

Clipper Realty Inc. Announces Fourth Quarter and Full-Year 2020 Results

NEW YORK, March 16, 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 and year ended December 31, 2020.

Highlights for the Three Months and Year Ended December 31, 2020

- Achieved quarterly revenues of \$30.3 million for the fourth quarter of 2020, and record annual revenues of \$122.9 million for full-year 2020
- Achieved quarterly income from operations of \$6.5 million for the fourth quarter of 2020
- Achieved quarterly net operating income ("NOI")¹ of \$14.7 million for the fourth quarter of 2020, and record annual NOI of \$63.6 million for full-year 2020
- Recorded quarterly net loss of \$3.8 million for the fourth quarter of 2020
- Achieved quarterly adjusted funds from operations ("AFFO")¹ of \$3.0 million for the fourth quarter of 2020
- Declared a dividend of \$0.095 per share for the fourth quarter of 2020

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

"Our operating trends are improving as New York City continues to recover from the depths of the COVID-19 pandemic, highlighted by an increase in leasing activity. We anticipate such rental demand to accelerate, and pricing to improve, as vaccines are broadly administered and urban economic activity continues to strengthen. We continue to focus on efficiently operating our portfolio, with the safety of our tenants and employees our highest priority. Despite the headwinds, our properties are 95% leased and our fourth quarter rent collection rate was over 95%. In addition, we refinanced our 141 Livingston Street property in February with a \$100 million, ten-year interest-only loan at 3.21%, which is expected to reduce annual debt service by \$1.3 million while adding approximately \$22.6 million, before reserves, to our liquidity position. We 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 fourth quarter of 2020, revenues decreased by \$0.3 million, or 1.0%, to \$30.3 million, compared to \$30.6 million for the fourth quarter of 2019; the change was primarily attributable to a decline in leased occupancy and residential rental rate 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 full-year 2020, revenues increased by \$6.7 million, or 5.8%, to \$122.9 million, compared to \$116.2 million for full-year 2019; the growth was primarily attributable to bringing the Clover House property online during the third quarter of 2019 and the commencement of the new office lease at the 250 Livingston Street property, partially offset by a decline in leased occupancy and residential rental rate at the Tribeca House property.

For the fourth quarter of 2020, net loss was \$3.8 million, or \$0.10 per share, compared to net loss of \$2.7 million, or \$0.06 per share (\$2.0 million, or \$0.05 per share, excluding a non-recurring \$0.7 million loss on extinguishment of debt), for the fourth quarter of 2019; the change, excluding the non-recurring item, was primarily attributable to the revenue change discussed above and higher property operating expenses (including

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.

an increase in the provision for bad debt), property taxes, insurance expense, depreciation and amortization expense and interest expense, partially offset by lower general and administrative expenses. For full-year 2020, net loss was \$12.2 million, or \$0.31 per share (\$8.9 million, or \$0.23 per share, excluding a non-recurring \$0.8 million gain on termination of lease, a non-recurring \$4.2 million loss on modification of debt and a non-recurring \$0.1 million, or \$0.06 per share, excluding a non-recurring \$2.4 million loss on extinguishment of debt), for full-year 2019; the change, excluding the non-recurring items, was primarily attributable to the revenue increase discussed above, offset by higher property operating expenses (including an increase in the provision for bad debt), property taxes, insurance expense, depreciation and amortization expense, and general and administrative expenses (each such expense inclusive of the impact of bringing the Clover House property online), and higher interest expense primarily resulting from the refinancing of the Flatbush Gardens property in May 2020 and the recognition of interest expense in connection with bringing the Clover House property online.

For the fourth quarter of 2020, AFFO was \$3.0 million, or \$0.07 per share, compared to \$5.3 million, or \$0.12 per share, for the fourth quarter of 2019; the change 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. For full-year 2020, AFFO was \$16.8 million, or \$0.38 per share, compared to \$22.0 million, or \$0.50 per share, for full-year 2019; the change was primarily attributable to the revenue increase discussed above, offset by higher property operating expenses (including an increase in the provision for bad debt), property taxes, insurance expense, recurring cash general and administrative expenses, and interest expense.

