

REGENCY CENTERS CORP
Form DEF 14A
March 21, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 240.14a-12

REGENCY CENTERS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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- (4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:

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- (3) Filing party:

(4) Date Filed:

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Notice of Annual Meeting of Shareholders

TO THE HOLDERS OF COMMON STOCK:

PLEASE TAKE NOTICE that the annual meeting of shareholders of Regency Centers Corporation will be held on Tuesday, May 7, 2019, beginning at 2:45 P.M., Eastern Time, at the Ponte Vedra Inn and Club, 200 Ponte Vedra Blvd., Ponte Vedra Beach, Florida 32082.

The meeting will be held for the following purposes:

1. To elect as directors the 12 nominees named in the attached proxy statement to serve until the 2020 annual meeting of shareholders and until their successors have been elected and qualified.
2. To approve an advisory resolution approving executive compensation for fiscal year 2018.
3. To approve the amendment and restatement of our Omnibus Incentive Plan.
4. To ratify the appointment of KPMG LLP as our independent registered public accountants for fiscal year 2019.
5. To transact such other business as may properly come before the meeting or any adjournment.

The shareholders of record at the close of business on March 11, 2019 will be entitled to vote at the annual meeting.

By Order of the Board of Directors,

Barbara C. Johnston

Senior Vice President, Secretary

and General Counsel

Dated: March 21, 2019

MEETING INFORMATION

DATE: Tuesday, May 7, 2019
TIME: 2:45 P.M., Eastern Time
PLACE: Ponte Vedra Inn and Club
200 Ponte Vedra Blvd.

Ponte Vedra Beach, Florida 32082

HOW TO VOTE

Your vote is important. You are eligible to vote if you were a shareholder of record at the close of business on March 11, 2019.

BY INTERNET

www.proxyvote.com

BY PHONE

Call 1.800.690.6903

BY MAIL

Complete, sign and return by free post

IN PERSON

Attend the Annual Meeting

On or about March 22, 2019, we will mail to our shareholders who have not previously requested to receive these materials by mail or e-mail a Notice of Internet Availability of Proxy Materials containing instructions on how to access this proxy statement and our annual report and vote online. The Notice instructs you as to how you may access and review all of the important information contained in the proxy materials. The Notice also instructs you as to how you may submit your proxy on the Internet or by telephone. If you received the Notice by mail, you will not automatically receive a printed copy of our proxy materials or annual report unless you follow the instructions for requesting these materials included in the Notice.

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Here we present an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement for more information about these topics prior to voting.

**Annual Meeting
of Shareholders**

Time and Date: 2:45 P.M., Eastern Time, May 7, 2019
Place: Ponte Vedra Inn and Club

200 Ponte Vedra Blvd.

Ponte Vedra Beach, Florida 32082

Record Date: March 11, 2019

This proxy statement and the accompanying form of proxy are first being sent or made available to our shareholders on or about March 22, 2019 in connection with the solicitation by our board of directors of proxies to be used at our 2019 annual meeting of shareholders.

Shareholder Voting Matters

Proposals	Board's Voting Recommendation	Page
<u>1. Election of Directors</u>	<u>FOR all Director Nominees</u>	7
<u>2. Advisory Vote on Executive Compensation</u>	<u>FOR</u>	20
<u>3. Approve the amended and restated Omnibus Incentive Plan</u>	<u>FOR</u>	39
<u>4. Ratification of Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm</u>	<u>FOR</u>	48

Our Director Nominees

You are being asked to vote on the election of the 12 director nominees listed below. Directors are elected by a majority of votes cast. Detailed information about each director's background, skills and expertise can be found in Board of Directors and Corporate Governance section. The board has determined that each nominee is independent except for Mr. Stein and Ms. Palmer. Upon election of these directors at the annual meeting of shareholders, the directors shall hold the committee memberships as follows:

Committee Membership

Name and Primary Occupation

Martin E. Stein, Jr.

Chairman of the Board and Chief Executive Officer

of Regency Centers Corporation 66 1993 🌑
Joseph F. Azrack

Principal of Azrack & Company and Executive
 Chairman of Safanad Real Estate Group 71 2017 🌑 🌑
Bryce Blair 🌑

Chairman of Invitation Homes Inc. and Principal of
 Harborview Associates, LLC 60 2014 C
C. Ronald Blankenship

Director of Civeo Corporation 69 2001 🌑 \$ C
Deirdre J. Evens

Executive Vice President and General Manager,

Records and Information Management, North
 America of Iron Mountain 55 2018 🌑 🌑
Thomas W. Furphy

Chief Executive Officer and Managing Director of
 Consumer Equity Partners 52 Nominee 🌑 🌑
Karin M. Klein

