

KIMCO REALTY CORP  
Form DEF 14A  
March 23, 2015

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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |                                       |
|-------------------------------------|---|--------------------------|---------------------------------------|
| <input type="checkbox"/>            | Preliminary Proxy Statement   | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/>            | Confidential, For Use of the<br>Commission Only (as permitted<br>by Rule 14a-6(e)(2)) |                          |                                       |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement  |                          |                                       |
| <input type="checkbox"/>            | Definitive Additional Materials   |                          |                                       |

Kimco Realty 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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| <input checked="" type="checkbox"/> | No fee required.  |
| <input type="checkbox"/>            | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  |
|                                     | 1) Title of each class of securities to which transaction applies:  |
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| <input type="checkbox"/>            | 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<br>the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or<br>schedule and the date of its filing. |

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- 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

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**2015**  
PROXY STATEMENT

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3333 New Hyde Park Road  
New Hyde Park, NY 11042-0020

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Dear Stockholder:

We cordially invite you to attend the annual stockholders meeting of Kimco Realty Corporation, a Maryland corporation (the Company). The meeting will be held on Tuesday, May 5, 2015 at 10:00 a.m. (local time), at the Grand Hyatt New York, 109 East 42nd Street, New York, NY 10017. At the annual meeting, stockholders will be asked to consider and vote upon the following matters:

1. the election of eight directors to serve for a term of one year and until their successors are duly elected and qualify;
2. the advisory resolution to approve the Company's executive compensation ( Say-on-Pay ) as described in the Proxy Statement;
3. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015; and
4. such other business as may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

The Proxy Statement more fully describes these proposals.

The Board of Directors of the Company recommends that stockholders vote FOR the election of the Board of Director nominees named in the Proxy Statement; FOR the advisory resolution to approve the Company's executive compensation as described in the Proxy Statement; and FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015.

Only holders of our common stock, par value \$0.01 per share ( Common Stock ), at the close of business on Monday, March 16, 2015, the record date, are entitled to notice of and to vote at the annual meeting and any postponement or adjournment thereof.

We are pleased to take advantage of the Securities and Exchange Commission rules allowing companies to furnish proxy materials to their stockholders over the Internet. We believe that this e-proxy process will expedite stockholders' receipt of proxy materials, lower the costs and reduce the environmental impact of our annual meeting. We will send a full set of proxy materials or a Notice of Internet Availability of Proxy Materials (the Notice of Internet Availability) on or about March 23, 2015, and provide access to our proxy materials over the Internet, beginning on March 23, 2015, for the holders of record and beneficial owners of our Common Stock as of the close of business on the record date. The Notice of Internet Availability instructs you on how to access and review the Proxy Statement and our annual report. The Notice of Internet Availability also instructs you on how you may submit your proxy over the Internet.

**YOUR PROXY IS IMPORTANT TO US.** Whether or not you plan to attend the annual meeting, please authorize your proxy as soon as possible to ensure that your shares will be represented at the annual meeting.

By Order of the Board of Directors,

Bruce M. Rubenstein  
Senior Vice President, General Counsel and Secretary  
March 23, 2015

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**2015 PROXY STATEMENT AT A GLANCE**

The following executive summary is intended to provide a broad overview of the items that you will find elsewhere in 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 STOCKHOLDERS**

MAY 5, 2015 at 10:00 am (local time)

Grand Hyatt New York

109 East 42nd Street

New York, NY 10017

**Record Date:** Stockholders as of the close of business on March 16, 2015 are entitled to vote.

**Admission:** Please follow the instructions on page 51.

**MEETING AGENDA AND VOTING MATTERS**

PROPOSAL		BOARD'S VOTING RECOMMENDATION	PAGE REFERENCES (for more detail)
1.	Election of Directors	FOR EACH NOMINEE	10
2.	Advisory Resolution to Approve Executive Compensation	FOR	47
3.	Ratification of Independent Accountants	FOR	49

**DIRECTOR NOMINEES (PROPOSAL 1)**

EACH DIRECTOR NOMINEE IS ELECTED ANNUALLY BY A MAJORITY OF VOTES CAST.

