

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2025

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 001-38010
CLIPPER REALTY INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation or
organization)

47-4579660

(I.R.S. Employer Identification No.)

4611 12th Avenue, Suite 1L
Brooklyn, New York 11219
(Address of principal executive offices) (Zip Code)
(718) 438-2804

(Registrant's telephone number, including area code)

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--|----------------|---|
| Common Stock, par value \$0.01 per share | CLPR | New York Stock Exchange |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 12, 2025, there were 16,146,546 shares of the Registrant's Common Stock outstanding.

TABLE OF CONTENTS

| | Page |
|---|-------------|
| CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS | 2 |
| PART I – FINANCIAL INFORMATION | |
| ITEM 1. CONDENSED FINANCIAL STATEMENTS | 3 |
| CONSOLIDATED BALANCE SHEETS AS OF MARCH 31, 2025 (UNAUDITED) AND DECEMBER 31, 2024 | 3 |
| CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024 (UNAUDITED) | 4 |
| CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024 (UNAUDITED) | 5 |
| CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024 (UNAUDITED) | 6 |
| NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) | 7 |
| ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS | 23 |
| ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK | 30 |
| ITEM 4. CONTROLS AND PROCEDURES | 30 |
| PART II – OTHER INFORMATION | |
| ITEM 1. LEGAL PROCEEDINGS | 31 |
| ITEM 1A. RISK FACTORS | 31 |
| ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS | 33 |
| ITEM 3. DEFAULTS UPON SENIOR SECURITIES | 33 |
| ITEM 4. MINE SAFETY DISCLOSURES | 33 |
| ITEM 5. OTHER INFORMATION | 33 |
| ITEM 6. EXHIBITS | 34 |
| SIGNATURES | 35 |
| PART I – FINANCIAL INFORMATION | |

CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical fact included in this Quarterly Report on Form 10-Q for Clipper Realty Inc. (the "Company"), including, without limitation, statements under "Management's Discussion and Analysis of Financial Condition and Results of Operations," regarding the Company's financial position, business strategy and the plans, objectives, expectations, or assumptions of management for future operations, are forward-looking statements. When used in this Quarterly Report on Form 10-Q, words such as "may," "will," "should," "could," "expect," "anticipate," "believe," "estimate," "project," "predict," "believe," "expect," "intend," "continue," "potential," "plan," "goal" or other words that convey the uncertainty of future events or outcomes are intended to identify forward-looking statements, which are generally not historical in nature. These statements involve risks and uncertainties that could cause actual results to differ materially from those described in such statements. These risks, contingencies and uncertainties include, but are not limited to, the following:

- our dependency on two commercial leases with certain agencies of the City of New York, as a single government tenant in our office buildings, which could cause a material adverse effect on us, including our financial condition, results of operations and cash flow, with one lease terminating effective August 23, 2025 and the other lease expiring on December 27, 2025;
- the impact of the recent increase in inflation in the United States which could increase the cost of acquiring, replacing and operating our properties;
- market and economic conditions affecting occupancy levels, rental rates, the overall market value of our properties, our access to capital and the cost of capital and our ability to refinance indebtedness;
- economic or regulatory developments in New York City;
- changes in rent stabilization regulations or claims by tenants in rent-stabilized units that their rents exceed specified maximum amounts under current regulations;
- our ability to control operating costs to the degree anticipated;
- the risk of damage to our properties, including from severe weather, natural disasters, climate change, and terrorist attacks;
- risks related to financing, cost overruns, and fluctuations in occupancy rates and rents resulting from development or redevelopment activities and the risk that we may not be able to pursue or complete development or redevelopment activities or that such development or redevelopment activities may not be profitable;
- concessions or significant capital expenditures that may be required to attract and retain tenants;
- the relative illiquidity of real estate investments;
- competition affecting our ability to engage in investment and development opportunities or attract or retain tenants;
- unknown or contingent liabilities in properties acquired in formative and future transactions;
- the possible effects of departure of key personnel in our management team on our investment opportunities and relationships with lenders and prospective business partners;
- conflicts of interest faced by members of management relating to the acquisition of assets and the development of properties, which may not be resolved in our favor;
- a transfer of a controlling interest in any of our properties that may obligate us to pay transfer tax based on the fair market value of the real property transferred;
- the need to establish litigation reserves, costs to defend litigation and unfavorable litigation settlements or judgments; and
- other risks and risk factors or uncertainties identified from time to time in our filings with the SEC.