Founding Partner of Bloomberg Beta 47 Nominee 🌑 \$ 🌑
Peter D. Linneman

Principal of Linneman Associates and of American
 Land Funds 67 2017 🌑 \$ 🌑
David P. O Connor

Managing Partner of High Rise Capital Partners,
 LLC 54 2011 🌑 🌑
Lisa Palmer

President and Chief Financial Officer
 of Regency Centers Corporation 51 2018 🌑
John C. Schweitzer

President of Westgate Corporation 74 1999 C 🌑
Thomas G. Wattles 67 2001 C 🌑

Director of Columbia Property Trust

🌑 Member

C Committee Chair

\$ Financial Expert

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OUR COMMITMENT TO EXCELLENCE IN SHAREHOLDER VALUE

Our combination of strategic advantages has resulted in consistent execution of our strategy. This is evidenced by our total shareholder return (TSR), which has outpaced the average of our property focused peers over the last five years.

Total Shareholder Return 5 Year

Regency versus Peer Average

In 2018, we expanded our core peer group to evaluate relative performance on a broader group of shopping center REITs. Our property focused peers for the 2018 5-year return are: Acadia Realty Trust, Brixmor Property Group, Inc., Federal Realty Investment Trust, Kimco Realty Corporation, Retail Properties of America, Inc., Retail Opportunity Investments Corporation, Site Centers Corporation, Urban Edge Properties, and Weingarten Realty.

OUR COMMITMENT TO EXCELLENCE IN PERFORMANCE

2018 marked another remarkable year for our Company as we continued our positive momentum in each key facet of our business. The combination of accomplishments included growth in earnings as indicated by Net Income per share of \$1.46 and NAREIT Funds from Operations per share to \$3.83, or approximately \$650 million, translating to compounded growth in Core Operating Earnings, which eliminates certain non-recurring and non-cash impacts, of 7% over the last 3 years, our seventh consecutive year of growth in same property net operating income (NOI) of 3.4% or more, and the development, redevelopment and acquisition of exceptional retail centers.

2018 Performance Highlights

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OUR COMMITMENT TO EXCELLENCE IN STAKEHOLDER ENGAGEMENT

To own, operate, and develop successful shopping centers, we engage with a wide variety of stakeholders including shareholders, bondholders, lenders, employees, co-investment partnerships, tenants, and the local communities where our properties are located. Considering the needs and feedback of these stakeholders is crucial to the value-creation process as they are often vested in our projects and are in a position to significantly influence long-term success.

Our approach to stakeholder engagement is described in detail in our inaugural Corporate Responsibility Report posted on our website at www.regencycenters.com.

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OUR COMMITMENT TO EXCELLENCE IN CORPORATE RESPONSIBILITY

Our vision is to be the preeminent national owner, operator and developer of shopping centers, connecting outstanding retailers and service providers with its neighborhoods and communities while practicing best-in-class corporate responsibility. Our values, including the critical importance that we place on corporate responsibility, have been and always will be the foundation of who we are and what we do.

In 2018, the Company formed a corporate responsibility committee comprised of key members of management and other employees. This committee reports annually to our nominating and corporate governance committee.

Our pillars of corporate responsibility include: Our People, Our Communities, Ethics and Governance, and Environmental Stewardship.

Our approach to corporate responsibility and key environmental, social, and governance initiatives are described in detail in our inaugural Corporate Responsibility Report posted on our website at www.regencycenters.com.

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OUR COMMITMENT TO EXCELLENCE IN CORPORATE GOVERNANCE

Ongoing Board Refreshment

We understand that the quality, dedication and chemistry of our Board have been integral to the Company's success. To ensure these vital characteristics are maintained in the future, our Board adopted a Board Succession Plan in 2014, laying out a thoughtful, measured path to Board refreshment. The plan was re-evaluated and updated in 2017 to include, among other things, enhancement of Board diversity and specifically gender diversity.

In the five years since the adoption of the succession plan, and assuming the election of the director nominees at the annual shareholders' meeting in 2019, we will have achieved a significant refreshment of our Board, reflecting a balanced set of experienced board members and less tenured directors who bring fresh perspectives and differing backgrounds, as follows:

three (3) of our directors are women

five (5) long-tenured independent directors will have retired from our Board in accordance with the refreshment process, bringing the average tenure from 14 years in 2014 to 8 years in 2019

eight (8) new directors will have been added since 2014 (one of whom elected in 2017 resigned due to other commitments)

average age of directors decreased from 64 years in 2017 to 61 years in 2019

our board's consumer retailer and technology skill set will be enhanced

Characteristics of Board Nominees

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Skills of Board Nominees

Each of our board nominees possess one or more of the skills listed below:

Ongoing Best Practices

We continue to review and reassess our governing documents. In 2018, we updated our corporate governance guidelines, nominating and corporate governance committee charter and compensation committee charter to align them more fully with current best practices.

