

# **Clipper Realty Inc.**

## SUPPLEMENTAL DATA

Third Quarter 2021



## **Clipper Realty Inc. Announces Third Quarter 2021 Results**

NEW YORK, November 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 September 30, 2021.

## Highlights for the Three Months Ended September 30, 2021

- Achieved quarterly revenues of \$30.6 million for the third quarter of 2021
- Achieved quarterly income from operations of \$7.0 million for the third quarter of 2021
- Achieved quarterly net operating income ("NOI")<sup>1</sup> of \$16.1 million for the third quarter of 2021
- Recorded quarterly net loss of \$3.4 million for the third quarter of 2021
- Achieved quarterly adjusted funds from operations ("AFFO")<sup>1</sup> of \$4.1 million for the third quarter of 2021
- Declared a dividend of \$0.095 per share for the third 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 third quarter rent collection rate was over 96%. We have a strong liquidity position with \$88.2 million of cash on the balance sheet, consisting of \$59.1 million of unrestricted cash and \$29.1 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 third quarter of 2021, revenues increased by \$0.6 million, or 2.0%, to \$30.6 million, compared to \$30.0 million for the third quarter of 2020; the change was primarily attributable to the commencement of a new office lease at the 250 Livingston Street property during the third quarter of 2020 and commencement of new leases at the Tribeca House, Aspen and Clover House properties partially offset by a decline in occupancy at the Flatbush Gardens property.

For the third quarter of 2021, net loss was \$3.4 million, or \$0.09 per share, compared to net loss of \$2.9 million, or \$0.08 per share, for the third quarter of 2020 (or net loss of \$3.7 million excluding a non-recurring gain on termination of lease); the change was primarily attributable to the revenue change discussed above and lower property operating expenses (including a decrease in the provision for bad debt), substantially offset by increases in insurance expense, depreciation and amortization expense, general and administrative expense (including LTIP amortization expense) and interest expense (primarily resulting from the refinancing of the 141 Livingston Street property in February 2021).

For the third quarter of 2021, AFFO was \$4.1 million, or \$0.10 per share, compared to \$2.9 million, or \$0.06 per share, for the third quarter of 2020; the change was primarily attributable to the revenue change discussed

<sup>&</sup>lt;sup>1</sup> 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.

above, and lower property operating expenses (including a decreases in staffing, repairs and maintenance and the provision for bad debt), partially offset by increases in insurance expense, interest expense, and cash general and administrative expenses.

## **Balance Sheet**

At September 30, 2021, notes payable (excluding unamortized loan costs) was \$1,114.6 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 third quarter dividend of \$0.095 per share, the same amount as last quarter, to shareholders of record on November 16, 2021, payable November 24, 2021.

## **Conference Call and Supplemental Material**

The Company will host a conference call on November 9, 2021, at 5:00 PM Eastern Time to discuss the third 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 664288. A replay of the call will be available from November 9, 2021, following the call, through November 23, 2021, by dialing (800) 332-6854 or (973) 528-0005, replay conference ID 664288. 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.

Contact Information: Lawrence Kreider Chief Financial Officer (718) 438-2804 x2231 larry@clipperrealty.com

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

	September 30, 2021	December 31, 2020
	(unaudited)	
ASSETS		
Investment in real estate		
Land and improvements	\$ 540,859	\$ 540,859
Building and improvements	644,520	630,662
Tenant improvements	3,406	3,121
Furniture, fixtures and equipment	12,418	12,217
Real estate under development	45,968	36,118
Total investment in real estate	1,247,171	1,222,977
Accumulated depreciation	(151,264)	(132,479)
Investment in real estate, net	1,095,907	1,090,498
Cash and cash equivalents	59,130	72,058
Restricted cash	29,104	16,974
Tenant and other receivables, net of allowance for doubtful accounts of \$8,323 and \$5,993, respectively	7,893	7,002
Deferred rent	2,579	2,454
Deferred costs and intangible assets, net	7,261	7,720
Prepaid expenses and other assets	9,742	11,160
TOTAL ASSETS	\$ 1,211,616	\$ 1,207,866
LIABILITIES AND EQUITY Liabilities: Notes payable, net of unamortized loan costs of \$12,103 and \$10,262, respectively Accounts payable and accrued liabilities Security deposits Below-market leases, net Other liabilities TOTAL LIABILITIES	\$ 1,102,492 16,611 6,855 61 5,889 1,131,908	\$ 1,079,458 11,725 6,983 157 5,429 1,103,752
Equity: 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, 16,063,228 shares issued and outstanding	160	160
Additional paid-in-capital	87,898	87,347
Accumulated deficit	(57,847)	(48,045)
Total stockholders' equity	30,211	39,462
Non-controlling interests	49,497	64,652
TOTAL EQUITY	79,708	104,114
TOTAL LIABILITIES AND EQUITY	\$ 1,211,616	\$ 1,207,866

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

	Three Months l	Ended September 30,	Nine Months E	nded Sep	otember 30,
	2021	2020	2021		2020
REVENUES					
Residential rental income	\$ 21,341	\$ 21,948	\$ 64,518	\$	69,345
Commercial rental income	9,290	8,092	27,435		23,168
TOTAL REVENUES	30,631	30,040	91,953		92,513
OPERATING EXPENSES					
Property operating expenses	6,684	7,867	22,547		21,894
Real estate taxes and insurance	7,853	7,463	22,528		21,105
General and administrative	2,684	2,297	7,779		7,324
Transaction pursuit costs	-	-	60		-
Depreciation and amortization	6,452	5,934	18,968		17,364
TOTAL OPERATING EXPENSES	23,673		71,882		67,687
Gain on termination of lease		838			838
INCOME FROM OPERATIONS	6,958	7,317	20,071		25,664
Interest expense, net	(10,375	(10,207)	(30,958	)	(29,974)
Loss on extinguishment of debt	-	-	(3,034	)	(4,228)
Gain on involuntary conversion			139		85
Net loss	(3,417	(2,890)	(13,782	)	(8,453)
Net loss attributable to non-controlling interests	2,122	1,723	8,558		5,040
Net loss attributable to common stockholders	\$ (1,295	5) \$ (1,167)	\$ (5,224	) \$	(3,413)
Basic and diluted net loss per share	\$ (0.09	9) \$ (0.08)	\$ (0.36	) \$	(0.21)
Weighted average common shares / OP units					
Common shares outstanding	16,063	17,811	16,063		17,814
OP units outstanding	26,317	26,317	26,317		26,317
Diluted shares outstanding	42,380	44,128	42,380		44,131
-					

