UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934

Date of Report: April 30, 2025
(Date of earliest event reported)

SUN COMMUNITIES, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland	1-12616	38-2730780
(State of Incorporation)	Commission file number	(I.R.S. Employer Identification No.)

27777 Franklin Rd. Suite 300, Southfield, Michigan	48034
(Address of Principal Executive Offices)	(Zip Code)

(248) 208-2500
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Indicate by check mark whether the Registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter):

☐ 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. ☐

Item 2.01 **Completion of Acquisition or Disposition of Assets.**

On April 30, 2025, Sun Communities, Inc. (the "Company") completed the initial closing of its previously announced sale of Safe Harbor Marinas, LLC ("Safe Harbor") to Poseidon Holdco I L.P. (f/k/a BIP Poseidon Holdco L.P.) ("Buyer"), an affiliate of Blackstone Inc. The disposition was pursuant to a Membership Interest Purchase Agreement dated February 24, 2025 (the "Purchase Agreement"), by and among the Company, its primary operating subsidiary Sun Communities Operating Limited Partnership ("SCOLP"), the Company's wholly owned subsidiary, Sun Home Services, Inc. ("SHS" and, SCOLP and SHS together, the "Sellers"), Buyer and certain other parties, pursuant to which Sellers agreed to sell and transfer all of the Sellers' right, title, and interest in Safe Harbor and SHM TRS, LLC ("SHM TRS" and together with Safe Harbor, the "Acquired Companies") to Buyer (the "Transaction").

At the initial closing of the Transaction, the Company received consideration of approximately $5.25 billion in cash paid by Buyer, net of transaction and employee separation costs.

The Company's disposition of subsidiaries owning certain properties of Safe Harbor (the "Delayed Consent Subsidiaries") is subject to receipt of third-party consents (the "Delayed Consents"). As of the initial closing of the Transaction, consents had not been received with respect to 15 of such properties with agreed values of approximately $250 million in the aggregate. Accordingly, an affiliate of the Sellers has retained these 15 properties. In respect of each Delayed Consent Subsidiary, until such time as the Delayed Consent is received and Buyer acquires the equity interests of the Delayed Consent Subsidiary, an affiliate of Safe Harbor will manage the properties owned by the Delayed Consent Subsidiaries under an arms-length management agreement; provided, that, the manager is not obligated to continue to manage any such properties for a period longer than three years following the closing of the Transaction.

If and when the applicable Delayed Consent for a Delayed Consent Subsidiary is obtained in the nine months following the signing of the Purchase Agreement, Buyer will, subject to the satisfaction of certain conditions, acquire that Delayed Consent Subsidiary for cash consideration equal to its agreed value. If the required Delayed Consent for any Delayed Consent Subsidiary is not received by the end of such nine-month period, Buyer will not have the right to acquire any such Delayed Consent Subsidiary, unless such period is extended by the parties.

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The foregoing description of the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, which is included as Exhibit 2.1 to this current report on Form 8-K (this "Current Report") and the terms of which are incorporated by reference herein.

Item 7.01 **Regulation FD Disclosure.**

On April 30, 2025, the Company issued (i) a press release announcing the completion of the initial closing of the Transaction, the authorization of the Stock Repurchase Program (as defined in Item 8.01) and the declaration of a special one-time cash distribution described in Item 8.01, and (ii) a press release announcing the redemption of the Notes (as defined in Item 8.01), copies of which are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and which are incorporated herein by reference solely for the purposes of this Item 7.01 disclosure. The information contained in such press releases shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as otherwise expressly stated in such filing.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Current Report contains various "forward-looking statements" within the meaning of the Securities Act and the Exchange Act and the Company intends that such forward-looking statements will be subject to the safe harbors created thereby. For this purpose, any statements contained in this document that relate to expectations, beliefs, projections, future plans and strategies, trends or prospective events or developments and similar expressions concerning matters that are not historical facts are deemed to be forward-looking statements. Words such as "forecasts," "intend," "goal," "estimate," "expect," "project," "projections," "plans," "predicts," "potential," "seeks," "anticipates," "should," "could," "may," "will," "designed to," "foreseeable future," "believe," "scheduled," "guidance", "target" and similar expressions are intended to identify forward-looking statements, although not all forward looking statements contain these words. These forward-looking statements reflect the Company's current views with respect to future events and financial performance, but involve known and unknown risks, uncertainties and other factors, both general and specific to the matters discussed in or incorporated herein, some of which are beyond the Company's control. These risks, uncertainties and other factors may cause the Company's actual results to be materially different from any future results expressed or implied by such forward-looking statements. In addition to the risks disclosed under "Risk Factors" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2024 in Part II, Item 1A of this report, and the Company's other filings with the Securities and Exchange Commission from time to time, such risks, uncertainties and other factors include but are not limited to:

- Our liquidity and refinancing demands;
- Our ability to obtain or refinance maturing debt;
- Our ability to maintain compliance with covenants contained in our debt facilities and our unsecured notes;
- Availability of capital;
- General volatility of the capital markets and the market price of shares of our capital stock;
- The risk associated with executing the redemption of the Notes;
- Increases in interest rates and operating costs, including insurance premiums and real estate taxes;
- Difficulties in our ability to evaluate, finance, complete and integrate acquisitions, developments and expansions successfully;
- Our ability to complete the sale of the Delayed Consent Subsidiaries on a timely basis or at all;
- Our ability to realize the anticipated benefits of the sale of Safe Harbor, including with respect to tax strategies, or at all;
- Our succession plan for our CEO, which could impact the execution of our strategic plan;
- Competitive market forces;
- The ability of purchasers of manufactured homes to obtain financing;
- The level of repossessions of manufactured homes;
- Our ability to maintain effective internal control over financial reporting and disclosure controls and procedures;
- Our remediation plan and our ability to remediate the material weakness in our internal control over financial reporting;
- Expectations regarding the amount or frequency of impairment losses;
- Changes in general economic conditions, including inflation, deflation, energy costs, the real estate industry, the effects of tariffs or threats of tariffs, trade wars, immigration issues, supply chain disruptions, and the markets within which we operate;
- Changes in foreign currency exchange rates, including between the U.S. dollar and each of the Canadian dollar, Australian dollar, and pound sterling;
- Our ability to maintain our status as a REIT;
- Changes in real estate and zoning laws and regulations;
- Our ability to maintain rental rates and occupancy levels;
- Legislative or regulatory changes, including changes to laws governing the taxation of REITs;
- Outbreaks of disease and related restrictions on business operations;
- Risks related to natural disasters such as hurricanes, earthquakes, floods, droughts, and wildfires; and
- Litigation, judgments or settlements, including costs associated with prosecuting or defending claims and any adverse outcomes;

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. The Company undertakes no obligation to publicly update or revise any forward-looking statements included or incorporated by reference into this document, whether as a result of new information, future events, changes in the Company's expectations or otherwise, except as required by law.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance or achievements. All written and oral forward-looking statements attributable to the Company or persons acting on the Company's behalf are qualified in their entirety by these cautionary statements.

