our Adviser pursuant to the TRS Expense Sharing Agreement that continues to be deferred and included within Crop inventory on the accompanying Condensed Consolidated Balance Sheet.

(4) Includes the portion of administration fee that was allocated to Land Advisers (approximately \$12,000), as further described above under “TRS Administration Fee Allocation.”

**Related-Party Fees Due**

Amounts due to related parties on our accompanying Condensed Consolidated Balance Sheets as of March 31, 2018, and December 31, 2017, were as follows (dollars in thousands):

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	March 31, 2018	December 31, 2017
Management fee due to Adviser	\$ 665 <sup>(1)</sup>	\$ 666
Other due to Adviser <sup>(2)</sup>	11	16
Total due to Adviser	676	682
Administration fee due to Administrator	274 <sup>(3)</sup>	258
Total due to Administrator	274	258
Total due to related parties <sup>(4)</sup>	\$ 950	\$ 940

(1) Includes approximately \$75,000 owed by Land Advisers to our Advisor, pursuant to the TRS Expense Sharing Agreement, as discussed above.

(2) Other fees due to or from related parties primarily relate to miscellaneous general and administrative expenses paid by our Adviser or Administrator on our behalf or by us on our Adviser's or Administrator's behalf.

(3) Includes approximately \$12,000 owed by Land Advisers to our Administrator, in accordance with the TRS Administration Fee Allocation, as discussed above.

(4) Reflected as a line item on our accompanying Condensed Consolidated Balance Sheets.

**NOTE 7. EQUITY****Amendment to Articles of Incorporation**

On January 10, 2018, we filed with the Maryland Department of Assessments and Taxation Articles Supplementary to reclassify and designate 6,500,000 shares of our authorized and unissued shares of capital stock as shares of Series B Preferred Stock (as defined below). The reclassification decreased the number of shares classified as common stock from 98,000,000 shares immediately prior to the reclassification to 91,500,000 shares immediately after the reclassification.

**Stockholders' Equity**

As of March 31, 2018, there were 6,500,000 shares of Series B Preferred Stock (as defined below), par value \$0.001 per share, authorized, with zero shares issued and outstanding and 91,500,000 shares of common stock, par value \$0.001 per share, authorized, with 15,216,199 shares issued and outstanding. As of December 31, 2017, there were 98,000,000 shares of common stock, par value \$0.001 per share, authorized, with 13,791,574 shares issued and outstanding.

**Non-Controlling Interests in Operating Partnership**

We consolidate our Operating Partnership, which is a majority-owned partnership. As of March 31, 2018, and December 31, 2017, we owned approximately 94.0% and 93.2%, respectively, of the outstanding OP Units.

On or after 12 months after becoming a holder of OP Units, each limited partner, other than the Company, has the right, subject to the terms and conditions set forth in the partnership agreement of the Operating Partnership, to require the Operating Partnership to redeem all or a portion of such units in exchange for cash or, at the Company's option, shares of our common stock on a one-for-one basis. The cash redemption per OP Unit would be based on the market price of our common stock at the time of redemption. A limited partner will not be entitled to exercise redemption rights if the delivery of common stock to the redeeming limited partner would breach restrictions on the ownership of common stock imposed under our charter and other limitations thereof.

On January 16, 2018, 37,500 OP Units were tendered for redemption, and on January 17, 2018, we issued 7,700 shares of common stock in exchange for 7,700 OP Units, and we satisfied the redemption of the remaining 29,800 OP Units with a cash payment of approximately \$400,000 (approximately \$13.42 per OP Unit).

Regardless of the rights described above, the Operating Partnership will not have an obligation to issue cash to a unitholder upon a redemption request if the Company elects to redeem the OP Units for shares of its common stock. When a non-Company unitholder redeems an OP Unit, non-controlling interest in the Operating Partnership is reduced, and stockholders' equity is increased.