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

	N	ine Months End	led Septen	nber 30,
		2021		2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	\$	(13,782)	\$	(8,453)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation		18,798		16,939
Amortization of deferred financing costs		934		910
Amortization of deferred costs and intangible assets		531		785
Amortization of above- and below-market leases		(96)		(358)
Loss on extinguishment of deb		3,034		4,228
Gain on involuntary conversion		(139)		(85)
Gain on termination of lease		-		(838)
Deferred rent		(125)		(686)
Stock-based compensation		1,946		1,249
Bad debt expense Transaction pursuit costs		2,278 60		1,558
Changes in operating assets and liabilities:		00		-
Tenant and other receivables		(3,169)		(5,429)
Prepaid expenses, other assets and deferred costs		1,286		2,341
Accounts payable and accrued liabilities		1,601		(1,299)
Security deposits		(128)		(491)
Other liabilities		460		(125)
Net cash provided by operating activities		13,489		10,246
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to land, buildings and improvements		(20,803)		(24,885)
Insurance proceeds from involuntary conversion		150		111
Sale and purchase of interest rate caps, net		-		(14)
Net cash used in investing activities		(20,653)		(24,788)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repurchase of common stock		-		(240)
Payments of mortgage notes		(96,889)		(248,706)
Proceeds from mortgage notes		121,764		329,671
Dividends and distributions		(12,570)		(12,922)
Loan issuance and extinguishment costs		(5,939)		(5,220)
Net cash provided by financing activities		6,366		62,583
Net (decrease) increase in cash and cash equivalents and restricted cash		(798)		48,041
Cash and cash equivalents and restricted cash - beginning of period		89,032		56,932
Cash and cash equivalents and restricted cash - end of period	\$	88,234	\$	104,973
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:	¢.		¢.	
Cash and cash equivalents	\$	59,130	\$	82,856
Restricted cash	\$	29,104 88,234	\$	22,117 104,973
Total cash and cash equivalents and restricted cash - end of period	3	88,234	\$	104,975
Supplemental cash flow information:	¢	20.262		20 576
Cash paid for interest, net of capitalized interest of \$1,257 and \$1,065 in 2021 and 2020, respectively	\$	30,262	\$	29,576
Non-cash interest capitalized to real estate under development		130 7 474		813
Additions to investment in real estate included in accounts payable and accrued liabilities		7,474		3,887

#### 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 GAAP) as measures of liquidity.

Neither FFO nor AFFO measure whether cash flow is sufficient to fund all of our cash needs, including loan 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):

	Thre	e Months En	ded Sep	tember 30,	Nin	e Months End	led Sept	ember 30,
		2021		2020		2021		2020
FFO Net loss	\$	(3,417)	\$	(2,890)	\$	(13,782)	\$	(8,453)
Real estate depreciation and amortization		6,452		5,934		18,968		17,364
FFO	\$	3,035	\$	3,044	\$	5,186	\$	8,911
AFFO								
FFO	\$	3,035	\$	3,044	\$	5,186	\$	8,911
Amortization of real estate tax intangible		120		120		361		360
Amortization of above- and below-market leases		(33)		(130)		(96)		(358)
Straight-line rent adjustments		(72)		(221)		(125)		(686)
Amortization of debt origination costs		313		302		934		910
Amortization of LTIP awards		665		556		1,946		1,249
Transaction pursuit costs		-		-		60		-
Loss on extinguishment of debt		-		-		3,034		4,228
Gain on involuntary conversion		-		-		(139)		(85)
Gain on termination of lease		-		(838)		-		(838)
Non-recurring litigation-related expenses		75		76		199		610
Recurring capital spending		(51)		(59)		(159)		(442)
AFFO	\$	4,052	\$	2,850	\$	11,201	\$	13,859
AFFO Per Share/Unit	\$	0.10	\$	0.06	\$	0.26	\$	0.31

#### 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 (loss) before allocation to non-controlling interests, plus real estate depreciation and amortization, amortization of identifiable intangibles, straight-line rent adjustments to revenue from long-term leases, amortization of non-cash equity compensation, interest expense (net), acquisition and other costs, transaction pursuit costs, loss on modification/extinguishment of debt and non-recurring litigation-related 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 income (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 use different methodologies for calculating Adjusted EBITDA, and accordingly, our Adjusted EBITDA may not be comparable to that of other REITs.

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

	Thre	e Months End	led Sep	otember 30,	Nin	e Months End	led Sept	tember 30,
		2021		2020		2021		2020
Adjusted EBITDA								
Net loss	\$	(3,417)	\$	(2,890)	\$	(13,782)	\$	(8,453)
Real estate depreciation and amortization		6,452		5,934		18,968		17,364
Amortization of real estate tax intangible		120		120		361		360
Amortization of above- and below-market leases		(33)		(130)		(96)		(358)
Straight-line rent adjustments		(72)		(221)		(125)		(686)
Amortization of LTIP awards		665		556		1,946		1,249
Interest expense, net		10,375		10,207		30,958		29,974
Transaction pursuit costs		-		-		60		-
Loss on extinguishment of debt		-		-		3,034		4,228
Gain on involuntary conversion		-		-		(139)		(85)
Gain on termination of lease		-		(838)		-		(838)
Non-recurring litigation-related expenses		75		76		199		610
Adjusted EBITDA	\$	14,165	\$	12,814	\$	41,384	\$	43,365

#### 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):

	Thre	e Months End	ied Sep	tember 30,	Nine Months Ended September 30,							
		2021		2020		2021		2020				
NOI												
Income from operations	\$	6,958	\$	7,317	\$	20,071	\$	25,664				
Real estate depreciation and amortization		6,452		5,934		18,968		17,364				
General and administrative expenses		2,684		2,297		7,779		7,324				
Transaction pursuit costs		-		-		60		-				
Amortization of real estate tax intangible		120		120		361		360				
Amortization of above- and below-market leases		(33)		(130)		(96)		(358)				
Straight-line rent adjustments		(72)		(221)		(125)		(686)				
Gain on termination of lease		-		(838)		-		(838)				
NOI	\$	16,109	\$	14,479	\$	47,018	\$	48,830				

