

Clipper Realty Inc.

SUPPLEMENTAL DATA

Second Quarter 2021



Clipper Realty Inc. Announces Second Quarter 2021 Results

NEW YORK, August 9, 2021 /Business Wire/ -- Clipper Realty Inc. (NYSE: CLPR) (the "Company"), a leading owner and operator of multifamily residential and commercial properties in the New York metropolitan area, today announced financial and operating results for the three months ended June 30, 2021.

Highlights for the Three Months Ended June 30, 2021

- Achieved quarterly revenues of \$30.7 million for the second quarter of 2021
- Achieved quarterly income from operations of \$7.0 million for the second quarter of 2021
- Achieved quarterly net operating income ("NOI")¹ of \$16.1 million for the second quarter of 2021
- Recorded quarterly net loss of \$3.2 million for the second quarter of 2021
- Achieved quarterly adjusted funds from operations ("AFFO")¹ of \$4.1 million for the second quarter of 2021 as compared to \$3.1 million for the first quarter of 2021
- Declared a dividend of \$0.095 per share for the second quarter of 2021

David Bistricer, Co-Chairman and Chief Executive Officer, commented,

"We continue to see meaningful signs of improvement as New York City further strengthens from the depths of the COVID-19 pandemic. We anticipate recently strong rental demand to remain elevated, and pricing to improve, as New York City continues to reopen and vaccinations proliferate. We remain focused on efficiently operating our portfolio, with the safety of our tenants and employees our highest priority. Despite the pandemic-related headwinds, our properties are 94% leased and our second quarter rent collection rate was 96%. We have a strong liquidity position with \$98.3 million of cash on the balance sheet, consisting of \$85.0 million of unrestricted cash and \$13.3 million of restricted cash, and have no debt maturities on any operating properties until 2027, providing further support in the current environment. We remain committed to executing our strategic initiatives to create long-term value.

Financial Results

For the second quarter of 2021, revenues decreased by \$0.5 million, or 1.6%, to \$30.7 million, compared to \$31.2 million for the second quarter of 2020; the change was primarily attributable to declines in residential rental rate at the Tribeca House property and the termination of certain commercial leases at the Tribeca House property, partially offset by the commencement of a new office lease at the 250 Livingston Street property during the third quarter of 2020.

For the second quarter of 2021, net loss was \$3.2 million, or \$0.09 per share, compared to net loss of \$5.2 million, or \$0.12 per share, for the second quarter of 2020 (\$1.0 million, or \$0.03 per share, excluding a non-recurring \$4.2 million loss on extinguishment of debt); the change, excluding the non-recurring item, was primarily attributable to the revenue change discussed above and higher property operating expenses (including an increase in the provision for bad debt), property taxes, insurance expense, depreciation and amortization expense and interest expense (primarily resulting from the refinancing of the Flatbush Gardens property in May 2020 and the 141 Livingston Street property in February 2021).

For the second quarter of 2021, AFFO was \$4.1 million, or \$0.10 per share, compared to \$5.5 million, or \$0.12 per share, for the second quarter of 2020 and \$3.1 million, or \$0.07 per share, for the first quarter of 2021. The

¹ NOI and AFFO are non-GAAP financial measures. For a definition of these financial measures and a reconciliation of such measures to the most comparable GAAP measures, see "Reconciliation of Non-GAAP Measures" at the end of this release.

change from last year was primarily attributable to the revenue change discussed above and higher property operating expenses (including an increase in the provision for bad debt), property taxes, insurance expense and interest expense, partially offset by lower recurring cash general and administrative expenses.

Balance Sheet

At June 30, 2021, notes payable (excluding unamortized loan costs) was \$1,114.9 million, compared to \$1,089.7 million at December 31, 2020; the increase primarily reflected the refinancing of the 141 Livingston Street property in February 2021, partially offset by scheduled principal amortization.

Dividend

The Company today declared a second quarter dividend of \$0.095 per share, the same amount as last quarter, to shareholders of record on August 19, 2021, payable August 26, 2021.

Conference Call and Supplemental Material

The Company will host a conference call on August 9, 2021, at 5:00 PM Eastern Time to discuss the second quarter 2021 results and provide a business update. The conference call can be accessed by dialing (800) 346-7359 or (973) 528-0008, conference entry code 884595. A replay of the call will be available from August 9, 2021, following the call, through August 23, 2021, by dialing (800) 332-6854 or (973) 528-0005, replay conference ID 884595. Supplemental data to this press release can be found under the "Quarterly Earnings" navigation tab on the "Investors" page of our website at <u>www.clipperrealty.com</u>. The Company's filings with the Securities and Exchange Commission (the "SEC") are filed at <u>www.sec.gov</u> under Clipper Realty Inc.

About Clipper Realty Inc.

Clipper Realty Inc. (NYSE: CLPR) is a self-administered and self-managed real estate company that acquires, owns, manages, operates and repositions multifamily residential and commercial properties in the New York metropolitan area, with a portfolio in Manhattan and Brooklyn. For more information on the Company, please visit <u>www.clipperrealty.com</u>.

Forward-Looking Statements

Various statements contained in this press release, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. These forward-looking statements may include estimates concerning capital projects and the success of specific properties. Our forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "intend," "anticipate," "potential," "plan" or other words that convey the uncertainty of future events or outcomes. The forward-looking statements in this press release speak only as of the date of this press release.

We disclaim any obligation to update these statements unless required by law, and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties (including uncertainties regarding the ongoing impact of the COVID-19 pandemic, and measures intended to curb its spread, on our business, our tenants and the economy generally), most of which are difficult to predict and many of which are beyond our control and which may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. For a discussion of these and other important factors that could affect our actual results, please refer to our filings with the SEC, including the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2020, and other reports filed from time to time with the SEC.