These forward-looking statements speak only as of the date of this report, and the Company undertakes no obligation to revise or update these statements to reflect subsequent events or circumstances.

PART I – FINANCIAL INFORMATION

ITEM 1. CONDENSED FINANCIAL STATEMENTS

Clipper Realty Inc.

Consolidated Balance Sheets
(In thousands, except for share and per share data)

| | March 31, 2025 | December 31, 2024 |
|---|---------------------|----------------------|
| | (unaudited) | |
| ASSETS | | |
| Investment in real estate | | |
| Land and improvements | \$ 508,311 | \$ 571,988 |
| Building and improvements | 718,748 | 736,420 |
| Tenant improvements | 3,348 | 3,366 |
| Furniture, fixtures and equipment | 13,439 | 13,897 |
| Real estate under development | 153,799 | 146,249 |
| Total investment in real estate | 1,397,645 | 1,471,920 |
| Accumulated depreciation | (243,362) | (243,392) |
| Investment in real estate, net | 1,154,283 | 1,228,528 |
| Cash and cash equivalents | 21,288 | 19,896 |
| Restricted cash | 17,823 | 18,156 |
| Tenant and other receivables, net of allowance for doubtful accounts of \$246 and \$258, respectively | 6,974 | 6,365 |
| Deferred rent | 2,086 | 2,108 |
| Deferred costs and intangible assets, net | 5,560 | 5,676 |
| Prepaid expenses and other assets | 8,166 | 6,236 |
| Assets Held for Sale | 45,903 | — |
| TOTAL ASSETS | \$ 1,262,083 | \$ 1,286,965 |
| LIABILITIES AND EQUITY (DEFICIT) | | |
| Liabilities: | | |
| Notes payable, net of unamortized loan costs of \$8,245 and \$9,019, respectively | \$ 1,272,906 | \$ 1,266,340 |
| Accounts payable and accrued liabilities | 19,649 | 18,731 |
| Security deposits | 8,800 | 9,067 |
| Other liabilities | 12,646 | 7,057 |
| Liabilities Held for Sale | 886 | — |
| TOTAL LIABILITIES | 1,314,887 | 1,301,195 |
| Equity (Deficit): | | |
| 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, 16,146,546 and 16,146,546 shares issued and outstanding, at March 31, 2025 and December 31, 2024, respectively | 160 | 160 |
| Additional paid-in-capital | 90,152 | 89,938 |
| Accumulated deficit | (110,388) | (95,507) |
| Total stockholders' equity (deficit) | (20,076) | (5,409) |
| Non-controlling interests | (32,728) | (8,821) |
| TOTAL EQUITY (DEFICIT) | (52,804) | (14,230) |
| TOTAL LIABILITIES AND EQUITY (DEFICIT) | \$ 1,262,083 | \$ 1,286,965 |

See accompanying notes to these consolidated financial statements.

Clipper Realty Inc.

Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|-------------------|
| | 2025 | 2024 |
| REVENUES | | |
| Residential rental income | \$ 29,190 | \$ 26,106 |
| Commercial rental income | 10,208 | 9,654 |
| TOTAL REVENUES | 39,398 | 35,760 |
| OPERATING EXPENSES | | |
| Property operating expenses | 10,111 | 8,622 |
| Real estate taxes and insurance | 7,627 | 7,136 |
| General and administrative | 3,825 | 3,551 |
| Depreciation and amortization | 7,636 | 7,379 |
| Loss on impairment of long-lived asset | 33,780 | - |
| TOTAL OPERATING EXPENSES | 62,979 | 26,688 |
| INCOME FROM OPERATIONS | (23,581) | 9072 |
| Interest expense, net | (11,522) | (11,738) |
| Net loss | (35,103) | (2,666) |
| Net loss attributable to non-controlling interests | 21,756 | 1,655 |
| Net loss attributable to common stockholders | \$ (13,347) | \$ (1,011) |
| Basic and diluted net loss per share | \$ (0.86) | \$ (0.09) |

See accompanying notes to these consolidated financial statements.

Clipper Realty Inc.

Consolidated Statements of Changes in Equity
(In thousands, except for share data)
(Unaudited)

| | Number of common shares | Common stock | Additional paid-in- capital | Accumulated deficit | Total stockholders' equity (deficit) | Non- controlling interests | Total equity (deficit) |
|--|-------------------------------|-----------------|-----------------------------------|------------------------|---|----------------------------------|------------------------------|
| Balance December 31, 2024 | 16,146,546 | \$ 160 | \$ 89,938 | \$ (95,507) | \$ (5,409) | \$ (8,821) | \$ (14,230) |
| Amortization of LTIP grants | — | — | — | — | — | 1,143 | 1,143 |
| Dividends and distributions | — | — | — | (1,534) | (1,534) | (3,080) | (4,614) |
| Net loss | — | — | — | (13,347) | (13,347) | (21,756) | (35,103) |
| Reallocation of noncontrolling interests | — | — | 214 | — | 214 | (214) | — |
| Balance March 31, 2025 | 16,146,546 | \$ 160 | \$ 90,152 | \$ (110,388) | \$ (20,076) | \$ (32,728) | \$ (52,804) |

| | Number of common shares | Common stock | Additional paid-in- capital | Accumulated deficit | Total stockholders' equity | Non- controlling interests | Total equity |
|--|-------------------------------|-----------------|-----------------------------------|------------------------|----------------------------------|----------------------------------|-----------------|
| Balance December 31, 2023 | 16,063,228 | \$ 160 | \$ 89,483 | \$ (86,899) | \$ 2,744 | \$ 4,491 | \$ 7,235 |
| Amortization of LTIP grants | — | — | — | — | — | 561 | 561 |
| Dividends and distributions | — | — | — | (1,526) | (1,526) | (2,870) | (4,396) |
| Net loss | — | — | — | (1,011) | (1,011) | (1,655) | (2,666) |
| Reallocation of noncontrolling interests | — | — | 72 | — | 72 | (72) | — |
| Balance March 31, 2024 | 16,063,228 | \$ 160 | \$ 89,555 | \$ (89,436) | \$ 279 | \$ 455 | \$ 734 |

See accompanying notes to these consolidated financial statements.

Clipper Realty Inc.

Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

| | Three Months Ended March 31, | |
|--|------------------------------|------------------|
| | 2025 | 2024 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (35,103) | \$ (2,666) |
| <i>Adjustments to reconcile net loss to net cash provided by operating activities:</i> | | |
| Depreciation | 7,611 | 7,352 |
| Amortization of deferred financing costs | 457 | 530 |
| Amortization of deferred costs and intangible assets | 146 | 147 |
| Impairment of long-lived asset | 33,780 | - |
| Deferred rent | 22 | 48 |
| Stock-based compensation | 1,143 | 561 |
| Bad debt (recovery) expense | (13) | 1 |
| <i>Changes in operating assets and liabilities:</i> | | |
| Tenant and other receivables | (693) | 344 |
| Prepaid expenses, other assets and deferred costs | (2,149) | 2,403 |
| Accounts payable and accrued liabilities | 297 | (3,540) |
| Security deposits | 64 | 130 |
| Other liabilities | 1,114 | 942 |
| Net cash provided by operating activities | 6,676 | 6,252 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Additions to land, buildings, and improvements | (9,680) | (22,247) |
| Net cash used in investing activities | (9,680) | (22,247) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Payments of mortgage notes | (578) | (493) |
| Proceeds from mortgage notes | 6,371 | 20,460 |
| Loan issuance costs | (250) | - |
| Net cash provided by financing activities | 5,543 | 19,967 |
| Net (decrease) increase in cash and cash equivalents and restricted cash, including cash and cash equivalents and restricted cash classified within assets held for sale | 2,539 | 3,972 |
| Net cash and cash equivalents and restricted cash within assets held for sale | (1,480) | - |
| Cash and cash equivalents and restricted cash - beginning of period | 38,052 | 36,225 |
| Cash and cash equivalents and restricted cash - end of period | \$ 39,111 | \$ 40,197 |
| Cash and cash equivalents and restricted cash – beginning of period: | | |
| Cash and cash equivalents | \$ 19,896 | \$ 22,163 |
| Restricted cash | 18,156 | 14,062 |
| Total cash and cash equivalents and restricted cash – beginning of period | \$ 38,052 | \$ 36,225 |
| Cash and cash equivalents and restricted cash – end of period: | | |
| Cash and cash equivalents | \$ 21,288 | \$ 21,882 |
| Restricted cash | 17,823 | 18,315 |
| Total cash and cash equivalents and restricted cash – end of period | \$ 39,111 | \$ 40,197 |
| Supplemental cash flow information: | | |
| Cash paid for interest, net of capitalized interest of \$2,780 and \$1,859 in 2025 and 2024, respectively | \$ 11,188 | \$ 11,855 |
| Non-cash interest capitalized to real estate under development | 566 | 566 |
| Additions to investment in real estate included in accounts payable and accrued liabilities | 9,206 | 7,609 |
| Non-Cash dividend declared | 4,614 | 4,396 |

See accompanying notes to these consolidated financial statements.

Clipper Realty Inc.
Notes to Condensed Consolidated Financial Statements
(In thousands, except for share and per share data and as noted)
(Unaudited)

INTRODUCTION TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of Clipper Realty Inc. and subsidiaries (the "Company" or "we") and subsidiaries have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to make the information presented not misleading when read in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2024, filed with the SEC on February 14, 2025. Note that any references to square footage and unit count are outside the scope of our Independent registered public accounting firm's review.

The financial information presented reflects all adjustments (consisting of normal recurring adjustments) which are, in our opinion, necessary for a fair presentation of the results of operations, cash flows and financial position for the interim periods presented. These results are not necessarily indicative of a full year's results of operations.

1. Organization

As of March 31, 2025, the properties owned by the Company consisted of the following (collectively, the "Properties"):

- Tribeca House in Manhattan, comprising two buildings, one with 21 stories and one with 12 stories, containing residential and retail space with an aggregate of approximately 483,000 square feet of residential rental Gross Leasable Area ("GLA") and 77,000 square feet of retail rental and parking GLA;
- Flatbush Gardens in Brooklyn, a 59-building residential housing complex with 2,494 rentable units and approximately 1,749,000 square feet of residential rental GLA;
- 141 Livingston Street in Brooklyn, a 15-story office building with approximately 216,000 square feet of GLA;
- 250 Livingston Street in Brooklyn, a 12-story office and residential building with approximately 370,000 square feet of GLA (fully remeasured);
- Aspen in Manhattan, a 7-story building containing residential and retail space with approximately 166,000 square feet of residential rental GLA and approximately 21,000 square feet of retail rental GLA;
- Clover House in Brooklyn, a 11-story residential building with approximately 102,000 square feet of residential rental GLA;
- 10 West 65th Street in Manhattan, a 6-story residential building with approximately 76,000 square feet of residential rental GLA;
- 1010 Pacific Street in Brooklyn, 9-story residential building with approximately 119,000 square feet of residential rental GLA; and
- the Dean Street property in Brooklyn, which the Company plans to redevelop as a 9-story residential building with approximately 160,000 square feet of residential rental GLA and approximately 9,000 square feet of retail rental GLA.