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

	September 30, 2021 (unaudited)	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
ASSETS	(unaudited)	(unautited)	(unautica)		(unaudited)	(unaudrice)	(unaudited)	
Investment in real estate								
Land and improvements	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859	\$ 540,859
Building and improvements	644,520	637,772	634,502	630,662	624,379	613,983	607,353	602,547
Tenant improvements	3,406	3,406	3,243	3,121	2,998	3,051	3,051	3,051
Furniture, fixtures and equipment	12,418	12,356	12,278	12,217	12,090	12,001	11,865	11,707
Real estate under development	45,968	40,411	37,637	36,118	35,176	34,331	32,894	31,787
Total investment in real estate	1,247,171	1,234,804	1,228,519	1,222,977	1,215,502	1,204,225	1,196,022	1,189,951
Accumulated depreciation	(151,264)	(144,870)	(138,650)	(132,479)	(126,270)	(120,474)	(114,903)	(109,418)
Investment in real estate, net	1,095,907	1,089,934	1,089,869	1,090,498	1,089,232	1,083,751	1,081,119	1,080,533
Cash and cash equivalents	59,130	85,035	87,952	72,058	82,856	88,253	36,298	42,500
Restricted cash	29,104	13,258	18,244	16,974	22,117	28,047	17,572	14,432
Tenant and other receivables, net of allowance for doubtful accounts	7,893	6,653	8,343	7,002	8,058	7,847	4,750	4,187
Deferred rent	2,579	2,507	2,455	2,454	1,960	1,739	1,502	1,274
Deferred costs and intangible assets, net	7,261	7,391	7,568	7,720	7,898	8,199	8,560	8,782
Prepaid expenses and other assets	9,742	9,087	8,975	11,160	12,047	13,471	8,581	14,499
TOTAL ASSETS	\$ 1,211,616	\$ 1,213,865	\$ 1,223,406	\$ 1,207,866	\$ 1,224,168	\$ 1,231,307	\$ 1,158,382	\$ 1,166,207
LIABILITIES AND EQUITY								
Liabilities:								
Notes payable, net of unamortized loan costs	\$ 1,102,492	\$ 1,104,535	\$ 1,104,479	\$ 1,079,458	\$ 1,079,585	\$ 1,079,677	\$ 997,752	\$ 997,903
Accounts payable and accrued liabilities	16,611	11,169	12,492	11,725	11,757	10,809	9,793	13,029
Security deposits	6,855	6,970	6,989	6,983	7,079	7,576	7,637	7,570
Below-market leases, net	61	94	126	157	189	1,367	1,496	1,625
Other liabilities	5,889	4,449	6,045	5,429	4,172	3,560	4,416	4,297
TOTAL LIABILITIES	1,131,908	1,127,217	1,130,131	1,103,752	1,102,782	1,102,989	1,021,094	1,024,424
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	160	178	178	178	178
Additional paid-in-capital	87,898	87,707	87,469	87,347	93,612	93,626	93,461	93,431
Accumulated deficit	(57,847)	(55,026)	(52,275)	(48,045)	(44,865)	(42,005)	(38,219)	(36,375)
Total stockholders' equity	30,211	32,841	35,354	39,462	48,925	51,799	55,420	57,234
Non-controlling interests	49,497	53,807	57,921	64,652	72,461	76,519	81,868	84,549
TOTAL EQUITY	79,708	86,648	93,275	104,114	121,386	128,318	137,288	141,783
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TOTAL LIABILITIES AND EQUITY	\$ 1,211,616	\$ 1,213,865	\$ 1,223,406	\$ 1,207,866	\$ 1,224,168	\$ 1,231,307	\$ 1,158,382	\$ 1,166,207

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

	Nine	Months End	ded S	eptember 30,				Three Mo	nths En	ded		
		2021		2020	9/	30/2021	6	/30/2021		31/2021	12	/31/2020
CASH FLOWS FROM OPERATING ACTIVITIES												
Net loss	\$	(13,782)	\$	(8,453)	\$	(3,417)	\$	(3,230)	\$	(7,134)	\$	(3,776)
Adjustments to reconcile net loss to net cash provided by operating activities:						( ) )						
Depreciation		18,798		16,939		6,394		6,232		6,172		6,208
Amortization of deferred financing costs		934		910		313		313		308		302
Amortization of deferred costs and intangible assets		531		785		177		177		176		179
Amortization of above- and below-market leases		(96)		(358)		(32)		(32)		(32)		(32)
Loss on extinguishment/modification of debt		3,034		4,228		-		-		3,034		-
Gain on involuntary conversion		(139)		(85)		-		(139)		-		-
Gain on termination of lease		-		(838)		-		-		-		-
Deferred rent		(125)		(686)		(72)		(51)		(2)		(493)
Stock-based compensation		1,946		1,249		665		795		486		556
Bad debt expense		2,278		1,558		200		900		1,178		985
Transaction pursuit costs		60		-		-		-		60		-
Changes in operating assets and liabilities:												
Tenant and other receivables		(3,169)		(5,429)		(1,592)		942		(2,519)		70
Prepaid expenses, other assets and deferred costs		1,286		2,341		(702)		(112)		2,101		887
Accounts payable and accrued liabilities		1,601		(1,299)		1,223		(2,609)		2,987		(303)
Security deposits		(128)		(491)		(116)		(19)		6		(95)
Other liabilities		460		(125)		1,439		(1,595)		617		1,256
Net cash provided by operating activities		13,489		10,246		4,481		1,571		7,437		5,744
CASH FLOWS FROM INVESTING ACTIVITIES												
Additions to land, buildings and improvements		(20,803)		(24,885)		(8,046)		(5,012)		(7,746)		(6,926)
Insurance proceeds from involuntary conversion		150		111		151		-		-		-
Sale and purchase of interest rate caps, net		-		(14)		-		-		-		-
Net cash used in investing activities		(20,653)	_	(24,788)		(7,896)		(5,012)		(7,746)		(6,926)
CASH FLOWS FROM FINANCING ACTIVITIES												
Repurchase of common stock		-		(240)		-		-		-		(9,762)
Payments of mortgage notes		(96,889)		(248,706)		(21,587)		(527)		(74,776)		(924)
Proceeds from mortgage notes		121,764		329,671		21,259		257		100,248		248
Dividends and distributions		(12,570)		(12,922)		(4,188)		(4,191)		(4,191)		(4,321)
Loan issuance and extinguishment costs		(5,939)	_	(5,220)		(2,130)		-		(3,809)		-
Net cash provided by (used in) financing activities		6,366		62,583		(6,645)		(4,461)		17,473		(14,759)
Net (decrease) increase in cash and cash equivalents and restricted cash		(798)		48,041		(10,059)		(7,902)		17,163		(15,941)
Cash and cash equivalents and restricted cash - beginning of period		89,032		56,932		98,294		106,196		89,032		104,973
Cash and cash equivalents and restricted cash - end of period	\$	88,234	\$	104,973	\$	88,234	\$	98,294	\$	106,196	\$	89,032
Cash and cash equivalents and restricted cash - beginning of period:												
Cash and cash equivalents	\$	72,058	\$	42,500	\$	85,035	\$	87,952	\$	72,058	\$	82,856
Restricted cash		16,974		14,432		13,258		18,244		16,974		22,117
Total cash and cash equivalents and restricted cash - beginning of period	\$	89,032	\$	56,932	\$	98,294	\$	106,196	\$	89,032	\$	104,973
Cash and cash equivalents and restricted cash - end of period:												
Cash and cash equivalents	\$	59,130	\$	82,856	\$	59,130	\$	85,035	\$	87,952	\$	72,058
Restricted cash		29,104		22,117		29,104		13,258	-	18,244		16,974
Total cash and cash equivalents and restricted cash - end of period	\$	88,234	\$	104,973	\$	88,234	\$	98,294	\$	106,196	\$	89,032
Supplemental cash flow information:												
Cash paid for interest, net of capitalized interest of \$1,257 and \$1,065 in 2021 and 2020, resp	ecti \$	30,262	\$	29,576								
Non-cash interest capitalized to real estate under development		130		813								
A dilitions to invostment in real estate included in accounts nevrable and ecomod liabilities		7 474		2 007								