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Clipper Realty Inc. Consolidated Balance Sheets (In thousands, except for share and per share data)

	June 30, 2021	December 31, 2020
	(unaudited)	
ASSETS		
Investment in real estate		
Land and improvements	\$ 540,859	\$ 540,859
Building and improvements	637,772	630,662
Tenant improvements	3,406	3,121
Furniture, fixtures and equipment	12,356	12,217
Real estate under development Total investment in real estate	40,411 1,234,804	36,118 1,222,977
Accumulated depreciation	(144,870)	(132,479)
Investment in real estate, net	1,089,934	1,090,498
Cash and cash equivalents	85,035	72,058
Restricted cash	13,258	16,974
Tenant and other receivables, net of allowance for doubtful accounts	6,653	7,002
of \$8,116 and \$5,993, respectively	2 505	0.454
Deferred rent	2,507	2,454
Deferred costs and intangible assets, net	7,391	7,720
Prepaid expenses and other assets TOTAL ASSETS	9,087	11,160
IUIAL ASSEIS	\$ 1,213,865	\$ 1,207,866
LIADILITIES AND EQUITY		
LIABILITIES AND EQUITY Liabilities:		
Notes payable, net of unamortized loan costs	\$ 1,104,535	\$ 1,079,458
of \$10,387 and \$10,262, respectively	φ 1,104,555	φ 1,079,450
Accounts payable and accrued liabilities	11,169	11,725
Security deposits	6,970	6,983
Below-market leases, net	94	157
Other liabilities	4,449	5,429
TOTAL LIABILITIES	1,127,217	1,103,752
Preferred stock, \$0.01 par value; 100,000 shares authorized (including 140 shares	-	-
of 12.5% Series A cumulative non-voting preferred stock), zero shares issued and outstanding		
Common stock, \$0.01 par value; 500,000,000 shares authorized,	160	160
16,063,228 shares issued and outstanding	100	100
Additional paid-in-capital	87,707	87,347
Accumulated deficit	(55,026)	(48,045)
Total stockholders' equity	32,841	39,462
Non-controlling interests	53,807	64,652
TOTAL EQUITY	86,648	104,114
TOTAL LIABILITIES AND EQUITY	\$ 1,213,865	\$ 1,207,866

Clipper Realty Inc. Consolidated Statements of Operations (In thousands, except per share data) (Unaudited)

	T	nree Months	Ended	June 30,	5	Six Months E	nded J	une 30,
		2021		2020		2021		2020
REVENUES								
Residential rental income	\$	21,573	\$	23,679	\$	43,177	\$	47,397
Commercial rental income		9,098		7,479		18,145		15,076
TOTAL REVENUES		30,671		31,158		61,322		62,473
OPERATING EXPENSES								
Property operating expenses		7,221		6,868		15,863		14,027
Real estate taxes and insurance		7,363		6,778		14,675		13,642
General and administrative		2,802		2,704		5,095		5,027
Transaction pursuit costs		-		-		60		-
Depreciation and amortization		6,289		5,872		12,516		11,430
TOTAL OPERATING EXPENSES		23,675		22,222		48,209		44,126
INCOME FROM OPERATIONS		6,996		8,936		13,113		18,347
Interest expense, net		(10,366)		(9,979)		(20,583)		(19,767)
Loss on extinguishment of debt		-		(4,228)		(3,034)		(4,228)
Gain on involuntary conversion		139		85		139		85
Net loss		(3,231)		(5,186)		(10,365)		(5,563)
Net loss attributable to non-controlling interests		2,006		3,092		6,436		3,317
Net loss attributable to common stockholders	\$	(1,225)	\$	(2,094)	\$	(3,929)	\$	(2,246)
Basic and diluted net loss per share	\$	(0.09)	\$	(0.12)	\$	(0.27)	\$	(0.13)
Weighted average common shares / OP units								
Common shares outstanding		16,063		17,815		16,063		17,815
OP units outstanding		26,317		26,317		26,317		26,317
Diluted shares outstanding		42,380		44,132		42,380		44,132

Clipper Realty Inc. Consolidated Statements of Cash Flows (In thousands) (Unaudited)

		Six Months E	nded June	30,
		2021		2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	\$	(10,365)	\$	(5,563)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation		12,404		11,078
Amortization of deferred financing costs		621		608
Amortization of deferred costs and intangible assets		353		592
Amortization of above- and below-market leases		(63)		(228)
Loss on modification/extinguishment of debt		3,034		4,228
Gain on involuntary conversion		(139)		(85)
Deferred rent		(53)		(465)
Stock-based compensation		1,281		693
Bad debt expense		2,078		899
Transaction pursuit costs		60		-
Changes in operating assets and liabilities:				
Tenant and other receivables		(1,579)		(4,559)
Prepaid expenses, other assets and deferred costs		1,989		989
Accounts payable and accrued liabilities		378		(2,374)
Security deposits		(13)		6
Other liabilities		(980)		(737)
Net cash provided by operating activities		9,006		5,082
CASH FLOWS FROM INVESTING ACTIVITIES		(10.550)		(12 (22))
Additions to land, buildings and improvements		(12,756)		(13,622)
Insurance proceeds from involuntary conversion		-		111
Purchase of interest rate caps, net		(12.750)		(14)
Net cash used in investing activities		(12,756)		(13,525)
CASH FLOWS FROM FINANCING ACTIVITIES				
Payments of mortgage notes		(75,303)		(247,798)
Proceeds from mortgage notes		100,505		329,424
Dividends and distributions		(8,382)		(8,595)
Loan issuance and extinguishment costs		(3,809)		(5,220)
Net cash provided by financing activities		13,011		67,811
Not improve in such and such annihilants and motified descel		0.261		50 269
Net increase in cash and cash equivalents and restricted cash Cash and cash equivalents and restricted cash - beginning of period		9,261 89,032		59,368 56,932
Cash and cash equivalents and restricted cash - end of period	\$	<u>98,293</u>	\$	116,300
Cash and cash equivalents and restricted cash - end of period	φ	,2,5	•	110,000
Cash and cash equivalents and restricted cash - beginning of period:				
Cash and cash equivalents	\$	72,058	\$	42,500
Restricted cash	+	16,974	*	14,432
Total cash and cash equivalents and restricted cash - beginning of period	\$	89,032	\$	56,932
Cash and cash equivalents and restricted cash - end of period:	¢	95.025	¢	99.252
Cash and cash equivalents	\$	85,035	\$	88,253
Restricted cash	¢	13,258	¢	28,047
Total cash and cash equivalents and restricted cash - end of period	\$	98,293	\$	116,300
Supplemental cash flow information:				
Cash paid for interest, net of capitalized interest of \$794 and \$679 in 2021 and 2020, respectively	\$	20,165	\$	19,482
Non-cash interest capitalized to real estate under development	+	29	+	546
Additions to investment in real estate included in accounts payable and accrued liabilities		3,255		4,045
		-,		.,

