United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended March 31, 2021

OR

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

For the transition period from _________ to _________

Commission file number: 1-11986 (Tanger Factory Outlet Centers, Inc.)
Commission file number: 333-3526-01 (Tanger Properties Limited Partnership)

TANGER FACTORY OUTLET CENTERS, INC.
TANGER PROPERTIES LIMITED PARTNERSHIP
(Exact name of registrant as specified in its charter)

North Carolina	**(Tanger Factory Outlet Centers, Inc.)**	**56-1815473**
North Carolina	**(Tanger Properties Limited Partnership)**	**56-1822494**
(State or other jurisdiction of incorporation or organization)		(I.R.S. Employer Identification No.)

3200 Northline Avenue, Suite 360, Greensboro, NC 27408
(Address of principal executive offices) (Zip Code)
(336) 292-3010
(Registrant's telephone number, including area code)

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

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

Tanger Factory Outlet Centers, Inc.:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, $0.01 par value	SKT	New York Stock Exchange

Tanger Properties Limited Partnership:

None

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.

Tanger Factory Outlet Centers, Inc.	Yes	☒	No	☐
Tanger Properties Limited Partnership	Yes	☒	No	☐

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

Tanger Factory Outlet Centers, Inc.	Yes	☒	No	☐
Tanger Properties Limited Partnership	Yes	☒	No	☐

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

Tanger Factory Outlet Centers, Inc.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐
		Emerging Growth Company	☐

Tanger Properties Limited Partnership

Large Accelerated Filer	☐	Accelerated Filer	☐
Non-accelerated Filer	☒	Smaller Reporting Company	☐
		Emerging Growth Company	☐

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

Tanger Factory Outlet Centers, Inc.	☐
Tanger Properties Limited Partnership	☐

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

Tanger Factory Outlet Centers, Inc.	Yes	☐	No	☒
Tanger Properties Limited Partnership	Yes	☐	No	☒

As of April 30, 2021, there were 100,804,077 common shares of Tanger Factory Outlet Centers, Inc. outstanding, $.01 par value.

EXPLANATORY NOTE

This report combines the unaudited quarterly reports on Form 10-Q for the quarter ended March 31, 2021 of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership. Unless the context indicates otherwise, the term “Company” refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term “Operating Partnership” refers to Tanger Properties Limited Partnership and subsidiaries. The terms “we”, “our” and “us” refer to the Company or the Company and the Operating Partnership together, as the text requires.

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. The Company is a fully-integrated, self-administered and self-managed real estate investment trust (“REIT”) which, through its controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. The outlet centers and other assets are held by, and all of the operations are conducted by, the Operating Partnership and its subsidiaries. Accordingly, the descriptions of the business, employees and properties of the Company are also descriptions of the business, employees and properties of the Operating Partnership. As the Operating Partnership is the issuer of our registered debt securities, we are required to present a separate set of financial statements for this entity.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust controls the Operating Partnership as its sole general partner. Tanger LP Trust holds a limited partnership interest. As of March 31, 2021, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 100,794,577 units of the Operating Partnership and other limited partners (the “Non-Company LPs”) collectively owned 4,794,643 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company’s common shares, subject to certain limitations to preserve the Company’s status as a REIT. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

Management operates the Company and the Operating Partnership as one enterprise. The management of the Company consists of the same members as the management of the Operating Partnership. These individuals are officers of the Company and employees of the Operating Partnership. The individuals that comprise the Company’s Board of Directors are also the same individuals that make up Tanger GP Trust’s Board of Trustees.

We believe combining the quarterly reports on Form 10-Q of the Company and the Operating Partnership into this single report results in the following benefits:

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

There are only a few differences between the Company and the Operating Partnership, which are reflected in the disclosure in this report. We believe it is important, however, to understand these differences between the Company and the Operating Partnership in the context of how the Company and the Operating Partnership operate as an interrelated consolidated company.

As stated above, the Company is a REIT, whose only material asset is its ownership of partnership interests of the Operating Partnership through its wholly-owned subsidiaries, the Tanger GP Trust and Tanger LP Trust. As a result, the Company does not conduct business itself, other than issuing public equity from time to time and incurring expenses required to operate as a public company. However, all operating expenses incurred by the Company are reimbursed by the Operating Partnership, thus the only material item on the Company’s income statement is its equity in the earnings of the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. The Company itself does not hold any indebtedness but does guarantee certain debt of the Operating Partnership, as disclosed in this report.

The Operating Partnership holds all of the outlet centers and other assets, including the ownership interests in consolidated and unconsolidated joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for net proceeds from public equity issuances by the Company, which are contributed to the Operating Partnership in exchange for partnership units, the Operating Partnership generates the capital required through its operations, its incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests, shareholders' equity and partners' capital are the main areas of difference between the consolidated financial statements of the Company and those of the Operating Partnership. The limited partnership interests in the Operating Partnership held by the Non-Company LPs are accounted for as partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in the Company's financial statements.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections, as applicable, for each of the Company and the Operating Partnership:

- Consolidated financial statements;
- The following notes to the consolidated financial statements:
    - Debt of the Company and the Operating Partnership;
    - Shareholders' Equity, if applicable, and Partners' Equity;
    - Earnings Per Share and Earnings Per Unit;
    - Accumulated Other Comprehensive Income of the Company and the Operating Partnership;
- Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations.

This report also includes separate Item 4. Controls and Procedures sections and separate Exhibit 31 and 32 certifications for each of the Company and the Operating Partnership in order to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that the Company and Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant. The separate discussions of the Company and the Operating Partnership in this report should be read in conjunction with each other to understand the results of the Company on a consolidated basis and how management operates the Company.

TANGER FACTORY OUTLET CENTERS, INC. AND TANGER PROPERTIES LIMITED PARTNERSHIP

Index

PART I. - FINANCIAL INFORMATION

Item 1 - Financial Statements of Tanger Factory Outlet Centers, Inc.

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data, unaudited)

	March 31, 2021	December 31, 2020
Assets		
Rental property:		
Land	$ 265,714	$ 265,968
Buildings, improvements and fixtures	2,519,214	2,527,404
	2,784,928	2,793,372
Accumulated depreciation	(1,078,999)	(1,054,993)
Total rental property, net	1,705,929	1,738,379
Cash and cash equivalents	201,721	84,832
Investments in unconsolidated joint ventures	89,482	94,579
Deferred lease costs and other intangibles, net	81,807	84,960
Operating lease right-of-use assets	81,222	81,499
Prepaids and other assets	99,260	105,282
Total assets	$ 2,259,421	$ 2,189,531
Liabilities and Equity		
Liabilities		
Debt:		
Senior, unsecured notes, net	$ 1,141,074	$ 1,140,576
Unsecured term loan, net	322,753	347,370
Mortgages payable, net	78,933	79,940
Unsecured lines of credit	—	—
Total debt	1,542,760	1,567,886
Accounts payable and accrued expenses	68,084	88,253
Operating lease liabilities	89,870	90,105
Other liabilities	75,693	84,404
Total liabilities	1,776,407	1,830,648
Commitments and contingencies		
Equity		
Tanger Factory Outlet Centers, Inc.:		
Common shares, $0.01 par value, 300,000,000 shares authorized, 100,794,577 and 93,569,801 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	1,008	936
Paid in capital	913,236	787,143
Accumulated distributions in excess of net income	(432,895)	(420,104)
Accumulated other comprehensive loss	(20,268)	(26,585)
Equity attributable to Tanger Factory Outlet Centers, Inc.	461,081	341,390
Equity attributable to noncontrolling interests:		
Noncontrolling interests in Operating Partnership	21,933	17,493
Noncontrolling interests in other consolidated partnerships	—	—
Total equity	483,014	358,883
Total liabilities and equity	$ 2,259,421	$ 2,189,531

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except share data, unaudited)

	Three months ended March 31,	
	2021	2020
Revenues:		
Rental revenues	$ 97,467	$ 108,558
Management, leasing and other services	1,372	1,443
Other revenues	1,855	1,632
Total revenues	100,694	111,633
Expenses:		
Property operating	35,311	38,627
General and administrative	16,793	12,584
Impairment charge	—	45,675
Depreciation and amortization	28,150	29,417
Total expenses	80,254	126,303
Other income (expense):		
Interest expense	(14,362)	(15,196)
Other income (expense)	(3,505)	220
Total other income (expense)	(17,867)	(14,976)
Income (loss) before equity in earnings of unconsolidated joint ventures	2,573	(29,646)
Equity in earnings of unconsolidated joint ventures	1,769	1,527
Net income (loss)	4,342	(28,119)
Noncontrolling interests in Operating Partnership	(209)	1,427
Noncontrolling interests in other consolidated partnerships	—	(190)
Net income (loss) attributable to Tanger Factory Outlet Centers, Inc.	$ 4,133	$ (26,882)
Basic earnings per common share:		
Net income (loss)	$ 0.04	$ (0.30)
Diluted earnings per common share:		
Net income (loss)	$ 0.04	$ (0.30)

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, unaudited)

	Three months ended March 31,	
	2021	2020
Net income (loss)	$ 4,342	$ (28,119)
Other comprehensive income (loss):		
Foreign currency translation adjustments	4,639	(7,733)
Change in fair value of cash flow hedges	1,998	(5,676)
Other comprehensive income (loss)	6,637	(13,409)
Comprehensive income (loss)	10,979	(41,528)
Comprehensive (income) loss attributable to noncontrolling interests	(529)	1,913
Comprehensive income (loss) attributable to Tanger Factory Outlet Centers, Inc.	$ 10,450	$ (39,615)

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive loss	Equity attributable to Tanger Factory Outlet Centers, Inc.	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2019	$ 929	$ 775,035	$ (317,263)	$ (25,495)	$ 433,206	$ 22,903	$ —	$ 456,109
Net income (loss)	—	—	(26,882)	—	(26,882)	(1,427)	190	(28,119)
Other comprehensive loss	—	—	—	(12,733)	(12,733)	(676)	—	(13,409)
Compensation under Incentive Award Plan	—	3,889	—	—	3,889	—	—	3,889
Grant of 241,038 restricted common share awards, net of forfeitures	2	(2)	—	—	—	—	—	—
Withholding of 56,597 common shares for employee income taxes	—	(736)	—	—	(736)	—	—	(736)
Contributions from noncontrolling interests	—	—	—	—	—	—	72	72
Adjustment for noncontrolling interests in Operating Partnership	—	(124)	—	—	(124)	124	—	—
Common dividends ($0.7125 per share)	—	—	(66,387)	—	(66,387)	—	—	(66,387)
Distributions to noncontrolling interests	—	—	—	—	—	(3,499)	(262)	(3,761)
Balance, March 31, 2020	$ 931	$ 778,062	$ (410,532)	$ (38,228)	$ 330,233	$ 17,425	$ —	$ 347,658

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(In thousands, except share and per share data, unaudited)

	Common shares	Paid in capital	Accumulated distributions in excess of earnings	Accumulated other comprehensive loss	Equity attributable to Tanger Factory Outlet Centers, Inc.	Noncontrolling interests in Operating Partnership	Noncontrolling interests in other consolidated partnerships	Total equity
Balance, December 31, 2020	$ 936	$ 787,143	$ (420,104)	$ (26,585)	$ 341,390	$ 17,493	$ —	$ 358,883
Net income	—	—	4,133	—	4,133	209	—	4,342
Other comprehensive income	—	—	—	6,317	6,317	320	—	6,637
Compensation under Incentive Award Plan	—	3,909	—	—	3,909	—	—	3,909
Grant of 469,675 restricted common share awards, net of forfeitures	5	(5)	—	—	—	—	—	—
Issuance of 6,867,078 common shares	68	128,587	—	—	128,655	—	—	128,655
Withholding of 111,977 common shares for employee income taxes	(1)	(1,636)	—	—	(1,637)	—	—	(1,637)
Contributions from noncontrolling interests	—	—	—	—	—	—	—	—
Adjustment for noncontrolling interests in Operating Partnership	—	(4,762)	—	—	(4,762)	4,762	—	—
Common dividends ($0.1775 per share)	—	—	(16,924)	—	(16,924)	—	—	(16,924)
Distributions to noncontrolling interests	—	—	—	—	—	(851)	—	(851)
Balance, March 31, 2021	$ 1,008	$ 913,236	$ (432,895)	$ (20,268)	$ 461,081	$ 21,933	$ —	$ 483,014

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Three months ended March 31, 2021	Three months ended March 31, 2020
OPERATING ACTIVITIES		
Net income (loss)	$ 4,342	$ (28,119)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28,150	29,417
Impairment charge	—	45,675
Amortization of deferred financing costs	1,173	757
Equity in earnings of unconsolidated joint ventures	(1,769)	(1,527)
Equity-based compensation expense	3,845	3,789
Amortization of debt (premiums) and discounts, net	127	118
Amortization (accretion) of market rent rate adjustments, net	(213)	362
Straight-line rent adjustments	1,043	(1,872)
Distributions of cumulative earnings from unconsolidated joint ventures	890	1,517
Other non-cash	3,638	—
Changes in other assets and liabilities:		
Other assets	2,981	2,210
Accounts payable and accrued expenses	(12,931)	(25,045)
Net cash provided by operating activities	31,276	27,282
INVESTING ACTIVITIES		
Additions to rental property	(7,357)	(10,551)
Additions to investments in unconsolidated joint ventures	(7,000)	(261)
Net proceeds from sale of assets	8,129	—
Additions to non-real estate assets	(414)	(677)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	7,631	3,488
Additions to deferred lease costs	(3,668)	(1,220)
Other investing activities	5,396	2,844
Net cash provided by (used in) investing activities	2,717	(6,377)
FINANCING ACTIVITIES		
Cash dividends paid	(16,924)	(33,034)
Distributions to noncontrolling interests in Operating Partnership	(851)	(1,744)
Proceeds from revolving credit facility	—	634,030
Repayments of revolving credit facility	—	(34,200)
Repayments of notes, mortgages and loans	(25,924)	(873)
Employee income taxes paid related to shares withheld upon vesting of equity awards	(1,637)	(736)
Additions to deferred financing costs	(76)	(65)
Proceeds from common share offering	128,655	—
Proceeds from other financing activities	—	72
Payment for other financing activities	(287)	(549)
Net cash provided by financing activities	82,956	562,901
Effect of foreign currency rate changes on cash and cash equivalents	(60)	(24)
Net increase in cash and cash equivalents	116,889	583,782
Cash and cash equivalents, beginning of period	84,832	16,672
Cash and cash equivalents, end of period	$ 201,721	$ 600,454

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

Item 1 - Financial Statements of Tanger Properties Limited Partnership

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except unit data, unaudited)

	March 31, 2021	December 31, 2020
Assets		
Rental property:		
Land	$ 265,714	$ 265,968
Buildings, improvements and fixtures	2,519,214	2,527,404
	2,784,928	2,793,372
Accumulated depreciation	(1,078,999)	(1,054,993)
Total rental property, net	1,705,929	1,738,379
Cash and cash equivalents	201,564	84,750
Investments in unconsolidated joint ventures	89,482	94,579
Deferred lease costs and other intangibles, net	81,807	84,960
Operating lease right-of-use assets	81,222	81,499
Prepaids and other assets	98,891	104,800
Total assets	$ 2,258,895	$ 2,188,967
Liabilities and Equity		
Liabilities		
Debt:		
Senior, unsecured notes, net	$ 1,141,074	$ 1,140,576
Unsecured term loan, net	322,753	347,370
Mortgages payable, net	78,933	79,940
Unsecured lines of credit	—	—
Total debt	1,542,760	1,567,886
Accounts payable and accrued expenses	67,558	87,689
Operating lease liabilities	89,870	90,105
Other liabilities	75,693	84,404
Total liabilities	1,775,881	1,830,084
Commitments and contingencies		
Equity		
Partners' Equity:		
General partner, 1,100,000 units outstanding at March 31, 2021 and 1,000,000 at December 31, 2020, respectively	5,077	3,334
Limited partners, 4,794,643 and 4,794,643 Class A common units, and 99,694,577 and 92,569,801 Class B common units outstanding at March 31, 2021 and December 31, 2020, respectively	499,339	383,588
Accumulated other comprehensive loss	(21,402)	(28,039)
Total partners' equity	483,014	358,883
Noncontrolling interests in consolidated partnerships	—	—
Total equity	483,014	358,883
Total liabilities and equity	$ 2,258,895	$ 2,188,967

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per unit data, unaudited)