(In thousands)				Three mon	ths ended			
	Sep-21	Jun-21	Mar-21	Dec-20	Sep-20	Jun-20	Mar-20	Dec-19
Revenue					~• <b>P</b> =•			
141 Livingston	\$ 3,818	\$ 3,814	\$ 3,815	\$ 3,947	\$ 3,675	\$ 3,506	\$ 3,493	\$ 3,126
250 Livingston	4,233	4,212	4,221	4,211	3,395	2,736	2,739	2,718
Flatbush Gardens	10,405	10,512	10,687	10,767	10,805	10,849	10,891	10,871
Tribeca	8,151	8,019	7,918	7,580	8,151	9,551	9,711	9,826
Aspen	1,682	1,716	1,696	1,720	1,669	1,894	1,892	1,833
10 West 65th Street	785	804	820	789	651	770	863	870
Clover House	1,558	1,593	1,494	1,323	1,695	1,852	1,727	1,383
Total Revenue	30,631	30,670	30,651	30,337	30,040	31,158	31,315	30,627
Operating Expenses								
141 Livingston	(1,580)	(1,422)	(1,374)	(1,318)	(1,332)	(899)	(1,048)	(1,004)
250 Livingston	(975)	(963)	(1,001)	(975)	(955)	(847)	(991)	(917)
Flatbush Gardens	(5,763)	(6,002)	(7,162)	(5,793)	(6,571)	(6,002)	(6,090)	(6,075)
Tribeca	(4,527)	(4,445)	(4,570)	(4,892)	(4,723)	(4,168)	(4,177)	(4,262)
Aspen	(645)	(673)	(719)	(873)	(646)	(743)	(749)	(683)
10 West 65th Street	(377)	(399)	(442)	(422)	(392)	(388)	(360)	(347)
Clover House	(672)	(680)	(686)	(916)	(711)	(599)	(608)	(720)
Total Operating Expenses	(14,537)	(14,583)	(15,954)	(15,189)	(15,330)	(13,646)	(14,023)	(14,008)
Net Operating Income GAAP ("NOI (GAAP)") (1)								
141 Livingston	2,238	2,392	2,441	2,629	2,342	2,607	2,444	2,122
250 Livingston	3,258	3,249	3,220	3,236	2,440	1,889	1,748	1,801
Flatbush Gardens	4,642	4,510	3,525	4,974	4,234	4,847	4,801	4,796
Tribeca	3,624	3,574	3,348	2,688	3,428	5,383	5,534	5,564
Aspen	1,037	1,043	977	847	1,023	1,151	1,143	1,150
10 West 65th Street	407	405	378	367	259	382	503	523
Clover House	886	912	808	407	984	1,253	1,119	663
Total NOI (GAAP)	16,094	16,087	14,697	15,148	14,710	17,512	17,292	16,619
General and administrative expenses	(2,684)	(2,802)	(2,293)	(2,404)	(2,297)	(2,704)	(2,323)	(3,016)
Transaction pursuit costs	-	-	(60)	-	-	-	-	-
Depreciation and amortization	(6,452)	(6,289)	(6,227)	(6,266)	(5,934)	(5,872)	(5,558)	(5,581)
Gain on termination of lease	-	-	-	-	838	-	-	-
Interest expense, net	(10,375)	(10,366)	(10,217)	(10,254)	(10,207)	(9,979)	(9,788)	(10,011)
Loss on extinguishment/modification of debt	-	-	(3,034)	-	-	(4,228)	-	(661)
Gain on involuntary conversion		139			<u> </u>	85	-	
Net loss	<u>\$ (3,417)</u>	<u>\$ (3,231)</u>	<u>\$ (7,134)</u>	<u>\$ (3,776)</u>	<u>\$ (2,890)</u>	<u>\$ (5,186)</u>	<u>\$ (377)</u>	<u>\$ (2,650)</u>