(see pages 10 through 13 of this Proxy Statement for further detail)

Milton Cooper	Richard G. Dooley	David B. Henry	Colombe M. Nicholas
Philip E. Coviello	Joe Grills	Frank Lourenso	Richard B. Saltzman

**QUALIFICATIONS OF OUR BOARD OF DIRECTORS**

Business Leadership									
REIT/Real Estate									
Public Company Executive									
Investment/Financial									
Legal									
Risk Oversight									

*Continues on next page*

**Table of Contents****2015 PROXY STATEMENT AT A GLANCE****DIRECTOR NOMINEES (PROPOSAL 1)**

NAME	AGE	DIRECTOR SINCE	INDEPENDENT	COMMITTEES
Milton Cooper	86	Co-Founder		-
Philip E. Coviello	72	2008		AC*, CC, NCG
Richard G. Dooley	85	1991		AC, CC, NCG*
Joe Grills	80	1997		AC, CC*, NCG
David B. Henry	66	2001		-
Frank Lourenso	74	1991		AC, CC, NCG
Colombe M. Nicholas	70	2011		CC, NCG
Richard B. Saltzman	58	2003		CC, NCG

(AC) Audit Committee (CC) Executive Compensation Committee (NCG) Nominating and Corporate Governance Committee (\*) Chair

**Attendance:** Attendance at Board and Committee meetings during 2014 averaged over 99% for directors as a group, and no director attended fewer than 95% of the aggregate of the total meetings of the Board and of the Committees on which each director serves.

**CORPORATE GOVERNANCE HIGHLIGHTS****INDEPENDENCE**

We have a Compensation Committee that is 100% independent. The Committee engages its own compensation consultant and affirms each year that the consultant has no conflicts of interest and is independent.

**NO HEDGING**

We have a policy prohibiting all directors and named executive officers (NEOs) from engaging in any hedging transactions with respect to equity securities of the Company held by them, which includes the purchase of any financial instrument (including prepaid variable forward contracts, equity swaps, and collars) designed to hedge or offset any decrease in the market value of our equity securities.

**COMPENSATION CLAWBACK POLICY**

We may seek repayment of cash and equity incentive compensation paid to NEOs in the event of a material misstatement of the Company's financial results where an

NEO engaged in actual fraud or willful unlawful misconduct that materially contributed to the need to restate the Company's financial results.

**STOCK OWNERSHIP**

We have stock ownership guidelines for our directors and executive officers. As of December 31, 2014, each of the directors and executive officers who were employed with us satisfied his or her individual stock ownership requirement. See page 15 for a detailed discussion of stock ownership guidelines.

**CHANGE OF CONTROL PAYMENTS**

We maintain an executive severance plan with a double trigger change in control arrangement that covers our NEOs and certain other members of the Company's senior management. The executive severance plan does not provide for any gross-up payments for taxes.





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**2015 PROXY STATEMENT AT A GLANCE**

**ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION (PROPOSAL 2)**

We are requesting that the stockholders approve, on an advisory basis, the compensation of the NEOs as disclosed in this Proxy Statement. The Board of Directors recommends a vote FOR Proposal 2 as it believes that the 2014 compensation decisions are consistent with key objectives of Kimco's executive compensation program: to promote long-term performance through emphasis on the individual performances and achievements of our executive officers, commensurate with our business results and to successfully

execute our strategy to be the premier owner and operator of neighborhood and community shopping centers through investments primarily in the U.S. This proposal was supported by over 99% of the votes cast in 2014 and 2013. Please see the Compensation Discussion and Analysis, Summary Compensation Table and other compensation tables and disclosures beginning on page 22 of this Proxy Statement for a full discussion of our executive compensation.

**2014 PERFORMANCE HIGHLIGHTS**



See Annex A starting on page 52 for the definition of Combined Same Property NOI and a reconciliation of income from continuing operations to Combined Same Property NOI, the definition of FFO and FFO as adjusted and a reconciliation of net income to FFO as adjusted and the definition of EBITDA and EBITDA as adjusted and a reconciliation of net income to EBITDA as adjusted. The increase in pro-rata U.S. cash-basis leasing spreads represents the difference between new rent and prior rent for the same spaces on all renewals, options, or new leases executed during 2014, subject to certain exclusions.

**We were able to deliver improved financial results and make progress on our business development strategies. Highlights of the 2014 fiscal year included:**

Increased funds from operations ( FFO )(non-GAAP) to \$1.45 per diluted share for the year ended December 31, 2014 from \$1.35 per diluted share for the year ended December 31, 2013. See Annex A starting on page 52 for the definition of FFO and a reconciliation of net income to FFO.

Achieved FFO as adjusted (non-GAAP) of \$1.40 per diluted share for the full year 2014, representing a 5.3% increase over 2013 FFO as adjusted of \$1.33 per diluted share. See Annex A starting on page 52 for the definition of FFO as adjusted and a reconciliation of net income to FFO as adjusted.

Gross occupancy in the total combined shopping center portfolio reached 95.6% as of December 31, 2014, representing an increase of 100 basis points from the 2013 year end level of 94.6%.  
Reduced the number of joint ventures by 11, resulting in the reduction of 17 joint venture partners.