The Operating Partnership is required to make distributions on each OP Unit in the same amount as those paid on each share of the Company's common stock, with the distributions on the OP Units held by the Company being utilized to make distributions to the Company's common stockholders.

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As of March 31, 2018, and December 31, 2017, there were 970,605 and 1,008,105 OP Units held by non-controlling limited partners outstanding, respectively. As of March 31, 2018, 970,605 OP Units were eligible to be tendered for redemption.

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### Registration Statement

On March 30, 2017, we filed a universal registration statement on Form S-3 (File No. 333-217042) with the SEC (the “2017 Registration Statement”) to replace our previous registration statement, which expired on April 1, 2017. The 2017 Registration Statement, which was declared effective by the SEC on April 12, 2017, permits us to issue up to an aggregate of \$300.0 million in securities, consisting of common stock, preferred stock, warrants, debt securities, depository shares, subscription rights, and units, including through separate, concurrent offerings of two or more of such securities. As of March 31, 2018, we have issued a total of 3,111,000 shares of common stock (excluding 254,575 shares of common stock issued in exchange for certain OP Units that were tendered for redemption) for gross proceeds of approximately \$38.7 million under the 2017 Registration Statement.

### 2018 Equity Issuances

#### Secondary Offerings

On March 27, 2018, we completed a public offering of 1,100,000 shares of our common stock at a public offering price of \$12.15 per share (the “March 2018 Offering”). The March 2018 Offering settled on March 29, 2018, and resulted in gross proceeds of approximately \$13.4 million and net proceeds, after deducting underwriting discounts and direct offering expenses borne by us, of approximately \$12.7 million. On April 4, 2018, the underwriters exercised the over-allotment option in connection with the March 2018 Offering, and, as a result, we issued an additional 165,000 shares. The over-allotment settled on April 9, 2018, and resulted in gross proceeds of approximately \$2.0 million and net proceeds (after deducting underwriting discounts and direct offering expenses borne by us) of approximately \$1.9 million. We used the proceeds received from this offering to repay existing indebtedness and for other general corporate purposes.

#### At-the-Market Program

On August 7, 2015, we entered into equity distribution agreements (commonly referred to as “at-the-market agreements,” or our “Sales Agreements”) with Cantor Fitzgerald & Co. and Ladenburg Thalmann & Co., Inc. (each a “Sales Agent”), under which we may issue and sell, from time to time and through the Sales Agents, shares of our common stock having an aggregate offering price of up to \$30.0 million (the “ATM Program”). During the three months ended March 31, 2018, we issued and sold 316,925 shares of our common stock at an average sales price of \$13.00 per share under the ATM Program for both gross and net proceeds of approximately \$4.1 million. Through March 31, 2018, we have issued and sold a total of 925,561 shares of our common stock at an average sales price of \$12.83 per share for gross proceeds of approximately \$11.9 million and net proceeds of approximately \$11.7 million.

#### Series B Preferred Stock

On January 10, 2018, we filed a prospectus supplement with the SEC for a continuous public offering of up to 6,000,000 shares (the “Primary Offering”) of our newly-designated 6.00% Series B Cumulative Redeemable Preferred Stock (the “Series B Preferred Stock”) at an offering price of \$25.00 per share for gross proceeds of up to \$150.0 million and net proceeds, after deducting dealer-manager fees, selling commissions, and estimated expenses of the offering payable by us, of up to approximately \$131.3 million, assuming all shares of the Series B Preferred Stock are sold in the Primary Offering. We are also offering up to 500,000 additional shares of the Series B Preferred Stock pursuant to our dividend reinvestment plan (the “DRIP”) to those holders of the Series B Preferred Stock who elect to participate in the DRIP. The Series B Preferred Stock is being offered on a continuous, “reasonable best efforts” basis by Gladstone Securities, the dealer-manager for the Primary Offering. See “Gladstone Securities—Dealer-Manager Agreement” in Note 6, “Related Party Transactions,” for a discussion of the fees and commissions to be paid to Gladstone Securities in connection with the offering of the Series B Preferred Stock.