	Three months ended March 31, 2021	Three months ended March 31, 2020
Revenues:		
Rental revenues	$ 97,467	$ 108,558
Management, leasing and other services	1,372	1,443
Other revenues	1,855	1,632
Total revenues	100,694	111,633
Expenses:		
Property operating	35,311	38,627
General and administrative	16,793	12,584
Impairment charge	—	45,675
Depreciation and amortization	28,150	29,417
Total expenses	80,254	126,303
Other income (expense):		
Interest expense	(14,362)	(15,196)
Other income (expense)	(3,505)	220
Total other income (expense)	(17,867)	(14,976)
Income (loss) before equity in earnings of unconsolidated joint ventures	2,573	(29,646)
Equity in earnings of unconsolidated joint ventures	1,769	1,527
Net income (loss)	4,342	(28,119)
Noncontrolling interests in consolidated partnerships	—	(190)
Net income (loss) available to partners	4,342	(28,309)
Net income (loss) available to limited partners	4,295	(28,020)
Net income (loss) available to general partner	$ 47	$ (289)
Basic earnings per common unit:		
Net income (loss)	$ 0.04	$ (0.30)
Diluted earnings per common unit:		
Net income (loss)	$ 0.04	$ (0.30)

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, unaudited)

	Three months ended March 31, 2021	2020
Net income (loss)	$ 4,342	$ (28,119)
Other comprehensive income (loss):		
Foreign currency translation adjustments	4,639	(7,733)
Changes in fair value of cash flow hedges	1,998	(5,676)
Other comprehensive income (loss)	6,637	(13,409)
Comprehensive income (loss)	10,979	(41,528)
Comprehensive (income) loss attributable to noncontrolling interests in consolidated partnerships	—	(190)
Comprehensive income (loss) attributable to the Operating Partnership	$ 10,979	$ (41,718)

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands, except unit and per unit data, unaudited)

	General partner	Limited partners	Accumulated other comprehensive loss	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2019	$ 4,435	$ 478,562	$ (26,888)	$ 456,109	$ —	$ 456,109
Net income (loss)	(289)	(28,020)	—	(28,309)	190	(28,119)
Other comprehensive loss	—	—	(13,409)	(13,409)	—	(13,409)
Compensation under Incentive Award Plan	—	3,889	—	3,889	—	3,889
Grant of 241,038 restricted common share awards by the Company	—	—	—	—	—	—
Withholding of 56,597 common units for employee income taxes	—	(736)	—	(736)	—	(736)
Contributions from noncontrolling interests	—	—	—	—	72	72
Common distributions ($0.7125 per common unit)	(713)	(69,173)	—	(69,886)	—	(69,886)
Distributions to noncontrolling interests	—	—	—	—	(262)	(262)
Balance, March 31, 2020	$ 3,433	$ 384,522	$ (40,297)	$ 347,658	$ —	$ 347,658

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands, except unit and per unit data, unaudited)

	General partner	Limited partners	Accumulated other comprehensive loss	Total partners' equity	Noncontrolling interests in consolidated partnerships	Total equity
Balance, December 31, 2020	$ 3,334	$ 383,588	$ (28,039)	$ 358,883	$ —	$ 358,883
Net income	47	4,295	—	4,342	—	4,342
Other comprehensive income	—	—	6,637	6,637	—	6,637
Compensation under Incentive Award Plan	—	3,909	—	3,909	—	3,909
Grant of 469,675 restricted common share awards by the Company	—	—	—	—	—	—
Issuance of 100,000 general partner units and 6,767,078 limited partner units	1,874	126,781	—	128,655	—	128,655
Withholding of 111,977 common units for employee income taxes	—	(1,637)	—	(1,637)	—	(1,637)
Contributions from noncontrolling interests	—	—	—	—	—	—
Common distributions ($0.1775 per common unit)	(178)	(17,597)	—	(17,775)	—	(17,775)
Distributions to noncontrolling interests	—	—	—	—	—	—
Balance, March 31, 2021	$ 5,077	$ 499,339	$ (21,402)	$ 483,014	$ —	$ 483,014

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

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Three months ended March 31,	
	2021	2020
OPERATING ACTIVITIES		
Net income (loss)	$ 4,342	$ (28,119)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28,150	29,417
Impairment charge	—	45,675
Amortization of deferred financing costs	1,173	757
Equity in earnings of unconsolidated joint ventures	(1,769)	(1,527)
Equity-based compensation expense	3,845	3,789
Amortization of debt (premiums) and discounts, net	127	118
Amortization (accretion) of market rent rate adjustments, net	(213)	362
Straight-line rent adjustments	1,043	(1,872)
Distributions of cumulative earnings from unconsolidated joint ventures	890	1,517
Other non-cash	3,638	—
Changes in other assets and liabilities:		
Other assets	2,868	2,552
Accounts payable and accrued expenses	(12,893)	(25,329)
Net cash provided by operating activities	31,201	27,340
INVESTING ACTIVITIES		
Additions to rental property	(7,357)	(10,551)
Additions to investments in unconsolidated joint ventures	(7,000)	(261)
Net proceeds from sale of assets	8,129	—
Additions to non-real estate assets	(414)	(677)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	7,631	3,488
Additions to deferred lease costs	(3,668)	(1,220)
Other investing activities	5,396	2,844
Net cash provided by (used in) investing activities	2,717	(6,377)
FINANCING ACTIVITIES		
Cash distributions paid	(17,775)	(34,778)
Proceeds from revolving credit facility	—	634,030
Repayments of revolving credit facility	—	(34,200)
Repayments of notes, mortgages and loans	(25,924)	(873)
Employee income taxes paid related to shares withheld upon vesting of equity awards	(1,637)	(736)
Additions to deferred financing costs	(76)	(65)
Proceeds from common share offering	128,655	—
Proceeds from other financing activities	—	72
Payment for other financing activities	(287)	(549)
Net cash provided by financing activities	82,956	562,901
Effect of foreign currency on cash and cash equivalents	(60)	(24)
Net increase in cash and cash equivalents	116,814	583,840
Cash and cash equivalents, beginning of period	84,750	16,519
Cash and cash equivalents, end of period	$ 201,564	$ 600,359

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

TANGER FACTORY OUTLET CENTERS, INC. AND SUBSIDIARIES

TANGER PROPERTIES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Business

Tanger Factory Outlet Centers, Inc. and subsidiaries is one of the largest owners and operators of outlet centers in the United States and Canada. We are a fully-integrated, self-administered and self-managed real estate investment trust ("REIT") which, through our controlling interest in the Operating Partnership, focuses exclusively on developing, acquiring, owning, operating and managing outlet shopping centers. As of March 31, 2021, we owned and operated 30 consolidated outlet centers, with a total gross leasable area of approximately 11.5 million square feet. We also had partial ownership interests in 6 unconsolidated outlet centers totaling approximately 2.1 million square feet, including 2 outlet centers in Canada.

Our outlet centers and other assets are held by, and all of our operations are conducted by, Tanger Properties Limited Partnership and subsidiaries. Accordingly, the descriptions of our business, employees and properties are also descriptions of the business, employees and properties of the Operating Partnership. Unless the context indicates otherwise, the term "Company" refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term, "Operating Partnership", refers to Tanger Properties Limited Partnership and subsidiaries. The terms "we", "our" and "us" refer to the Company or the Company and the Operating Partnership together, as the text requires.

The Company owns the majority of the units of partnership interest issued by the Operating Partnership through its two wholly-owned subsidiaries, Tanger GP Trust and Tanger LP Trust. Tanger GP Trust is the sole general partner of the Operating Partnership. Tanger LP Trust holds a limited partnership interest. As of March 31, 2021, the Company, through its ownership of Tanger GP Trust and Tanger LP Trust, owned 100,794,577 units of the Operating Partnership and other limited partners (the "Non-Company LPs") collectively owned 4,794,643 Class A common limited partnership units. Each Class A common limited partnership unit held by the Non-Company LPs is exchangeable for one of the Company's common shares, subject to certain limitations to preserve the Company's REIT status. Class B common limited partnership units, which are held by Tanger LP Trust, are not exchangeable for common shares of the Company.

2. Summary of Significant Accounting Policies

Basis of Presentation

The unaudited consolidated financial statements included herein have been prepared pursuant to accounting principles generally accepted in the United States of America and should be read in conjunction with the consolidated financial statements and notes thereto of the Company's and the Operating Partnership's combined Annual Report on Form 10-K for the year ended December 31, 2020. The December 31, 2020 balance sheet data in this Form 10-Q was derived from audited financial statements. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC's rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) necessary for a fair presentation of the financial statements for the interim periods have been made. The results of interim periods are not necessarily indicative of the results for a full year.

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant.

We consolidate properties that are wholly-owned and properties where we own less than 100% but control such properties. Control is determined using an evaluation based on accounting standards related to the consolidation of voting interest entities and variable interest entities (“VIE”). For joint ventures that are determined to be a VIE, we consolidate the entity where we are deemed to be the primary beneficiary. Determination of the primary beneficiary is based on whether an entity has (1) the power to direct the activities of the VIE that most significantly impact the entity’s economic performance, and (2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. Our determination of the primary beneficiary considers all relationships between us and the VIE, including management agreements and other contractual arrangements.

Investments in real estate joint ventures that we do not control but may exercise significant influence on are accounted for using the equity method of accounting. These investments are recorded initially at cost and subsequently adjusted for our equity in the joint venture’s net income or loss, cash contributions, distributions and other adjustments required under the equity method of accounting.

For certain investments in real estate joint ventures, we record our equity in the venture’s net income or loss under the hypothetical liquidation at book value method of accounting due to the structures and the preferences we receive on the distributions from our joint ventures pursuant to the respective joint venture agreements for those joint ventures. Under this method, we recognize income and loss in each period based on the change in liquidation proceeds we would receive from a hypothetical liquidation of our investment based on depreciated book value. Therefore, income or loss may be allocated disproportionately as compared to the ownership percentages due to specified preferred return rate thresholds and may be more or less than actual cash distributions received and more or less than what we may receive in the event of an actual liquidation.

We separately report investments in joint ventures for which accumulated distributions have exceeded investments in, and our share of net income or loss of, the joint ventures within other liabilities in the consolidated balance sheets because we are committed to provide further financial support to these joint ventures. The carrying amount of our investments in the Charlotte, Columbus, Galveston/Houston, and National Harbor joint ventures are less than zero because of financing or operating distributions that were greater than net income, as net income includes non-cash charges for depreciation and amortization.

“Noncontrolling interests in the Operating Partnership” reflects the Non-Company LP’s percentage ownership of the Operating Partnership’s units. “Noncontrolling interests in other consolidated partnerships” consist of outside equity interests in partnerships or joint ventures not wholly-owned by the Company or the Operating Partnership that are consolidated with the financial results of the Company and Operating Partnership because the Operating Partnership exercises control over the entities that own the properties. Noncontrolling interests are initially recorded in the consolidated balance sheets at fair value based upon purchase price allocations. Income is allocated to the noncontrolling interests based on the allocation provisions within the partnership or joint venture agreements.

Accounts Receivable

The current novel COVID-19 pandemic (“COVID-19”) has had, and will continue to have, repercussions across local, national and global economies and financial markets. COVID-19 has impacted all states where our tenants operate their businesses or where our properties are located and measures taken to prevent or remediate COVID-19, including “shelter-in place” or “stay-at-home” orders or other quarantine mandates issued by local, state or federal authorities, have had an adverse effect on our business and the businesses of our tenants. The full extent of the adverse impact on, among other things, our results of operations, liquidity (including our ability to access capital markets), the possibility of future impairments of long-lived assets or our investments in unconsolidated joint ventures, our compliance with debt covenants, our ability to collect rent under our existing leases, our ability to renew and re-lease our leased space, the outlook for the retail environment, bankruptcies and potential further bankruptcies or other store closings and our ability to develop, acquire, dispose or lease properties for our portfolio, is unknown and will depend on future developments, which are highly uncertain and cannot be predicted. Our results of operations, liquidity and cash flows have been and may continue to be in the future materially affected.

Due to the COVID-19 pandemic, a number of our tenants requested rent deferrals, rent abatements or other types of rent relief during this pandemic. As a response, in late March 2020, we offered all tenants in our consolidated portfolio the option to defer 100% of April and May rents interest free, payable in equal installments due in January and February of 2021.

Historically, our accounts receivable from tenants has not been material; however, given the impacts from the COVID-19 pandemic discussed above, our net accounts receivable balance, which is recorded in prepaids and other assets on the consolidated balance sheet, had increased to approximately $18.8 million at December 31, 2020, but decreased to approximately $12.8 million at March 31, 2021, primarily due to deferred rent collections. Straight-line rent adjustments recorded as a receivable in prepaids and other assets on the consolidated balance sheets was approximately $54.4 million as of March 31, 2021.

Individual leases are assessed for collectability and upon the determination that the collection of rents is not probable, accrued rent and accounts receivable are written-off as an adjustment to rental revenue. Revenue from leases where collection is deemed to be less than probable is recorded on a cash basis until collectability is determined to be probable. Further we assess whether operating lease receivables, at a portfolio level, are appropriately valued based upon an analysis of balances outstanding, historical bad debt levels and current economic trends including discussions with tenants for potential lease amendments. Our estimate of the collectability of accrued rents and accounts receivable is based on the best information available to us at the time of preparing the financial statements.

The duration of the COVID-19 pandemic, recent tenant bankruptcies and other significant uncertainties with the economy required significant judgment to be used when estimating the collection of rents through March 31, 2021. As a result of the actual collections of 2020 deferred rents due to be repaid during the first quarter of 2021, the Company recorded a $1.6 million reversal of rental revenue reserves during the first quarter of 2021 related to prior period rents that were previously deferred. As of March 31, 2021, remaining rental revenue reserves totaled $2.6 million, or 39% of the total remaining 2020 rents deferred or under negotiation.

Based on rents received through April 30, 2021, collections of contractual fixed rents billed of $ 85.6 million in the first quarter of 2021 for the consolidated portfolio were approximately 95%.

Impairment of Long-Lived Assets

Rental property held and used by us is reviewed for impairment in the event that facts and circumstances indicate that the carrying amount of an asset may not be recoverable. In such an event, we compare the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount, and if less, recognize an impairment loss in an amount by which the carrying amount exceeds its fair value.

During the first quarter and fourth quarter of 2020, we recorded $ 45.7 million and $19.2 million in impairment charges, respectively, related to our Foxwoods outlet center in our consolidated statement of operations which equaled the excess of the carrying value over its estimated fair value.

If the effects of the COVID-19 pandemic cause economic and market conditions to deteriorate beyond our current expectations or if our expected holding periods for assets change, subsequent tests for impairment could result in additional impairment charges in the future. We can provide no assurance that material impairment charges with respect to our properties will not occur during 2021 or future periods.

3. Disposition of Properties

Disposition of Properties

During the three months ended March 31, 2021, we closed on the sale of a non-core outlet center in Jeffersonville, Ohio.

The following table sets forth certain summarized information regarding properties sold during the three months ended March 31, 2021:

Property [1]	Location	Date Sold	Square Feet (in 000's)	Net Sales Proceeds (in 000's)	Gain on Sale (in 000's)
2021 Disposition:					
Jeffersonville	Jeffersonville, Ohio	January 2021	412	$ 8,100	—

(1) The rental properties sold did not meet the criteria to be reported as discontinued operations.

4. Investments in Unconsolidated Real Estate Joint Ventures

The equity method of accounting is used to account for each of the individual joint ventures. We have an ownership interest in the following unconsolidated real estate joint ventures:

As of March 31, 2021					
Joint Venture	Outlet Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt, Net (in millions)[1]
Investments included in investments in unconsolidated joint ventures:					
Columbus	Columbus, OH	50.0 %	355	$ 1.6	$ 70.8
RioCan Canada	Various	50.0 %	665	87.9	—
				$ 89.5	
Investments included in other liabilities:					
Charlotte[2]	Charlotte, NC	50.0 %	399	$ (12.4)	$ 99.6
National Harbor[2]	National Harbor, MD	50.0 %	341	(9.8)	94.5
Galveston/Houston [2]	Texas City, TX	50.0 %	353	(12.2)	64.3
				$ (34.4)	

As of December 31, 2020					
Joint Venture	Outlet Center Location	Ownership %	Square Feet (in 000's)	Carrying Value of Investment (in millions)	Total Joint Venture Debt, Net (in millions)(1)
Investments included in investments in unconsolidated joint ventures:					
Columbus	Columbus, OH	50.0 %	355	$ 2.0	$ 70.8
RioCan Canada	Various	50.0 %	765	92.6	$ —
				$ 94.6	
Investments included in other liabilities:					
Charlotte(2)	Charlotte, NC	50.0 %	399	(12.8)	99.6
National Harbor(2)	National Harbor, MD	50.0 %	341	(8.4)	94.5
Galveston/Houston (2)	Texas City, TX	50.0 %	353	(19.5)	80.0
				$ (40.7)	

(1) Net of debt origination costs of $1.3 million as of March 31, 2021 and $1.1 million as of December 31, 2020.
(2) The negative carrying value is due to distributions exceeding contributions and increases or decreases from our equity in earnings of the joint venture.