Executed 2,124 leases, renewals and options totaling approximately 9.8 million square feet in the combined shopping center portfolio.

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Acquired 63 shopping center properties and 5 outparcels for an aggregate gross transaction value of \$1.4 billion comprising an aggregate 7.1 million square feet of gross leasable area ( GLA ) in 2014.

Disposed of 91 consolidated and unconsolidated properties in the U.S. for an aggregate gross sales price of \$1 billion.

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**2015 PROXY STATEMENT AT A GLANCE**

Executed over \$2.25 billion of financing transactions during 2014 which amount was primarily used for the refinancing and repayment of debt resulting in savings of approximately \$12.9 million annually.  
Substantially liquidated the Company's investment in Mexico and Peru during 2014, with 41 properties sold in 2014 encompassing five major portfolios for an aggregate gross sales price of \$622.3 million.

**ANNUAL DIVIDEND HISTORY: 2010-2015**

\* Estimated full year 2015 dividend based on quarterly dividend paid January 15, 2015.

**ALIGNMENT OF PAY WITH PERFORMANCE**

The following graph shows pay and performance over the five-year period from 2010 to 2014 (as more fully described in the section titled "Compensation Discussion and Analysis - Executive Summary" beginning on page 22 of this Proxy Statement). This graph shows the correlation between our net income, FFO as adjusted, Retail EBITDA as adjusted and

FFO as adjusted per diluted share, and the total compensation we paid to our Chief Executive Officer ( CEO ) during the last five fiscal years, based on the amounts reported in the summary compensation tables of our proxy statements for these years.

\* The Total Compensation for FY2011 does not include Mr. Henry's unrestricted award of 75,000 shares of the Company's Common Stock which was awarded to Mr. Henry upon achieving his 10 year anniversary at the Company, pursuant to his original 2001 employment agreement.

**Table of Contents****2015 PROXY STATEMENT AT A GLANCE****2014 COMPENSATION PAID**

The table below summarizes the 2014 total compensation paid to each NEO (see pages 22 through 44 of this Proxy).

NAME	SALARY		STOCK	OPTION	NON-EQUITY	ALL OTHER	TOTAL
	(\$)	(\$)	AWARDS (\$)	AWARDS (\$)	INCENTIVE PLAN (\$)	COMPENSATION (\$)	(\$)
Milton Cooper	750,000	-	1,284,353	-	891,296	21,681	2,947,330
David B. Henry	800,000	-	1,434,581	-	974,855	8,964	3,218,400
Conor C. Flynn	625,000	-	3,258,313 <sup>(1)</sup>	-	595,707	26,303	4,505,323
Glenn G. Cohen	625,000	-	1,042,313	-	529,207	23,132	2,219,652

<sup>(1)</sup> In 2014, Mr. Flynn was awarded 100,000 shares of restricted stock valued at \$2,216,000 in connection with his appointment as President.

**SIGNIFICANT PORTION OF PAY IS PERFORMANCE BASED & AT RISK\***

Consistent with our executive compensation program, the significant majority of the total compensation for our CEO, Mr. Henry, and all other NEOs, for 2014 was incentive-based, commensurate with business results, and at risk unless such business results were achieved, as illustrated below.

\* Amounts are based on the Summary Compensation Table on page 36.

<sup>(1)</sup> Includes 100,000 shares of restricted stock valued at \$2,216,000 awarded to Mr. Flynn in connection with his appointment as President.

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**2015 PROXY STATEMENT AT A GLANCE**

**BEST PRACTICE COMPENSATION FEATURES  
THAT ALIGN PAY AND PERFORMANCE**

**WHAT WE DO**

- DO** maintain majority voting for the election of directors (uncontested elections)
- DO** align pay and performance by linking a significant portion of total compensation to the achievement of a balanced mix of Company and individual performance criteria tied to operational and strategic objectives established at the beginning of the performance period by the Board and the Compensation Committee
- DO** deliver approximately 80% of the value of equity awards in performance shares if our total stockholder return for a performance period is less than the minimum target level, no performance shares are earned or issued with respect to the performance period
- DO** maintain rigorous stock ownership guidelines for directors and NEOs
- DO** maintain a clawback policy
- DO** conduct annual compensation risk assessments
- DO** have a Compensation Committee comprised solely of independent directors
- DO** retain an independent compensation consultant that reports directly to the Compensation Committee and performs no other services for management
- DO** provide caps on annual and long-term incentive plan awards