Balance Sheet

At December 31, 2020, notes payable (excluding unamortized loan costs) was \$1,089.7 million, compared to \$1,009.4 million at December 31, 2019; the increase primarily reflected the refinancing of the Flatbush Gardens property in May 2020, partially offset by scheduled principal amortization.

The Company repurchased approximately 1.71 million shares of common stock during the fourth quarter at a weighted average price of \$5.70 per share, including approximately 1.67 million shares from Indaba Capital Management, L.P., under its \$10.0 million stock repurchase program announced in August 2020. The Company completed the stock repurchase program in November 2020.

141 Livingston Street Refinancing

On February 18, 2021, the Company refinanced the debt on its 141 Livingston Street property with a \$100 million, ten-year secured first mortgage loan with Citi Real Estate Funding Inc. The loan bears interest at 3.21% and requires interest-only payments for the entire term, which is expected to reduce annual debt service by \$1.3 million. With the proceeds, the Company repaid the \$74 million amortizing loan on the property due June 2028, which bore interest at 3.875% through May 2023. Net remaining proceeds of \$22.6 million, before reserves, increased the Company's cash position.

Dividend

The Company today declared a fourth quarter dividend of \$0.095 per share, the same amount as last quarter, to shareholders of record on March 26, 2021, payable March 31, 2021.

Restatement

As previously disclosed, the Company concluded that the previously issued unaudited consolidated financial statements covering each of the Company's first three quarters of 2020 (collectively, the "Restated Periods"), require restatement and should no longer be relied upon. For additional information, please see Note 14 to the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2020. The Company will file amended Quarterly Reports on Form 10-Q for each of the Restated Periods.

Conference Call and Supplemental Material

The Company will host a conference call on March 17, 2021, at 11:00 AM Eastern Time to discuss the fourth quarter 2020 results and provide a business update. The conference call can be accessed by dialing (800) 346-7359 or (973) 528-0008, conference entry code 972054. A replay of the call will be available from March 17, 2021, following the call, through March 31, 2021, by dialing (800) 332-6854 or (973) 528-0005, replay conference ID 972054. 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 to differ materially from any future results, performance or achievements to 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)

	De	cember 31, 2020	De	December 31, 2019		
ASSETS						
Investment in real estate						
Land and improvements	\$	540,859	\$	540,859		
Building and improvements		630,662		602,547		
Tenant improvements		3,121		3,051		
Furniture, fixtures and equipment		12,217		11,707		
Real estate under development		36,118		31,787		
Total investment in real estate		1,222,977		1,189,951		
Accumulated depreciation		(132,479)		(109,418)		
Investment in real estate, net		1,090,498		1,080,533		
Cash and cash equivalents		72,058		42,500		
Restricted cash		16,974		14,432		
Tenant and other receivables, net of allowance for doubtful accounts		7,002		4,187		
of \$5,993 and \$3,361, respectively						
Deferred rent		2,454		1,274		
Deferred costs and intangible assets, net		7,720		8,782		
Prepaid expenses and other assets		11,160		14,499		
TOTAL ASSETS	\$	1,207,866	\$	1,166,207		
LIABILITIES AND EQUITY Liabilities: Notes payable, net of unamortized loan costs of \$10,262 and \$11,528, respectively Accounts payable and accrued liabilities Security deposits Below-market leases, net Other liabilities TOTAL LIABILITIES	\$	1,079,458 11,725 6,983 157 5,429 1,103,752	\$	997,903 13,029 7,570 1,625 4,297 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),		-		-		
zero shares issued and outstanding Common stock, \$0.01 par value; 500,000,000 shares authorized,		160		178		
16,063,228 and 17,814,672 shares issued and outstanding, respectively Additional paid-in-capital		87,347		93,431		
Accumulated deficit		(48,045)		(36,375)		
Total stockholders' equity		39,462		57,234		
Non-controlling interests		64,652		84,549		
TOTAL EQUITY		104,032		141,783		
		104,114		141,/03		
TOTAL LIABILITIES AND EQUITY	\$	1,207,866	\$	1,166,207		