Fees we received for various services provided to our unconsolidated joint ventures were recognized in management, leasing and other services as follows (in thousands):

	Three months ended March 31, 2021	Three months ended March 31, 2020
Fee:		
Management and marketing	$ 509	$ 541
Leasing and other fees	56	20
Expense reimbursements from unconsolidated joint ventures	807	882
Total Fees	$ 1,372	$ 1,443

Our investments in real estate joint ventures are reduced by the percentage of the profits earned for leasing and development services associated with our ownership interest in each joint venture. Our carrying value of investments in unconsolidated joint ventures differs from our share of the assets reported in the "Summary Balance Sheets - Unconsolidated Joint Ventures" shown below due to adjustments to the book basis, including intercompany profits on sales of services that are capitalized by the unconsolidated joint ventures. The differences in basis (totaling $3.4 million and $3.6 million as of March 31, 2021 and December 31, 2020, respectively) are amortized over the various useful lives of the related assets.

Galveston/Houston

In February 2021, the Galveston/Houston joint venture amended its mortgage loan to extend the maturity to July 2023, which required a reduction in principal balance from $80.0 million to $64.5 million. The amendment also changed the interest rate from LIBOR + 1.65% to LIBOR + 1.85%. We are providing property management, marketing and leasing services to the outlet center.

RioCan Canada

In March 2021, the RioCan joint venture closed on the sale of its outlet center in Saint-Sauveur, for net proceeds of approximately $ 9.4 million. Our share of the proceeds was approximately $4.7 million. As a result of this transaction, we recorded a loss on the sale of $3.7 million. This includes a $3.6 million charge related to the foreign currency effect of the sale recorded in other income (expense), which had been previously recorded in other comprehensive income.

Condensed combined summary financial information of unconsolidated joint ventures accounted for using the equity method is as follows (in thousands):

Condensed Combined Balance Sheets - Unconsolidated Joint Ventures	March 31, 2021	December 31, 2020
Assets		
Land	$ 83,486	$ 86,861
Buildings, improvements and fixtures	467,316	471,798
Construction in progress	3,059	2,976
	553,861	561,635
Accumulated depreciation	(151,140)	(145,810)
Total rental property, net	402,721	415,825
Cash and cash equivalents	20,459	21,471
Deferred lease costs and other intangibles, net	4,475	4,849
Prepaids and other assets	18,567	20,478
Total assets	$ 446,222	$ 462,623
Liabilities and Owners' Equity		
Mortgages payable, net	$ 329,249	$ 344,856
Accounts payable and other liabilities	14,188	17,427
Total liabilities	343,437	362,283
Owners' equity	102,785	100,340
Total liabilities and owners' equity	$ 446,222	$ 462,623

Condensed Combined Statements of Operations - Unconsolidated Joint Ventures	Three months ended March 31, 2021	Three months ended March 31, 2020
Revenues	$ 20,992	$ 22,036
Expenses:		
Property operating	8,413	9,129
General and administrative	29	139
Depreciation and amortization	5,901	5,906
Total expenses	14,343	15,174
Other income (expense):		
Interest expense	(2,945)	(3,735)
Gain on sale of assets	503	—
Other income	59	56
Total other expense	$ (2,383)	$ (3,679)
Net income	$ 4,266	$ 3,183
The Company and Operating Partnership's share of:		
Net income	$ 1,769	$ 1,527
Depreciation and amortization (real estate related)	$ 2,996	$ 3,018

5. Debt Guaranteed by the Company

All of the Company's debt is held by the Operating Partnership and its consolidated subsidiaries.

The Company guarantees the Operating Partnership's obligations with respect to its unsecured lines of credit which have a total borrowing capacity of $ 600.0 million. The Company also guarantees the Operating Partnership's unsecured term loan.

The Operating Partnership had the following principal amounts outstanding on the debt guaranteed by the Company (in thousands):

	As of	
	March 31, 2021	December 31, 2020
Unsecured lines of credit	$ —	$ —
Unsecured term loan	$ 325,000	$ 350,000

6. Debt of the Operating Partnership

The debt of the Operating Partnership consisted of the following (in thousands):

			As of March 31, 2021		As of December 31, 2020	
	Stated Interest Rate(s)	Maturity Date	Principal	Book Value(1)	Principal	Book Value(1)
Senior, unsecured notes:						
Senior notes	3.875 %	December 2023	$ 250,000	$ 248,136	$ 250,000	$ 247,967
Senior notes	3.750 %	December 2024	250,000	248,585	250,000	248,493
Senior notes	3.125 %	September 2026	350,000	346,909	350,000	346,770
Senior notes	3.875 %	July 2027	300,000	297,444	300,000	297,346
Mortgages payable:						
Atlantic City (2)(3)	5.14 % - 7.65%	November 2021- December 2026	26,420	27,547	27,343	28,569
Southaven (4)	LIBOR + 1.80%	April 2021	51,400	51,386	51,400	51,371
Unsecured term loan	LIBOR(5) + 1.00%	April 2024	325,000	322,753	350,000	347,370
Unsecured lines of credit	LIBOR(5) + 1.00%	October 2021 (6)	—	—	—	—
			$ 1,552,820	$ 1,542,760	$ 1,578,743	$ 1,567,886

(1) Including premiums and net of debt discount and debt origination costs.
(2) The effective interest rate assigned during the purchase price allocation to the Atlantic City mortgages assumed during the acquisition in 2011 was 5.05%.
(3) Principal and interest due monthly with remaining principal due at maturity.
(4) In April 2021 we extended the maturity date 90 days to explore other financing options however, we may extend the loan using our two-year extension option to April 2023, which could require reductions in principal or additional guarantees to comply with extension requirements.
(5) Beginning in June 2020, if LIBOR is less than 0.25% per annum, the rate will be deemed to be 0.25% for the portions of the lines of credit and bank term loan that are not fixed with an interest rate swap.
(6) Unsecured lines of credit have a one-year extension option to extend maturity to October 2022.

Certain of our properties, which had a net book value of approximately $ 161.7 million at March 31, 2021, serve as collateral for mortgages payable. We maintain unsecured lines of credit that provide for borrowings of up to $600.0 million. The unsecured lines of credit include a $ 20.0 million liquidity line and a $ 580.0 million syndicated line. The syndicated line may be increased up to $1.2 billion through an accordion feature in certain circumstances.

We provide guarantees to lenders for our joint ventures, which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. For construction and term loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release or reduction based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests. As of March 31, 2021, the maximum amount of unconsolidated joint venture debt guaranteed by the Company was $21.9 million.

The unsecured lines of credit and senior unsecured notes include covenants that require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% of funds from operations on a cumulative basis. As of March 31, 2021, we believe we were in compliance with all of our debt covenants.

Unsecured term loan
In March 2021, we paid down $ 25.0 million of borrowings under our $ 350.0 million unsecured term loan with cash on hand.

Debt Maturities

Maturities of the existing long-term debt as of March 31, 2021 for the next five years and thereafter are as follows (in thousands):

Calendar Year	Amount
For the remainder of 2021	$ 56,270
2022	4,436
2023	254,768
2024	580,140
2025	1,501
Thereafter	655,705
Subtotal	1,552,820
Net discount and debt origination costs	(10,060)
Total	$ 1,542,760

Given the financial implications of the COVID-19 pandemic, we have considered our short-term (one year or less from the date of filing these financial statements) liquidity needs and the adequacy of our estimated cash flows from operating activities and other financing sources to meet these needs. These other sources include but are not limited to: existing cash, ongoing relationships with certain financial institutions, our ability to sell debt or issue equity subject to market conditions and proceeds from the potential sale of non-core assets. We believe that we have access to the necessary financing to fund our short-term liquidity needs.

7. Derivative Financial Instruments

The following table summarizes the terms and fair values of our derivative financial instruments, as well as their classifications within the consolidated balance sheets (notional amounts and fair values in thousands):

Effective Date	Maturity Date	Notional Amount	Bank Pay Rate	Company Fixed Pay Rate	Fair Value March 31, 2021	Fair Value December 31, 2020
Assets (Liabilities)(1):						
Interest rate swaps:						
April 13, 2016	January 1, 2021	175,000	1 month LIBOR	1.03 %	$ —	$ (17)
March 1, 2018	January 31, 2021	40,000	1 month LIBOR	2.47 %	—	(75)
August 14, 2018	January 1, 2021	150,000	1 month LIBOR	2.20 %	—	(34)
July 1, 2019	February 1, 2024	25,000	1 month LIBOR	1.75 %	(956)	(1,192)
January 1, 2021	February 1, 2024	150,000	1 month LIBOR	0.60 %	(936)	(1,901)
January 1, 2021	February 1, 2024	100,000	1 month LIBOR	0.22 %	434	(139)
March 1, 2021	February 1, 2024	25,000	1 month LIBOR	0.24 %	99	—
Total					$ (1,359)	$ (3,358)

(1) Asset balances are recorded in prepaids and other assets on the consolidated balance sheets and liabilities are recorded in other liabilities on the consolidated balance sheets.

The derivative financial instruments are comprised of interest rate swaps, which are designated and qualify as cash flow hedges, each with a separate counterparty. We do not use derivatives for trading or speculative purposes and currently do not have any derivatives that are not designated as hedges.

Changes in the fair value of derivatives designated and qualifying as cash flow hedges is recorded in accumulated other comprehensive loss and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings.

The following table represents the effect of the derivative financial instruments on the accompanying consolidated financial statements (in thousands):

	Three months ended March 31, 2021	Three months ended March 31, 2020
Interest Rate Swaps:		
Amount of gain (loss) recognized in other comprehensive income (loss)	$ 1,998	$ (5,676)

8. Fair Value Measurements

Fair value guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are defined as follows:

Tier	Description
Level 1	Observable inputs such as quoted prices in active markets
Level 2	Inputs other than quoted prices in active markets that are either directly or indirectly observable
Level 3	Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions

Fair Value Measurements on a Recurring Basis

The following table sets forth our assets and liabilities that are measured at fair value within the fair value hierarchy (in thousands):

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of March 31, 2021:				
Assets:				
Short-term government securities (cash and cash equivalents)	$ 194,518	$ 194,518	$ —	$ —
Interest rate swaps (prepaids and other assets)	533	—	533	—
Total assets	$ 195,051	$ 194,518	$ 533	$ —
Liabilities:				
Interest rate swaps (other liabilities)	$ 1,893	$ —	$ 1,893	$ —
Total liabilities	$ 1,893	$ —	$ 1,893	$ —

	Total	Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	Level 2 Significant Observable Inputs	Level 3 Significant Unobservable Inputs
Fair value as of December 31, 2020:				
Asset:				
Short-term government securities (cash and cash equivalents)	$ 87,081	$ 87,081	$ —	$ —
Total assets	$ 87,081	$ 87,081	$ —	$ —
Liabilities:				
Interest rate swaps (other liabilities)	$ 3,358	$ —	$ 3,358	$ —
Total liabilities	$ 3,358	$ —	$ 3,358	$ —

Short-term government securities

Short-term government securities are highly liquid investments, which are classified as Level 1 in the fair value hierarchy because they are valued using quoted market prices in an active market.

Interest rate swaps

Fair values of interest rate swaps are estimated using Level 2 inputs based on current market data received from financial sources that trade such instruments and are based on prevailing market data and derived from third party proprietary models based on well recognized financial principles including counterparty risks, credit spreads and interest rate projections, as well as reasonable estimates about relevant future market conditions.

Fair Value Measurements on a Nonrecurring Basis

The following table sets forth our assets that are measured at fair value on a nonrecurring basis within the fair value hierarchy (in thousands):

		Level 1	Level 2	Level 3
	Total	Quoted Prices in Active Markets for Identical Assets or Liabilities	Significant Observable Inputs	Significant Unobservable Inputs
Fair value as of March 31,2020:				
Asset:				
Long-lived assets	$ 60,000	$ —	$ —	$ 60,000

During the first quarter 2020, we recorded a $45.7 million impairment charge in our consolidated statement of operations which equaled the excess of the carrying value of our Foxwoods outlet center over its estimated fair value. In the fourth quarter of 2020, we recorded an additional impairment of $19.2 million. The estimated fair value was based on the income approach. The income approach involves discounting the estimated income stream and reversion (presumed sale) value of a property over an estimated holding period to a present value at a risk-adjusted rate. Discount rates and terminal capitalization rates utilized in this approach were derived from property-specific information, market transactions and other financial and industry data. The terminal capitalization rate and discount rate are significant unobservable inputs in determining the fair value. The terminal capitalization rate used in the calculation was 7.8% and the discount rate used was 8.5%. These inputs are classified under Level 3 in the fair value hierarchy above. Should the significant assumptions utilized above to determine fair value continue to deteriorate, additional impairments in the future could be possible.

Other Fair Value Disclosures

The estimated fair value within the fair value hierarchy and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

	March 31, 2021	December 31, 2020
Level 1 Quoted Prices in Active Markets for Identical Assets or Liabilities	$ —	$ —
Level 2 Significant Observable Inputs	1,226,528	1,207,531
Level 3 Significant Unobservable Inputs	406,051	432,272
Total fair value of debt	$ 1,632,579	$ 1,639,803
Recorded value of debt	$ 1,542,760	$ 1,567,886

Our senior unsecured notes are publicly-traded which provides quoted market rates. However, due to the limited trading volume of these notes, we have classified these instruments as Level 2 in the hierarchy. Our other debt is classified as Level 3 given the unobservable inputs utilized in the valuation. Our unsecured term loan, unsecured lines of credit and variable interest rate mortgages are all LIBOR based instruments. When selecting the discount rates for purposes of estimating the fair value of these instruments, we evaluated the original credit spreads and do not believe that the use of them differs materially from current credit spreads for similar instruments and therefore the recorded values of these debt instruments is considered their fair value.

The carrying values of cash and cash equivalents, receivables, accounts payable, accrued expenses and other assets and liabilities are reasonable estimates of their fair values because of the short maturities of these instruments.

9. Shareholders’ Equity of the Company

Dividend Declaration

In January 2021, the Company's Board of Directors declared a $ 0.1775 cash dividend per common share payable on February 12, 2021 to each shareholder of record on January 29, 2021, and the Trustees of Tanger GP Trust declared a $0.1775 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

In January 2020, the Company's Board of Directors declared a $ 0.355 cash dividend per common which was paid during the first quarter of 2020 to each shareholder of record on January 31, 2020, and the Trustees of Tanger GP Trust declared a $0.355 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

Also in January 2020, the Company's Board of Directors declared a $ 0.3575 cash dividend per common share payable on May 15, 2020 to each shareholder of record on April 30, 2020, and the Trustees of Tanger GP Trust declared a $0.3575 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

At-the-Market Offering

Under our at-the-market stock offering program (“ATM Offering”), which commenced February 2021, we may offer and sell our common shares, $ 0.01 par value per share (“Common Shares”), having an aggregate gross sales price of up to $250.0 million (the “Shares”). We may sell the Shares in amounts and at times to be determined by us but we have no obligation to sell any of the Shares. Actual sales, if any, will depend on a variety of factors to be determined by us from time to time, including, among other things, market conditions, the trading price of the Common Shares, capital needs and determinations by us of the appropriate sources of its funding. We currently intend to use the net proceeds from the sale of shares pursuant to the ATM Offering for working capital and general corporate purposes.

The following table sets forth information regarding settlements under our ATM offering program:

	Three months ended March 31,	
	2021	2020
Number of common shares settled during the period	6,867,078	—
Average price per share	$ 19.02	$ —
Aggregate gross proceeds (in thousands)	$ 130,638	$ —
Aggregate net proceeds after commissions and fees (in thousands)	$ 128,655	$ —

Share Repurchase Program

In February 2019, the Company's Board of Directors authorized the repurchase of an additional $ 44.3 million of our outstanding common shares for an aggregate authorization of $169.3 million until May 18, 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization. The Company did not repurchase any shares for the quarters ended March 31, 2021 and 2020. The remaining amount authorized to be repurchased under the program as of March 31, 2021 was approximately $80.0 million. The Company has temporarily suspended share repurchases for at least the twelve months starting July 1, 2020 as the June 2020 amendments to our debt agreements for our lines of credit and bank term loan prohibit share repurchases during such time.

10. Partners' Equity of the Operating Partnership

All units of partnership interest issued by the Operating Partnership have equal rights with respect to earnings, dividends and net assets. When the Company issues common shares upon the exercise of options, the grant of restricted common share awards, or the exchange of Class A common limited partnership units, the Operating Partnership issues a corresponding Class B common limited partnership unit to Tanger LP Trust, a wholly-owned subsidiary of the Company. Likewise, when the Company repurchases its outstanding common shares, the Operating Partnership repurchases a corresponding Class B common limited partnership unit held by Tanger LP Trust.