Item 8.01 Other Events.

Notes Redemption

On April 30, 2025, the Company issued a press release announcing that SCOLP will redeem all $500 million aggregate principal amount of its outstanding 5.500% Senior Notes due 2029 (CUSIP No. 866677AK3) (the “Notes due 2029”) and all $400 million aggregate principal amount of its outstanding 5.700% Senior Notes due 2033 (CUSIP No. 866677AJ6) (the “Notes due 2033” and together with the Notes due 2029, the “Notes”) on May 10, 2025 (the “Redemption Date”).

On the Redemption Date, in accordance with the terms of each series of Notes and the indentures and supplemental indentures governing the Notes, SCOLP will redeem (a) all outstanding Notes due 2029 at a redemption price equal to $1,061.53 per $1,000 principal amount of such notes and (b) all outstanding Notes due 2033 at a redemption price equal to $1,085.88 per $1,000 principal amount of such notes. The applicable redemption price for each series of Notes includes a customary make-whole premium and accrued and unpaid interest on such Notes to the Redemption Date. On the Redemption Date, interest will cease to accrue on the Notes, and on and after the Redemption Date, all Notes will cease to be outstanding.

The Company intends to fund the redemption using a portion of the net proceeds from the initial closing of the Company’s interests in the Acquired Companies to Buyer.

At SCOLP’s request, a notice of redemption of all outstanding Notes has been sent by the indenture trustee for the Notes to all currently registered holders of Notes. Neither this Current Report nor the press release constitutes a notice of redemption under the indenture governing the Notes.

Stock Repurchase Program

Effective April 30, 2025, the Company’s Board of Directors authorized a stock repurchase program (the “Stock Repurchase Program”) under which the Company may repurchase up to $1 billion of shares of its common stock. The Stock Repurchase Program will expire on April 30, 2026.

Under the Stock Repurchase Program, the Company may repurchase shares of its common stock from time to time in open market transactions, through privately negotiated transactions, through one or more accelerated repurchases, or otherwise, in accordance with the terms set forth in Rule 10b5-1 and Rule 10b-18 of the Exchange Act and other applicable legal requirements. The extent to which the Company repurchases shares of its common stock and the timing of such repurchases will depend on market conditions and other considerations as may be considered in the Company’s sole discretion. The Stock Repurchase Program does not obligate the Company to repurchase any specific number of shares of its common stock and there is no guarantee as to the exact number of shares of common stock that will be repurchased by the Company. The Company may initiate, suspend or discontinue purchases under the Stock Repurchase Program at any time. Furthermore, the Stock Repurchase Program may be modified, suspended or terminated at any time without prior notice.

Special Cash Distribution

Effective April 30, 2025, the Company’s Board of Directors declared a special one-time cash distribution of $4.00 per share of common stock (the “Special Distribution”). The Special Distribution will be paid on May 22, 2025 to shareholders of record as of the close of business on May 14, 2025.

Item 9.01 Financial Statements and Exhibits.

(b) *Pro Forma Financial Information*

The following unaudited pro forma financial information of the Company, which reflect the sale of the Company's interests in the Acquired Companies to Buyer, are filed as Exhibit 99.3 to this Current Report. The information contained in these pro forma financial statements shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or incorporated by reference into any filing under the Securities Act or the Exchange Act, except as otherwise expressly stated in such filing.

- Unaudited Pro Forma Condensed Consolidated Balance Sheet as of March 31, 2025
- Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three months ended March 31, 2025 and each of the years ended December 31, 2024, 2023, and 2022
- Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

(d) *Exhibits.*

Exhibit No.	Description
2.1	Membership Interest Purchase Agreement, dated as of February 24, 2025, by and among Safe Harbor Marinas, LLC, SHM TRS, LLC, Sun Communities Operating Limited Partnership, Sun Home Services, Inc., BIP Poseidon Holdco L.P., Consent NewCo, LLC and Consent TRS NewCo, LLC (incorporated by reference to Exhibit 2.1 to the Annual Report on Form 10-K (File No. 001-12616) filed by Sun Communities, Inc. on February 28, 2025)
99.1	Press Release dated April 30, 2025 regarding the Safe Harbor closing and other matters
99.2	Press Release dated April 30, 2025 regarding the redemption of unsecured senior notes
99.3	Unaudited Pro Forma Condensed Consolidated Financial Statements of Sun Communities, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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 hereunto duly authorized.

	SUN COMMUNITIES, INC.
Dated: May 6, 2025	By: /s/ Fernando Castro-Caratini
	Fernando Castro-Caratini, Executive Vice President, Chief Financial Officer, Secretary and Treasurer

Sun Communities, Inc. Completes Sale of Safe Harbor Marinas to Blackstone Infrastructure

April 30, 2025

Southfield, MI, April 30, 2025 (GLOBE NEWSWIRE) -- Sun Communities, Inc. (NYSE: SUI) (the "Company" or "Sun"), a real estate investment trust ("REIT") that owns and operates or has an interest in manufactured housing (MH) and recreational vehicle (RV) communities, today announced that it has completed the initial closing (the "Initial Closing") of the sale of its interests in the Safe Harbor Marinas business ("Safe Harbor"), the largest marina and superyacht servicing business in the United States, to an affiliate of Blackstone Infrastructure.