The operations of Clipper Realty Inc. and its consolidated subsidiaries are carried on primarily through Clipper Realty L.P., the Company's operating partnership subsidiary (the "Operating Partnership"). The Company has elected to be taxed as a Real Estate Investment Trust ("REIT") under Sections 856 through 860 of the Internal Revenue Code (the "Code"). The Company is the sole general partner of the Operating Partnership and the Operating Partnership is the sole managing member of the limited liability companies (the "LLCs") that comprised the predecessor of the Company (the "Predecessor").

At March 31, 2025 and 2024, the Company's interest, through the Operating Partnership, in the LLCs that own the properties generally entitles it to 38.0% and 37.9%, respectively, of the aggregate cash distributions from, and the profits and losses of, the LLCs.

The Company determined that the Operating Partnership and the LLCs are variable interest entities ("VIEs") and that the Company was the primary beneficiary. The assets and liabilities of these VIEs represented substantially all of the Company's assets and liabilities.

2. Significant Accounting Policies

Segments

At December 31, 2024, the Company had two reportable operating segments, Residential Rental Properties and Commercial Rental Properties. Our Chief Operating Decision Maker ("CODM"), represented by our Co-Chairman and Chief Executive Officer, reviews the results in which the revenue and Income from Operations is divided between the commercial and residential performance.

Basis of Consolidation

The accompanying consolidated financial statements of the Company are prepared in accordance with GAAP. The effect of all intercompany balances has been eliminated. The consolidated financial statements include the accounts of all entities in which the Company has a controlling interest. The ownership interests of other investors in these entities are recorded as non-controlling interests.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of commitments and contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could materially differ from these estimates.

Investment in Real Estate

Real estate assets held for investment are carried at historical cost and consist of land, buildings and improvements, furniture, fixtures and equipment. Expenditures for ordinary repair and maintenance costs are charged to expense as incurred. Expenditures for improvements, renovations, and replacements of real estate assets are capitalized and depreciated over their estimated useful lives if the expenditures qualify as betterment or the life of the related asset will be substantially extended beyond the original life expectancy.

In accordance with ASU 2018-01, "Business Combinations – Clarifying the Definition of a Business," the Company evaluates each acquisition of real estate or in-substance real estate to determine if the integrated set of assets and activities acquired meets the definition of a business and needs to be accounted for as a business combination. If either of the following criteria is met, the integrated set of assets and activities acquired would not qualify as a business:

- Substantially all of the fair value of the gross assets acquired is concentrated in either a single identifiable asset or a group of similar identifiable assets; or
- The integrated set of assets and activities is lacking, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs (i.e., revenue generated before and after the transaction).

An acquired process is considered substantive if:

- The process includes an organized workforce (or includes an acquired contract that provides access to an organized workforce) that is skilled, knowledgeable and experienced in performing the process;
- The process cannot be replaced without significant cost, effort or delay; or
- The process is considered unique or scarce.

Generally, the Company expects that acquisitions of real estate or in-substance real estate will not meet the revised definition of a business because substantially all of the fair value is concentrated in a single identifiable asset or group of similar identifiable assets (i.e., land, buildings and related intangible assets) or because the acquisition does not include a substantive process in the form of an acquired workforce or an acquired contract that cannot be replaced without significant cost, effort or delay.

Upon acquisition of real estate, the Company assesses the fair values of acquired tangible and intangible assets including land, buildings, tenant improvements, above-market and below-market leases, in-place leases and any other identified intangible assets and assumed liabilities. The Company allocates the purchase price to the assets acquired and liabilities assumed based on their fair values. In estimating fair value of tangible and intangible assets acquired, the Company assesses and considers fair value based on estimated cash flow projections that utilize appropriate discount and capitalization rates, estimates of replacement costs, net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

The Company records acquired above-market and below-market lease values initially based on the present value, using a discount rate which reflects the risks associated with the leases acquired based on the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed renewal options for the below-market leases. Other intangible assets acquired include amounts for in-place lease values and tenant relationship values (if any) that are based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses.