Clipper Realty Inc. Reconciliation of Non-GAAP Measures (In thousands, except per share data) (Unaudited)

Non-GAAP Financial Measures

We disclose and discuss funds from operations ("FFO"), adjusted funds from operations ("AFFO"), adjusted earnings before interest, income taxes, depreciation and amortization ("Adjusted EBITDA") and net operating income ("NOI"), all of which meet the definition of "non-GAAP financial measures" set forth in Item 10(e) of Regulation S-K promulgated by the SEC.

While management and the investment community in general believe that presentation of these measures provides useful information to investors, neither FFO, AFFO, Adjusted EBITDA, nor NOI should be considered as an alternative to net income (loss) or income from operations as an indication of our performance. We believe that to understand our performance further, FFO, AFFO, Adjusted EBITDA, and NOI should be compared with our reported net income (loss) or income from operations and considered in addition to cash flows computed in accordance with GAAP, as presented in our consolidated financial statements.

Funds From Operations and Adjusted Funds From Operations

FFO is defined by the National Association of Real Estate Investment Trusts ("NAREIT") as net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property and impairment adjustments, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our calculation of FFO is consistent with FFO as defined by NAREIT.

AFFO is defined by us as FFO excluding amortization of identifiable intangibles incurred in property acquisitions, straight-line rent adjustments to revenue from long-term leases, amortization costs incurred in originating debt, interest rate cap mark-to-market adjustments, amortization of non-cash equity compensation, acquisition and other costs, transaction pursuit costs, loss on modification/extinguishment of debt, gain on involuntary conversion, gain on termination of lease and non-recurring litigation-related expenses, less recurring capital spending.

Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. In fact, real estate values have historically risen or fallen with market conditions. FFO is intended to be a standard supplemental measure of operating performance that excludes historical cost depreciation and valuation adjustments from net income. We consider FFO useful in evaluating potential property acquisitions and measuring operating performance. We further consider AFFO useful in determining funds available for payment of distributions. Neither FFO nor AFFO represent net income or cash flows from operations computed in accordance with GAAP. You should not consider FFO and AFFO to be alternatives to net income (loss) as reliable measures of our operating performance; nor should you consider FFO and AFFO to be alternatives to cash flows from operating, investing or financing activities (computed in accordance with GAAP) as measures of liquidity.

Neither FFO nor AFFO measure whether cash flow is sufficient to fund all of our cash needs, including principal amortization, capital improvements and distributions to stockholders. FFO and AFFO do not represent cash flows from operating, investing or financing activities computed in accordance with GAAP. Further, FFO and AFFO as disclosed by other REITs might not be comparable to our calculations of FFO and AFFO.

The following table sets forth a reconciliation of FFO and AFFO for the periods presented to net loss, computed in accordance with GAAP (amounts in thousands):

	Th	ree Months	Ended .	June 30,		Six Months E	nded Ju	ıne 30,
		2021		2020		2021		2020
FFO								
Net loss	\$	(3,231)	\$	(5,186)	\$	(10,365)	\$	(5,563)
Real estate depreciation and amortization		6,289		5,872		12,516		11,430
FFO	\$	3,058	\$	686	\$	2,151	\$	5,867
AFFO								
FFO	\$	3,058	\$	686	\$	2,151	\$	5,867
Amortization of real estate tax intangible	•	121	·	121	•	241	•	240
Amortization of above- and below-market leases		(32)		(129)		(63)		(228)
Straight-line rent adjustments		(52)		(237)		(53)		(465)
Amortization of debt origination costs		313		304		621		608
Amortization of LTIP awards		795		536		1,281		693
Transaction pursuit costs		-		-		60		-
Loss on modification/extinguishment of debt		-		4,228		3,034		4,228
Gain on involuntary conversion		(139)		(85)		(139)		(85)
Certain litigation-related expenses		65		270		124		534
Recurring capital spending		(58)		(238)		(108)		(383)
AFFO	\$	4,071	\$	5,456	\$	7,149	\$	11,009
AFFO Per Share/Unit	\$	0.10	\$	0.12	\$	0.17	\$	0.25

Adjusted Earnings Before Interest, Income Taxes, Depreciation and Amortization

We believe that Adjusted EBITDA is a useful measure of our operating performance. We define Adjusted EBITDA as net income (I before allocation to non-controlling interests, plus real estate depreciation and amortization, amortization of identifiable intangil straight-line rent adjustments to revenue from long-term leases, amortization of non-cash equity compensation, interest expense (1 acquisition and other costs, transaction pursuit costs, loss on modification/extinguishment of debt and non-recurring litigation-rel expenses, less gain on involuntary conversion and gain on termination of lease.