(1) Equals revenue less operating expenses

	Three months ended Sep-21 Jun-21 Mar-21 Dec-20 Sep-20 Jun-20 Mar-20																	
	:	Sep-21	J	un-21	N	1ar-21	1	Dec-20	5	Sep-20		Jun-20	N	1ar-20	I	Dec-19		
Funds from Operations ("FFO")																		
Net loss	\$	(3,417)	\$	(3,231)	\$	(7,134)	\$	(3,776)	\$	(2,890)	\$	(5,186)	\$	(377)	\$	(2,650		
Real estate depreciation and amortization		6,452		6,289		6,227		6,266		5,934		5,872		5,558		5,581		
FFO	\$	3,035	\$	3,058	\$	(907)	\$	2,490	\$	3,044	\$	686	\$	5,181	\$	2,931		
Adjusted Funds from Operations ("AFFO")																		
FFO	\$	3,035	\$	3,058	\$	(907)	\$	2,490	\$	3,044	\$	686	\$	5,181	\$	2,931		
Amortization of real estate tax intangible		120		121		120		121		120		121		119		121		
Amortization of above- and below-market leases		(33)		(32)		(31)		(32)		(130)		(129)		(99)		(100		
Straight-line rent adjustments		(72)		(52)		(1)		(494)		(221)		(237)		(228)		211		
Amortization of debt origination costs		313		313		308		302		302		304		304		424		
Interest rate cap mark-to-market adjustments		-		-		-		-		-		-		-		0		
Amortization of LTIP awards		665		795		486		556		556		536		158		325		
Transaction pursuit costs		-		-		60		-		-		-		-		-		
Loss on extinguishment of debt		-		-		3,034		-		-		4,228		-		661		
Gain on involuntary conversion		-		(139)		-		-		-		(85)		-		-		
Gain on termination of lease		-		-		-		-		(838)		-		-		-		
Non-recurring litigation-related expenses		75		65		59		114		76		270		264		879		
Recurring capital spending		(51)		(58)		(50)		(72)		(59)		(238)		(145)		(188		
AFFO	\$	4,052	\$	4,071	\$	3,078	\$	2,985	\$	2,850	\$	5,456	s	5,554	\$	5,264		
Vet loss Real estate depreciation and amortization	tion and A \$	(3,417) 6,452	· ·	(3,231) 6,289		(7,134) 6,227	\$	(3,776) 6,266	\$	(2,890) 5,934	\$	(5,186) 5,872	\$	(377) 5,558	\$	5,581		
et loss 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		(3,417)	· ·	(3,231)		(7,134) 6,227 120 (31) (1) 486 10,217 60	\$		\$	5,934 120 (130) (221) 556 10,207	\$	5,872 121 (129) (237) 536 9,979	\$	· /	\$	5,581 121 (100 211 325 10,011		
Vet loss 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 extinguishment of debt		(3,417) 6,452 120 (33) (72) 665	· ·	(3,231) 6,289 121 (32) (52) 795 10,366		(7,134) 6,227 120 (31) (1) 486 10,217	\$	6,266 121 (32) (494) 556	\$	5,934 120 (130) (221) 556 10,207	\$	5,872 121 (129) (237) 536 9,979 - 4,228	\$	5,558 119 (99) (228) 158	\$	(2,650 5,581 121 (100 211 325 10,011		
Net loss 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 extinguishment of debt Gain on involuntary conversion		(3,417) 6,452 120 (33) (72) 665	· ·	(3,231) 6,289 121 (32) (52) 795		(7,134) 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	\$	5,558 119 (99) (228) 158	\$	5,581 121 (100 211 325 10,011		
Net loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease		(3,417) 6,452 120 (33) (72) 665 10,375	· ·	(3,231) 6,289 121 (32) (52) 795 10,366 - (139)		(7,134) 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 - - (838)	\$	5,872 121 (129) (237) 536 9,979 - 4,228 (85)	\$	5,558 119 (99) (228) 158 9,788 - -	\$	5,581 121 (100 211 325 10,011		
Vet loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses	s 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - 75	\$	(3,231) 6,289 121 (32) (52) 795 10,366 - (139) - 65	\$	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - 59		6,266 121 (32) (494) 556 10,254 - - - 114		5,934 120 (130) (221) 556 10,207 - - (838) 76		5,872 121 (129) (237) 536 9,979 4,228 (85) - 270	-	5,558 119 (99) (228) 158 9,788 - - - 264		5,581 121 (100 211 325 10,011 - 661 - - - 879		
let loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses		(3,417) 6,452 120 (33) (72) 665 10,375	· ·	(3,231) 6,289 121 (32) (52) 795 10,366 - (139)		(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034	\$ <u>\$</u>	6,266 121 (32) (494) 556 10,254	\$ <u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838)	\$ <u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85)	\$ <u>\$</u>	5,558 119 (99) (228) 158 9,788 - -	\$ <u>\$</u>	5,581 121 (100 211 325 10,011		
A mortization of real estate tax intangible 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - (139) - 65 <b>14,182</b>	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - 59 <b>13,037</b>	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838) 76 12,814	<u>\$</u>	5,872 121 (129) (237) 536 9,979 4,228 (85) 270 15,369	<u>\$</u>	5,558 119 (99) (228) 158 9,788 - - - 264 15,183	\$	5,581 121 (100 211 325 10,011 - 661 -		
et loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses djusted EBITDA	s 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - (139) - 65 <b>14,182</b>	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - 59 13,037 6,117	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838) <u>76</u> 12,814 7,317	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936	<u>\$</u>	5,558 119 (99) (228) 158 9,788 - - - - 264 15,183 9,411	\$	5,581 121 (100 211 325 10,011 - 661 - - 879 <b>15,039</b> 8,022		
Anortization of real estate tax intangible 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses <b>ddjusted EBITDA</b> <b>et Operating Income ("NOI")</b> neome from operations Real estate depreciation and amortization	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - 75 <b>14,165</b> 6,958 6,452	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - - - - - - - - - - - - -	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - - - - - - - - - - - -	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - 114 <b>13,009</b>	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936 5,872	<u>\$</u>	5,558 119 (99) (228) 158 9,788 9,788 - - - 264 15,183 9,411 5,558	\$	5,581 121 (100 211 325 10,011 - 661 - - - 879 <b>15,039</b> 8,022 5,581		
Anortization of real estate tax intangible 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - (139) - 65 <b>14,182</b>	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - 59 <b>13,037</b> 6,117 6,227 2,293	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838) <u>76</u> 12,814 7,317	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936	<u>\$</u>	5,558 119 (99) (228) 158 9,788 - - - - 264 15,183 9,411	\$	5,581 121 (100 211 325 10,011 - 661 - - - 879 <b>15,039</b> 8,022 5,581		
Aet loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA Set Operating Income ("NOI") neome from operations Real estate depreciation and amortization	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - 75 <b>14,165</b> 6,958 6,452	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - - - - - - - - - - - - -	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - - - - - - - - - - - -	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - 114 <b>13,009</b>	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936 5,872	<u>\$</u>	5,558 119 (99) (228) 158 9,788 9,788 - - - 264 15,183 9,411 5,558	\$	5,581 121 (100 211 325 10,011 - 661 - - - 879 <b>15,039</b> 8,022 5,581		
Anortization of real estate tax intangible 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - 75 <b>14,165</b> 6,958 6,452	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - - - - - - - - - - - - -	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - 59 <b>13,037</b> 6,117 6,227 2,293	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - 114 <b>13,009</b>	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936 5,872	<u>\$</u>	5,558 119 (99) (228) 158 9,788 9,788 - - - 264 15,183 9,411 5,558	\$	5,581 121 (100 211 325 10,011 - 661 -		
Aet loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA Net Operating Income ("NOI") necome from operations Real estate depreciation and amortization General and administrative expenses Transaction pursuit costs	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - (139) - (139) - (139) - (139) - (139) - (139) - (2,89) - (2,89) - (2,89) - (2,9) - (	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - 59 13,037 6,117 6,227 2,293 60	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936 5,872 2,704	<u>\$</u>	5,558 119 (99) (228) 158 9,788 9,788 - - - - 264 15,183 9,411 5,558 2,323	\$	5,581 121 (100 211 325 10,011 - - - 661 - - - - - - - - - - - - - -		
Net loss 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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA Net Operating Income ("NOI") ncome from operations Real estate depreciation and amortization General and administrative expenses Transaction pursuit costs Amortization of real estate tax intangible	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) - (139) - (139) - (139) - (139) - (139) - (139) - (139) - (139) - (14,182)	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - - - - - - - - - - - -	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838) 76 <b>12,814</b> 7,317 5,934 2,297 - 120	<u>\$</u>	5,872 121 (129) (237) 536 9,979 - 4,228 (85) - 270 15,369 8,936 5,872 2,704 - 121	<u>\$</u>	5,558 119 (99) (228) 158 9,788 9,788 - - - - 264 15,183 9,411 5,558 2,323 - 119	\$	5,581 121 (100 211 325 10,011 - - - 661 - - - - - - - - - - - - - -		
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 extinguishment of debt Gain on involuntary conversion Gain on termination of lease Non-recurring litigation-related expenses Adjusted EBITDA Net Operating Income ("NOI") Income from operations Real estate depreciation and amortization General and administrative expenses Transaction pursuit costs Amortization of real estate tax intangible Amortization of above- and below-market leases	\$ 	(3,417) 6,452 120 (33) (72) 665 10,375 - - - - - - - - - - - - - - - - - - -	\$ <u>\$</u>	(3,231) 6,289 121 (32) (52) 795 10,366 (139) -	\$ <u>\$</u>	(7,134) 6,227 120 (31) (1) 486 10,217 60 3,034 - - - - - - - - - - - - -	<u>\$</u>	6,266 121 (32) (494) 556 10,254 - - - - - - - - - - - - - - - - - - -	<u>\$</u>	5,934 120 (130) (221) 556 10,207 - - (838) 76 <b>12,814</b> 7,317 5,934 2,297 - 120 (130)	<u>\$</u>	5,872 121 (129) (237) 536 9,979 4,228 (85) 270 15,369 8,936 5,872 2,704 - 121 (129)	<u>\$</u>	5,558 119 (99) (228) 158 9,788 - - - 264 15,183 9,411 5,558 2,323 - 119 (99)	\$	5,581 121 (100 211 325 10,011 - 661 - - 879 <b>15,039</b> 8,022		