The following table sets forth the changes in outstanding partnership units for the three months ended March 31, 2021 and March 31, 2020:

		Limited Partnership Units		
	General Partnership Units	Class A	Class B	Total
Balance December 31, 2019	1,000,000	4,911,173	91,892,260	96,803,433
Grant of restricted common share awards by the Company, net of forfeitures	—	—	241,038	241,038
Units withheld for employee income taxes	—	—	(56,597)	(56,597)
Balance March 31, 2020	1,000,000	4,911,173	92,076,701	96,987,874
Balance December 31, 2020	1,000,000	4,794,643	92,569,801	97,364,444
Grant of restricted common share awards by the Company, net of forfeitures	—	—	469,675	469,675
Issuance of units	100,000	—	6,767,078	6,767,078
Units withheld for employee income taxes	—	—	(111,977)	(111,977)
Balance March 31, 2021	1,100,000	4,794,643	99,694,577	104,489,220

11. Earnings Per Share of the Company

The following table sets forth a reconciliation of the numerators and denominators in computing the Company’s earnings per share (in thousands, except per share amounts):

	Three months ended March 31, 2021	2020
Numerator:		
Net income (loss) attributable to Tanger Factory Outlet Centers, Inc.	$ 4,133	$ (26,882)
Less allocation of earnings to participating securities	(207)	(516)
Net income (loss) available to common shareholders of Tanger Factory Outlet Centers, Inc.	$ 3,926	$ (27,398)
Denominator:		
Basic weighted average common shares	94,812	92,500
Effect of notional units	288	—
Effect of outstanding options	717	—
Diluted weighted average common shares	95,817	92,500
Basic earnings per common share:		
Net income (loss)	$ 0.04	$ (0.30)
Diluted earnings per common share:		
Net income (loss)	$ 0.04	$ (0.30)

We determine diluted earnings per share based on the weighted average number of common shares outstanding combined with the incremental weighted average shares that would have been outstanding assuming all potentially dilutive securities were converted into common shares at the earliest date possible.

Notional units granted under our equity compensation plan are considered contingently issuable common shares and are included in earnings per share if the effect is dilutive using the treasury stock method and the common shares would be issuable if the end of the reporting period were the end of the contingency period. For the three months ended March 31, 2021, approximately 1.1 million notional units were excluded from the computation and for the three months ended March 31, 2020, approximately 1.5 million notional units were excluded from the computation because these notional units either would not have been issuable if the end of the reporting period were the end of the contingency period or as they were anti-dilutive.

With respect to outstanding options, the effect of dilutive common shares is determined using the treasury stock method, whereby outstanding options are assumed exercised at the beginning of the reporting period and the exercise proceeds from such options and the average measured but unrecognized compensation cost during the period are assumed to be used to repurchase our common shares at the average market price during the period. For the three months ended March 31, 2021, approximately 403,000 options were excluded from the computation, as they were anti-dilutive. For the three months ended March 31, 2020, approximately 521,000 options were excluded from the computation, as they were anti-dilutive.

The assumed exchange of the partnership units held by the Non-Company LPs as of the beginning of the year, which would result in the elimination of earnings allocated to the noncontrolling interest in the Operating Partnership, would have no impact on earnings per share since the allocation of earnings to a common limited partnership unit, as if exchanged, is equivalent to earnings allocated to a common share.

Certain of the Company’s unvested restricted common share awards contain non-forfeitable rights to dividends or dividend equivalents. The impact of these unvested restricted common share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted common share awards based on dividends declared and the unvested restricted common shares’ participation rights in undistributed earnings. Unvested restricted common shares that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per share computation if the effect is dilutive, using the treasury stock method.

12. Earnings Per Unit of the Operating Partnership

The following table sets forth a reconciliation of the numerators and denominators in computing earnings per unit (in thousands, except per unit amounts):

	Three months ended March 31,			
	2021		2020	
Numerator:				
Net income (loss) attributable to partners of the Operating Partnership	$	4,342	$	(28,309)
Less allocation of earnings to participating securities		(207)		(516)
Net income (loss) available to common unitholders of the Operating Partnership	$	4,135	$	(28,825)
Denominator:				
Basic weighted average common units		99,606		97,411
Effect of notional units		288		—
Effect of outstanding options		717		—
Diluted weighted average common units		100,611		97,411
Basic earnings per common unit:				
Net income (loss)	$	0.04	$	(0.30)
Diluted earnings per common unit:				
Net income (loss)	$	0.04	$	(0.30)

We determine diluted earnings per unit based on the weighted average number of common units outstanding combined with the incremental weighted average units that would have been outstanding assuming all potentially dilutive securities were converted into common units at the earliest date possible. There were no securities which had a dilutive effect on earnings per common unit for the three months ended March 31, 2021 and 2020.
Notional units granted under our equity compensation plan are considered contingently issuable common units and are included in earnings per unit if the effect is dilutive using the treasury stock method and the common units would be issuable if the end of the reporting period were the end of the contingency period. For the three months ended March 31, 2021 approximately 1.1 million notional units were excluded from the computation and for the three months ended March 31, 2020 approximately 1.5 million notional units were excluded from the computation because these notional units either would not have been issuable if the end of the reporting period were the end of the contingency period or as they were anti-dilutive.

With respect to outstanding options, the effect of dilutive common units is determined using the treasury stock method, whereby outstanding options are assumed exercised at the beginning of the reporting period and the exercise proceeds from such options and the average measured but unrecognized compensation cost during the period are assumed to be used to repurchase our common units at the average market price during the period. The market price of a common unit is considered to be equivalent to the market price of a Company common share. For the three months ended March 31, 2021, approximately 403,000 options were excluded from the computation. For the three months ended March 31, 2020, approximately 521,000 options were excluded from the computation as they were anti-dilutive.

Certain of the Company’s unvested restricted common share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the corresponding unvested restricted unit awards on earnings per unit has been calculated using the two-class method whereby earnings are allocated to the unvested restricted unit awards based on distributions declared and the unvested restricted units’ participation rights in undistributed earnings. Unvested restricted common units that do not contain non-forfeitable rights to dividends or dividend equivalents are included in the diluted earnings per unit computation if the effect is dilutive, using the treasury stock method.

13. Equity-Based Compensation of the Company

We have a shareholder approved equity-based compensation plan, the Incentive Award Plan of Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership (as amended and restated on April 4, 2014), as amended (the "Plan"), which covers our non-employee directors, officers, employees and consultants. Per the Operating Partnership agreement, when a common share is issued by the Company, the Operating Partnership issues one corresponding unit of partnership interest to the Company's wholly-owned subsidiaries. Therefore, when the Company grants an equity-based award, the Operating Partnership treats each award as having been granted by the Operating Partnership. In the discussion below, the term "we" refers to the Company and the Operating Partnership together and the term "shares" is meant to also include corresponding units of the Operating Partnership.

We recorded equity-based compensation expense in general and administrative expenses in our consolidated statements of operations as follows (in thousands):

	Three months ended March 31,	
	2021	2020
Restricted common shares (1)	$ 2,573	$ 2,227
Notional unit performance awards (1)	1,149	1,520
Options	123	41
Total equity-based compensation	$ 3,845	$ 3,788

(1) The three months ended March 31, 2021 includes the accelerated recognition of compensation cost.

Equity-based compensation expense capitalized as a part of rental property and deferred lease costs were as follows (in thousands):

	Three months ended March 31,	
	2021	2020
Equity-based compensation expense capitalized	$ 64	$ 101

Restricted Common Share and Restricted Share Unit Awards

During February 2021, the Company granted approximately 385,000 restricted common shares and restricted share units to the Company's non-employee directors and the Company's senior executive officers. The grant date fair value of the awards was $14.60 per share. The restricted common shares vest ratably over a three year period on January 4th of each year for non-employee directors and on February 15th of each year for senior executive officers. Compensation expense related to the amortization of the deferred compensation is being recognized in accordance with the vesting schedule of the restricted shares.

For certain shares that vest during the period, we withhold shares with value equivalent up to the employees' maximum statutory obligation for the applicable income and other employment taxes, and remit cash to the appropriate taxing authorities. The total number of shares withheld upon vesting were approximately 112,000 and 57,000 for the three months ended March 31, 2021 and 2020, respectively. The total number of shares withheld was based on the value of the restricted common shares on the vesting date as determined by our closing share price on the day prior to the vesting date. Total amounts paid for the employees' tax obligation to taxing authorities were $1.6 million and $736,000 for the three months ended March 31, 2021 and 2020, respectively. These amounts are reflected as financing activities within the consolidated statements of cash flows.

2021 Performance Share Plan

During February 2021, the Compensation Committee of the Company approved the general terms of the Tanger Factory Outlet Centers, Inc. 2021 Performance Share Plan (the “2021 PSP”) covering the Company's senior executive officers whereby a maximum of approximately 642,000 restricted common shares may be earned if certain share price appreciation goals are achieved over a three year measurement period. The 2021 PSP is a long-term incentive compensation plan. Recipients may earn units which may convert into restricted common shares of the Company based on the Company’s absolute share price appreciation (or absolute total shareholder return) and its share price appreciation relative to its peer group (or relative total shareholder return) over a three-year measurement period. Any shares earned at the end of the three-year measurement period are subject to a time-based vesting schedule, with 50% of the shares vesting immediately following the measurement period, and the remaining 50% vesting one year thereafter, contingent upon continued employment with the Company through the vesting date (unless terminated prior thereto (a) by the Company without cause, (b) by participant for good reason or, (c) due to death or disability).

The following table sets forth 2021 PSP performance targets and other relevant information about the 2021 PSP:

Performance targets (1)	
Absolute portion of award:	
Percent of total award	33.3%
Absolute total shareholder return range	26.0 % - 40.5%
Percentage of units to be earned	20 % - 100%
Relative portion of award:	
Percent of total award	66.7%
Percentile rank of peer group range (2)	30 th - 80th
Percentage of units to be earned	20 % - 100%
Maximum number of restricted common shares that may be earned (3)	642,423
February grant date fair value per share	$ 9.65

(1) The number of restricted common shares received under the 2021 PSP will be determined on a pro-rata basis by linear interpolation between total shareholder return thresholds, both for absolute total shareholder return and for relative total shareholder return amongst the Company’s peer group.
(2) The peer group is based on companies included in the FTSE NAREIT Retail Index.

The fair values of the 2021 PSP awards granted during the three months ended March 31, 2021 were determined at the grant dates using a Monte Carlo simulation pricing model and the following assumptions:

Risk free interest rate (1)	0.2 %
Expected dividend yield (2)	6.5 %
Expected volatility (3)	61 %

(1) Represents the interest rate as of the grant date on US treasury bonds having the same life as the estimated life of the restricted unit grants.
(2) The dividend yield is calculated utilizing the dividends paid for the previous five-year period.
(3) Based on a mix of historical and implied volatility for our common shares and the common shares of our peer index companies over the measurement period.

2018 Outperformance Plan

On February 15, 2021, the measurement period for the 2018 Outperformance Plan ('the 2018 OPP") expired. Based on the Company’s relative total shareholder return over the three year measurement period, we issued 76,478 restricted common shares in February 2021, with 43,127 vesting immediately and the remaining 33,351 vesting in February one year thereafter, contingent upon continued employment with the Company through the vesting date. Our absolute share price appreciation (or total shareholder return) for the 2018 OPP did not meet the minimum share price appreciation and no shares were earned under this component of the 2018 OPP.

14. Accumulated Other Comprehensive Income (Loss) of the Company

The following table presents changes in the balances of each component of accumulated other comprehensive loss for the three months ended March 31, 2021 (in thousands):

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance December 31, 2020	$ (23,399)	$ (3,186)	$ (26,585)	$ (1,281)	$ (173)	$ (1,454)
Other comprehensive income before reclassifications	952	1,508	2,460	57	76	133
Reclassification out of accumulated other comprehensive income (loss) into other income (expense) for foreign currency and interest expense for cash flow hedges	3,463	394	3,857	167	20	187
Balance March 31, 2021	$ (18,984)	$ (1,284)	$ (20,268)	$ (1,057)	$ (77)	$ (1,134)

The following table presents changes in the balances of each component of accumulated other comprehensive loss for the three months ended March 31, 2020 (in thousands):

	Tanger Factory Outlet Centers, Inc. Accumulated Other Comprehensive Income (Loss)			Noncontrolling Interest in Operating Partnership Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency	Cash flow hedges	Total	Foreign Currency	Cash flow hedges	Total
Balance December 31, 2019	$ (25,094)	$ (401)	$ (25,495)	$ (1,369)	$ (24)	$ (1,393)
Other comprehensive loss before reclassifications	(7,343)	(5,388)	(12,731)	(390)	(286)	(676)
Reclassification out of accumulated other comprehensive income/loss for interest expense for cash flow hedges	—	(2)	(2)	—	—	—
Balance March 31, 2020	$ (32,437)	$ (5,791)	$ (38,228)	$ (1,759)	$ (310)	$ (2,069)

We expect within the next twelve months to reclassify into earnings as an increase to interest expense approximately $ 905,000 of the amounts recorded within accumulated other comprehensive loss related to the interest rate swap agreements in effect as of March 31, 2021.

15. Accumulated Other Comprehensive Income (Loss) of the Operating Partnership

The following table presents changes in the balances of each component of accumulated other comprehensive loss for the three months ended March 31, 2021 (in thousands):

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance December 31, 2020	$ (24,680)	$ (3,359)	$ (28,039)
Other comprehensive income before reclassifications	1,009	1,584	2,593
Reclassification out of accumulated other comprehensive income (loss) into other income (expense) for foreign currency and interest expense for cash flow hedges	3,630	414	4,044
Balance March 31, 2021	$ (20,041)	$ (1,361)	$ (21,402)

The following table presents changes in the balances of each component of accumulated other comprehensive loss for the three months ended March 31, 2020 (in thousands):

	Foreign Currency	Cash flow hedges	Accumulated Other Comprehensive Income (Loss)
Balance December 31, 2019	$ (26,463)	$ (425)	$ (26,888)
Other comprehensive loss before reclassifications	(7,733)	(5,674)	(13,407)
Reclassification out of accumulated other comprehensive income (loss) into other income (expense) for interest expense for cash flow hedges	—	(2)	(2)
Balance March 31, 2020	$ (34,196)	$ (6,101)	$ (40,297)

We expect within the next twelve months to reclassify into earnings as an increase to interest expense approximately $ 905,000 of the amounts recorded within accumulated other comprehensive loss related to the interest rate swap agreements in effect as of March 31, 2021.

16. Lease Agreements

As of March 31, 2021, we were the lessor to over 2,100 stores in our 30 consolidated outlet centers, under operating leases with initial terms that expire from 2021 to 2035, with certain agreements containing extension options. We also have certain agreements that require tenants to pay their portion of reimbursable expenses such as common area expenses, utilities, insurance and real estate taxes.

The components of rental revenues are as follows (in thousands):

	Three months ended March 31,	
	2021	2020
Rental revenues - fixed	$ 74,919	$ 86,933
Rental revenues - variable (1)	22,548	21,625
Rental revenues	$ 97,467	$ 108,558

(1) Primarily includes rents based on a percentage of tenant sales volume and reimbursable expenses such as common area expenses, utilities, insurance and real estate taxes.

17. Supplemental Cash Flow Information

We purchase capital equipment and incur costs relating to construction of facilities, including tenant finishing allowances. Expenditures included in accounts payable and accrued expenses were as follows (in thousands):

	As of March 31, 2021	As of March 31, 2020
Costs relating to construction included in accounts payable and accrued expenses	$ 15,849	$ 18,168

Dividends payable were as follows (in thousands):

	As of March 31, 2021	As of March 31, 2020
Dividends payable	$ —	$ 35,108

Interest paid, net of interest capitalized was as follows (in thousands):

	Three months ended March 31,	
	2021	2020
Interest paid	$ 14,125	$ 14,811

18. New Accounting Pronouncements

Recently issued accounting standards

On March 12, 2020, the FASB issued Accounting Standards Update (“ASU”) 2020-04, Reference Rate Reform (Topic 848) - Facilitation of the Effects of Reference Rate Reform on Financial Reporting, which provides optional expedients and exceptions for applying GAAP to contracts, hedging relationships and other transactions that reference LIBOR or other reference rates expected to be discontinued because of reference rate reform. This ASU is effective as of March 12, 2020 through December 31, 2022. In January 2021, the FASB issued ASU 2021-01, Reference Rate Reform (Topic 848), which refines the scope of Topic 848 and clarifies some of its guidance. Specifically, certain provisions in Topic 848, if elected by an entity, apply to derivative instruments that use an interest rate for margining, discounting, or contract price alignment that is modified as a result of reference rate reform. Amendments to the expedients and exceptions in Topic 848 capture the incremental consequences of the scope clarification and tailor the existing guidance to derivative instruments affected by the discounting transition. The amendments are effective immediately for all entities. An entity may elect to apply the amendments on a full retrospective basis. We have not adopted any of the optional expedients or exceptions through March 31, 2021, but will continue to evaluate the possible adoption of any such expedients or exceptions during the effective period as circumstances evolve.