We believe that this measure provides an operating perspective not immediately apparent from GAAP income from operations or net inc (loss). We consider Adjusted EBITDA to be a meaningful financial measure of our core operating performance.

However, Adjusted EBITDA should only be used as an alternative measure of our financial performance. Further, other REITs may different methodologies for calculating Adjusted EBITDA, and accordingly, our Adjusted EBITDA may not be comparable to that of o REITs.

The following table sets forth a reconciliation of Adjusted EBITDA for the periods presented to net loss, computed in accordance with G_{ℓ} (amounts in thousands):

	Т	hree Months	Ended .	June 30,	 Six Months E	nded Ju	ine 30,
		2021		2020	 2021		2020
Adjusted EBITDA					 		
Net loss	\$	(3,231)	\$	(5,186)	\$ (10,365)	\$	(5,563)
Real estate depreciation and amortization		6,289		5,872	12,516		11,430
Amortization of real estate tax intangible		121		121	241		240
Amortization of above- and below-market leases		(32)		(129)	(63)		(228)
Straight-line rent adjustments		(52)		(237)	(53)		(465)
Amortization of LTIP awards		795		536	1,281		693
Interest expense, net		10,366		9,979	20,583		19,767
Transaction pursuit costs		-		-	60		-
Loss on modification/extinguishment of debt		-		4,228	3,034		4,228
Gain on involuntary conversion		(139)		(85)	(139)		(85)
Certain litigation-related expenses		65		270	124		534
Adjusted EBITDA	\$	14,182	\$	15,369	\$ 27,219	\$	30,551

Net Operating Income

We believe that NOI is a useful measure of our operating performance. We define NOI as income from operations plus real estate depreciation and amortization, general and administrative expenses, acquisition and other costs, transaction pursuit costs, amortization of identifiable intangibles and straight-line rent adjustments to revenue from long-term leases, less gain on termination of lease. We believe that this measure is widely recognized and provides an operating perspective not immediately apparent from GAAP income from operations or net income (loss). We use NOI to evaluate our performance because NOI allows us to evaluate the operating performance of our company by measuring the core operations of property performance and capturing trends in rental housing and property operating expenses. NOI is also a widely used metric in valuation of properties.

However, NOI should only be used as an alternative measure of our financial performance. Further, other REITs may use different methodologies for calculating NOI, and accordingly, our NOI may not be comparable to that of other REITs.

The following table sets forth a reconciliation of NOI for the periods presented to income from operations, computed in accordance with GAAP (amounts in thousands):

	TI	ree Months	Ended	June 30,	5	Six Months E	nded J	une 30,
		2021		2020		2021		2020
NOI								
Income from operations	\$	6,996	\$	8,936	\$	13,113	\$	18,347
Real estate depreciation and amortization		6,289		5,872		12,516		11,430
General and administrative expenses		2,802		2,704		5,095		5,027
Transaction pursuit costs		-		-		60		-
Amortization of real estate tax intangible		121		121		241		240
Amortization of above- and below-market leases		(32)		(129)		(63)		(228)
Straight-line rent adjustments		(52)		(237)		(53)		(465)
NOI	\$	16,124	\$	17,267	\$	30,909	\$	34,351

Clipper Realty Inc. Consolidated Balance Sheets (In thousands, except for share and per share data)

	June 30, 2021 (unaudited)	March 31, 2021 (unaudited)	December 31, 2020	September 30, 2020 (unaudited)	June 30, 2020 (unaudited)	March 31, 2020 (unaudited)	December 31, 2019	September 30, 2019 (unaudited)	June 30, 2019 (unaudited)
ASSETS		. ,							, í
Investment in real estate									
Land and improvements	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 497,343
Building and improvements	637,772	634,502	630,662	624,379	613,983	607,353	602,547	597,600	489,383
Tenant improvements	3,406	3,243	3,121	2,998	3,051	3,051	3,051	3,051	3,051
Furniture, fixtures and equipment	12,356	12,278	12,217	12,090	12,001	11,865	11,707	11,659	11,364
Real estate under development	40,411	37,637	36,118	35,176	34,331	32,894	31,787	-	139,061
Total investment in real estate	1,234,804	1,228,519	1,222,977	1,215,502	1,204,225	1,196,022	1,189,951	1,153,169	1,140,202
Accumulated depreciation	(144,870)	(138,650)	(132,479)	(126,270)	(120,474)	(114,903)	(109,418)	(103,958)	(99,217)
Investment in real estate, net	1,089,934	1,089,869	1,090,498	1,089,232	1,083,751	1,081,119	1,080,533	1,049,211	1,040,985
Cash and cash equivalents	85,035	87,952	72,058	82,856	88,253	36,298	42,500	43,552	56,349
Restricted cash	13,258	18,244	16,974	22,117	28,047	17,572	14,432	17,084	16,455
Tenant and other receivables, net of allowance for doubtful accounts	6,653	8,343	7,002	8,058	7,847	4,750	4,187	4,979	3,358
Deferred rent	2,507	2,455	2,454	1,960	1,739	1,502	1,274	1.485	1,669
Deferred costs and intangible assets, net	7,391	7,568	7,720	7,898	8,199	8,560	8,782	9,053	9,373
Prepaid expenses and other assets	9,087	8,975	11,160	12,047	13,471	8,581	14,499	12,954	13,193
TOTAL ASSETS	\$ 1,213,865	\$ 1,223,406	\$ 1,207,866	\$ 1,224,168	\$ 1,231,307	\$ 1,158,382	\$ 1,166,207	\$ 1,138,318	\$ 1,141,382
					- / - /				
LIABILITIES AND EQUITY									
Liabilities:									
Notes payable, net of unamortized loan costs	\$ 1,104,535	\$ 1,104,479	\$ 1,079,458	\$ 1,079,585	\$ 1,079,677	\$ 997,752	\$ 997,903	\$ 963,218	\$ 963,335
Accounts payable and accrued liabilities	11,169	12,492	11,725	11,757	10,809	9,793	13,029	12,252	12,711
Security deposits	6,970	6,989	6,983	7,079	7,576	7,637	7,570	7,569	7,035
Below-market leases, net	94	126	157	189	1,367	1,496	1,625	1,754	2,034
Other liabilities	4,449	6,045	5,429	4,172	3,560	4,416	4,297	5,141	3,751
TOTAL LIABILITIES	1,127,217	1,130,131	1,103,752	1,102,782	1,102,989	1,021,094	1,024,424	989,934	988,866
Equity:									
Preferred stock, \$0.01 par value; 100,000 shares authorized (including 140 shares of 12.5% Series A cumulative non-voting preferred stock)	-	-	-	-	-	-	-	-	-
Common stock, \$0.01 par value; 500,000,000 shares authorized	160	160	160	178	178	178	178	178	178
Additional paid-in-capital	87,707	87,469	87,347	93,612	93,626	93,461	93,431	93,332	93,235
Accumulated deficit	(55,026)	(52,275)	(48,045)	(44,865)	(42,005)	(38,219)	(36,375)	(33,612)	(31,847)
Total stockholders' equity	32,841	35,354	39,462	48,925	51,799	55,420	57,234	59,898	61,566
Non-controlling interests	53,807	57,921	64,652	72,461	76,519	81,868	84,549	88,486	90,950
TOTAL EQUITY	86,648	93,275	104,114	121,386	128,318	137,288	141,783	148,384	152,516
TOTAL LIABILITIES AND EQUITY	\$ 1,213,865	\$ 1,223,406	\$ 1,207,866	\$ 1,224,168	\$ 1,231,307	\$ 1,158,382	\$ 1,166,207	\$ 1,138,318	\$ 1,141,382