The transaction accelerates Sun's strategy of focusing on its core MH and RV portfolio and significantly enhances its leverage profile and financial flexibility.

Sun's pre-tax cash proceeds after transaction-related costs are approximately $5.25 billion. Pursuant to the terms of the transaction agreement, certain properties representing approximately $250 million of value were not part of the Initial Closing. The sales of those properties remain subject to the receipt of certain third-party consents, which may delay the timing of any such sale or may prevent any such property from being sold at all.

"I am extremely pleased to announce the completion of the sale of Safe Harbor, which expedites our goal of repositioning Sun as a pure-play MH and RV focused company," said Gary A. Shiffman, Chairman and CEO. "We are executing on our stated objectives by taking thoughtful and deliberate actions we believe provide Sun with the strategic focus and financial flexibility to support disciplined growth in our core business. Through our intended uses of proceeds, we expect to deliver value to shareholders by substantially reducing leverage, allocating funds for core asset acquisitions, including potential tax-efficient purchases, and returning capital to shareholders. I would like to thank the entire Safe Harbor team for their partnership and wish them continued success in the future."

Initial Use of Proceeds

The Company intends to implement a capital allocation plan that reflects a balanced, tax efficient approach to optimize shareholder value through significantly lower leverage, greater financial flexibility to drive sustainable cash flow growth, and a thoughtful capital return strategy.

Balance Sheet

Using net proceeds received from the Initial Closing, the Company intends to repay approximately $3.3 billion of debt inclusive of estimated prepayment costs. This includes repayment of approximately $1.6 billion outstanding under the Company's senior credit facility and the planned payoff of approximately $740 million, inclusive of estimated prepayment costs, of secured mortgage debt that carries a weighted average annual interest rate of 5.3%. In addition, as announced via a separate press release, the Company intends to redeem approximately $950 million, inclusive of estimated prepayment costs, of outstanding unsecured senior notes that carry a weighted average coupon of 5.6% which is expected to occur on May 10, 2025.

The Company intends to manage its balance sheet in a leverage range of approximately 3.5x to 4.5x on a long-term basis. Based on the initial debt paydowns, the Company expects to generate annualized interest expense savings of approximately $160 million and reduce the weighted average interest rate on Sun's outstanding indebtedness to approximately 3.5%.

Strategic Investments

In connection with the Initial Closing, the Company allocated approximately $1.0 billion into 1031 exchange escrow accounts to fund potential future MH and Annual RV acquisitions on a tax efficient basis. The amount of capital deployed, and assets purchased, is subject to successful identification and closing of target acquisitions.

Capital Return Strategy:

- The Board of Directors has authorized a one-time special cash distribution of $4.00 per share, equating to approximately $520 million. The distribution will be payable on May 22, 2025 to shareholders of record on May 14, 2025;
- The Company intends to increase its quarterly distribution by approximately 10.6% to $1.04 per common share and unit. This increase is expected to begin with the second quarter distribution that is anticipated to be paid during July 2025 for shareholders of record on June 30, 2025. While the Board of Directors has approved the new quarterly distribution policy, the amount of each quarterly distribution on the Company's common shares and units will be subject to final approval by the Board of Directors; and
- As described in more detail below, the Company's Board of Directors has authorized a stock repurchase program.

Stock Repurchase Program

The Company's Board of Directors has authorized a stock repurchase program of up to $1.0 billion of the Company's outstanding common stock. Repurchases under the program may be made at management's discretion from time to time using a variety of methods, which may include open market transactions, privately negotiated transactions, one or more accelerated repurchases, Rule 10b5-1 plans or otherwise, all in accordance with the rules of the SEC and other applicable legal requirements. The actual timing, number and value of shares repurchased under the program will be determined by management at its discretion and will depend on a number of factors, including the market price of the Company's stock, general market and economic conditions, applicable legal requirements, and compliance with the terms of the Company's outstanding indebtedness. The stock repurchase program does not obligate the Company to acquire any particular amount of common stock, and the repurchase program may be suspended or discontinued at any time at the Company's discretion.

Advisors

Lazard Frères & Co. acted as lead financial advisor and BofA Securities, BMO Capital Markets and Citigroup also acted as financial advisors to the Company. Latham & Watkins LLP and Taft Stettinius & Hollister LLP acted as legal advisors to the Company on the transaction. ICR, LLC served as communications advisor to the Company.

First Quarter 2025 Earnings

The Company is scheduled to report first quarter earnings for 2025 on Monday, May 5, 2025, and to host its earnings call at 11:00am ET on Tuesday, May 6, 2025.

At that time, the Company expects to provide updated guidance for the remainder of 2025, reflecting the financial impact of the Initial Closing, including related uses, and planned uses, of proceeds known at the time of the earnings announcement.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This press release contains various "forward-looking statements" within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Company intends that such forward-looking statements will be subject to the safe harbors created thereby. For this purpose, any statements contained in this press release that relate to expectations, beliefs, projections, future plans and strategies, trends or prospective events or developments and similar expressions concerning matters that are not historical facts are deemed to be forward-looking statements. Words such as "forecasts," "intend," "goal," "estimate," "expect," "project," "projections," "plans," "predicts," "potential," "seeks," "anticipates," "should," "could," "may," "will," "designed to," "foreseeable future," "believe," "scheduled," "guidance", "target" and similar expressions are intended to identify forward-looking statements, although not all forward looking statements contain these words. These forward-looking statements reflect the Company's current views with respect to future events and financial performance, but involve known and unknown risks, uncertainties and other factors, both general and specific to the matters discussed in or incorporated herein, some of which are beyond the Company's control. These risks, uncertainties and other factors may cause the Company's actual results to be materially different from any future results expressed or implied by such forward-looking statements. In addition to the risks disclosed under "Risk Factors" contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, and the Company's other filings with the Securities and Exchange Commission from time to time, such risks, uncertainties and other factors include but are not limited to:

- The Company's liquidity and refinancing demands;
- The Company's ability to obtain or refinance maturing debt;
- The Company's ability to maintain compliance with covenants contained in its debt facilities and its unsecured notes;
- Availability of capital;
- General volatility of the capital markets and the market price of shares of the Company's capital stock;
- The risks associated with executing the redemption of the Company's unsecured senior notes described above;
- Increases in interest rates and operating costs, including insurance premiums and real estate taxes;
- Difficulties in the Company's ability to evaluate, finance, complete and integrate acquisitions, developments and expansions successfully;
- The ability of the Company to complete the proposed sale of the remaining Safe Harbor properties that are subject to receipt of third-party consents on a timely basis or at all;
- The ability for the Company to realize the anticipated benefits of the sale of Safe Harbor, including with respect to tax strategies, or at all;
- The Company's succession plan for its CEO, which could impact the execution of the Company's strategic plan;
- Competitive market forces;
- The ability of purchasers of manufactured homes to obtain financing;
- The level of repossessions of manufactured homes;
- The Company's ability to maintain effective internal control over financial reporting and disclosure controls and procedures;
- The Company's remediation plan and its ability to remediate the material weakness in its internal control over financial reporting;
- Expectations regarding the amount or frequency of impairment losses;
- Changes in general economic conditions, including inflation, deflation, energy costs, the real estate industry and the markets within which the Company operates;
- Changes in foreign currency exchange rates, including between the U.S. dollar and each of the Canadian dollar, Australian dollar and pound sterling;
- The Company's ability to maintain its status as a REIT;
- Changes in real estate and zoning laws and regulations;
- The Company's ability to maintain rental rates and occupancy levels;
- Legislative or regulatory changes, including changes to laws governing the taxation of REITs;
- Outbreaks of disease and related restrictions on business operations;
- Risks related to natural disasters such as hurricanes, earthquakes, floods, droughts and wildfires; and
- Litigation, judgments or settlements, including costs associated with prosecuting or defending claims and any adverse outcomes.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made. The Company undertakes no obligation to publicly update or revise any forward-looking statements included or incorporated by reference into this document, whether as a result of new information, future events, changes in the Company's expectations or otherwise, except as required by law.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, the Company cannot guarantee future results, levels of activity, performance or achievements. All written and oral forward-looking statements attributable to the Company or persons acting on the Company's behalf are qualified in their entirety by these cautionary statements.

About Sun Communities, Inc.

Sun Communities, Inc. is a REIT that, as of December 31, 2024, owned, operated, or had an interest in a portfolio of 645 developed properties comprising approximately 176,390 developed sites and approximately 48,760 wet slips and dry storage spaces in the United States, Canada, and the United Kingdom.

For Further Information at the Company:

Fernando Castro-Caratini
Chief Financial Officer
(248) 208-2500
www.suninc.com

SUN

Source: Sun Communities, Inc.

Sun Communities Announces Full Redemption of 5.500% Senior Notes due 2029 and 5.700% Senior Notes due 2033

April 30, 2025

Southfield, MI, April 30, 2025 (GLOBE NEWSWIRE) -- Sun Communities, Inc. (NYSE: SUI) (the "Company") today announced that its operating partnership, Sun Communities Operating Limited Partnership ("SCOLP"), will redeem all $500 million aggregate principal amount of its outstanding 5.500% Senior Notes due 2029 (CUSIP No. 866677AK3) (the "Notes due 2029") and all $400 million aggregate principal amount of its outstanding 5.700% Senior Notes due 2033 (CUSIP No. 866677AJ6) (the "Notes due 2033" and together with the Notes due 2029, the "Notes") on May 10, 2025 (the "Redemption Date").

On the Redemption Date, in accordance with the terms of each series of Notes and the indenture governing the Notes, SCOLP will redeem (a) all outstanding Notes due 2029 at a redemption price equal to $1,061.53 per U.S.$1,000 principal amount of such notes and (b) all outstanding Notes due 2033 at a redemption price equal to $1,085.88 per $1,000 principal amount of such notes. The applicable redemption price for each series of Notes includes a customary make-whole premium and accrued and unpaid interest on such Notes to the Redemption Date. On the Redemption Date, interest will cease to accrue on the Notes, and on and after the Redemption Date, all Notes will cease to be outstanding.

The Company intends to fund the redemption using a portion of the net proceeds from the previously announced sale of Safe Harbor Marinas.

At SCOLP's request, a notice of redemption of all outstanding Notes has been sent by the indenture trustee for the Notes to all currently registered holders of Notes. This press release does not constitute a notice of redemption under the indenture governing the Notes.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

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- The risks associated with executing the redemption of the Notes;
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- The ability of the Company to complete the proposed sale of the remaining Safe Harbor properties that are subject to receipt of third-party consents on a timely basis or at all;
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- The Company's remediation plan and its ability to remediate the material weakness in its internal control over financial reporting;
- Expectations regarding the amount or frequency of impairment losses;

- Changes in general economic conditions, including inflation, deflation, energy costs, the real estate industry and the markets within which the Company operates;
- Changes in foreign currency exchange rates, including between the U.S. dollar and each of the Canadian dollar, Australian dollar and pound sterling;
- The Company's ability to maintain its status as a REIT;
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For Further Information at the Company:

Fernando Castro-Caratini
Chief Financial Officer
(248) 208-2500
www.suninc.com

Source: Sun Communities, Inc.

Sun Communities, Inc.
Unaudited Pro Forma Condensed Consolidated Financial Statements

On April 30, 2025 (the “Closing Date”), Sun Communities, Inc. (the “Company”) completed the initial closing of the previously announced sale of Safe Harbor Marinas, LLC and SHM TRS, LLC (collectively, “Safe Harbor”). As previously disclosed in the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the “SEC”) on February 24, 2025, two subsidiaries of the Company, Sun Communities Operating Limited Partnership and Sun Home Services, Inc. (collectively, the “Sellers”), entered into a Membership Interest Purchase Agreement (the “Purchase Agreement”), dated February 24, 2025, with Poseidon Holdco I L.P. (f/k/a BIP Poseidon Holdco L.P.) (“Buyer”) and certain other parties. Buyer is an affiliate of Blackstone Infrastructure, which is an affiliate of Blackstone Inc.