$\begin{array}{c c c c c c c c c c c c c c c c c c c $									Three mor	nth	is ended						
Sinckholders       \$ 1,526       \$ 1,526       \$ 1,526       \$ 1,526       \$ 1,526       \$ 1,687       \$ 1,692       \$ 1,691<		_	Sep-21		Jun-21		Mar-21		Dec-20		Sep-20		Jun-20		Mar-20		Dec-19
$\begin{array}{c c c c c c c c c c c c c c c c c c c $	dends Paid																
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	kholders	\$	1,526	\$	1,526	\$	1,526	\$	1,687	\$	1,692	\$	1,692	\$	1,692	\$	1,692
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	s B unitholders		2,500		2,500		2,500		2,500		2,500		2,500		2,500		2,500
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	P holders	_	162	_		_				_	134						84
$ \begin{array}{c} \mbox{Common shares} & 16,063 & 16,063 & 16,063 & 17,769 & 17,815 & 17,815 & 17,815 & 17,815 & 17,815 & 17,815 & 12,815 &$	ıl Dividends Paid	<u>\$</u>	4,188	\$	4,191	\$	4,191	\$	4,321	\$	4,327	\$	4,319	\$	4,276	\$	4,276
	re Data																
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	imon shares		16,063		16,063		16,063				17,769		17,815				17,815
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $	s B LLC units	_	26,317		26,317	_	26,317		26,317	_	26,317		26,317		26,317		26,317
$ \begin{array}{ c c c c c c c c c c c c c c c c c c c$	ted shares outstanding		42,381		42,381		42,381		42,381		44,086		44,132		44,132		44,132
Cash Flow DataOperating activities\$ 4,481\$ 1,571\$ 7,437\$ 5,744\$ 5,164\$ (3,968)\$ 9,050\$ 5Investing activities(7,896)(5,012)(7,745)(6,926)(11,263)(6,410)(7,115)(38Financing activities(6,645)(4,461)17,472(14,759)(5,228)72,808(4,997)29Balance Sheet DataInvestment in real estate, net\$ 1,095,907\$ 1,089,934\$ 1,089,869\$ 1,090,498\$ 1,089,751\$ 1,081,119\$ 1	e units		1,702		1,702		1,736		1,410		1,410		1,410		881		881
Operating activities         \$         4.481         \$         1.571         \$         7.437         \$         5.744         \$         (3.968)         \$         9.050         \$         5.551           Investing activities         (7.896)         (5.012)         (7.745)         (6.626)         (11.263)         (6.6410)         (7.115)         (3.85110)           Balance Sheet Data         (6.645)         (4.461)         17.472         (14.759)         (5.228)         72.808         (4.997)         29           Balance Sheet Data         (6.645)         (4.461)         17.472         (14.759)         (5.128)         7.808,952         7.2058         88.253         36.298         4           Cash and cash equivalents         59,130         85,035         87.952         72.058         88.253         36.298         4         16.974         22.117         28.047         17.572         14           Total assets         1.211,616         1.213,865         1.223,406         1.207,866         1.224,168         1.231,307         1.158,382         1.166           Notes payable         1.102,492         1.104,479         1.079,458         1.079,575         1.079,677         997,552         997           Total insbitities		_	44,083	_	44,083	_	44,116	_	43,791	_	45,497	_	45,542	_	45,013	_	45,013
Investing activities       (7,896)       (5,012)       (7,745)       (6,926)       (11,263)       (6,410)       (7,115)       (38         Financing activities       (6,645)       (4,461)       17,472       (14,759)       (5,228)       72,808       (4,997)       29         Balance Sheet Data       Investing activities       \$1,095,907       \$1,089,934       \$1,089,869       \$1,090,498       \$1,089,232       \$1,083,751       \$1,081,119       \$1,080         Cash and cash equivalents       \$59,130       \$85,035       \$87,952       72,058       \$28,66       \$82,253       36,298       42         Total assets       1,211,616       1,213,865       1,223,406       1,207,866       1,224,168       1,231,307       1,158,382       1,166         Notes payable       1,102,492       1,104,535       1,104,479       1,079,458       1,079,585       1,079,677       997,752       997         Total liabilities       1,31,908       1,272,17       1,130,131       1,103,752       1,102,782       1,102,989       1,021,094       1,024         Equity       79,708       \$6,648       93,275       104,114       121,366       128,318       137,288       141         Notes Payable       1,25,000       125,000	h Flow Data																
Financing activities       (6,645)       (4,461)       17,472       (14,759)       (5,228)       72,808       (4,997)       29         Balance Sheet Data       Investment in real estate, net       \$ 1,095,907       \$ 1,089,934       \$ 1,089,869       \$ 1,089,232       \$ 1,083,751       \$ 1,081,119       \$ 1,080         Cash and cash equivalents       \$ 9,130       85,035       87,952       72,058       82,856       88,253       36,298       422         Cash and cash equivalents       \$ 9,130       85,035       87,952       72,058       82,856       88,253       36,298       422         Total assets       1,211,616       1,213,865       1,82,44       16,974       22,2117       28,047       17,572       144         Notes payable       1,102,492       1,104,453       1,103,752       1,102,782       1,079,575       1,079,577       97,752       997	rating activities	\$	· · ·	\$	,	\$	7,437	\$	,	\$	5,164	\$	(3,968)	\$	9,050	\$	5,382
Balance Sheet Data         Investment in real estate, net         S 1,095,907       \$ 1,089,934       \$ 1,089,869       \$ 1,089,232       \$ 1,083,751       \$ 1,081,119       \$ 1,082         Cash and cash equivalents       59,130       85,035       87,952       72,058       82,856       88,253       36,298       42         Restricted cash       29,104       13,258       18,244       16,974       22,117       28,047       17,572       14         Total assets       1,211,616       1,213,865       1,223,406       1,207,866       1,224,168       1,231,307       1,158,382       1,660         Notes payable       1,102,492       1,104,535       1,104,479       1,079,458       1,079,577       997,752       997         Total liabilities       1,31,908       1,217,217       1,130,131       1,103,752       1,102,989       1,021,094       1,024         Equity       79,708       86,648       93,275       104,114       121,386       128,318       137,288       141         Notes Payable         Flatbush Gardens (3.50%; Due 6/1/32)       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329	sting activities		(7,896)		(5,012)				(6,926)		(11,263)		(6,410)		(7,115)		(38,391)