The offering of the Series B Preferred Stock will terminate on the date (the “Termination Date”) that is the earlier of either January 10, 2023 (unless terminated earlier or extended by our Board of Directors), or the date on which all 6,000,000 shares offered in the Primary Offering are sold.

There is currently no public market for shares of the Series B Preferred Stock; however, we intend to apply to list the Series B Preferred Stock on Nasdaq or another national securities exchange within one calendar year after the offering’s Termination Date, though there can be no assurance that a listing will be achieved in such timeframe, or at all.



As of March 31, 2018, no sales of the Series B Preferred Stock have been made, and we had incurred approximately \$279,000 of costs related to this offering, which have been recorded as deferred offering costs and are included in Other assets on the accompanying Condensed Consolidated Balance Sheet.

Distributions

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The distributions to common stockholders declared by our Board of Directors and paid by us during the three months ended March 31, 2018 and 2017 are reflected in the table below.

Fiscal Year	Declaration Date	Record Date	Payment Date	Distributions per Common Share
2018	January 9, 2018	January 22, 2018	January 31, 2018	\$ 0.04425
	January 9, 2018	February 16, 2018	February 28, 2018	0.04425
	January 9, 2018	March 20, 2018	March 30, 2018	0.04425
		Three Months Ended March 31, 2018		\$ 0.13275
2017	January 10, 2017	January 20, 2017	January 31, 2017	\$ 0.04300
	January 10, 2017	February 16, 2017	February 28, 2017	0.04300
	January 10, 2017	March 22, 2017	March 31, 2017	0.04300
		Three Months Ended March 31, 2017		\$ 0.12900

The same amounts were paid as distributions on each OP Unit held by non-controlling limited partners of the Operating Partnership as of the above record dates.

**NOTE 8. COMMITMENTS AND CONTINGENCIES****Operating Obligations**

In connection with a lease amendment we executed on one of our Oregon farms in May 2017, we committed to providing up to \$1.8 million of capital for anticipated improvements on the farm, including irrigation upgrades and the planting of new blueberry bushes, which improvements are expected to be completed by December 31, 2020. As stipulated in the lease amendment, we will begin earning additional rent on the cost of the improvements as the funds are disbursed by us at an initial annual rate of 6.5%, which rate is subject to annual escalations and market resets. As a result of this project, and assuming full deployment of the capital commitment amount, we expect to receive approximately \$718,000 of additional rent throughout the term of the lease, which expires September 30, 2024. As of March 31, 2018, we have expended or accrued approximately \$829,000 related to this project.

In connection with the lease we executed upon our acquisition of our two North Carolina farms in June 2017, we committed to providing up to \$300,000 of capital over the first two years to support additional plantings and infrastructure on the farm, which improvements are expected to be completed by June 30, 2019. As stipulated in the lease agreement, we will earn additional rent on the total cost of the improvements as disbursements are made by us at a rate commensurate with the annual yield on the farmland (as determined by each year's minimum cash rent per the lease). As a result of this project, and assuming full deployment of the capital commitment amount, we expect to receive approximately \$157,000 of additional rent throughout the term of the lease, which expires December 31, 2026. As of March 31, 2018, we have expended or accrued approximately \$166,000 related to this project.

In connection with the follow-on lease we executed upon our acquisition of a 1,910-acre farm in Florida in August 2017 (which had a commencement date of February 24, 2018), and as amended on March 23, 2018, we committed to providing up to \$2.5 million of capital in the first year of the lease to support additional plantings and infrastructure on the farm, which improvements are expected to be completed during the three months ending June 30, 2018. As stipulated in the follow-on lease agreement, we will earn additional rent on the total cost of the improvements as disbursements are made by us at a rate commensurate with the annual yield on the farmland (as determined by each year's minimum cash rent per the lease). As a result of this project, and assuming full deployment of the capital commitment amount, we expect to receive approximately \$820,000 of additional rent throughout the term of the lease, which expires February 23, 2024. As of March 31, 2018, we have expended or accrued approximately \$1.7 million related to this project.