19. Subsequent Events

Dividend Declaration
In April 2021, the Company's Board of Directors declared a $ 0.1775 cash dividend per common share payable on May 14, 2021 to each shareholder of record on March 31, 2021, and the Trustees of Tanger GP Trust declared a $0.1775 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

Senior Notes 3.875%
In April 2021, we completed a partial redemption of $ 150.0 million aggregate principal amount of our $ 250.0 million 3.875% senior notes due December 2023, for $163.0 million in cash, which includes a make-whole premium of $ 13.0 million. Subsequent to the redemption, $ 100.0 million aggregate principal amount of the Notes remains outstanding.

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

The discussion of our results of operations reported in the unaudited, consolidated statements of operations compares the three months ended March 31, 2021 with the three months ended March 31, 2020. The results of operations discussion is combined for Tanger Factory Outlet Centers, Inc. and Tanger Properties Limited Partnership because the results are virtually the same for both entities. The following discussion should be read in conjunction with the unaudited consolidated financial statements appearing elsewhere in this report. Historical results and percentage relationships set forth in the unaudited, consolidated statements of operations, including trends which might appear, are not necessarily indicative of future operations. Unless the context indicates otherwise, the term “Company” refers to Tanger Factory Outlet Centers, Inc. and subsidiaries and the term “Operating Partnership” refers to Tanger Properties Limited Partnership and subsidiaries. The terms “we”, “our” and “us” refer to the Company or the Company and the Operating Partnership together, as the text requires.

Cautionary Statements

Certain statements made in this Management's Discussion and Analysis of Financial Condition and Results of Operations below are 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, or the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Reform Act of 1995 and included this statement for purposes of complying with these safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies, beliefs and expectations, are generally identifiable by use of the words "believe", "expect", "intend", "anticipate", "estimate", "project", or similar expressions. Such forward-looking statements include, but are not limited to, statements regarding: the expected impact of the novel coronavirus (“COVID-19”) pandemic on our business, financial results and financial condition; our ability to raise additional capital, including via future issuances of equity and debt, and the use of proceeds from such issuances; our results of operations and financial condition; capital expenditure and working capital needs and the funding thereof; the repurchase of the Company's common shares, including the potential use of a 10b5-1 plan to facilitate repurchases; future dividend payments; the possibility of future asset impairments; potential developments, expansions, renovations, acquisitions or dispositions of outlet centers; compliance with debt covenants; renewal and re-lease of leased space; the outlook for the retail environment, potential bankruptcies, and other store closings; the outcome of legal proceedings arising in the normal course of business; and real estate joint ventures. You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other important factors which are, in some cases, beyond our control and which could materially affect our actual results, performance or achievements.

Currently, one of the most significant factors, however, is the adverse effect of the COVID-19 pandemic on the financial condition, results of operations, cash flows, compliance with debt covenants and performance of the Company and its tenants, the real estate market and the global economy and financial markets. The extent to which COVID-19 impacts us and our tenants will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, the timing or effectiveness of any vaccines or treatments, and the direct and indirect economic effects of the pandemic and containment measures, among others. Moreover, you should interpret many of the risks identified in this report, as well as the risks set forth below, as being heightened as a result of the ongoing and numerous adverse impacts of COVID-19.

Other important factors which may cause actual results to differ materially from current expectations include, but are not limited to: our inability to develop new outlet centers or expand existing outlet centers successfully; risks related to the economic performance and market value of our outlet centers; the relative illiquidity of real property investments; impairment charges affecting our properties; our dispositions of assets may not achieve anticipated results; competition for the acquisition and development of outlet centers, and our inability to complete outlet centers we have identified; environmental regulations affecting our business; risk associated with a possible terrorist activity or other acts or threats of violence, public health crises and threats to public safety; our dependence on rental income from real property; our dependence on the results of operations of our retailers; the fact that certain of our properties are subject to ownership interests held by third parties, whose interests may conflict with ours; risks related to climate change; risks related to uninsured losses; risks related to changes in consumer spending habits; risks associated with our Canadian investments; risks associated with attracting and retaining key personnel; risks associated with debt financing; risk associated with our guarantees of debt for, or other support we may provide to, joint venture properties; the effectiveness of our interest rate hedging arrangements; uncertainty relating to the potential phasing out of LIBOR; our potential failure to qualify as a REIT; our legal obligation to make distributions to our shareholders; legislative or regulatory actions that could adversely affect our shareholders; our dependence on distributions from the Operating Partnership to meet our financial obligations, including dividends; the risk of a cyber-attack or an act of cyber-terrorism and other important factors which may cause actual results to differ materially from current expectations include, but are not limited to, those set forth under Item 1A - "Risk Factors" in the Company's and the Operating Partnership's Annual Report on Form 10-K for the year ended December 31, 2020.

General Overview

As of March 31, 2021, we had 30 consolidated outlet centers in 18 states totaling 11.5 million square feet. We also had 6 unconsolidated outlet centers in 5 states or provinces totaling 2.1 million square feet.

The table below details our new developments, expansions and dispositions of consolidated and unconsolidated outlet centers that significantly impacted our results of operations and liquidity from January 1, 2020 to March 31, 2021 (square feet in thousands):

		Consolidated Outlet Centers		Unconsolidated Joint Venture Outlet Centers	
Outlet Center	Quarter Opened/Disposed	Square Feet	Number of Outlet Centers	Square Feet	Number of Outlet Centers
As of January 1, 2020		12,048	32	2,212	7
Dispositions:					
Terrell	Third Quarter	(178)	(1)	—	—
Other		3	—	—	—
As of December 31, 2020		11,873	31	2,212	7
Disposition:					
Jeffersonville	First Quarter	(412)	(1)		
Saint-Saveur	First Quarter			(99)	(1)
Other		(5)			
As of March 31, 2021		11,456	30	2,113	6

The following table summarizes certain information for our existing outlet centers in which we have an ownership interest as of March 31, 2021. Except as noted, all properties are fee owned.

Consolidated Outlet Centers Location	Legal Ownership %	Square Feet	% Occupied
Deer Park, New York	100	739,112	93
Riverhead, New York (1)	100	729,558	88
Rehoboth Beach, Delaware (1)	100	552,841	91
Foley, Alabama	100	554,649	87
Atlantic City, New Jersey (1) (3)	100	487,718	79
San Marcos, Texas	100	471,816	89
Sevierville, Tennessee (1)	100	447,810	97
Savannah, Georgia	100	429,089	98
Myrtle Beach Hwy 501, South Carolina	100	426,523	97
Glendale, Arizona (Westgate)	100	410,753	94
Myrtle Beach Hwy 17, South Carolina (1)	100	404,710	100
Charleston, South Carolina	100	386,328	97
Lancaster, Pennsylvania	100	375,857	99
Pittsburgh, Pennsylvania	100	373,863	89
Commerce, Georgia	100	371,408	90
Grand Rapids, Michigan	100	357,122	86
Fort Worth, Texas	100	351,741	98
Daytona Beach, Florida	100	351,721	99
Branson, Missouri	100	329,861	98
Southaven, Mississippi (2) (3)	50	324,717	96
Locust Grove, Georgia	100	321,082	95
Gonzales, Louisiana	100	321,066	89
Mebane, North Carolina	100	318,886	99
Howell, Michigan	100	314,438	74
Mashantucket, Connecticut (Foxwoods) (1)	100	311,283	76
Tilton, New Hampshire	100	250,139	79
Hershey, Pennsylvania	100	249,696	98
Hilton Head II, South Carolina	100	206,564	96
Hilton Head I, South Carolina	100	181,670	95
Blowing Rock, North Carolina	100	104,009	88
Totals		11,456,030	92

(1) These properties or a portion thereof are subject to a ground lease.

(2) Based on capital contribution and distribution provisions in the joint venture agreement, we expect our economic interest in the venture's cash flow to be greater than our legal ownership percentage. We currently receive substantially all the economic interest of the property.

(3) Property encumbered by mortgage. See Notes 5 and 6 to the consolidated financial statements for further details of our debt obligations.

Unconsolidated joint venture properties Location	Legal Ownership %	Square Feet	% Occupied
Charlotte, North Carolina (1)	50	398,644	98
Ottawa, Ontario	50	357,217	95
Columbus, Ohio (1)	50	355,245	94
Texas City, Texas (Galveston/Houston) (1)	50	352,705	92
National Harbor, Maryland (1)	50	341,156	100
Cookstown, Ontario	50	307,883	92
Total		2,112,850	95

(1) Property encumbered by mortgage. See Note 4 to the consolidated financial statements for further details of the joint venture debt obligations.

Leasing Activity

The tables below show changes in rent (base rent and common area maintenance ("CAM") for leases for new stores that opened or renewals that started during the respective trailing twelve month periods ended March 31, 2021 and 2020:

Trailing twelve months ended March 31, 2021 (1),(2), (3)						
	# of Leases	Square Feet (in 000's)	Average Annual Straight-line Rent (psf)	Average Tenant Allowance (psf)	Average Initial Term (in years)	Net Average Annual Straight-line Rent (psf) (4)
Re-tenant	64	304	$ 31.56	$ 64.21	6.63	$ 21.88
Renewal	216	1,129	$ 26.49	$ 0.69	3.30	$ 26.28

Trailing twelve months ended March 31, 2020 (1),(2)						
	# of Leases	Square Feet (in 000's)	Average Annual Straight-line Rent (psf)	Average Tenant Allowance (psf)	Average Initial Term (in years)	Net Average Annual Straight-line Rent (psf) (4)
Re-tenant	118	504	$ 36.13	$ 47.70	7.75	$ 29.98
Renewal	178	839	$ 33.32	$ 0.90	3.90	$ 33.09

(1) Excludes license agreements, seasonal tenants, and month-to-month leases.
(2) Excludes the Terrell outlet center sold in August 2020.
(3) Excludes the Jeffersonville outlet center sold in January 2021.
(4) Net average annual straight-line base rent is calculated by dividing the average tenant allowance costs per square foot by the average initial term and subtracting this calculated number from the average straight-line base rent per year amount. The average annual straight-line base rent disclosed in the table above includes all concessions, abatements and reimbursements of rent to tenants. The average tenant allowance disclosed in the table above includes other landlord costs.

COVID-19 Pandemic

The current novel COVID-19 pandemic has had, and will continue to have, repercussions across local, national and global economies and financial markets. COVID-19 has impacted all states where our tenants operate their businesses or where our properties are located and measures taken to prevent or remediate COVID-19, including “shelter-in-place” or “stay-at-home” orders or other quarantine mandates issued by local, state or federal authorities, have had an adverse effect on our business and the businesses of our tenants. The full extent of the adverse impact on, among other things, our results of operations, liquidity (including our ability to access capital markets), the possibility of future impairments of long-lived assets or our investments in unconsolidated joint ventures, our compliance with debt covenants, our ability to collect rent under our existing leases, our ability to renew and re-lease our leased space, the outlook for the retail environment, bankruptcies and potential further bankruptcies or other store closings and our ability to develop, acquire, dispose or lease properties for our portfolio, is unknown and will depend on future developments, which are highly uncertain and cannot be predicted. Our results of operations, liquidity and cash flows have been and may continue to be in the future materially affected.

Due to the COVID-19 pandemic, a number of our tenants requested rent deferrals, rent abatements or other types of rent relief during this pandemic. As a response, in late March 2020, we offered all tenants in our consolidated portfolio the option to defer 100% of April and May rents interest free, payable in equal installments due in January and February of 2021.

As of April 30, 2021, contractual fixed rents billed during 2020 that were deferred or under negotiation as a direct result of the COVID-19 pandemic and remain outstanding totaled $3.7 million and $2.9 million, respectively. Through April 30, 2021, the Company had collected 83% of 2020 rents deferred until 2021 and had collected 96% of the 2020 deferred rents due to be repaid in the first quarter of 2021, and as a result, the Company recorded a $1.6 million reversal of rental revenue reserves during the first quarter related to prior period rents that were previously deferred. As of March 31, 2021, remaining rental revenue reserves totaled $2.6 million, or 39% of the total remaining 2020 rents deferred or under negotiation.

Based on rents received through April 30, 2021, collections of contractual fixed rents billed of $85.6 million in the first quarter of 2021 for the consolidated portfolio were approximately 95%.

The extent of future tenant requests for rent relief and the impact on our results of operations and cash flows is uncertain and cannot be predicted at this time. While none of our domestic outlets centers are in markets subject to mandatory closures as April 30, 2021, our two Canadian centers held in the RioCan unconsolidated joint venture are currently under mandated closure with stay at home orders in place through May 19, 2021. If store closures were to occur again in our domestic markets, this could have a material adverse impact on our financial position and results of operations.

RESULTS OF OPERATIONS

Comparison of the three months ended March 31, 2021 to the three months ended March 31, 2020

NET INCOME

Net income in the 2021 period increased $32.5 million to $4.3 million as compared to a $28.1 million loss for the 2020 period. The increase in net income is primarily due to the following:

- The $45.7 million impairment charge recognized in March 2020 at our outlet center in Mashantucket, Connecticut.
- Lower property operating expense due to decreased advertising and promotion expense.

Partially offsetting the impact of the items above were the following items:

- We recorded a foreign currency loss of approximately $3.6 million in other income (expense), which had been previously recorded in other comprehensive income associated with the sale of our RioCan joint venture outlet center in Saint-Sauveur.
- We recorded $2.4 million of compensation cost related to a voluntary retirement plan offer which required eligible participants to give notice of acceptance by December 1, 2020 for an effective retirement date of March 31, 2021 and other executive severance.
- The sale of two operating properties since the first quarter of last year, as discussed below, and
- Lower rental revenues primarily due to lower occupancy, as discussed below.

In the tables below, information set forth for properties disposed includes the Terrell outlet center sold in August 2020 and the Jeffersonville outlet center sold in January 2021.

RENTAL REVENUES

Rental revenues decreased $11.1 million in the 2021 period compared to the 2020 period. The following table sets forth the changes in various components of rental revenues (in thousands):

	2021	2020	Increase/(Decrease)
Rental revenues from existing properties	$ 97,073	$ 104,296	$ (7,223)
Rental revenues from properties disposed	459	2,494	(2,035)
Straight-line rent adjustments	(1,043)	1,873	(2,916)
Lease termination fees	673	164	509
Amortization of above and below market rent adjustments, net	305	(269)	574
	$ 97,467	$ 108,558	$ (11,091)

Rental revenues decreased primarily due to rent modifications and store closings as a result of recent retailer bankruptcies and brand-wide restructurings, most of which occurred during 2020. Our overall portfolio occupancy rate declined to 91.7% as of the end of the current period compared to 94.3% as of the end of the prior year period.

MANAGEMENT, LEASING AND OTHER SERVICES

Management, leasing and other services decreased $71,000 in the 2021 period compared to the 2020 period. The following table sets forth the changes in various components of management, leasing and other services (in thousands):

	2021	2020	Increase/(Decrease)
Management and marketing	$ 509	$ 541	$ (32)
Leasing and other fees	56	20	36
Expense reimbursements from unconsolidated joint ventures	807	882	(75)
	$ 1,372	$ 1,443	$ (71)

OTHER REVENUES

Other revenues increased $223,000 in the 2021 period as compared to the 2020 period. The following table sets forth the changes in various components of other revenues (in thousands):

	2021	2020	Increase/(Decrease)
Other revenues from existing properties	$ 1,842	$ 1,595	$ 247
Other revenues from properties disposed	13	37	(24)
	$ 1,855	$ 1,632	$ 223

PROPERTY OPERATING EXPENSES

Property operating expenses decreased $3.3 million in the 2021 period compared to the 2020 period. The following table sets forth the changes in various components of property operating expenses (in thousands):

	2021	2020	Increase/(Decrease)
Property operating expenses from existing properties	$ 33,685	$ 35,502	$ (1,817)
Properties operating expenses from properties disposed	571	1,791	(1,220)
Expenses related to unconsolidated joint ventures	808	882	(74)
Other property operating expenses	247	452	(205)
	$ 35,311	$ 38,627	$ (3,316)

The decrease in property operating expenses at existing properties was primarily due to decreased advertising and promotion expense.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses increased $4.2 million in the 2021 period compared to the 2020 period, primarily as a result of $2.4 million of compensation cost related to employees that accepted a voluntary retirement plan with an effective retirement date of March 31, 2021 and other executive severance. Additionally, the 2021 period included incremental compensation following the 2020 period related to executives hired after March 31, 2020, including our current President and Chief Executive Officer, hired in April 2020, and our Executive Vice President of Operations, hired in October 2020. Also, the 2021 period included increases in other professional and legal fees, some of which are related to collection of rents during the COVID-19 mandated shut downs.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization costs decreased $1.3 million in the 2021 period compared to the 2020 period. The following table sets forth the changes in various components of depreciation and amortization costs from the 2020 period to the 2021 period (in thousands):

	2021	2020	Increase/(Decrease)
Depreciation and amortization from existing properties	$ 28,112	$ 29,136	$ (1,024)
Depreciation and amortization from properties disposed	38	281	(243)
	$ 28,150	$ 29,417	$ (1,267)

Depreciation and amortization decreased at our existing properties primarily due to the lower basis in our Foxwoods property due to impairments recorded in the first and fourth quarters of 2020.