Subject to the terms and conditions of the Purchase Agreement, the Sellers agreed to sell and transfer all of the Sellers’ respective right, title, and interest in Safe Harbor to Buyer (the “Transaction”). The aggregate purchase price for the Transaction is $5.65 billion, subject to customary adjustments for net working capital, cash, indebtedness, capital expenditures and transaction expenses, each as set forth in the Purchase Agreement (as so adjusted, the “Purchase Price”). The transfer of subsidiaries owning approximately 15 of Safe Harbor's properties (the "Delayed Consent Subsidiaries") with an aggregate agreed value of approximately $250.0 million is further subject to the receipt of certain third-party consents and the Delayed Consent Subsidiaries therefore may be transferred in one or more subsequent closings. For the purposes of these unaudited pro forma condensed consolidated financial statements, the Transaction has been reflected assuming all properties have been sold as of the Closing Date, as they together with the subsidiaries transferred on the Closing Date, represent the Safe Harbor business as described in the Purchase Agreement.

The Transaction constitutes a significant disposition for purposes of Item 2.01 of Form 8-K. The Company has also determined that the Transaction has met the criteria under Accounting Standards Codification 205-20, *Presentation of Financial Statements – Discontinued Operations* (“ASC 205-20”) to be classified as a discontinued operation, as the Transaction represents a strategic shift that will have a significant effect on the Company’s operations and financial results. Accordingly, the Company has accounted for the Safe Harbor business as a discontinued operation beginning in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2025.

The unaudited pro forma condensed consolidated financial statements presented below have been prepared in accordance with Article 11 of Regulation S-X and were derived from the Company’s historical consolidated financial statements. The unaudited pro forma condensed consolidated balance sheet as of March 31, 2025 reflects the Transaction as if it occurred on such date. The unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2025 and for each of the years ended December 31, 2024, 2023, and 2022 reflect the Transaction as if it occurred on January 1, 2022.

The unaudited pro forma condensed consolidated financial statements and the accompanying notes should be read in conjunction with:

- The Company’s Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 28, 2025; and
- The Company’s Quarterly Report on Form 10-Q for the three months ended March 31, 2025, filed with the SEC on May 6, 2025.

The unaudited pro forma condensed consolidated balance sheet as of March 31, 2025 and the unaudited pro forma condensed consolidated statements of operations for the three months ended March 31, 2025 and for the years ended December 31, 2024, 2023 and 2022 reflect “Pro Forma Adjustments” that are incremental to those related to the Transaction and discontinued operations presentation of the Safe Harbor business, as discussed above. The Pro Forma Adjustments are described in the accompanying notes to the unaudited pro forma condensed consolidated financial statements.

The unaudited pro forma condensed consolidated financial information is provided for informational purposes only and does not purport to represent the Company’s actual financial condition or results of operations had the Transaction occurred on the dates indicated, nor does it project the Company’s results of operations or financial condition for any future period or date. The Company has prepared the unaudited pro forma condensed consolidated financial information based on available information using certain assumptions that it believes are reasonable. As a result, the actual results reported by the Company in periods following the Transaction may differ materially from this unaudited pro forma condensed consolidated financial information.

Sun Communities, Inc.
Pro Forma Condensed Consolidated Balance Sheet
(Unaudited)
As of March 31, 2025
(In millions, except for per share amounts)

		Transaction Accounting Adjustments				
	Company Historical	Disposition Adjustments (Note 2(a))	Additional Transaction Accounting Adjustments		Debt Adjustments (Note 2(c))	Pro Forma
Assets						
Land	$ 3,471.8	$ —	$ —		$ —	$ 3,471.8
Land improvements and buildings	9,043.1	—	—		—	9,043.1
Rental homes and improvements	827.5	—	—		—	827.5
Furniture, fixtures and equipment	763.5	—	—		—	763.5
Investment property	14,105.9	—	—		—	14,105.9
Accumulated depreciation	(3,327.7)	—	—		—	(3,327.7)
Investment property, net	10,778.2	—	—		—	10,778.2
Cash, cash equivalents and restricted cash	97.4	—	4,986.4	**2(b)**	(3,180.1)	1,903.7
Inventory of manufactured homes	172.4	—	—		—	172.4
Notes and other receivables, net	373.7	—	—		—	373.7
Collateralized receivables, net	49.3	—	—		—	49.3
Goodwill	9.5	—	—		—	9.5
Other intangible assets, net	101.2	—	—		—	101.2
Other assets, net	449.3	—	—		—	449.3
Assets held for sale and discontinued operations, net	4,474.6	(4,438.7)	—		—	35.9
Total Assets	$ 16,505.6	$ (4,438.7)	$ 4,986.4		$ (3,180.1)	$ 13,873.2
Liabilities						
Mortgage loans payable	$ 3,151.4	$ —	$ —		$ (688.1)	2,463.3
Secured borrowings on collateralized receivables	49.3	—	—		—	49.3
Unsecured debt	4,147.4	—	—		(2,362.7)	1,784.7
Distributions payable	122.6	—	—		—	122.6
Advanced reservation deposits and rent	327.3	—	—		—	327.3
Accrued expenses and accounts payable	231.4	—	—		(25.7)	205.7
Other liabilities	830.6	—	—		—	830.6
Liabilities held for sale and discontinued operations, net	375.4	(375.4)				—
Total Liabilities	9,235.4	(375.4)	—		(3,076.5)	5,783.5
Commitments and contingencies						
Temporary equity	244.3	—	—		—	244.3
Shareholders' Equity						
Common stock, $0.01 par value. Authorized: 360.0 shares; Issued and outstanding: 127.6 at March 31, 2025	1.3	—	—		—	1.3
Additional paid-in capital	9,865.4	—	—		—	9,865.4
Accumulated other comprehensive loss	(6.6)	—	—		(8.7)	(15.3)
Distributions in excess of accumulated earnings	(2,938.7)	(4,063.3)	4,986.4	**2(d)(e)**	(94.9)	(2,110.5)
Total SUI Shareholders' Equity	6,921.4	(4,063.3)	4,986.4		(103.6)	7,740.9
Noncontrolling interests						—
Common and preferred OP units	104.0	—	—		—	104.0
Consolidated entities	0.5	—	—		—	0.5
Total noncontrolling interests	104.5	—	—		—	104.5
Total Shareholders' Equity	7,025.9	(4,063.3)	4,986.4		(103.6)	7,845.4
Total Liabilities, Temporary Equity and Shareholders' Equity	$ 16,505.6	$ (4,438.7)	$ 4,986.4		$ (3,180.1)	$ 13,873.2

See notes to unaudited pro forma condensed consolidated financial statements.