In connection with the lease we executed upon our acquisition of a 361-acre farm in California in August 2017, we committed to providing up to \$4.0 million of capital over the first two years to fund the development of additional vineyard acreage on the farm, which development is expected to be completed by August 30, 2019. As stipulated in the lease agreement, we will earn additional rent on the total cost of the improvements as the funds are disbursed by us at an initial annual rate of 6.0%, which is subject to annual escalations. As a result of this project, and assuming full deployment of the capital commitment amount, we expect to receive approximately \$2.3 million of additional rent

throughout the term of the lease, which expires May 31, 2027. As of March 31, 2018, we have expended or accrued approximately \$710,000 related to this project.

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## Ground Lease Obligations

In connection with two farms acquired on June 1, 2017, through a leasehold interest, we assumed two ground leases under which we are the lessee (with the State of Arizona as the lessor). During the three months ended March 31, 2018, we recorded approximately \$12,000 of lease expense (included as part of Property operating expenses on the accompanying Condensed Consolidated Statement of Operations) as a result of these ground leases. Future minimum lease payments due under the terms of these leases as of March 31, 2018, are as follows (dollars in thousands):

Period	Estimated Minimum Lease Payments Due <sup>(1)</sup>
For the remaining nine months ending December 31: 2018	\$ 36
For the fiscal years ending December 31:	
2019	47
2020	47
2021	47
2022	30
2023	30
Thereafter	30
	\$ 267

Annual lease payments are set at the beginning of each year to then-current market rates (as determined by the <sup>(1)</sup> State of Arizona). The amounts shown above represent estimated amounts based on the lease rates currently in place.

## Litigation

In the ordinary course of business, we may be involved in legal proceedings from time to time. We are not currently subject to any material known or threatened litigation.

## NOTE 9. (LOSS) EARNINGS PER SHARE OF COMMON STOCK

The following table sets forth the computation of basic and diluted (loss) earnings per common share for the three months ended March 31, 2018 and 2017, computed using the weighted average number of shares outstanding during the respective periods. Net (loss) income figures are presented net of non-controlling interests in the earnings per share calculations. The non-controlling limited partners' outstanding OP Units (which may be redeemed for shares of common stock) have been excluded from the diluted (loss) earnings per share calculation, as there would be no effect on the amounts since the non-controlling limited partners' share of (loss) income would also be added back to net (loss) income.

	For the Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands, except per-share amounts)	
Net (loss) income attributable to the Company	\$ (297 )	\$ 152
Weighted average shares of common shares outstanding – basic and diluted	13,957,732	10,395,736
(Loss) earnings per common share – basic and diluted	\$ (0.02 )	\$ 0.01

The weighted-average number of OP Units held by non-controlling limited partners was 977,272 and 1,449,258 for the three months ended March 31, 2018 and 2017, respectively.

## NOTE 10. SUBSEQUENT EVENTS

Financing Activity

On April 11, 2018, we closed on a loan from Farm Credit West for approximately \$1.5 million. The mortgage note is scheduled to mature on May 1, 2038, and will bear interest (before interest patronage) at a fixed rate of 4.99% per annum through April 30, 2023, thereafter converting to a variable rate determined by Farm Credit West unless another fixed rate is established.

Equity Activity

On April 4, 2018, the underwriters exercised the over-allotment option in connection with the March 2018 Offering, and, as a result, we issued an additional 165,000 shares. The over-allotment settled on April 9, 2018, and resulted in gross proceeds of approximately \$2.0 million and net proceeds (after deducting underwriting discounts and direct offering expenses borne by us)

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of approximately \$1.9 million. We used the proceeds received from this offering to repay existing indebtedness and for other general corporate purposes.