OTHER INCOME (EXPENSE)
Other income (expense) decreased approximately $3.7 million in the 2021 period compared to the 2020 period. In March 2021, the RioCan joint venture closed on the sale of its outlet center in Saint-Sauveur, for net proceeds of approximately $9.4 million. Our share of the proceeds was approximately $4.7 million. As a result of this transaction, we recorded a foreign currency loss of approximately $3.6 million in other income (expense), which had been previously recorded in other comprehensive income.

INTEREST EXPENSE
Interest expense decreased $834,000 in the 2021 period compared to the 2020 period. Since March 31, 2020, we lowered the average interest rate on $300 million of variable rate debt by approximately 100 basis points by entering into several interest rate protection agreements. This decrease was partially offset by higher loan cost amortization from the cost of amending our debt covenants during the second quarter of 2020 related to our unsecured lines of credit and our unsecured term loan.

EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURES
Equity in earnings of unconsolidated joint ventures increased approximately $242,000 in the 2021 period compared to the 2020 period. In the table below, information set forth for properties disposed includes the Saint-Sauveur outlet center in our Canadian joint venture, which was sold in March 2021.

	2021	2020	Increase/(Decrease)
Equity in earnings (losses) from existing properties	$ 1,579	$ 1,458	$ 121
Equity in earnings from properties disposed	190	69	121
	$ 1,769	$ 1,527	$ 242

LIQUIDITY AND CAPITAL RESOURCES OF THE COMPANY

In this “Liquidity and Capital Resources of the Company” section, the term “the Company” refers only to Tanger Factory Outlet Centers, Inc. on an unconsolidated basis, excluding the Operating Partnership.

The Company’s business is operated primarily through the Operating Partnership. The Company issues public equity from time to time, but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company, which are fully reimbursed by the Operating Partnership. The Company does not hold any indebtedness, and its only material asset is its ownership of partnership interests of the Operating Partnership. The Company’s principal funding requirement is the payment of dividends on its common shares. The Company’s principal source of funding for its dividend payments is distributions it receives from the Operating Partnership.

Through its ownership of the sole general partner of the Operating Partnership, the Company has the full, exclusive and complete responsibility for the Operating Partnership’s day-to-day management and control. The Company causes the Operating Partnership to distribute all, or such portion as the Company may in its discretion determine, of its available cash in the manner provided in the Operating Partnership’s partnership agreement. The Company receives proceeds from equity issuances from time to time, but is required by the Operating Partnership’s partnership agreement to contribute the proceeds from its equity issuances to the Operating Partnership in exchange for partnership units of the Operating Partnership.

We are a well-known seasoned issuer with a shelf registration that expires in February 2024 that allows the Company to register unspecified various classes of equity securities and the Operating Partnership to register unspecified, various classes of debt securities. As circumstances warrant, the Company may issue equity from time to time on an opportunistic basis, dependent upon market conditions and available pricing. The Operating Partnership may use the proceeds to repay debt, including borrowings under its lines of credit, to develop new or existing properties, to make acquisitions of properties or portfolios of properties, to invest in existing or newly created joint ventures or for general corporate purposes.

The liquidity of the Company is dependent on the Operating Partnership's ability to make sufficient distributions to the Company. The Operating Partnership is a party to loan agreements with various bank lenders that require the Operating Partnership to comply with various financial and other covenants before it may make distributions to the Company. The Company also guarantees some of the Operating Partnership's debt. If the Operating Partnership fails to fulfill its debt requirements, which trigger the Company's guarantee obligations, then the Company may be required to fulfill its cash payment commitments under such guarantees. However, the Company's only material asset is its investment in the Operating Partnership.

The Company believes the Operating Partnership's sources of working capital, specifically its cash flow from operations and cash on hand, are adequate for it to make its distribution payments to the Company and, in turn, for the Company to make any minimum dividend payments to its shareholders and to finance its continued operations, growth strategy and additional expenses we expect to incur for at least the next twelve months. However, there can be no assurance that the Operating Partnership's sources of capital will continue to be available at all or in amounts sufficient to meet its needs, including its ability to make distribution payments to the Company. The unavailability of capital could adversely affect the Operating Partnership's ability to pay its distributions to the Company which will, in turn, adversely affect the Company's ability to pay cash dividends to its shareholders. Our ability to access capital on favorable terms as well as to use cash from operations to continue to meet our liquidity needs, all of which are highly uncertain and cannot be predicted, could be affected by various risks and uncertainties, including, but not limited to, the effects of the COVID-19 pandemic and other risks detailed in "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2020.

For the Company to maintain its qualification as a REIT, it must pay dividends to its shareholders aggregating annually at least 90% of its taxable income (excluding capital gains). While historically the Company has satisfied this distribution requirement by making cash distributions to its shareholders, it may choose to satisfy this requirement by making distributions of cash or other property, including, in limited circumstances, the Company's own shares.

As a result of this distribution requirement, the Operating Partnership cannot rely on retained earnings to fund its on-going operations to the same extent that other companies whose parent companies are not real estate investment trusts can. The Company may need to continue to raise capital in the equity markets to fund the Operating Partnership's working capital needs, as well as potential new developments, expansions and renovations of existing properties, acquisitions, or investments in existing or newly created joint ventures.

The Company currently consolidates the Operating Partnership because it has (1) the power to direct the activities of the Operating Partnership that most significantly impact the Operating Partnership's economic performance and (2) the obligation to absorb losses and the right to receive the residual returns of the Operating Partnership that could be potentially significant. The Company does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities and the revenues and expenses of the Company and the Operating Partnership are the same on their respective financial statements, except for immaterial differences related to cash, other assets and accrued liabilities that arise from public company expenses paid by the Company. However, all debt is held directly or indirectly at the Operating Partnership level, and the Company has guaranteed some of the Operating Partnership's unsecured debt as discussed below. Because the Company consolidates the Operating Partnership, the section entitled "Liquidity and Capital Resources of the Operating Partnership" should be read in conjunction with this section to understand the liquidity and capital resources of the Company on a consolidated basis and how the Company is operated as a whole.

In February 2021, we commenced an at-the-market share offering program ("ATM Offering") under our shelf registration statement on Form S-3. We may offer and sell our common shares, $0.01 par value per share ("Common Shares"), having an aggregate gross sales price of up to $250.0 million (the "Shares"). We may sell the Shares in amounts and at times to be determined by us but we have no obligation to sell any of the Shares. Actual sales, if any, will depend on a variety of factors to be determined by us from time to time, including, among other things, market conditions, the trading price of the Common Shares, capital needs and determinations by us of the appropriate sources of its funding. The Operating Partnership currently intends to use the net proceeds from the sale of shares pursuant to the ATM Offering for working capital and general corporate purposes.

The following table sets forth information regarding settlements under our ATM offering program:

	Three months ended March 31, 2021	2020
Number of common shares settled during the period	6,867,078	—
Average price per share	$ 19.02	$ —
Aggregate gross proceeds (in thousands)	$ 130,638	$ —
Aggregate net proceeds after selling commissions (in thousands)	$ 128,655	$ —

In February 2019, the Company’s Board of Directors authorized the repurchase of an additional $44.3 million of our outstanding common shares for an aggregate authorization of $169.3 million until May 18, 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization. The Company did not repurchase any shares for the periods ended March 31, 2021 and 2020. The remaining amount authorized to be repurchased under the program as of March 31, 2021 was approximately $80.0 million. The Company has temporarily suspended share repurchases for at least the twelve months starting July 1, 2020 as the June 2020 amendments to our debt agreements for our lines of credit and bank term loan prohibit share repurchases during such time.

In January 2021, the Company's Board of Directors declared a $0.1775 cash dividend per common share payable on February 12, 2021 to each shareholder of record on January 29, 2021, and the Trustees of Tanger GP Trust declared a $0.1775 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

In April 2021, the Company's Board of Directors declared a $0.1775 cash dividend per common share payable on May 14, 2021 to each shareholder of record on March 31, 2021, and the Trustees of Tanger GP Trust declared a $0.1775 cash distribution per Operating Partnership unit to the Operating Partnership's unitholders.

LIQUIDITY AND CAPITAL RESOURCES OF THE OPERATING PARTNERSHIP

General Overview

In this “Liquidity and Capital Resources of the Operating Partnership” section, the terms “we”, “our” and “us” refer to the Operating Partnership or the Operating Partnership and the Company together, as the text requires.

Property rental income represents our primary source to pay property operating expenses, debt service, capital expenditures and distributions, excluding non-recurring capital expenditures and acquisitions. To the extent that our cash flow from operating activities is insufficient to cover such non-recurring capital expenditures and acquisitions, we finance such activities from borrowings under our unsecured lines of credit, to the extent available, or from the proceeds from the Operating Partnership’s debt offerings and the Company’s equity offerings.

We believe we achieve a strong and flexible financial position by attempting to: (1) maintain a prudent leverage position relative to our portfolio when pursuing new development, expansion and acquisition opportunities, (2) extend and sequence debt maturities, (3) manage our interest rate risk through a proper mix of fixed and variable rate debt, (4) maintain access to liquidity by using our unsecured lines of credit in a conservative manner and (5) preserve internally generated sources of capital by strategically divesting of underperforming assets and maintaining a conservative distribution payout ratio. We manage our capital structure to reflect a long term investment approach and utilize multiple sources of capital to meet our requirements.

Our ability to access capital on favorable terms as well as to use cash from operations to continue to meet our liquidity needs, all of which are highly uncertain and cannot be predicted, could be affected by various risks and uncertainties, including, but not limited to, the effects of the COVID-19 pandemic and other risks detailed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended December 31, 2020.

In March 2020, we offered all tenants in our consolidated portfolio the option to defer 100% of April and May rents interest free, payable in equal installments due in January and February of 2021. For details of our expected collection of rents billed in the second through fourth quarters of 2020, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations-COVID-19 Pandemic.”

Cash Flows

The following table sets forth our changes in cash flows (in thousands):

	Three months ended March 31,		
	2021	2020	Change
Net cash provided by operating activities	$ 31,201	$ 27,340	$ 3,861
Net cash provided by (used in) investing activities	2,717	(6,377)	9,094
Net cash provided by financing activities	82,956	562,901	(479,945)
Effect of foreign currency rate changes on cash and equivalents	(60)	(24)	(36)
Net increase in cash and cash equivalents	$ 116,814	$ 583,840	$ (467,026)

Operating Activities

The increase in net cash provided by operating activities was primarily due to the collection of rent deferred from April and May of 2020 during the beginning of the COVID-19 pandemic. These rents were payable during the first quarter of 2021.

Investing Activities

The cause for the increase in net cash provided by investing activities was due to the net proceeds of approximately $8.1 from the sale of our Jeffersonville outlet center in the 2021 period and increased distributions in excess of cumulative earnings from unconsolidated joint ventures. These increases were partially offset by the $7.0 million contribution made to the Galveston/Houston joint venture to reduce the principal balance of the mortgage loan. In addition, we had lower additions to rental properties in the 2021 period.

Financing Activities

The primary cause for the decrease in net cash provided by financing activities was our draw down of substantially all of the available capacity under our $600.0 million unsecured lines of credit in March 2020, due to the COVID-19 pandemic. Also impacting the decrease was mortgage repayments during the 2021 period being higher than the 2020 period. These decrease was partially offset by the proceeds from our common share offering of $128.7 million in March 2021 and, in addition, and lower dividend payments in 2021 compared to 2020.

Capital Expenditures

The following table details our capital expenditures (in thousands):

	Three months ended March 31, 2021	2020	Change
Capital expenditures analysis:			
New outlet center developments and expansions	$ 131	$ 843	$ (712)
Major outlet center renovations	23	2,170	(2,147)
Second generation tenant allowances	778	908	(130)
Other capital expenditures	2,634	2,976	(342)
	3,566	6,897	(3,331)
Conversion from accrual to cash basis	3,791	3,654	137
Additions to rental property-cash basis	$ 7,357	$ 10,551	$ (3,194)

- New developments and expansions decreased due to a suspension of major development projects because of the uncertainty caused by the COVID-19 pandemic.

- Major outlet center renovations in the 2020 period included costs related to bringing two magnet tenants to our Lancaster outlet center.

Potential Future Developments, Acquisitions and Dispositions

We are in the initial study period for potential new developments, including a potential site in Nashville, Tennessee. We may also use joint venture arrangement to develop other potential sites. While temporarily deferred during the pandemic crisis, we have recently restarted our marketing efforts for the planned Nashville development, and as restrictions are lifted potential tenants are making site visits. However, there can be no assurance that these potential future projects will ultimately be developed.

In the case of projects to be wholly-owned by us, we would expect to fund these projects from amounts available under our unsecured lines of credit, but may also fund them with capital from additional public debt and equity offerings. For projects to be developed through joint venture arrangements, we may use collateralized construction loans to fund a portion of the project, with our share of the equity requirements funded from sources described above. See “Off-Balance Sheet Arrangements” for a discussion of unconsolidated joint venture development activities.

We intend to continue to grow our portfolio by developing, expanding or acquiring additional outlet centers. However, you should note that any developments or expansions that we, or a joint venture that we have an ownership interest in, have planned or anticipated may not be started or completed as scheduled, or may not result in accretive net income or funds from operations (“FFO”). See the section “Non-GAAP Supplemental Earnings Measures - Funds From Operations” below for further discussion of FFO. In addition, we regularly evaluate acquisition or disposition proposals and engage from time to time in negotiations for acquisitions or dispositions of properties. We may also enter into letters of intent for the purchase or sale of properties. Any prospective acquisition or disposition that is being evaluated or which is subject to a letter of intent may not be consummated, or if consummated, may not result in an increase in earnings or liquidity.

Financing Arrangements

As of March 31, 2021, unsecured borrowings represented 95% of our outstanding debt and 92% of the gross book value of our real estate portfolio was unencumbered. The Company guarantees the Operating Partnership’s obligations under our lines of credit.

We intend to retain the ability to raise additional capital, including public debt or equity, to pursue attractive investment opportunities that may arise and to otherwise act in a manner that we believe to be in the best interests of our shareholders and unitholders. The Company and Operating Partnership are well-known seasoned issuers with a joint shelf registration statement on Form S-3, expiring in February 2024, that allows us to register unspecified amounts of different classes of securities. To generate capital to reinvest into other attractive investment opportunities, we may also consider the use of additional operational and developmental joint ventures, the sale or lease of outparcels on our existing properties and the sale of certain properties that do not meet our long-term investment criteria. Based on cash provided by operations, existing lines of credit, ongoing relationships with certain financial institutions and our ability to sell debt or issue equity subject to market conditions, we believe that we have access to the necessary financing to fund the planned capital expenditures for at least the next twelve months.

We anticipate that adequate cash will be available to fund our operating and administrative expenses, regular debt service obligations, and the payment of dividends in accordance with REIT requirements in both the short and long-term. Although we receive most of our rental payments on a monthly basis, distributions to shareholders and unitholders are typically made quarterly and interest payments on the senior, unsecured notes are made semi-annually. Amounts accumulated for such payments will be used in the interim to reduce the outstanding borrowings under our existing unsecured lines of credit or invested in short-term money market or other suitable instruments.

The extent to which the COVID-19 pandemic continues to impact our financial condition, results of operations and cash flows will depend on future developments which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, the actions taken to contain the pandemic or mitigate its impact, the timing or effectiveness of any vaccines or treatments, and the direct and indirect economic effects of the pandemic and containment measures, among others. As of March 31, 2021, the Company's total liquidity was approximately $802 million, including cash and cash equivalents on the Company's balance sheet and the full undrawn capacity under its $600 million unsecured lines of credit. Based on estimated monthly cash expenditures of approximately $26.3 million (excluding dividends and debt maturities) for the remainder of 2021, we expect to have sufficient liquidity to meet our obligations for at least the next 12 months. For further discussion of COVID-19, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations-COVID-19 Pandemic".