Corporate Governance Highlights

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Proposal One: Election Of Directors

Director Nominees

Our articles of incorporation provide for the number of directors to be fixed pursuant to our bylaws, subject to a minimum of three and a maximum of fifteen. Our bylaws provide that the number of directors may not be increased or decreased by more than one without shareholder approval. As of the date of this proxy statement, our board has eleven (11) directors. Assuming all nominees are elected, our board will have twelve (12) directors after our annual meeting. At the February 5, 2019 board meeting, Mary Lou Fiala, a long-tenured director, advised the board that she would not stand for re-election. Our board of directors nominated all other existing members to stand for re-election at the 2019 meeting. To fill the remaining board seat and to add an additional qualified director, our board of directors has nominated Thomas W. Furphy and Karin M. Klein. Except for the two new nominees, all nominees were elected as directors by shareholders at the 2018 annual meeting. All directors elected at the meeting will serve until the 2020 annual meeting and until their successors are elected and qualified.

The accompanying proxy will be voted for the election as directors of each of the board's nominees unless a shareholder specifies a contrary choice. Each nominee is presently available for election. If any nominee should become unavailable, which is not now anticipated, the persons voting the accompanying proxy may vote for a substitute nominee designated by our board of directors, or our board may reduce the number of directors.

Our board of directors recommends a vote for the election of each of its nominees. Proxies solicited by the board will be so voted unless shareholders specify in their proxies a contrary choice.

Nominees and Director Qualifications

The following biographies of our nominees contain information regarding the person's service as a director, business experience, other director positions held currently or at any time during at least the last five years and information regarding involvement in certain legal or administrative proceedings, if applicable. The biographies reflect the committee memberships the nominees shall hold upon their election.

We believe that each nominee possesses the core competencies that are expected of all directors, namely, independence, integrity, sound business judgment and a willingness to represent the long-term interests of all shareholders. The experiences, qualifications, attributes and skills, as shown below, that caused the nominating and corporate governance committee and the board to determine that the person should serve as a director of our Company are described in each nominee's biography.

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Martin E. Stein, Jr.

Board Committees

Other public company boards

Age: 66

Investment

FRP Holdings, Inc.

Director Since: 1993

Principal occupation or employment

Our Chairman of the Board and Chief Executive Officer since 1998.

Qualifications

Extensive leadership skills and experience in the real estate industry.

Professional Experience:

Mr. Stein, a graduate of Washington and Lee University, holds an M.B.A. from Dartmouth College's Tuck School of Business. Mr. Stein has been our chairman and chief executive officer. Mr. Stein has led our Company since prior to it being a public company. From our initial public offering in 1993 until 1998, he served as our chief executive officer and president. Mr. Stein also served as president of our predecessor real estate division beginning in 1981 and vice president from 1976 to 1981. He is a director of FRP Holdings, Inc., a publicly held real estate company. He served as past chairman of the National Association of Real Estate Investment Trusts (NAREIT), and is a member of the Urban Land Institute (ULI), the International Council of Shopping Centers (ICSC) and the Real Estate Roundtable. Mr. Stein is a former trustee of Washington and Lee University and ULI and a former director of Stein Mart, Inc. from 2001 to 2014.

Joseph F. Azrack

Board Committees

Other public company boards

Age: 71

Compensation

None

Investment

Director Since: 2017

Principal occupation or employment

Executive Chairman of the Safanad Real Estate Group
and Principal of Azrack & Company

Qualifications

Extensive real estate and financial expertise. He also
has experience as an investor and executive of real
estate companies.

Professional Experience:

Mr. Azrack, a graduate of Villanova University, holds an M.B.A. from Columbia University. Mr. Azrack served on the board of Equity One, Inc. from 2016 until its merger with us in 2017. Mr. Azrack is the principal of Azrack & Company, a real estate investment and advisory firm which he founded in January 2015. Since June 2014, Mr. Azrack has also served as a director of the Berkshire Group, a private real estate investment management company. Since January 2015, Mr. Azrack has also served as the executive chairman of the Safanad, a global principal investment firm. From 2008 through 2014, Mr. Azrack was the managing partner, chairman and senior advisor at Apollo Global Real Estate Management. In this capacity, he served as the chairman and chief executive officer of Apollo Commercial Real Estate Finance, Inc., a publicly traded company listed on the New York Stock Exchange (NYSE), and a director of Atrium European Real Estate Ltd., a leading real estate company that owns, operates and develops shopping centers in Central and Eastern Europe. Prior to Apollo, he was chairman and CEO of AEW Capital Management, a leading global real estate investment management company, where he was also a member of the Taubman Centers Inc. operating partnership committee from 1985 to 1999. Mr. Azrack is an adjunct professor at the Columbia University Graduate School of Business where he has taught real estate entrepreneurship since October 2014.

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Bryce Blair