## Distributions

On April 10, 2018, our Board of Directors declared the following monthly cash distributions to common stockholders and holders of our Term Preferred Stock:

Record Date	Payment Date	Distribution per Common Share	Dividend per share of Term Preferred Stock
April 20, 2018	April 30, 2018	\$ 0.0443	\$0.1328125
May 22, 2018	May 31, 2018	0.0443	0.1328125
June 20, 2018	June 29, 2018	0.0443	0.1328125
Total:		\$ 0.1329	\$0.3984375

The same amounts paid to common stockholders will be paid as distributions on each OP Unit held by non-controlling limited partners of the Operating Partnership as of the above record dates.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

All statements contained herein, other than historical facts, may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements may relate to, among other things, future events or our future performance or financial condition. In some cases, you can identify forward-looking statements by terminology such as "may," "might," "believe," "will," "provided," "anticipate," "future," "could," "growth," "plan," "intend," "expect," "should," "possible," "potential," "likely," or the negative of such terms or comparable terminology. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our business, financial condition, liquidity, results of operations, funds from operations or prospects to be materially different from any future business, financial condition, liquidity, results of operations, funds from operations or prospects expressed or implied by such forward-looking statements. For further information about these and other factors that could affect our future results, please see the captions titled "Forward-Looking Statements" and "Risk Factors" in this report and our Annual Report on Form 10-K for the year ended December 31, 2017 (the "Form 10-K"). We caution readers not to place undue reliance on any such forward-looking statements, which are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this Quarterly Report on Form 10-Q (the "Quarterly Report"), except as required by law.

All references to "we," "our," "us" and the "Company" in this Quarterly Report mean Gladstone Land Corporation and its consolidated subsidiaries, except where it is made clear that the term refers only to Gladstone Land Corporation.

OVERVIEW

General

We are an externally-managed, agricultural real estate investment trust ("REIT") that is engaged primarily in the business of owning and leasing farmland. With the exception of one farm in California, which is currently leased (on a temporary basis) to a wholly-owned subsidiary of ours, we are not a grower, nor do we farm the properties we own. We currently own 75 farms comprised of 63,351 acres across 9 states in the U.S. (Arizona, California, Colorado, Florida, Michigan, Nebraska, North Carolina, Oregon, and Washington). We also own several farm-related facilities, such as cooling facilities, packinghouses, processing facilities, and various storage facilities.

We conduct substantially all of our investment activities through, and all of our properties are held, directly or indirectly, by, Gladstone Land Limited Partnership (the "Operating Partnership"). Gladstone Land Corporation controls the sole general partner of the Operating Partnership and currently owns, directly or indirectly, approximately 94.1% of the units of limited partnership interest in the Operating Partnership ("OP Units"). In addition, we have elected for Gladstone Land Advisers, Inc. ("Land Advisers"), a wholly-owned subsidiary of ours, to be treated as a taxable REIT subsidiary ("TRS").

Gladstone Management Corporation (our "Adviser") manages our real estate portfolio pursuant to an advisory agreement, and Gladstone Administration, LLC (our "Administrator"), provides administrative services to us pursuant to an administration agreement. Our Adviser and our Administrator collectively employ all of our personnel and pay directly their salaries, benefits, and general expenses.

Portfolio Diversity

Since our initial public offering in January 2013 (the "IPO"), we have expanded our portfolio from 12 farms leased to 7 different, unrelated tenants to a current portfolio of 75 farms leased to 52 different, unrelated tenants (plus one related-party tenant). While our focus remains in farmland suitable for growing fresh produce annual row crops, we have also diversified our portfolio into farmland suitable for other crop types, including permanent crops (e.g., almonds, blueberries, pistachios, and wine grapes) and certain commodity crops (e.g., corn and beans). The following table summarizes the different sources of revenues for our properties owned and with leases in place as of and for the three months ended March 31, 2018 and 2017 (dollars in thousands):