We believe our current balance sheet position is financially sound; however, due to the economic uncertainty caused by the COVID-19 pandemic and the inherent uncertainty and unpredictability of the capital and credit markets, we can give no assurance that affordable access to capital will exist between now and when our next significant debt matures, which is our unsecured lines of credit to the extent there are amounts outstanding. The unsecured lines of credit expire in October 2021, with a one-year extension option whereby we may extend the maturity to October 2022.
In April 2021, Moody's lowered the company's credit rating to Baa3, stable. As the Company no longer has a split rating between the rating agencies the pricing over LIBOR for the lines of credit, term loan and facility fee will increase to 1.20%, 1.25% and .25%, respectively, effective May 1, 2021.

Also, in April 2021, we completed a partial redemption of $150.0 million aggregate principal amount of our $250.0 million 3.875% senior notes due December 2023, for $163.0 million in cash, which includes a make-whole premium of $13.0 million. Subsequent to the redemption, $100.0 million aggregate principal amount of the Notes remains outstanding.

The Operating Partnership's debt agreements require the maintenance of certain ratios, including debt service coverage and leverage, and limit the payment of dividends such that dividends and distributions will not exceed funds from operations, as defined in the agreements, for the prior fiscal year on an annual basis or 95% on a cumulative basis.

In June 2020, we amended the debt agreements for our lines of credit and bank term loan, primarily to improve future covenant flexibility. The amendments, among other things, allow us to access the existing surge leverage provision, which provides for an increase to the maximum thresholds to 65% from 60% for total leverage and unsecured leverage, for twelve months starting July 1, 2020, during which time share repurchases are prohibited. Additionally, the leverage covenants are determined based on the calculation period which is modified to be based on the immediately preceding three calendar month period annualized for the calculation date occurring on December 31, 2020; the immediately preceding six calendar month period annualized for the calculation date occurring on March 31, 2021; the immediately preceding nine calendar month period annualized for the calculation date occurring on June 30, 2021; and for all other calculation dates occurring during the term on the agreement, the immediately preceding twelve calendar month period. Some definitional modifications related to the calculation of certain covenants are permanent, including the netting of cash balances in excess of $30.0 million (or debt maturing in the next 24 months, if less) as well as using adjusted EBITDA, which adds back general and administrative expenses not attributable to the subsidiaries or properties and deducts a management fee of 3% of rental revenues in liability and asset calculations for certain covenants. The amendments revised the interest rate to provide a LIBOR floor of 0.25% for the portions of the lines of credit and bank term loan that are not fixed with an interest rate swap. Although the amended covenants provide additional flexibility and we expect to remain in compliance with such covenants, the potential impacts from COVID-19 are highly uncertain and therefore could impact covenant compliance in the future.

We have historically been and currently are in compliance with all of our debt covenants. While the amendments discussed above will provide additional covenant flexibility, the financial impact of the COVID-19 pandemic could potentially negatively impact our future compliance with financial covenants of our credit facilities, term loan and other debt agreements and result in a default and potentially an acceleration of indebtedness. Our continued compliance with these covenants depends on many factors and could be impacted by current or future economic conditions associated with the COVID-19 pandemic. Failure to comply with these covenants would result in a default which, if we were unable to cure or obtain a waiver from the lenders, could accelerate the repayment obligations. Further, in the event of default, the Company may be restricted from paying dividends to its shareholders in excess of dividends required to maintain its REIT qualification. Accordingly, an event of default could have a material and adverse impact on us. As a result, we have considered our short-term (one year or less from the date of filing these financial statements) liquidity needs and the adequacy of our estimated cash flows from operating activities and other financing sources to meet these needs. These other sources include but are not limited to: existing cash, ongoing relationships with certain financial institutions, our ability to sell debt or issue equity subject to market conditions and proceeds from the potential sale of non-core assets. We believe that we have access to the necessary financing to fund our short-term liquidity needs.

As of March 31, 2021, we believe our most restrictive covenants are contained in our senior, unsecured notes. Key financial covenants and their covenant levels, which are calculated based on contractual terms, include the following:

Senior unsecured notes financial covenants	Required	Actual
Total consolidated debt to adjusted total assets	<60%	45 %
Total secured debt to adjusted total assets	<40%	3 %
Total unencumbered assets to unsecured debt	>150%	212 %

In addition, key financial covenants for our lines of credit and term loan, include the following:

	Required	Actual
Total Liabilities to Total Adjusted Asset Value	<65% (1)	37 %
Secured Indebtedness to Adjusted Unencumbered Asset Value	<35%	5 %
EBITDA to Fixed Charges	>1.5	3.3
Total Unsecured Indebtedness to Adjusted Unencumbered Asset Value	<65% (1)	33 %
Unencumbered Interest Coverage Ratio	>1.5	3.7

(1) In June 2020, we amended the debt agreements for our lines of credit and bank term loan which, among other things, allow us to access the existing surge leverage provision, which provides for an increase to the maximum thresholds to 65% from 60% for total leverage and unsecured leverage, for twelve months starting July 1, 2020.

Depending on the future economic impact of COVID-19, other convents related to credit facilities, term loans, and other debt obligations could become one of our most restrictive covenants.

CONTRACTUAL OBLIGATIONS

See Note 6 to the consolidated financial statements for additional information on our $25.0 million pay down of our unsecured term loan in March 2021. Other than the foregoing, there were no material changes in our commitments during the three months ended March 31, 2021 under contractual obligations from those disclosed in our 2020 Annual Report on Form 10-K for the year ended December 31, 2020.

OFF-BALANCE SHEET ARRANGEMENTS

We have partial ownership interests in six unconsolidated outlet centers totaling approximately 2.1 million square feet, including two outlet centers in Canada. See Note 4 to the consolidated financial statements for details of our individual joint ventures, including, but not limited to, carrying values of our investments, fees we receive for services provided to the joint ventures, recent development and financing transactions and condensed combined summary financial information.

We may elect to fund cash needs of a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such funding is not typically required contractually or otherwise. We separately report investments in joint ventures for which accumulated distributions have exceeded investments in, and our share of net income or loss of, the joint ventures within other liabilities in the consolidated balance sheets because we are committed and intend to provide further financial support to these joint ventures. We believe our joint ventures will be able to fund their operating and capital needs for the next twelve months based on their sources of working capital, specifically cash flow from operations, access to contributions from partners, and ability to refinance debt obligations, including the ability to exercise upcoming extensions of near term maturities.

Our joint ventures are typically encumbered by a mortgage on the joint venture property. We provide guarantees to lenders for our joint ventures which include standard non-recourse carve out indemnifications for losses arising from items such as but not limited to fraud, physical waste, payment of taxes, environmental indemnities, misapplication of insurance proceeds or security deposits and failure to maintain required insurance. A default by a joint venture under its debt obligations may expose us to liability under the guaranty. For construction and mortgage loans, we may include a guaranty of completion as well as a principal guaranty ranging from 5% to 100% of principal. The principal guarantees include terms for release based upon satisfactory completion of construction and performance targets including occupancy thresholds and minimum debt service coverage tests. Our joint ventures may contain make whole provisions in the event that demands are made on any existing guarantees.

Debt of unconsolidated joint ventures

The following table details information regarding the outstanding debt of the unconsolidated joint ventures and guarantees of such debt provided by us as of March 31, 2021 (dollars in millions):

Joint Venture	Total Joint Venture Debt	Maturity Date	Interest Rate	Percent Guaranteed by the Operating Partnership	Maximum Guaranteed Amount by the Company
Charlotte	$ 100.0	July 2028	4.27%	— %	$ —
Columbus	71.0	November 2022	LIBOR + 1.85%	16.8 %	11.9
Galveston/Houston (1)	64.5	July 2023	LIBOR + 1.85%	15.5 %	10.0
National Harbor	95.0	January 2030	4.63 %	— %	—
Debt origination costs	(1.3)				
	$ 329.2				$ 21.9

(1) In February 2021, the Galveston/Houston joint venture amended the mortgage loan to extend the maturity to July 2023, which required a reduction in principal balance from $80.0 million to $64.5 million. The amendment also changed the interest rate from LIBOR + 1.65% to LIBOR + 1.85%.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Refer to our Annual Report on Form 10-K for the year ended December 31, 2020 of the Company and the Operating Partnership for a discussion of our critical accounting policies, which include principles of consolidation, rental property, impairment of long-lived assets, impairment of investments, revenue recognition and collectibility of operating lease receivables. There were no material changes to these policies in the quarter ended March 31, 2021.

NON-GAAP SUPPLEMENTAL MEASURES

Funds From Operations

Funds From Operations ("FFO") is a widely used measure of the operating performance for real estate companies that supplements net income (loss) determined in accordance with generally accepted accounting principles in the United States ("GAAP"). We determine FFO based on the definition set forth by the National Association of Real Estate Investment Trusts ("NAREIT"), of which we are a member. In December 2018, NAREIT issued "NAREIT Funds From Operations White Paper - 2018 Restatement" which clarifies, where necessary, existing guidance and consolidates alerts and policy bulletins into a single document for ease of use. NAREIT defines FFO as net income (loss) available to the Company's common shareholders computed in accordance with GAAP, excluding (i) depreciation and amortization related to real estate, (ii) gains or losses from sales of certain real estate assets, (iii) gains and losses from change in control, (iv) impairment write-downs of certain real estate assets and investments in entities when the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity and (v) after adjustments for unconsolidated partnerships and joint ventures calculated to reflect FFO on the same basis.

FFO is intended to exclude historical cost depreciation of real estate as required by GAAP which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization of real estate assets, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income (loss).

We present FFO because we consider it an important supplemental measure of our operating performance. In addition, a portion of cash bonus compensation to certain members of management is based on our FFO or Core FFO, which is described in the section below. We believe it is useful for investors to have enhanced transparency into how we evaluate our performance and that of our management. In addition, FFO is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is also widely used by us and others in our industry to evaluate and price potential acquisition candidates. We believe that FFO payout ratio, which represents regular distributions to common shareholders and unit holders of the Operating Partnership expressed as a percentage of FFO, is useful to investors because it facilitates the comparison of dividend coverage between REITs. NAREIT has encouraged its member companies to report their FFO as a supplemental, industry-wide standard measure of REIT operating performance.

FFO has significant limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- FFO does not reflect changes in, or cash requirements for, our working capital needs;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and FFO does not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, FFO should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or our dividend paying capacity. We compensate for these limitations by relying primarily on our GAAP results and using FFO only as a supplemental measure.

Core Funds From Operations

We present Core FFO (formerly referred to as AFFO) as a supplemental measure of our performance. We define Core FFO as FFO further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance. These further adjustments are itemized in the table below, if applicable. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Core FFO you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of Core FFO should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We present Core FFO because we believe it assists investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance. In addition, we believe it is useful for investors to have enhanced transparency into how we evaluate management's performance and the effectiveness of our business strategies. We use Core FFO when certain material, unplanned transactions occur as a factor in evaluating management's performance and to evaluate the effectiveness of our business strategies, and may use Core FFO when determining incentive compensation.

Core FFO has limitations as an analytical tool. Some of these limitations are:

- Core FFO does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Core FFO does not reflect changes in, or cash requirements for, our working capital needs;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Core FFO does not reflect any cash requirements for such replacements;
- Core FFO does not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and
- Other companies in our industry may calculate Core FFO differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Core FFO should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Core FFO only as a supplemental measure.

Below is a reconciliation of net income to FFO and Core FFO available to common shareholders (in thousands, except per share amounts):

	Three months ended March 31, 2021	Three months ended March 31, 2020
Net income (loss)	$ 4,342	$ (28,119)
Adjusted for:		
Depreciation and amortization of real estate assets - consolidated	27,554	28,801
Depreciation and amortization of real estate assets - unconsolidated joint ventures	2,996	3,018
Impairment charge - consolidated	—	45,675
Loss on sale of joint venture property, including foreign currency effect(1)	3,704	—
FFO	38,596	49,375
FFO attributable to noncontrolling interests in other consolidated partnerships	—	(190)
Allocation of earnings to participating securities	(392)	(516)
FFO available to common shareholders (2)	$ 38,204	$ 48,669
As further adjusted for:		
Compensation related to voluntary retirement plan and other executive severance(3)	2,418	—
Impact of above adjustment to the allocation of earnings to participating securities	(22)	—
Core FFO available to common shareholders (2)	$ 40,600	$ 48,669
FFO available to common shareholders per share - diluted(2)	$ 0.38	$ 0.50
Core FFO available to common shareholders per share - diluted(2)	$ 0.40	$ 0.50
Weighted Average Shares:		
Basic weighted average common shares	94,812	92,500
Effect of notional units	288	—
Effect of outstanding options and restricted common shares	717	—
Diluted weighted average common shares (for earnings per share computations)	95,817	92,500
Exchangeable operating partnership units	4,794	4,911
Diluted weighted average common shares (for FFO per share computations) (2)	100,611	97,411

(1) The three months ended March 31, 2021 includes a $3.6 million charge related to the foreign currency effect of the sale of the Saint-Sauveur, Quebec property by the RioCan joint venture in March 2021.

(2) Assumes the Class A common limited partnership units of the Operating Partnership held by the noncontrolling interests are exchanged for common shares of the Company. Each Class A common limited partnership unit is exchangeable for one of the Company’s common shares, subject to certain limitations to preserve the Company’s REIT status.

(3) Represents compensation cost related to a voluntary retirement plan offer that required eligible participants to give notice of acceptance by December 1, 2020 for an effective retirement date of March 31, 2021.

Portfolio Net Operating Income and Same Center NOI

We present portfolio net operating income (“Portfolio NOI”) and same center net operating income (“Same Center NOI”) as supplemental measures of our operating performance. Portfolio NOI represents our property level net operating income which is defined as total operating revenues less property operating expenses and excludes termination fees and non-cash adjustments including straight-line rent, net above and below market rent amortization, impairment charges and gains or losses on the sale of assets recognized during the periods presented. We define Same Center NOI as Portfolio NOI for the properties that were operational for the entire portion of both comparable reporting periods and which were not acquired, or subject to a material expansion or non-recurring event, such as a natural disaster, during the comparable reporting periods.

We believe Portfolio NOI and Same Center NOI are non-GAAP metrics used by industry analysts, investors and management to measure the operating performance of our properties because they provide performance measures directly related to the revenues and expenses involved in owning and operating real estate assets and provide a perspective not immediately apparent from net income (loss), FFO or Core FFO. Because Same Center NOI excludes properties developed, redeveloped, acquired and sold; as well as non-cash adjustments, gains or losses on the sale of outparcels and termination rents; it highlights operating trends such as occupancy levels, rental rates and operating costs on properties that were operational for both comparable periods. Other REITs may use different methodologies for calculating Portfolio NOI and Same Center NOI, and accordingly, our Portfolio NOI and Same Center NOI may not be comparable to other REITs.

Portfolio NOI and Same Center NOI should not be considered alternatives to net income (loss) or as an indicator of our financial performance since they do not reflect the entire operations of our portfolio, nor do they reflect the impact of general and administrative expenses, acquisition-related expenses, interest expense, depreciation and amortization costs, other non-property income and losses, the level of capital expenditures and leasing costs necessary to maintain the operating performance of our properties, or trends in development and construction activities which are significant economic costs and activities that could materially impact our results from operations. Because of these limitations, Portfolio NOI and Same Center NOI should not be viewed in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Portfolio NOI and Same Center NOI only as supplemental measures.

Below is a reconciliation of net income to Portfolio NOI and Same Center NOI for the consolidated portfolio (in thousands):

	Three months ended March 31,	
	2021	2020
Net income (loss)	$ 4,342	$ (28,119)
Adjusted to exclude:		
Equity in earnings of unconsolidated joint ventures	(1,769)	(1,527)
Interest expense	14,362	15,196
Other (income) expense	3,505	(220)
Impairment charge	—	45,675
Depreciation and amortization	28,150	29,417
Other non-property (income) expense	(400)	139
Corporate general and administrative expenses	16,770	12,579
Non-cash adjustments(1)	844	(1,502)
Lease termination fees	(673)	(164)
Portfolio NOI	65,131	71,474
Non-same center NOI(2)	(83)	(741)
Same Center NOI	$ 65,048	$ 70,733

(1) Non-cash items include straight-line rent, above and below market rent amortization, straight-line rent expense on land leases and gains or losses on outparcel sales, as applicable.

(2) Excluded from Same Center NOI:

Outlet centers sold:	
Terrell	August 2020
Jeffersonville	January 2021

Adjusted EBITDA, EBITDAre and Adjusted EBITDAre

We present Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") as adjusted for items described below ("Adjusted EBITDA"), EBITDA for Real Estate ("EBITDAre") and Adjusted EBITDAre, all non-GAAP measures, as supplemental measures of our operating performance. Each of these measures is defined as follows:

We define Adjusted EBITDA as net income (loss) available to the Company's common shareholders computed in accordance with GAAP before interest expense, income taxes, depreciation and amortization, gains and losses on sale of operating properties, joint venture properties and other assets, gains and losses on change of control, impairment write-downs of depreciated property and of investment in unconsolidated joint ventures caused by a decrease in value of depreciated property in the affiliate, compensation related to voluntary retirement plan and other executive severance, gains and losses on extinguishment of debt, net and other items that we do not consider indicative of the Company's ongoing operating performance.