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. A property's value is impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, a write-down is recorded and measured by the amount of the difference between the carrying value of the asset and the fair value of the asset. In the event that the Company obtains proceeds through an insurance policy due to impairment, the proceeds are offset against the write-down in calculating gain/loss on disposal of assets. Management of the Company does not believe that any of its properties within the portfolio, other than the impairment of 10 West 65th Street described in note 10, are impaired as of March 31, 2025.

For long-lived assets to be disposed of, impairment losses are recognized when the fair value of the assets less estimated cost to sell is less than the carrying value of the assets. Properties classified as real estate held-for-sale generally represent properties that are actively marketed or contracted for sale with closing expected to occur within the next twelve months. Real estate held-for-sale is carried at the lower of cost, net of accumulated depreciation, or fair value less cost to sell, determined on an asset-by-asset basis. Expenditures for ordinary repair and maintenance costs on held-for-sale properties are charged to expense as incurred. Expenditures for improvements, renovations and replacements related to held-for-sale properties are capitalized at cost. Depreciation is not recorded on real estate held-for-sale.

If a tenant vacates its space prior to the contractual termination of the lease and no rental payments are being made on the lease, any unamortized balances of the related intangibles are written off. The tenant improvements and origination costs are amortized to expense over the remaining life of the lease (or charged against earnings if the lease is terminated prior to its contractual expiration date).

Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

| | |
|--|--------------------------------------|
| Building and improvements (in years) | 10 - 44 |
| Tenant improvements | Shorter of useful life or lease term |
| Furniture, fixtures and equipment (in years) | 3 - 15 |

The capitalized above-market lease values are amortized as a reduction to base rental revenue over the remaining terms of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed rate renewal options of the respective leases. The value of in-place leases is amortized to expense over the remaining initial terms of the respective leases.

Cash and Cash Equivalents

Cash and cash equivalents are defined as cash on hand and in banks, plus all short-term investments with a maturity of three months or less when purchased. The Company maintains some of its cash in bank deposit accounts, which, at times, may exceed the federally insured limit. No losses have been experienced related to such accounts.

Restricted Cash

Restricted cash generally consists of escrows for future real estate taxes and insurance expenditures, repairs, capital improvements, loan reserves and security deposits.

Tenant and Other Receivables and Allowance for Doubtful Accounts

Tenant and other receivables are comprised of amounts due for monthly rents and other charges less allowance for doubtful accounts. In accordance with Accounting Standards Codification ("ASC") 842 "Leases," the Company performed a detailed review of amounts due from tenants to determine if accounts receivable balances and future lease payments were probable of collection, wrote off receivables not probable of collection and recorded a general reserve against revenues for receivables probable of collection for which a loss can be reasonably estimated. If management determines that the tenant receivable is not probable of collection it is written off against revenues. In addition, the Company records a general reserve under ASC 450.

Deferred Costs

Deferred lease costs consist of fees incurred to initiate and renew operating leases. Lease costs are being amortized using the straight-line method over the terms of the respective leases.

Deferred financing costs represent commitment fees, legal and other third-party costs associated with obtaining financing. These costs are amortized over the term of the financing and are recorded in interest expense in the consolidated statements of operations. Unamortized deferred financing costs are expensed when the associated debt is refinanced or repaid before maturity. Costs incurred in seeking financing transactions which do not close are expensed in the period the financing transaction is terminated.

Comprehensive Income (Loss)

Comprehensive income (loss) is comprised of net income (loss) adjusted for changes in unrealized gains and losses, reported in equity, for financial instruments required to be reported at fair value under GAAP. For the three months ended March 31, 2025 and 2024, the Company did not own any financial instruments for which the change in value was not reported in net income (loss); accordingly, its comprehensive income (loss) was its net income (loss) as presented in the consolidated statements of operations.