Clipper Realty Inc. Consolidated Statements of Cash Flows (In thousands) (Unaudited)

	Six	Months E	nded J	une 30,				Т	hree Mo	onths Ended				
		2021		2020	6	5/30/2021	3	/31/2021	12	2/31/2020	9/.	30/2020	6/3	0/2020
CASH FLOWS FROM OPERATING ACTIVITIES														
Net loss	\$	(10,365)	\$	(5,563)	\$	(3,230)	\$	(7,134)	\$	(3,776)	\$	(2,890)	\$	(5,186)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:														
Depreciation		12,404		11.078		6.232		6,172		6,208		5,861		5,593
Amortization of deferred financing costs		621		608		313		308		302		302		304
Amortization of deferred costs and intangible assets		353		592		177		176		179		193		400
Amortization of above- and below-market leases		(63)		(228)		(32)		(32)		(32)		(130)		(129)
Loss on extinguishment/modification of debt		3,034		4,228		()		3,034		-				4,228
Gain on involuntary conversion		(139)		(85)		(139)		-		-		-		(85)
Gain on termination of lease		-		-		-		-		-		(838)		-
Deferred rent		(53)		(465)		(51)		(2)		(493)		(221)		(237)
Stock-based compensation		1,281		693		795		486		556		556		535
Bad debt expense		2,078		899		900		1,178		985		659		599
Transaction pursuit costs		60		_		_		60		-		-		-
Changes in operating assets and liabilities:														
Tenant and other receivables		(1,579)		(4,559)		942		(2,519)		70		(870)		(3,696)
Prepaid expenses, other assets and deferred costs		1,989		989		(112)		2.101		887		1.352		(4,929)
Accounts payable and accrued liabilities		378		(2,374)		(2,609)		2,987		(303)		1,075		(448)
Security deposits		(13)		6		(19)		6		(95)		(497)		(61)
Other liabilities		(980)		(737)		(1,595)		617		1,256		612		(856)
Net cash provided by (used in) operating activities		9,006		5,082		1,571		7,437		5,744		5,164		(3,968)
CASH FLOWS FROM INVESTING ACTIVITIES														
Additions to land, buildings and improvements		(12,756)		(13,622)		(5,012)		(7,746)		(6,926)		(11,263)		(6,521)
Insurance proceeds from involuntary conversion		-		111		-		-		-		-		111
Sale and purchase of interest rate caps, net		-		(14)		-		-		-		-		-
Net cash used in investing activities		(12,756)		(13,525)		(5,012)		(7,746)		(6,926)		(11,263)		(6,410)
CASH FLOWS FROM FINANCING ACTIVITIES														
Repurchase of common stock		-		-		-		-		(9,762)		(240)		-
Payments of mortgage notes		(75,303)		(247,798)		(527)		(74,776)		(924)		(908)		(246,901)
Proceeds from mortgage notes		100,505		329,424		257		100,248		248		247		329,248
Dividends and distributions		(8,382)		(8,595)		(4,191)		(4,191)		(4,321)		(4,327)		(4,319)
Loan issuance and extinguishment costs		(3,809)		(5,220)		_		(3,809)		-		-		(5,220)
Net cash provided by (used in) financing activities		13,011		67,811		(4,461)		17,473		(14,759)		(5,228)		72,808
Net increase (decrease) in cash and cash equivalents and restricted cash		9,261		59,368		(7,902)		17,163		(15,941)		(11,327)		62,430
Cash and cash equivalents and restricted cash - beginning of period		89,032		56,932	<u> </u>	106,196		89,032		104,973		116,300		53,870
Cash and cash equivalents and restricted cash - end of period	\$	98,293	\$	116,300	\$	98,294	\$	106,196	\$	89,032	\$	104,973	\$	116,300
Cash and cash equivalents and restricted cash - beginning of period:														
Cash and cash equivalents	\$	72,058	\$	42,500	s	87.952	s	72,058	\$	82,856	\$	88.253	\$	36,298
Restricted cash		16,974	*	14,432	-	18,244		16,974	-	22,117	-	28,047	*	17,572
Total cash and cash equivalents and restricted cash - beginning of period	\$	89,032	S	56,932	S	106,196	\$	89,032	\$	104,973	\$	116,300	\$	53,870
· · · · · · · · · · · · · · · · · · ·				<u> </u>						<u> </u>		<u> </u>	_	
Cash and cash equivalents and restricted cash - end of period:														
Cash and cash equivalents	\$	85,035	\$	88,253	\$	85,035	\$	87,952	\$	72,058	\$	82,856	\$	88,253
Restricted cash		13,258		28,047		13,258		18,244		16,974		22,117		28,047
Total cash and cash equivalents and restricted cash - end of period	\$	98,293	\$	116,300	\$	98,294	\$	106,196	\$	89,032	\$	104,973	\$	116,300
Supplemental cash flow information:														
Cash paid for interest, net of capitalized interest of \$794 and \$679 in 2021 and 2020, respectively	\$	20,165	\$	19,482										
Non-cash interest capitalized to real estate under development	φ	20,103	φ	546										
Additions to investment in real estate included in accounts payable and accrued liabilities		3,255		4,045										
reactions to investment in real estate mended in accounts payable and accluded habilities		5,255		1,015										