We determine EBITDAre based on the definition set forth by NAREIT, which is defined as net income (loss) available to the Company's common shareholders computed in accordance with GAAP before interest expense, income taxes, depreciation and amortization, gains and losses on sale of operating properties, gains and losses on change of control and impairment write-downs of depreciated property and of investment in unconsolidated joint ventures caused by a decrease in value of depreciated property in the affiliate and after adjustments to reflect our share of the EBITDAre of unconsolidated joint ventures.

Adjusted EBITDAre is defined as EBITDAre excluding gains and losses on extinguishment of debt, net, compensation related to voluntary retirement plan and other executive severance and other items that that we do not consider indicative of the Company's ongoing operating performance.

We present Adjusted EBITDA, EBITDAre and Adjusted EBITDAre as we believe they are useful for investors, creditors and rating agencies as they provide additional performance measures that are independent of a Company's existing capital structure to facilitate the evaluation and comparison of the Company's operating performance to other REITs and provide a more consistent metric for comparing the operating performance of the Company's real estate between periods.

Adjusted EBITDA, EBITDAre and Adjusted EBITDAre have significant limitations as analytical tools, including:

- They do not reflect our interest expense;
- They do not reflect gains or losses on sales of operating properties or impairment write-downs of depreciated property and of investment in unconsolidated joint ventures caused by a decrease in value of depreciated property in the affiliate;
- Adjusted EBITDA and Adjusted EBITDAre do not reflect gains and losses on extinguishment of debt and other items that may affect operations; and
- Other companies in our industry may calculate these measures differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted EBITDA, EBITDAre and Adjusted EBITDAre should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using Adjusted EBITDA, EBITDAre and Adjusted EBITDAre only as supplemental measures.

Below is a reconciliation of Net Income to Adjusted EBITDA (in thousands):

	Three months ended March 31, 2021	Three months ended March 31, 2020
Net income (loss)	$ 4,342	$ (28,119)
Adjusted to exclude:		
Interest expense	14,362	15,196
Depreciation and amortization	28,150	29,417
Impairment charge - consolidated	—	45,675
Loss on sale of joint venture property, including foreign currency effect(1)	3,704	—
Compensation related to voluntary retirement plan and other executive severance(2)	2,418	—
Adjusted EBITDA	$ 52,976	$ 62,169

Below is a reconciliation of Net Income to EBITDAre and Adjusted EBITDAre (in thousands):

	Three months ended March 31, 2021	Three months ended March 31, 2020
Net income (loss)	$ 4,342	$ (28,119)
Adjusted to exclude:		
Interest expense	14,362	15,196
Depreciation and amortization	28,150	29,417
Impairment charge - consolidated	—	45,675
Loss on sale of joint venture property, including foreign currency effect(1)	3,704	—
Pro-rata share of interest expense - unconsolidated joint ventures	1,472	1,867
Pro-rata share of depreciation and amortization - unconsolidated joint ventures	2,996	3,018
EBITDAre	$ 55,026	$ 67,054
Compensation related to executive officer retirement (2)	2,418	—
Adjusted EBITDAre	$ 57,444	$ 67,054

(1) Includes a $3.6 million charge related to the foreign currency effect of the sale of the Saint-Sauveur, Quebec property by the RioCan joint venture in March 2021.

(2) Represents compensation cost related to a voluntary retirement plan offer that required eligible participants to give notice of acceptance by December 1, 2020 for an effective retirement date of March 31, 2021.

ECONOMIC CONDITIONS AND OUTLOOK

We are closely monitoring the impact of the COVID-19 pandemic on all aspects of our business and geographies, including how it will impact our tenants and business partners. For a complete discussion of the impact the pandemic is having on our current operations, the steps we have taken to increase liquidity and preserve financial flexibility and the uncertainties around our future operations and financial condition, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations-COVID-19 Pandemic.”

The majority of our leases contain provisions designed to mitigate the impact of inflation. Such provisions include clauses for the escalation of base rent and clauses enabling us to receive percentage rentals based on tenants’ gross sales (above predetermined levels) which generally increase as prices rise. A component of most leases includes a pro-rata share or escalating fixed contributions by the tenant for property operating expenses, including common area maintenance, real estate taxes, insurance and advertising and promotion, thereby reducing exposure to increases in costs and operating expenses resulting from inflation.

A portion of our rental revenues are derived from rents that directly depend on the sales volume of certain tenants. Accordingly, declines in these tenants’ sales would reduce the income produced by our properties. If the sales or profitability of our retail tenants decline sufficiently, whether due to a change in consumer preferences, health concerns, legislative changes that increase the cost of their operations or otherwise, such tenants may be unable to pay their existing rents as such rents would represent a higher percentage of their sales. As a result of the COVID-19 pandemic, we have seen reductions in rental revenues as a result of declines in the sales volumes of certain tenants.

Our outlet centers typically include well-known, national, brand name companies. By maintaining a broad base of well-known tenants and a geographically diverse portfolio of properties located across the United States, we believe we reduce our operating and leasing risks. No one tenant (including affiliates) accounts for more than 8% of our square feet or 7% of our rental revenues.

Due to the relatively short-term nature of our tenants’ leases, a significant portion of the leases in our portfolio come up for renewal each year. As of January 1, 2021, we had approximately 1.7 million square feet, or 15% of our consolidated portfolio at that time coming up for renewal during 2021. As of March 31, 2021, we had renewed approximately 40% of this space. In addition, for the rolling twelve months ended March 31, 2021, we completed renewals and re-tenanted space totaling 1.4 million square feet at a blended 2.8% decrease in average base rental rates compared to the expiring rates.

The current challenging retail environment has impacted our business as our operations are subject to the operating results and operating decisions of our retail tenants. Our outlook for 2021 remains unchanged. While we are encouraged by the pace of our progress, we continue to anticipate pressure from current vacancies, potential additional store closures and potential rent modifications. As is typical in the retail industry, certain tenants have closed, or will close, certain stores by terminating their lease prior to its contractual expiration or as a result of filing for protection under bankruptcy laws, or may request modifications to their existing lease terms. We have recaptured approximately 61,000 square feet within our consolidated portfolio during the three months ended March 31, 2021 related to bankruptcies and brand-wide restructurings by retailers, compared to 332,000 square feet for the three months ended March 31, 2020.

Collections of contractual fixed rents billed in the first quarter of 2021 was approximately 95%. We also continued to collect rents billed for prior periods, including amounts related to 2020 we allowed our tenants to defer to 2021.

We believe outlet stores will continue to be a profitable and fundamental distribution channel for many brand name manufacturers. While we continue to attract and retain additional tenants, if we were unable to successfully renew or re-lease a significant amount of this space on favorable economic terms or in a timely manner, the loss in rent and our Same Center NOI could be further negatively impacted in 2021. Occupancy at our consolidated centers was 91.7% and 94.3% as of March 31, 2021 and 2020, respectively. As a result of COVID-19 and current economic conditions, occupancy could be negatively impacted in the remainder of 2021 and future periods.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Market Risk

We are exposed to various market risks, including changes in interest rates. Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates.

Interest Rate Risk

We may periodically enter into certain interest rate protection and interest rate swap agreements to effectively convert existing floating rate debt to a fixed rate basis. We do not enter into derivatives or other financial instruments for trading or speculative purposes. We currently have interest rate swap agreements to fix the interest rates on outstanding debt with notional amounts totaling $300.0 million. See Note 7 to the consolidated financial statements for additional details related to our outstanding derivatives.

As of March 31, 2021, 5% of our outstanding consolidated debt, excluding the amount of variable rate debt with interest rate protection agreements in place, had variable interest rates and therefore was subject to market fluctuations. A change in the LIBOR index of 100 basis points would result in an increase or decrease of approximately $764,000 in interest expense on an annual basis. The information presented herein is merely an estimate and has limited predictive value. As a result, the ultimate effect upon our operating results of interest rate fluctuations will depend on the interest rate exposures that arise during the period, our hedging strategies at that time and future changes in the level of interest rates.

The interest rate spreads associated with our unsecured lines of credit and our unsecured term loan are based on the higher of our two investment grade credit ratings. Changes to our credit ratings could cause our interest rate spread to adjust accordingly. In April 2021, Moody's lowered the company's credit rating to Baa3, stable. As the Company no longer has a split rating between the rating agencies the pricing over LIBOR for the lines of credit, term loan and facility fee will increase to 1.20%, 1.25% and .25%, respectively, effective May 1, 2021. As of March 31, 2021, there were no outstanding balances under our unsecured lines of credit. If additional decreases to our credit ratings occurs, interest expense could increase depending upon the level of downgrade.

The information presented herein is merely an estimate and has limited predictive value. As a result, the ultimate effect upon our operating results of interest rate fluctuations will depend on the interest rate exposures that arise during the period, our hedging strategies at that time and future changes in the level of interest rates.

The estimated fair value and recorded value of our debt consisting of senior unsecured notes, unsecured term loans, secured mortgages and unsecured lines of credit were as follows (in thousands):

	March 31, 2021	December 31, 2020
Fair value of debt	$ 1,632,579	$ 1,639,803
Recorded value of debt	$ 1,542,760	$ 1,567,886

A 100 basis point increase from prevailing interest rates at March 31, 2021 and December 31, 2020 would result in a decrease in fair value of total consolidated debt of approximately $54.1 million and $55.8 million, respectively. Refer to Note 8 to the consolidated financial statements for a description of our methodology in calculating the estimated fair value of debt. Considerable judgment is necessary to develop estimated fair values of financial instruments. Accordingly, the estimates presented herein are not necessarily indicative of the amounts we could realize on the disposition of the financial instruments. In addition, the COVID-19 pandemic may impact markets, rates, behavior and other estimates used in the above scenarios.

Foreign Currency Risk

We are also exposed to foreign currency risk on investments in outlet centers that are located in Canada. Our currency exposure is concentrated in the Canadian Dollar. To mitigate some of the risk related to changes in foreign currency, cash flows received from our Canadian joint ventures are either reinvested to fund ongoing Canadian development activities, if applicable, or converted to US dollars and utilized to repay amounts outstanding under our unsecured lines of credit. We generally do not hedge currency translation exposures.

Item 4. Controls and Procedures

Tanger Factory Outlet Centers, Inc. Controls and Procedures

The Company’s management carried out an evaluation, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer of the effectiveness of the Company’s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2021. Based on this evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that the Company’s disclosure controls and procedures were effective as of March 31, 2021. There were no changes to the Company’s internal control over financial reporting during the quarter ended March 31, 2021, that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Tanger Properties Limited Partnership Controls and Procedures

The management of the Operating Partnership’s general partner carried out an evaluation, with the participation of the Chief Executive Officer and the Vice-President and Treasurer (Principal Financial Officer) of the Operating Partnership’s general partner, of the effectiveness of the Operating Partnership’s disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2021. Based on this evaluation, the Chief Executive Officer of the Operating Partnership’s general partner, and the Vice-President and Treasurer of the Operating Partnership’s general partner, have concluded that the Operating Partnership’s disclosure controls and procedures were effective as of March 31, 2021. There were no changes to the Operating Partnership’s internal control over financial reporting during the quarter ended March 31, 2021, that materially affected, or are reasonably likely to materially affect, the Operating Partnership’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company and the Operating Partnership are, from time to time, engaged in a variety of legal proceedings arising in the normal course of business. Although the results of these legal proceedings cannot be predicted with certainty, management believes that the final outcome of such proceedings will not have a material adverse effect on our results of operations or financial condition.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2020.

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

(c) Issuer Purchases of Equity Securities

In February 2019, the Company's Board of Directors authorized the repurchase of an additional $44.3 million of our outstanding common shares for an aggregate authorization of $169.3 million until May 18, 2021. Repurchases may be made from time to time through open market, privately-negotiated, structured or derivative transactions (including accelerated share repurchase transactions), or other methods of acquiring shares. The Company intends to structure open market purchases to occur within pricing and volume requirements of Rule 10b-18. The Company may, from time to time, enter into Rule 10b5-1 plans to facilitate the repurchase of its shares under this authorization. The Company did not repurchase any shares for the quarters ended March 31, 2021 and 2020. The remaining amount authorized to be repurchased under the program as of March 31, 2021 was approximately $80.0 million. The Company has temporarily suspended share repurchases for at least the twelve months starting July 1, 2020 as the June 2020 amendments to our debt agreements for our lines of credit and bank term loan prohibit share repurchases during such time.

The following table summarizes our common share repurchases for the fiscal quarter ended March 31, 2021:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions)
January 1, 2021 to January 31, 2021	—	$ —	—	$ 80.0
February 1, 2021 to February 29, 2021	—	—	—	80.0
March 1, 2021 to March 31, 2021	—	—	—	80.0
Total	—	$ —	—	$ 80.0

For certain restricted common shares that vested during the three months ended March 31, 2021, we withheld shares with value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes, and remitted the cash to the appropriate taxing authorities. The total number of shares withheld upon vesting was 112,000 for the three months ended March 31, 2021. The total number of shares withheld was based on the value of the restricted common shares on the vesting date as determined by our closing share price on the day prior to the vesting date.

Item 6. Exhibits

Exhibit Number	Exhibit Descriptions
10.1	Tanger Factory Outlet Centers, Inc. Executive Severance and Change of Control Plan, effective March 31, 2021 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A dated April 6, 2021)
31.1*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.2*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
31.3*	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
31.4*	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.1**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.2**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Factory Outlet Centers, Inc.
32.3**	Principal Executive Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
32.4**	Principal Financial Officer Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes - Oxley Act of 2002 for Tanger Properties Limited Partnership.
101.INS*	Inline XBRL Instance Document - the Instance Document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith.

SIGNATURES

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

DATE: May 7, 2021

TANGER FACTORY OUTLET CENTERS, INC.

By: /s/ James F. Williams

James F. Williams
Executive Vice President, Chief Financial Officer and Treasurer

TANGER PROPERTIES LIMITED PARTNERSHIP

By: TANGER GP TRUST, its sole general partner

By: /s/ James F. Williams

James F. Williams
Vice President and Treasurer (Principal Financial Officer)

Exhibit 31.1

I, Stephen J. Yalof, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tanger Factory Outlet Centers, Inc. for the period ended March 31, 2021;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/s/ Stephen J. Yalof
Stephen J. Yalof
President, Chief Executive Officer
Tanger Factory Outlet Centers, Inc.

Exhibit 31.2

I, James F. Williams, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tanger Factory Outlet Centers, Inc. for the period ended March 31, 2021;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/s/ James F. Williams
James F. Williams
Executive Vice-President, Chief Financial Officer and Treasurer
Tanger Factory Outlet Centers, Inc.

Exhibit 31.3

I, Stephen J. Yalof, certify that:

1 I have reviewed this quarterly report on Form 10-Q of Tanger Properties Limited Partnership for the period ended March 31, 2021;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/s/ Stephen J. Yalof

Stephen J. Yalof
President, Chief Executive Officer
Tanger GP Trust, sole general partner of the Operating Partnership

Exhibit 31.4

I, James F. Williams, certify that:

1 I have reviewed this quarterly report on Form 10-Q of Tanger Properties Limited Partnership for the period ended March 31, 2021;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/s/ James F. Williams

James F. Williams
Vice-President and Treasurer
Tanger GP Trust, sole general partner of the Operating Partnership
(Principal Financial Officer)

Exhibit 32.1

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Factory Outlet Centers, Inc. (the “Company”) hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2021 (the “ Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date:	May 7, 2021	/s/ Stephen J. Yalof
		Stephen J. Yalof President, Chief Executive Officer Tanger Factory Outlet Centers, Inc.

Exhibit 32.2

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Factory Outlet Centers, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2021 (the " Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date:	May 7, 2021	/s/ James F. Williams
		James F. Williams Executive Vice-President, Chief Financial Officer and Treasurer Tanger Factory Outlet Centers, Inc.

Exhibit 32.3

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Properties Limited Partnership (the "Operating Partnership") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Operating Partnership for the period ended March 31, 2021 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: May 7, 2021

/s/ Stephen J. Yalof

Stephen J. Yalof
President, Chief Executive Officer
Tanger GP Trust, sole general partner of the Operating Partnership

Exhibit 32.4

Certification of Principal Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Tanger Properties Limited Partnership (the "Operating Partnership") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Operating Partnership for the period ended March 31, 2021 (the " Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Operating Partnership.

Date: May 7, 2021

/s/ James F. Williams

James F. Williams
Vice President and Treasurer
Tanger GP Trust, sole general partner of the Operating Partnership
(Principal Financial Officer)