**WHAT WE DON'T DO**

- NO** compensation or incentives that encourage risks reasonably likely to have a material adverse effect on the Company
- NO** tax gross ups for any executive officers
- NO** single-trigger change in control cash or equity payments
- NO** re-pricing or buyouts of underwater stock options
- NO** hedging transactions involving our securities
- NO** guaranteed cash incentive compensation or equity grants
- NO** long-term employment contracts with executive officers

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**2015 PROXY STATEMENT AT A GLANCE**

**RECENT AWARDS**

**2014 CLIMATE DISCLOSURE LEADERSHIP INDEX**

For top 10% of S&P 500 CDP respondents, indicating global sustainability leadership

**2014 GRESB GREEN STAR COMPANY**

Highest designation for Global Real Estate Sustainability Benchmark (GRESB) respondents

**2014 PR News CORPORATE SOCIAL RESPONSIBILITY AWARDS**

Best blog

**2014 LIGHTING ENERGY EFFICIENCY IN PARKING CAMPAIGN**

Largest Number of Facility Upgrades

**REALCOMM DIGIE AWARD FOR BEST USE OF AUTOMATION**

For companies that have significantly automated traditional business processes or impacted their industry

**2014 GREEN LEASE LEADER**

**2014 ICSC MAXI AWARD**

Integrated Marketing for Corporate Responsibility

**COMMUNITY BEAUTIFICATION AWARDS:**

Jacksonville, FL; Tampa, FL; Sarasota, FL; Bradenton, FL; Mooresville, NC; Signal Hill, CA; Anaheim, CA

**AUDITORS (PROPOSAL 3)**

We are requesting that the stockholders ratify the appointment of the Company's independent registered accounting firm for 2015. The Board of Directors recommends a vote FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2015.

**TYPE OF FEES**

	2014	2013
Audit Fees <sup>(1)</sup>	\$1,452,608	\$1,422,000
Audit-Related Fees	-	-
Tax Fees <sup>(2)</sup>	\$20,805	\$70,733
All Other Fees <sup>(3)</sup>	\$2,420	\$2,460
<b>Total</b>	<b>\$1,475,833</b>	<b>\$1,495,193</b>

(1) Audit fees include all fees for services in connection with (i) the annual integrated audit of the Company's fiscal 2014 and 2013 financial statements and internal controls over financial reporting included in its annual reports on Form 10-K, (ii) the review of the financial statements included in the Company's quarterly reports on Form 10-Q, (iii) as applicable, the consents and comfort letters issued in connection with debt and equity offerings and filings of the Company's current reports on Form 8-K and proxy statements for the 2014 and 2013 annual meeting of stockholders, (iv) ongoing consultations regarding accounting for new transactions and pronouncements and (v) out of pocket expenses.

(2) Tax fees consisted of fees billed for professional services for tax compliance and tax consulting services.

(3) All other fees consisted of fees billed for other products and services. The fees relate to a publication subscription service and software licensing for accounting and professional standards.

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3333 New Hyde Park Road  
New Hyde Park, NY 11042-0020

**PROXY STATEMENT FOR  
ANNUAL MEETING OF STOCKHOLDERS to be held on May 5, 2015**

We are providing you with this Proxy Statement in connection with the solicitation of proxies to be exercised at our 2015 Annual Meeting of Stockholders (the Meeting) of Kimco Realty Corporation, a Maryland corporation (the Company). The Meeting will be held at the Grand Hyatt New York, 109 East 42nd Street, New York, NY 10017, on Tuesday, May 5, 2015, at 10:00 a.m. (local time) for the purposes set forth in the Notice of Annual Meeting of Stockholders. This Proxy Statement contains important information regarding the Meeting, the proposals on which you are being asked to consider and vote upon, information you may find useful in determining how to vote, and information about voting procedures. As used in this Proxy Statement, we, us, our, Kimco or the Company refers to Kimco Realty Corporation, a Maryland corporation.

This solicitation is made by the Company on behalf of the Board of Directors of the Company (the Board of Directors). Costs of this solicitation will be borne by the Company. Directors, officers, employees and agents of the Company and its affiliates may also solicit proxies by telephone, fax, e-mail or personal interview. The Company will reimburse banks, brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to stockholders. The Company will pay fees of approximately \$9,500 to Alliance Advisors, L.L.C. for soliciting proxies for the Company.

Holders of our common stock, par value \$0.01 per share (Common Stock), at the close of business on March 16, 2015, the record date, may vote at the Meeting. We refer to the holders of our Common Stock as stockholders throughout this Proxy Statement. Each stockholder is entitled to one vote for each share of Common Stock held as of the close of business on the record date. At the close of business on the record