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

	Three Months	Three Months Ended December 31,				Year Ended December 31,				
	2020	2019		2020		2019				
	(unaudited)	(unaudited)								
REVENUES										
Residential rental income	\$ 21,198	\$ 23,351	\$	90,543	\$	87,386				
Commercial rental income	9,139	7,276		32,307		28,779				
TOTAL REVENUES	30,337	30,627		122,850		116,165				
OPERATING EXPENSES										
Property operating expenses	8,008	3 7,220		29,902		28,887				
Real estate taxes and insurance	7,181	6,788		28,286		24,966				
General and administrative	2,404	3,016		9,728		9,167				
Depreciation and amortization	6,266	5,581		23,630		19,649				
TOTAL OPERATING EXPENSES	23,859	22,605		91,546		82,669				
Gain on termination of lease				838		-				
INCOME FROM OPERATIONS	6,478	8 8,022		32,142		33,496				
Interest expense, net	(10,254	(10,011)		(40,228)		(35,187)				
Loss on modification/extinguishment of debt	-	(661)		(4,228)		(2,432)				
Gain on involuntary conversion				85		-				
Net loss	(3,776	(2,650)		(12,229)		(4,123)				
Net loss attributable to non-controlling interests	2,283	1,579		7,323		2,458				
Net loss attributable to common stockholders	\$ (1,493	3) \$ (1,071)	\$	(4,906)	\$	(1,665)				
Basic and diluted net loss per share	\$ (0.10)) \$ (0.06)	\$	(0.31)	\$	(0.11)				
Weighted average common shares / OP units										
Common shares outstanding	17,080) 17,815		17,629		17,814				
OP units outstanding	26,317	26,317		26,317		26,317				
Diluted shares outstanding	43,397	44,132		43,946		44,131				

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

		31,		
		2020		2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss	\$	(12,229)	\$	(4,123)
	*	(,>)	*	(.,)
Adjustments to reconcile net loss to net cash provided by operating activities:				
Depreciation		23,148		18,956
Amortization of deferred financing costs		1,212		1,687
Amortization of deferred costs and intangible assets		963		1,175
Amortization of above- and below-market leases		(390)		(1,180)
Loss on modification/extinguishment of debt		4,228		2,432
Gain on involuntary conversior		(85)		-
Gain on termination of lease		(838)		-
Deferred rent		(1,180)		1,211
Stock-based compensation		1,805		1,510
Bad debt expense		2,543		-
Changes in operating assets and liabilities:				
Tenant and other receivables		(5,358)		(607)
Prepaid expenses, other assets and deferred costs		3,228		(1,256)
Accounts payable and accrued liabilities		(1,602)		2,586
Security deposits		(587)		933
Other liabilities		1,132		448
Net cash provided by operating activities		15,990		23,772
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to land, buildings and improvements		(31,811)		(43,774)
Insurance proceeds from involuntary conversion		111		-
Sale and purchase of interest rate caps, net		(14)		-
Cash paid in connection with acquisition of real estate		-		(31,129)
Net cash used in investing activities		(31,714)		(74,903)
CASH FLOWS FROM FINANCING ACTIVITIES				
Repurchase of common stock		(10,002)		-
Payments of mortgage notes		(249,630)		(142,638)
Proceeds from mortgage notes		329,919		226,457
Dividends and distributions		(17,243)		(17,089)
Loan issuance and extinguishment costs		(5,220)		(4,531)
Net cash provided by financing activities		47,824		62,199
		,		-)
Net increase in cash and cash equivalents and restricted cash		32,100		11,068
Cash and cash equivalents and restricted cash - beginning of period		56,932		45,864
Cash and cash equivalents and restricted cash - end of period	\$	89,032	\$	56,932
Cash and cash equivalents and restricted cash - beginning of period:				
Cash and cash equivalents	\$	42,500	\$	37,028
Restricted cash		14,432		8,836
Total cash and cash equivalents and restricted cash - beginning of period	\$	56,932	\$	45,864
Cash and cash equivalents and restricted cash - end of period:				
Cash and cash equivalents and restricted cash - end of period.	¢	72,058	¢	42,500
Restricted cash	\$,	\$,
Total cash and cash equivalents and restricted cash - end of period	\$	<u>16,974</u> 89,032	\$	<u>14,432</u> 56,932
rotar cash and cash equivalents and restricted cash - end of period	\$	89,032	\$	30,932
Supplemental cash flow information:				
Cash paid for interest, net of capitalized interest of \$1,456 and \$5,687 in 2020 and 2019, respectively	\$	39,592	\$	33,956
Non-cash interest capitalized to real estate under development		1,060		956
Additions to investment in real estate included in accounts payable and accrued liabilities		4,189		3,891