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Revenue Source	As of and For the				As of and For the				Annualized Straight-line Rent as of	
	Three Months Ended March 31, 2018				Three Months Ended March 31, 2017				March 31, 2018 <sup>(1)</sup>	
	Total Farmable Acres	% of Total Farmable Acres	Total Rental Revenue	% of Total Rental Revenue	Total Farmable Acres	% of Total Farmable Acres	Total Rental Revenue	% of Total Rental Revenue	Total Rental Revenue	% of Total Rental Revenue
Annual row crops – fresh produce <sup>(2)</sup>	14,851	29.0%	\$ 3,553	53.1%	13,516	31.0%	\$ 3,593	62.5%	\$ 14,383	53.5%
Annual row crops – commodity crops <sup>(3)</sup>	30,150	59.0%	1,043	15.6%	25,874	59.3%	681	11.9%	4,097	15.2%
Subtotal – Total annual row crops	45,001	88.0%	4,596	68.7%	39,390	90.3%	4,274	74.4%	18,480	68.7%
Permanent crops <sup>(4)</sup>	6,158	12.0%	1,555	23.3%	4,253	9.7%	1,007	17.5%	6,282	23.3%
Subtotal – Total crops	51,159	100.0%	6,151	92.0%	43,643	100.0%	5,281	91.9%	24,762	92.0%
Facilities and other <sup>(5)</sup>	—	—	537	8.0%	—	—	467	8.1%	2,146	8.0%
Total	51,159	100.0%	\$ 6,688	100.0%	43,643	100.0%	\$ 5,748	100.0%	\$ 26,908	100.0%

Annualized straight-line rent amount is based on the minimum rental payments guaranteed under the lease, as

(1) required under GAAP. Excludes contingent rental payments, such as crop-share proceeds, and excludes rent owed to us by Land Advisers.

(2) Includes berries and other fruits, such as blackberries, melons, raspberries, and strawberries; and vegetables, such as arugula, broccoli, cabbage, carrots, celery, cilantro, cucumbers, edamame, green beans, kale, lettuce, mint, onions, peas, peppers, potatoes, radicchio, spinach, and tomatoes.

(3) Includes alfalfa, barley, corn, edible beans, grass, popcorn, soybeans, and wheat.

(4) Includes almonds, apples, avocados, blueberries, cherries, lemons, pistachios, and wine grapes.

(5) Consists primarily of rental revenue from: (i) farm-related facilities, such as cooling facilities, packinghouses, distribution centers, residential houses for tenant farmers, and other farm-related buildings; (ii) two oil and gas surface area leases on small parcels of two of our properties; and (iii) unimproved or non-farmable acreage on certain of our farms.

Our acquisition of 64 farms since our IPO has also allowed us to further diversify our portfolio geographically. The following table summarizes the different geographic locations of our properties owned and with leases in place as of and for the three months ended March 31, 2018 and 2017 (dollars in thousands):

State	As of and For the				As of and For the				Annualized Straight-line Rent as of	
	Three Months Ended March 31, 2018				Three Months Ended March 31, 2017				March 31, 2018 <sup>(1)</sup>	
	Total Acres	% of Total Acres	Total Rental Revenue	% of Total Rental Revenue	Total Acres	% of Total Acres	Total Rental Revenue	% of Total Rental Revenue	Total Rental Revenue	% of Total Rental Revenue
California <sup>(2)</sup>	8,241	13.0%	\$ 3,028	45.3%	6,713	12.4%	\$ 2,857	49.7%	\$ 12,113	45.0%



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Florida	11,006	17.4%	1,754	26.2%	9,315	17.1%	1,531	26.6%	7,069	26.3%
Colorado	31,450	49.6%	686	10.3%	30,170	55.5%	673	11.7%	2,743	10.2%
Arizona	6,280	9.9%	528	7.9%	3,000	5.5%	186	3.2%	2,152	8.0%
Oregon	2,313	3.7%	307	4.6%	2,313	4.3%	294	5.1%	1,237	4.6%
Nebraska	2,559	4.0%	145	2.2%	2,559	4.7%	145			