Sun Communities, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For The Three Months Ended March 31, 2025
(In millions, except for per share amounts)

	Company Historical	Transaction Account Adjustments: Disposition Adjustments (Note 2a)	Transaction Account Adjustments: Additional Transaction Accounting Adjustments	Transaction Account Adjustments: Debt Adjustments		Pro Forma	
Revenues							
Real property	$ 384.4	$ —	$ —	$ —		$ 384.4	
Home sales	67.2	—	—	—		67.2	
Ancillary	12.5	—	—	—		12.5	
Interest	4.4	—	—	—		4.4	
Brokerage commissions and other, net	1.7	—	—	—		1.7	
Total Revenues	470.2	—	—	—		470.2	
Expenses							
Property operating and maintenance	131.3	—	—	—		131.3	
Real estate tax	26.7	—	—	—		26.7	
Home costs and selling	52.6	—	—	—		52.6	
Ancillary	15.4	—	—	—		15.4	
General and administrative	57.0	—	—	—		57.0	
Catastrophic event-related charges, net	(0.1)	—	—	—		(0.1)	
Depreciation and amortization	123.7	—	—	—		123.7	
Asset impairments	24.0	—	—	—		24.0	
Interest	82.1	—	—	(42.4)	**3(b)**	39.7	
Total Expenses	512.7	—	—	(42.4)		470.3	
Income / (Loss) Before Other Items	(42.5)	—	—	42.4		(0.1)	
Gain on foreign currency exchanges	8.7	—	—	—		8.7	
Loss on dispositions of properties	(1.1)	—	—	—		(1.1)	
Other income / (expense), net	5.7	—	—	—		5.7	
Loss on remeasurement of notes receivable	(0.2)	—	—	—		(0.2)	
Income from nonconsolidated affiliates	3.0	—	—	—		3.0	
Current tax expense	(1.9)	—	—	—		(1.9)	
Deferred tax benefit	5.2	—	—	—		5.2	
Net Income / (Loss) from Continuing Operations	(23.1)	—	—	42.4		19.3	
Loss from discontinued operations, net	(18.5)	18.5					
Net Income / (Loss)	(41.6)	18.5	—	42.4		19.3	
Less: Preferred return to preferred OP units / equity interests	3.1	—	—	—		3.1	
Less: Loss attributable to noncontrolling interests	(1.9)	—	—	—		(1.9)	
Net Income / (Loss) Attributable to SUI Common Shareholders	$ (42.8)	$ 18.5	$ —	$ 42.4		$ 18.1	
Weighted average common shares outstanding - basic	126.6					126.6	**3(e)**
Weighted average common shares outstanding - diluted	129.8					129.8	**3(e)**
Basic earnings / (loss) per share	$ (0.34)					$ 0.14	**3(e)**
Diluted earnings / (loss) per share	$ (0.34)					$ 0.13	**3(e)**

Sun Communities, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For The Year Ended December 31, 2024
(In millions, except for per share amounts)

	Company Historical	Transaction Account Adjustments: Disposition Adjustments (Note 3a)	Transaction Account Adjustments: Additional Transaction Accounting Adjustments	Transaction Account Adjustments: Debt Adjustments		Pro Forma	
Revenues							
Real property	$ 2,163.4	$ (460.3)	$ —	$ —		$ 1,703.1	
Home sales	369.9	—	—	—		369.9	
Service, retail, dining and entertainment	626.9	(494.4)	—	—		132.5	
Interest	20.7	(0.6)	—	—		20.1	
Brokerage commissions and other, net	40.2	(5.3)	—	—		34.9	
Total Revenues	3,221.1	(960.6)	—	—		2,260.5	
Expenses							
Property operating and maintenance	732.3	(148.3)	—	—		584.0	
Real estate tax	125.7	(21.9)	—	—		103.8	
Home costs and selling	273.1	—	—	—		273.1	
Service, retail, dining and entertainment	570.7	(461.7)	—	—		109.0	
General and administrative	295.3	(64.9)	—	—		230.4	
Catastrophic event-related charges, net	27.1	(3.5)	—	—		23.6	
Business combinations	0.4	(0.4)	—	—		—	
Depreciation and amortization	680.7	(190.2)	—	—		490.5	
Asset impairments	71.4	(4.7)	—	—		66.7	
Goodwill impairment	180.8	—	—	—		180.8	
Loss on extinguishment of debt	1.4	—	—	—		1.4	
Interest	350.4	(0.1)	—	(169.8)	**3(b)**	180.5	
Total Expenses	3,309.3	(895.7)	—	(169.8)		2,243.8	
Income / (Loss) Before Other Items	(88.2)	(64.9)	—	169.8		16.7	
Loss on foreign currency exchanges	(25.8)	—	—	—		(25.8)	
Gain on dispositions of properties	202.9	—	—	—		202.9	
Other income / (expense), net	3.2	(10.0)	—	—		(6.8)	
Loss on remeasurement of notes receivable	(36.4)	—	—	—		(36.4)	
Income from nonconsolidated affiliates	9.5	—	—	—		9.5	
Gain on remeasurement of investment in nonconsolidated affiliates	6.6	—	—	—		6.6	
Current tax expense	(4.3)	0.7	—	—		(3.6)	
Deferred tax benefit	39.6	—	—	—		39.6	
Net Income	107.1	(74.2)	—	169.8		202.7	
Less: Preferred return to preferred OP units / equity interests	12.8	—	—	—		12.8	
Less: Income attributable to noncontrolling interests	5.3	—	—	—		5.3	
Net Income Attributable to SUI Common Shareholders	$ 89.0	$ (74.2)	$ —	$ 169.8		$ 184.6	
Weighted average common shares outstanding - basic	124.5					124.5	**3(e)**
Weighted average common shares outstanding - diluted	127.2					127.2	**3(e)**
Basic earnings per share	$ 0.71					$ 1.48	**3(e)**
Diluted earnings per share	$ 0.71					$ 1.46	**3(e)**

See notes to unaudited pro forma condensed consolidated financial statements.