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 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, 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 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):

	Three Months Ended December 31,				Year Ended December 31,				
		2020		2019	2020		2019		
FFO									
Net loss	\$	(3,776)	\$	(2,650)	\$	(12,229)	\$	(4,123)	
Real estate depreciation and amortization		6,266		5,581		23,630		19,649	
FFO	\$	2,490	\$	2,931	\$	11,401	\$	15,526	
AFFO									
FFO	\$	2,490	\$	2,931	\$	11,401	\$	15,526	
Amortization of real estate tax intangible		121		121		481		482	
Amortization of above- and below-market leases		(32)		(100)		(390)		(1,180)	
Straight-line rent adjustments		(494)		211		(1,180)		1,211	
Amortization of debt origination costs		302		424		1,212		1,687	
Amortization of LTIP awards		556		325		1,805		1,510	
Loss on modification/extinguishment of debt		-		661		4,228		2,432	
Gain on involuntary conversion		-		-		(85)		-	
Gain on termination of lease		-		-		(838)		-	
Non-recurring litigation-related expenses		114		879		724		966	
Recurring capital spending		(72)		(188)		(514)		(593)	
AFFO	\$	2,985	\$	5,264	\$	16,844	\$	22,041	
AFFO Per Share/Unit	\$	0.07	\$	0.12	\$	0.38	\$	0.50	

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, 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):

	Three Months Ended December 31,				Year Ended December 31,				
		2020		2019	2020			2019	
Adjusted EBITDA									
Net loss	\$	(3,776)	\$	(2,650)	\$	(12,229)	\$	(4,123)	
Real estate depreciation and amortization		6,266		5,581		23,630		19,649	
Amortization of real estate tax intangible		121		121		481		482	
Amortization of above- and below-market leases		(32)		(100)		(390)		(1,180)	
Straight-line rent adjustments		(494)		211		(1,180)		1,211	
Amortization of LTIP awards		556		325		1,805		1,510	
Interest expense, net		10,254		10,011		40,228		35,187	
Loss on modification/extinguishment of debt		-		661		4,228		2,432	
Gain on involuntary conversion		-		-		(85)		-	
Gain on termination of lease		-		-		(838)		-	
Non-recurring litigation-related expenses		114		879		724		966	
Adjusted EBITDA	\$	13,009	\$	15,039	\$	56,374	\$	56,134	

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, 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):

	Three Months Ended December 31,				Year Ended December 31,				
	2020 2019		2020			2019			
NOI									
Income from operations	\$	6,478	\$	8,022	\$	32,142	\$	33,496	
Real estate depreciation and amortization		6,266		5,581		23,630		19,649	
General and administrative expenses		2,404		3,016		9,728		9,167	
Amortization of real estate tax intangible		121		121		481		482	
Amortization of above- and below-market leases		(32)		(100)		(390)		(1,180)	
Straight-line rent adjustments		(494)		211		(1,180)		1,211	
Gain on termination of lease		-		-		(838)		-	
NOI	\$	14,743	\$	16,851	\$	63,573	\$	62,825	