Investment in real estate, net       \$ 1,095,907       \$ 1,089,934       \$ 1,089,669       \$ 1,090,498       \$ 1,089,232       \$ 1,083,751       \$ 1,081,119       \$ 1,080         Cash and cash equivalents       59,130       85,035       87,952       72,058       82,856       88,253       36,298       42         Restricted cash       29,104       13,258       18,244       16,974       22,117       28,047       17,572       14         Total assets       1,211,616       1,213,865       1,223,406       1,207,866       1,224,168       1,231,307       1,158,382       1,064         Notes payable       1,102,492       1,104,479       1,079,458       1,079,657       997,752       997         Total labilities       1,131,908       1,127,217       1,130,131       1,103,752       1,102,782       1,021,998       1,021,094       1,024         Equity       79,708       86,648       93,275       104,114       121,386       128,318       137,288       141         Notes Payable       1       125,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000       \$ 329,000	ncing activities		(6,645)		(4,461)		17,472		(14,759)		(5,228)		72,808		(4,997)		29,305
Cash and cash equivalents $59,130$ $85,035$ $87,952$ $72,058$ $82,856$ $88,253$ $36,298$ $42$ Restricted cash $29,104$ $13,258$ $18,244$ $16,974$ $22,117$ $28,047$ $17,572$ $14$ Total assets $1,211,616$ $1,213,865$ $1,223,406$ $1,207,866$ $1,224,168$ $1,231,307$ $1,158,382$ $1,166$ Notes payable $1,102,492$ $1,104,535$ $1,104,479$ $1,079,458$ $1,079,585$ $1,079,677$ $997,752$ $997$ Total liabilities $1,131,908$ $1,127,217$ $1,130,131$ $1,103,752$ $1,102,782$ $1,102,989$ $1,021,094$ $1,024$ Equity $79,708$ $86,648$ $93,275$ $104,114$ $121,386$ $128,318$ $137,288$ $141$ Notes PayableFlatbush Gardens $(3.50\%; Due 3/1/28)$ $  -$																	
Restricted cash29,10413,25818,24416,97422,11728,04717,57214Total assets1,211,6161,213,8651,223,4061,207,8661,224,1681,231,3071,158,3821,166Notes payable1,102,4921,104,5351,104,4791,079,4581,079,5851,079,677997,752997Total liabilities1,131,9081,127,2171,130,1311,103,7521,102,7821,102,9891,021,0941,024Equity79,70886,64893,275104,114121,386128,318137,288141Notes PayableFlatbush Gardens (3.50%; Due 3/1/28)\$246,000\$246Flatbush Gardens (3.50%; Due 6/1/32)\$329,000<	stment in real estate, net	\$	, ,	\$		\$		\$		\$		\$		\$		\$	1,080,533
$\begin{tabular}{ c c c c c c c c c c c c c c c c c c c$	•				,				,		,						42,500
Notes payable       1,102,492       1,104,535       1,107,458       1,079,585       1,079,677       997,752       997         Fotal liabilities       1,131,908       1,127,217       1,130,131       1,103,752       1,102,782       1,02,989       1,021,094       1,024         Equity       79,708       86,648       93,275       104,114       121,386       128,318       137,288       141         Notes Payable       -       -       -       -       -       \$       \$ 246,000       \$       246         Flatbush Gardens (3.50%; Due 3/1/28)       -       -       -       -       -       \$       \$ 246,000       \$       246         Flatbush Gardens (3.50%; Due 6/1/32)       \$       329,000 <t< td=""><td></td><td></td><td></td><td></td><td>,</td><td></td><td>· · ·</td><td></td><td>,</td><td></td><td>,</td><td></td><td>,</td><td></td><td>,</td><td></td><td>14,432</td></t<>					,		· · ·		,		,		,		,		14,432
Total liabilities       1,131,908       1,127,217       1,130,131       1,102,782       1,102,782       1,102,989       1,021,094       1,024         Equity       79,708       86,648       93,275       104,114       121,386       128,318       137,288       141         Notes Payable       Flatbush Gardens (3.50%; Due 3/1/28)       -       -       -       -       \$       246,000       \$       246         Flatbush Gardens (3.125%; Due 6/1/32)       \$       329,000       \$	l assets				1,213,865		1,223,406										1,166,207
Equity       79,708       86,648       93,275       104,114       121,386       128,318       137,288       141         Notes Payable       Flatbush Gardens (3.50%; Due 3/1/28)       -       -       -       -       \$       246,000       \$															,		997,903
Notes Payable         Flatbush Gardens (3.50%; Due 3/1/28)       -       -       -       \$ 246,000 \$ 246         Flatbush Gardens (3.125%; Due 6/1/32)       \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 329,000 \$ 125,000 100,000			· · ·														1,024,424
Flatbush Gardens (3.50%; Due 3/1/28)       -       -       -       -       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       246,000 \$       \$       329,000 \$	ity		79,708		86,648		93,275		104,114		121,386		128,318		137,288		141,783
Flatbush Gardens (3.125%; Due 6/1/32)       \$ 329,000 <td>•</td> <td></td> <td>•</td> <td>246.000</td> <td>¢</td> <td>246.000</td>	•													•	246.000	¢	246.000
250 Livingston (3.63%; Due 6/6/29)       125,000 <td></td> <td>¢</td> <td>-</td> <td>e</td> <td>-</td> <td>¢</td> <td>-</td> <td>0</td> <td>-</td> <td>¢</td> <td>-</td> <td>¢</td> <td></td> <td>\$</td> <td>246,000</td> <td>\$</td> <td>246,000</td>		¢	-	e	-	¢	-	0	-	¢	-	¢		\$	246,000	\$	246,000
141 Livingston (3.875%; Due 6/1/28)       -       -       74,241       74,641       75,036       75,429       75         141 Livingston (3.21%; Due 3/6/31)       100,000       100,000       100,000       -       -       -       -         Tribeca House (4.506%; Due 3/6/28)       360,000<		\$	,	\$		Э		\$		\$		\$	· · · ·		125.000		125.000
141 Livingston (3.21%; Due 3/6/31)       100,000       100,000       100,000       -       -       -       -         Tribeca House (4.506%; Due 3/6/28)       360,000 <td></td> <td>,</td> <td></td> <td></td> <td></td> <td>,</td> <td></td> <td>125,000</td>											,				,		125,000
Tribeca House (4.506%; Due 3/6/28)         360,000																	75,817
Aspen (3.68%; Due 7/1/28)         64,413         64,769         65,122         65,485         65,837         66,180         66,520         66           Clover House (Libor + 3.85%; Due 5/9/20)         - <td></td> <td></td> <td>,</td> <td></td> <td>,</td> <td></td> <td>,</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>- 360,000</td>			,		,		,										- 360,000
Clover House (Libor + 3.85%; Due 5/9/20)			,		,		,		,		,		,		,		66,862
			04,413		04,709		03,122		03,483		05,057		00,180		00,520		00,002
02,000 02,0000			82 000		- 82.000		82 000		82 000		82 000		82 000		- 82.000		82,000
10 West 65th Street (3.375%; Due 11/1/27) 33,098 33,273 33,447 33,619 33,790 33,960 34,128 34			,		· · ·		,		,		,		· · · ·		,		82,000 34,295
																	34,295 19,457
$\frac{1010 \text{ Pacific Street (Libor + 5.00\%, Due 12/24/20)}{1010 \text{ Pacific Street (Libor (Floor 0.5\%) + 3.60\%; Due 9/1/24)} 21,084$																	- 19,457
				_	1.114.922		1.115.192		1.089.720	_	1.090.396		1.091.057	_	1.008.710		1,009,431
	1 0						· · ·										(11,528)
		\$		¢		s		s		ş		\$		s		\$	997,903
$\frac{3}{1,102,472} = \frac{3}{1,102,472} = \frac{3}{1,102,472} = \frac{3}{1,102,477} = \frac{3}{1,102,477} = \frac{3}{1,07,2430} = \frac{3}{1,07,007} $	s r ayabit, net of ullamortized toan costs	Ф	1,102,492	¢	1,104,555	3	1,104,479	Φ	1,077,430	9	1,079,303	Φ	1,0/9,0//	9	771,132	Φ	771,703