(in thousands)				Three mont	hs ended			
	Jun-21	Mar-21	Dec-20	Sep-20	Jun-20	Mar-20	Dec-19	Sep-19
Revenue				•				•
141 Livingston	\$ 3,814	\$ 3,815 \$	5 3,947 5	\$ 3,675 \$	3,506 \$	\$ 3,493 \$	\$ 3,126	\$ 2,998
250 Livingston	4,212	4,221	4,211	3,395	2,736	2,739	2,718	2,883
Flatbush Gardens	10,512	10,687	10,767	10,805	10,849	10,891	10,871	10,819
Tribeca	8,019	7,918	7,580	8,151	9,551	9,711	9,826	9,751
Aspen	1,716	1,696	1,720	1,669	1,894	1,892	1,833	1,858
10 West 65th Street	804	820	789	651	770	863	870	753
Clover House	1,593	1,494	1,323	1,695	1,852	1,727	1,383	378
Total Revenue	30,670	30,651	30,337	30,040	31,158	31,315	30,627	29,440
Operating Expenses								
141 Livingston	(1,422)	(1,374)	(1,318)	(1,332)	(899)	(1,048)	(1,004)	(1,066)
250 Livingston	(963)	(1,001)	(975)	(955)	(847)	(991)	(917)	(967)
Flatbush Gardens	(6,002)	(7,162)	(5,793)	(6,571)	(6,002)	(6,090)	(6,075)	(6,122)
Tribeca	(4,445)	(4,570)	(4,892)	(4,723)	(4,168)	(4,177)	(4,262)	(4,452)
Aspen	(673)	(719)	(873)	(646)	(743)	(749)	(683)	(658)
10 West 65th Street	(399)	(442)	(422)	(392)	(388)	(360)	(347)	(436)
Clover House	(680)	(686)	(916)	(711)	(599)	(608)	(720)	(396)
Total Operating Expenses	(14,583)	(15,954)	(15,189)	(15,330)	(13,646)	(14,023)	(14,008)	(14,097)
Net Operating Income GAAP ("NOI (GAAP)") (1)								
141 Livingston	2,392	2,441	2,629	2,342	2,607	2,444	2,122	1,932
250 Livingston	3,249	3,220	3,236	2,440	1,889	1,748	1,801	1,916
Flatbush Gardens	4,510	3,525	4,974	4,234	4,847	4,801	4,796	4,697
Tribeca	3,574	3,348	2,688	3,428	5,383	5,534	5,564	5,299
Aspen	1,043	977	847	1,023	1,151	1,143	1,150	1,200
10 West 65th Street	405	378	367	259	382	503	523	317
Clover House	912	808	407	984	1,253	1,119	663	(18)
Total NOI (GAAP)	16,087	14,697	15,148	14,710	17,512	17,292	16,619	15,343
General and administrative expenses	(2,802)	(2,293)	(2,404)	(2,297)	(2,704)	(2,323)	(3,016)	(1,904)
Transaction pursuit costs	-	(60)	-	-	-	-	-	-
Depreciation and amortization	(6,289)	(6,227)	(6,266)	(5,934)	(5,872)	(5,558)	(5,581)	(4,929)
Gain on termination of lease	-	-	-	838	-	-	-	-
Interest expense, net	(10,366)	(10,217)	(10,254)	(10,207)	(9,979)	(9,788)	(10,011)	(8,692)
Loss on extinguishment/modification of debt	-	(3,034)	-	-	(4,228)	-	(661)	-
Gain on involuntary conversion	139		<u> </u>		85	<u> </u>	-	
Net loss	<u>\$ (3,231)</u>	<u>\$ (7,134)</u>	<u>(3,776)</u>	<u>6 (2,890)</u>	<u>6 (5,186)</u>	<u>(377)</u>	<u>6 (2,650)</u>	<u>\$ (182</u>)