Sun Communities, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For The Year Ended December 31, 2023
(In millions, except for per share amounts)

		Transaction Account Adjustments				
	Company Historical	**Disposition Adjustments (Note 3a)**	**Additional Transaction Accounting Adjustments**	**Debt Adjustments**	**Pro Forma**	
Revenues						
Real property	$ 2,059.8	$ (431.6)	$ —	$ —	$ 1,628.2	
Home sales	419.9	—	—	—	419.9	
Service, retail, dining and entertainment	638.9	(501.2)	—	—	137.7	
Interest	45.4	(0.6)	—	—	44.8	
Brokerage commissions and other, net	60.6	(7.0)	—	—	53.6	
Total Revenues	3,224.6	(940.4)	—	—	2,284.2	
Expenses						
Property operating and maintenance	693.0	(137.1)	—	—	555.9	
Real estate tax	117.4	(21.7)	—	—	95.7	
Home costs and selling	305.6	—	—	—	305.6	
Service, retail, dining and entertainment	570.4	(462.0)	—	—	108.4	
General and administrative	272.1	(58.7)	—	—	213.4	
Catastrophic event-related charges, net	3.8	(7.2)	—	—	(3.4)	
Business combinations	3.0	—	—	—	3.0	
Depreciation and amortization	660.0	(165.9)	—	—	494.1	
Asset impairments	10.1	(4.5)	—	—	5.6	
Goodwill impairment	369.9	—	—	—	369.9	
Loss on extinguishment of debt	—	—	—	—	—	
Interest	325.8	(0.1)	—	(127.2) **3(b)**	198.5	
Interest on mandatorily redeemable preferred OP units / equity	3.3	—	—	—	3.3	
Total Expenses	3,334.4	(857.2)	—	(127.2)	2,350.0	
Income / (Loss) Before Other Items	(109.8)	(83.2)	—	127.2	(65.8)	
Loss on remeasurement of marketable securities	(16.0)	—	—	—	(16.0)	
Loss on foreign currency exchanges	(0.3)	—	—	—	(0.3)	
Gain on dispositions of properties	11.0	—	—	—	11.0	
Other expense, net	(7.5)	0.2	—	—	(7.3)	
Loss on remeasurement of notes receivable	(106.7)	—	—	—	(106.7)	
Income from nonconsolidated affiliates	16.0	—	—	—	16.0	
Loss on remeasurement of investment in nonconsolidated affiliates	(4.2)	—	—	—	(4.2)	
Current tax expense	(14.5)	0.8	—	—	(13.7)	
Deferred tax benefit	22.9	—	—	—	22.9	
Net Income / (Loss)	(209.1)	(82.2)	—	127.2	(164.1)	
Less: Preferred return to preferred OP units / equity interests	12.3	—	—	—	12.3	
Less: Loss attributable to noncontrolling interests	(8.1)	—	—	—	(8.1)	
Net Income / (Loss) Attributable to SUI Common Shareholders	$ (213.3)	$ (82.2)	$ —	$ 127.2	$ (168.3)	
Weighted average common shares outstanding - basic	123.4				123.4	**3(e)**
Weighted average common shares outstanding - diluted	123.8				123.8	**3(e)**
Basic loss per share	$ (1.71)				$ (1.35)	**3(e)**
Diluted loss per share	$ (1.72)				$ (1.36)	**3(e)**

See notes to unaudited pro forma condensed consolidated financial statements.

Sun Communities, Inc.
Pro Forma Condensed Consolidated Statements of Operations
(Unaudited)
For The Year Ended December 31, 2022
(In millions, except for per share amounts)

		Transaction Account Adjustments					
	Company Historical	Disposition Adjustments (Note 3a)	Additional Transaction Accounting Adjustments	Debt Adjustments		Pro Forma	
Revenues							
Real property	$ 1,902.2	$ (384.6)	$ —	$ —		$ 1,517.6	
Home sales	465.8	—	—	—		465.8	
Service, retail, dining and entertainment	531.6	(402.3)	—	—		129.3	
Interest	35.2	(0.2)	—	—		35.0	
Brokerage commissions and other, net	34.9	(1.4)	—	—		33.5	
Total Revenues	2,969.7	(788.5)	—	—		2,181.2	
Expenses							
Property operating and maintenance	628.6	(122.0)	—	—		506.6	
Real estate tax	110.6	(20.3)	—	—		90.3	
Home costs and selling	322.4	—	—	—		322.4	
Service, retail, dining and entertainment	456.9	(356.1)	—	—		100.8	
General and administrative	257.4	(65.5)	—	—		191.9	
Catastrophic event-related charges, net	17.5	(7.0)	—	—		10.5	
Business combinations	24.7	(6.9)	—	—		17.8	
Depreciation and amortization	601.8	(145.0)	—	—		456.8	
Asset impairments	3.0	(1.6)	—	—		1.4	
Loss on extinguishment of debt	4.4	—	—	94.9	**3(c)(d)**	99.3	
Interest	229.8	1.3	—	(63.2)	**3(b)**	167.9	
Interest on mandatorily redeemable preferred OP units / equity	4.2		—	—		4.2	
Total Expenses	2,661.3	(723.1)	—	31.7		1,969.9	
Income Before Other Items	308.4	(65.4)	—	(31.7)		211.3	
Loss on remeasurement of marketable securities	(53.4)	—	—	—		(53.4)	
Gain on foreign currency exchanges	5.4	—	—	—		5.4	
Gain on dispositions of properties	12.2	—	—	—		12.2	
Other expense, net	(2.1)	(4.5)	—	—		(6.6)	
Loss on remeasurement of notes receivable	(0.8)	—	—	—		(0.8)	
Income from nonconsolidated affiliates	2.9	—	—	—		2.9	
Loss on remeasurement of investment in nonconsolidated affiliates	(2.7)	—	—	—		(2.7)	
Current tax expense	(10.3)	0.4	—	—		(9.9)	
Deferred tax benefit	4.2	—	—	—		4.2	
Net Income	263.8	(69.5)	—	(31.7)		162.6	
Less: Preferred return to preferred OP units / equity interests	11.0	—	—	—		11.0	
Less: Income attributable to noncontrolling interests	10.8	—	—	—		10.8	
Net Income Attributable to SUI Common Shareholders	$ 242.0	$ (69.5)	$ —	$ (31.7)		$ 140.8	
Weighted average common shares outstanding - basic	120.2					120.2	**3(e)**
Weighted average common shares outstanding - diluted	122.9					122.9	**3(e)**
Basic earnings per share	$ 2.00					$ 1.16	**3(e)**
Diluted earnings per share	$ 2.00					$ 1.17	**3(e)**

See notes to unaudited pro forma condensed consolidated financial statements.