							Three mo	nths	ended						
	S	ep-21	Jı	un-21	Mar-2	1	Dec-20		Sep-20	J	un-20	N	Mar-20	]	Dec-19
% Leased - Residential (end of period)															
250 Livingston		97.2%		100.0%	97	7.2%	94.4%		88.9%		94.4%		97.2%		100.0%
Flatbush Gardens		92.6%		92.5%	93	3.7%	94.7%		96.3%		97.2%		97.2%		97.6%
Tribeca		96.6%		97.0%	96	5.5%	89.7%		80.1%		91.3%		99.6%		98.2%
Aspen		94.6%		93.5%	95	5.7%	94.4%		89.7%		95.3%		100.0%		98.7%
10 West 65th Street		98.2%		96.3%	96	6.3%	98.8%		89.0%		95.1%		92.7%		98.8%
Clover House		93.9%		98.7%	98	8.1%	98.7%		89.9%		97.5%		98.7%		94.3%
Rent PSF (end of period)															
250 Livingston - Residential	\$	41.40	\$	44.91	\$ 45	5.60	\$ 47.72	\$	48.44	\$	46.27	\$	50.98	\$	47.69
Flatbush Gardens - Residential	\$	25.03	\$	24.96	\$ 25	5.07	\$ 25.14	\$	25.10	\$	25.05	\$	24.95	\$	24.61
Tribeca - Residential	\$	59.84	\$	60.14	\$ 62	2.43	\$ 64.20	\$	65.74	\$	70.43	\$	70.75	\$	70.52
Aspen - Residential	\$	34.13	\$	34.84	\$ 35	5.17	\$ 34.64	\$	35.94	\$	37.73	\$	37.55	\$	36.60
10 West 65th Street - Residential	\$	40.78	\$	40.99	\$ 43	3.98	\$ 44.80	\$	42.37	\$	41.74	\$	46.74	\$	45.97
Clover House - Residential	\$	61.63	\$	60.90	\$ 62	2.78	\$ 49.36	\$	67.56	\$	72.05	\$	70.76	\$	69.09
141 Livingston - Office	\$	50.00	\$	50.00	\$ 50	0.00	\$ 50.00	\$	40.00	\$	40.00	\$	40.00	\$	40.00
250 Livingston - Office	\$	43.62	\$	43.62	\$ 43	3.62	\$ 43.62	\$	43.62	\$	27.71	\$	27.71	\$	27.71
Tribeca - Retail	\$	45.76	\$	42.77	\$ 44	4.81	\$ 45.25	\$	42.15	\$	44.48	\$	51.69	\$	52.23
Aspen - Retail	\$	41.90	\$	41.85	\$ 40	0.18	\$ 39.44	\$	39.44	\$	39.39	\$	46.87	\$	48.39
Capital Spending															
Major capital improvements		12,254		6,060	5,	310	7,153		11,182		7,876	\$	5,768	\$	5,417
Maintenance capex		51		58		50	72		59		238		145		188
Resident turnover		62		78		61	127		88		136		158		48
Commercial tenant improvements		-		163	-	122	122		42		-		-		-
Total Capital Spending	\$	12,367	\$	6,360	\$ 5,	542	\$ 7,475	\$	11,372	\$	8,251	\$	6,071	\$	5,653