(1) Equals revenue less operating expenses

								Three more	onths ended							
	J	un-21	l	Mar-21		Dec-20		Sep-20		Jun-20		Mar-20		Dec-19		Sep-19
Funds from Operations ("FFO")																
Net loss	\$	(3,231)	\$	(7,134)	\$	(3,776)	\$	(2,890)	\$	(5,186)	\$	(377)	\$	(2,650)	\$	(182)
Real estate depreciation and amortization		6,289		6,227		6,266		5,934		5,872		5,558		5,581		4,929
FFO	\$	3,058	\$	(907)	\$	2,490	\$	3,044	\$	686	\$	5,181	\$	2,931	\$	4,747
Adjusted Funds from Operations ("AFFO")																
FFO	\$	3,058	\$	(907)	\$	2,490	\$	3,044	\$	686	\$	5,181	\$	2,931	\$	4,747
Amortization of real estate tax intangible		121		120		121		120		121		119		121		122
Amortization of above- and below-market leases		(32)		(31)		(32)		(130)		(129)		(99)		(100)		(250)
Straight-line rent adjustments		(52)		(1)		(494)		(221)		(237)		(228)		211		184
Amortization of debt origination costs		313		308		302		302		304		304		424		334
Interest rate cap mark-to-market adjustments		-		-		-		-		-		-		0		0
Amortization of LTIP awards		795		486		556		556		536		158		325		325
Transaction pursuit costs		-		60		-		-		-		-		-		-
Loss on modification/extinguishment of debt		-		3,034		-		-		4,228		-		661		-
Gain on involuntary conversion		(139)		-		-		-		(85)		-		-		-
Gain on termination of lease		-		-		-		(838)		-		-		-		-
Certain litigation-related expenses		65		59		114		76		270		264		879		87
Recurring capital spending		(58)		(50)		(72)		(59)		(238)		(145)		(188)		(126)
AFFO	\$	4,071	\$	3,078	s	2,985	\$	2,850	s	5,456	\$	5,554	\$	5,264	\$	5,423
Real estate depreciation and amortization Amortization of real estate tax intangible Amortization of above- and below-market leases Straight-line rent adjustments Amortization of LTIP awards Interest expense, net Transaction pursuit costs Loss on modification/extinguishment of debt		6,289 121 (32) (52) 795 10,366		6,227 120 (31) (1) 486 10,217 60 3,034		6,266 121 (32) (494) 556 10,254		5,934 120 (130) (221) 556 10,207		5,872 121 (129) (237) 536 9,979 - 4,228		5,558 119 (99) (228) 158 9,788		5,581 121 (100) 211 325 10,011 - 661		4,929 122 (250) 184 325 8,692
Gain on involuntary conversion		(139)		-		-		-		(85)		-		-		-
Gain on termination of lease		-		-		-		(838)		-		-		-		-
Certain litigation-related expenses		65		59		114		76		270		264		879		87
Adjusted EBITDA	\$	14,182	\$	13,037	\$	13,009	\$	12,814	\$	15,369	\$	15,183	\$	15,039	\$	13,907
Net Operating Income ("NOI")																
Income from operations	\$	6,996	\$	6,117	\$	6,478	\$	7,317	\$	8,936	\$	9,411	\$	8,022	\$	8,510
Real estate depreciation and amortization		6,289		6,227		6,266		5,934		5,872		5,558		5,581		4,929
General and administrative expenses Transaction pursuit costs		2,802		2,293 60		2,404		2,297		2,704		2,323		3,016		1,904
Amortization of real estate tax intangible		121		120		121		120		121		119		121		122
Amortization of above- and below-market leases Straight-line rent adjustments		(32) (52)		(31) (1)		(32) (494)		(130) (221)		(129) (237)		(99) (228)		(100) 211		(250) 184
Gain on termination of lease		-	_	-	_	-	_	(838)	_	-	_	-	_	-	_	-
NOI	\$	16,124	\$	14,785	\$	14,743	\$	14,479	\$	17,267	\$	17,084	\$	16,851	\$	15,399