1. Basis of Pro Forma Presentation

The unaudited pro forma condensed consolidated financial statements have been prepared in accordance with Article 11 of Regulation S-X, *Pro Forma Financial Information*.

In accordance with ASC 205-20, discontinued operations represent the elimination of assets, liabilities, shareholders' equity, and results of operations attributable to the Safe Harbor business, which were included in the Company's historical condensed consolidated financial statements ("Company Historical"). Adjustments do not include general corporate overhead costs previously allocated to the Safe Harbor business, which will continue to be recognized on an ongoing basis. Such allocations include labor and non-labor expense related to the Company's corporate support functions that previously provided support to the Safe Harbor business including finance, accounting, tax, treasury, information technology, human resources, and legal. Adjustments include direct operating expenses incurred that are identifiable as costs of the Safe Harbor business and will not continue to be recognized on an ongoing basis.

In connection with the Transaction, the Company intends to use a portion of the cash proceeds to redeem all of its outstanding $400,000,000 aggregate principal amount of 5.700% Senior Notes due 2033 (the "2033 Notes") and all of its outstanding $500,000,000 aggregate principal amount of 5.500% Senior Notes due 2029 (the "2029 Notes" and together with the 2033 Notes, the "Notes"). Following the redemptions, the Company intends to satisfy and discharge the respective indentures related to the Notes. In addition, the Company plans to use a portion of the cash proceeds to pay off the outstanding balance of its line of credit, of which $1,470.1 million was outstanding as of March 31, 2025, and a portion of its secured debt. The repayment of the Notes and the Company's line of credit and secured debt is referred to collectively as the "Debt Repayment".

Furthermore, the Board of Directors of the Company (the "Board") may consider other uses of these funds such as repurchases of the Company's common stock ("Share Repurchase Program"). Because the Board has not finally determined to make any such repurchases, the Share Repurchase Program and the repurchases that may be contemplated thereby, are not reflected in the Unaudited Pro Forma Condensed Consolidated Financial Statements.

No pro forma tax adjustments are reflected in the unaudited pro forma condensed consolidated financial statements as the tax impact is considered immaterial. This assessment is based on the presence of operating losses and other deferred tax assets to offset any significant taxable income arising from the pro forma adjustments reflected in the unaudited pro forma condensed consolidated financial statements.

2. Pro Forma Adjustments – Balance Sheet

(a) Represents the elimination of the assets and liabilities of the Safe Harbor business that were sold under the terms of the Transaction.

(b) Represents the estimated net cash proceeds at the closing of the Transaction:

$	5,650.0	Base purchase price
	(37.4)	Less: Working Capital Adjustment
	(19.5)	Less: Estimated Closing Indebtedness
	1.2	Plus: Estimated Cash Amount
	4.6	Plus: Estimated Pipeline Acquisition Costs
	6.2	Plus / (Less): Estimated CapEx Adjustment
	(97.4)	Less: Transaction Expenses Paid at the Closing Date (net of reimbursements)
	(521.3)	Less: Special Distribution (refer to **2(e)**)
$	4,986.4	Estimated net cash proceeds

(c) Represents the use of a portion of the net sales proceeds received from the Transaction to pay down existing indebtedness, accrued interest, prepayment penalties, and to eliminate loan costs related to the existing indebtedness.

$	691.8	Net book value of indebtedness - Secured Debt
	2,370.1	Net book value of indebtedness - Unsecured Debt
	2.6	Accrued interest - Secured Debt
	23.1	Accrued interest - Unsecured Debt
	(3,180.1)	Cash used to pay principal, accrued interest and prepayment penalties
	(3.7)	Unamortized loan costs (Secured Debt)
	(7.4)	Unamortized loan costs (Unsecured Debt)
$	8.7	Unamortized AOCI (Unsecured Debt)
$	(94.9)	Net impact to equity from paying down long-term debt and finance obligations

(d) Represents the net sales proceeds received from the completed Transaction, and elimination of the related account balances as if the Transaction had been consummated as of March 31, 2025. Accumulated earnings have been increased to reflect the receipt of net cash proceeds and removal of assets and liabilities related to the Transaction, as follows:

$	5,650.0	Sales Price
	(142.3)	Closing and transaction costs
	5,507.7	Net sales proceeds
	(4,063.3)	Safe Harbor's Net Assets
$	1,444.4	Pro forma gain on sale

The pro forma gain on sale has not been reflected in the unaudited pro forma condensed consolidated statements of operations as this amount pertains to discontinued operations and does not reflect the impact on income from continuing operations.

(e) Reflects the special one-time cash distribution of common stock (the "Special Distribution") to be paid to shareholders.

3. Pro Forma Adjustments – Statement of Operations

(a) Represents the elimination of revenues and expenses associated with the Safe Harbor business.

(b) Represents the reduction of historical interest expense in connection with the Debt Repayment.

(c) Represents the prepayment penalty fees as a result of early debt repayment with proceeds from the Transaction, as if the repayment of the debt had occurred on January 1, 2022.

(d) Represents the write-off of unamortized loan costs and reclassification of gains from AOCI to earnings in connection with the Debt Repayment.

(e) Represents the impact on earnings per share related to pro forma adjustments. For the years ended December 31, 2024 and 2022, diluted earnings per share was calculated using the two-class method for restricted stock awards as the application of this method resulted in a more diluted earnings per share during these periods. For the year ended December 31, 2023, diluted earnings per share was calculated using the treasury stock method for restricted stock awards as the application of this method resulted in a more diluted earnings per share during this period.