	Three months ended														
	Jun-21		Mar-21		Dec-20		Sep-20		Jun-20		Mar-20		Dec-19		Sep-19
Dividends Paid															
Stockholders	\$ 1,526	\$	1,526	\$	1,687	\$	1,692	\$	1,692	\$	1,692	\$	1,692	\$	1,692
Class B unitholders	2,500		2,500		2,500		2,500		2,500		2,500		2,500		2,500
LTIP holders	165	_	165	_	134		134		127	_	84	_	84		84
Total Dividends Paid	<u>\$ 4,191</u>	\$	4,191	\$	4,321	\$	4,327	\$	4,319	\$	4,276	\$	4,276	\$	4,276
Share Data															
Common shares	16,063		16,063		16,063		17,769		17,815		17,815		17,815		17,815
Class B LLC units	26,317		26,317	_	26,317		26,317		26,317	_	26,317	_	26,317		26,317
Diluted shares outstanding	42,381		42,381		42,381		44,086		44,132		44,132		44,132		44,132
LTIP units	1,702		1,736		1,410		1,410		1,410		881		881		881
	44,083	_	44,116	_	43,791	_	45,497	_	45,542	_	45,013	_	45,013	_	45,013
Cash Flow Data															
Operating activities	\$ 1,571		7,437	\$	5,744	\$	5,164	\$	(3,968)	\$	9,050	\$	5,382	\$	7,947
Investing activities	(5,012)	(7,745)		(6,926)		(11,263)		(6,410)		(7,115)		(38,391)		(15,129)
Financing activities	(4,461)	17,472		(14,759)		(5,228)		72,808		(4,997)		29,305		(4,986)
Balance Sheet Data		<i>•</i>	1 000 0 00		1 000 100	<i>•</i>								<i>•</i>	
Investment in real estate, net	\$ 1,089,934	\$		\$		\$	1,089,232	\$	1,083,751	\$		\$	1,080,533	\$	1,049,211
Cash and cash equivalents	85,035		87,952		72,058		82,856		88,253		36,298		42,500		43,552
Restricted cash	13,258		18,244		16,974		22,117		28,047		17,572		14,432		17,084
Total assets	1,213,865		1,223,406		1,207,866		1,224,168		1,231,307		1,158,382		1,166,207		1,138,318
Notes payable	1,104,535		1,104,479		1,079,458		1,079,585		1,079,677		997,752		997,903		963,218
Total liabilities	1,127,217		1,130,131		1,103,752		1,102,782		1,102,989		1,021,094		1,024,424		989,934
Equity	86,648		93,275		104,114		121,386		128,318		137,288		141,783		148,384
Notes Payable Flatbush Gardens (3.50%; Due 3/1/28)										\$	246,000	¢	246 000	¢	246 000
Flatbush Gardens $(3.125\%; Due 6/1/28)$	\$ 329,000	¢	329,000	¢	329,000	¢	329,000	\$	329,000	\$	246,000	\$	246,000	Ф	246,000
250 Livingston (3.63%; Due 6/6/29)	\$ 329,000 125,000		125,000	э	125,000	φ	125,000	φ	125,000		125,000		125,000		- 125,000
141 Livingston (3.875%; Due 6/1/28)	125,000		125,000		74,241		74,641		75,036		75,429		75,817		76,201
141 Livingston (3.21%; Due 3/6/31)	- 100,000		100,000		- /4,241		- /4,041				- 13,429		/5,01/		- 10,201
Tribeca House (4.506%; Due 3/6/28)	360,000		360,000		360,000		- 360,000		360,000		360,000		- 360,000		- 360,000
Aspen (3.68%; Due 7/1/28)	64,769		65,122		65,485		65,837		66,180		66,520		66,862		67,204
Clover House (Libor + 3.85%; Due 5/9/20)	04,709		05,122		05,405		05,057		00,180		00,520		00,002		64,731
Clover House (3.53%; Due 12/1/29)	- 82,000		82,000		82,000		- 82,000		82,000		82,000		- 82,000		04,751
10 West 65th Street (3.375%; Due 11/1/27)	33,273		33,447		33,619		33,790		33,960		34,128		34,295		34,350
1010 Pacific Street (Libor $+ 3.60\%$; Due $12/24/20$)	20,880		20,624		20,375		20,128		19,880		19,633		19,457		- 54,550
Principal amount outstanding	1,114,922		1,115,192	-	1,089,720		1,090,396	_	1,091,057		1,008,710		1,009,431		973,486
Unamortized loan costs	(10,387		(10,713)		(10,262)		(10,811)		(11,380)		(10,958)		(11,528)		(10,268)
Notes Payable, net of unamortized loan costs	\$ 1,104,535		1,104,479	¢	1,079,458	¢	1,079,585	¢	1,079,677	\$	997,752	\$	997,903	\$	963,218

							Three mon	ths er	nded													
	J	un-21	Mar-21	Ι	Dec-20	5	Sep-20	Ju	ın-20	Mar-20		Dec-19		Sep-19								
% Leased - Residential (end of period)																						
250 Livingston		100.0%	97.2%	6	94.4%		88.9%		94.4%	97.2%		100.0%		100.0%								
Flatbush Gardens		92.5%	93.7%	6	94.7%		96.3%		97.2%	97.2%		97.6%		99.5%								
Tribeca		97.0%	96.5%	6	89.7%		80.1%		91.3%	99.6%		98.2%		98.2%								
Aspen		93.5%	95.7%	6	94.4%		89.7%		95.3%	100.0%		98.7%		97.8%								
10 West 65th Street		96.3%	96.3%	6	98.8%		89.0%		95.1%	92.7%	,	98.8%		100.0%								
Clover House		98.7%	98.1%	6	98.7%		89.9%		97.5%	98.7%		94.3%		84.8%								
Rent PSF (end of period)																						
141 Livingston - Office	\$	50.00	\$ 50.00	\$	50.00	\$	40.00	\$	40.00	\$ 40.00	\$	40.00	\$	40.00								
250 Livingston - Residential	\$	44.91	\$ 45.60	\$	47.72	\$	48.44	\$	46.27	\$ 50.98	\$	47.69	\$	50.55								
250 Livingston - Office	\$	43.62	\$ 43.62	\$	43.62	\$	43.62	\$	27.71	\$ 27.71	\$	27.71	\$	27.71								
Flatbush Gardens - Residential	\$	24.96	\$ 25.07	\$	25.14	\$	25.10	\$	25.05	\$ 24.95	\$	24.61	\$	24.49								
Tribeca - Residential	\$	60.14	\$ 62.43	\$	64.20	\$	65.74	\$	70.43	\$ 70.75	\$	70.52	\$	70.85								
Tribeca - Retail	\$	42.77	\$ 44.81	\$	45.25	\$	42.15	\$	44.48	\$ 51.69	\$	52.23	\$	52.23								
Aspen - Residential	\$	34.84	\$ 35.17	\$	34.64	\$	35.94	\$	37.73	\$ 37.55	\$	36.60	\$	37.05								
Aspen - Retail	\$	41.85	\$ 40.18	\$	39.44	\$	39.44	\$	39.39	\$ 46.87	\$	48.39	\$	44.27								
10 West 65th Street - Residential	\$	40.99	\$ 43.98	\$	44.80	\$	42.37	\$	41.74	\$ 46.74	\$	45.97	\$	45.50								
Clover House - Residential	\$	60.90	\$ 62.78	\$	49.36	\$	67.56	\$	72.05	\$ 70.76	\$	69.09	\$	69.52								
Capital Spending																						
Major capital improvements		6,060	5,310		7,153		11,182		7,876	\$ 5,768	\$	5,417	\$	12,547								
Maintenance capex		58	50		72		59		238	145		188		126								
Resident turnover		78	61		127		88		136	158		48		295								
Commercial tenant improvements		163	122		122		42		-	 -		-		-								
Total Capital Spending	<u>\$</u>	6,360	<u>\$ 5,542</u>	\$	7,475	\$	11,372	\$	8,251	\$ 6,071	\$	5,653	\$	12,968								