Revenue Recognition

As mentioned above under Tenant and Other Receivables and Allowance for Doubtful Accounts the Company records lease income under ASC 842, "Leases" which replaces the guidance under ASC 840. ASC 842 applies to the Company principally as lessor; as a lessee, the Company's leases are immaterial. The Company has determined that all its leases as lessor are operating leases. The Company has elected to not bifurcate lease and non-lease components under a practical expedient provision. With respect to collectability, the Company has written off all receivables not probable of collection and related deferred rent, and has recorded income for those tenants on a cash basis. When the probability assessment has changed for these receivables, the Company has recognized lease income to the extent of the difference between the lease income that would have been recognized if collectability had always been assessed as probable and the lease income recognized to date. For remaining receivables probable of collection, the Company has recorded a general reserve under ASC 450.

For the three months ended March 31, 2025 and 2024, the Company charged revenue in the amount of \$906 and \$787, respectively, for residential receivables not deemed probable of collection and recognized revenue of \$68 and \$115, respectively, for a reassessment of collectability of residential receivables previously not deemed probable of collection.

In accordance with the provisions of ASC 842, rental revenue for commercial leases is recognized on a straight-line basis over the terms of the respective leases. Deferred rents receivable represents the amount by which straight-line rental revenue exceeds rents currently billed in accordance with lease agreements. Rental income attributable to residential leases and parking is recognized as earned, which is not materially different from the straight-line basis. Leases entered by residents for apartment units are generally for one-year terms, renewable upon consent of both parties on an annual or monthly basis.

Reimbursements for operating expenses due from tenants pursuant to their lease agreements are recognized as revenue in the period the applicable expenses are incurred. These costs generally include real estate taxes, utilities, insurance, common area maintenance costs and other recoverable costs and are recorded as part of commercial rental income in the condensed consolidated statements of operations.

Stock-based Compensation

The Company accounts for stock-based compensation pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation — Stock Compensation." As such, all equity-based awards are reflected as compensation expense in the Company's consolidated statements of operations over their vesting period based on the fair value at the date of grant. In the event of a forfeiture, the previously recognized expense would be reversed.

As of March 31, 2025, and December 31, 2024, there were 6,242,095 and 5,700,534 long-term incentive plan ("LTIP") units outstanding, respectively, with a weighted average grant date fair value of \$6.85 and \$7.07 per unit, respectively. As of March 31, 2025, and December 31, 2024, there was \$18,802 and \$19,945, respectively, of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under share incentive plans. As of March 31, 2025, the weighted-average period over which the unrecognized compensation expense will be recorded is approximately three and a half years.

In March 2025, the Company granted employees and non-employee directors 345,561 and 196,000 LTIP units, respectively, with a weighted-average grant date value of \$4.54 per unit. The grants vesting period ranges from up to one year for those granted to the non-employee directors and from one to 2.5 years to those granted to employees as 2024 bonus and long-term incentive compensation.

In March 2024, the Company granted employees and non-employee directors 320,172 and 181,602 LTIP units, respectively, with a weighted-average grant date value of \$4.90 per unit. The grants vesting period ranges from up to one year for those granted to the non-employee directors and from 1 to 2.5 years to those granted to employees as 2023 bonus and long-term incentive compensation.

Transaction Pursuit Costs

Transaction pursuit costs primarily reflect costs incurred for abandoned acquisition, disposition or other transaction pursuits.

Income Taxes

The Company elected to be taxed and to operate in a manner that will allow it to qualify as a REIT under the Code. To qualify as a REIT, the Company is required to distribute dividends equal to at least 90% of the REIT taxable income (computed without regard to the dividends paid deduction and net capital gains) to its stockholders, and meet the various other requirements imposed by the Code relating to matters such as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided the Company qualifies for taxation as a REIT, it is generally not subject to U.S. federal corporate-level income tax on the earnings distributed currently to its stockholders. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and any applicable alternative minimum tax. In addition, the Company may not be able to re-elect as a REIT for the four subsequent taxable years. The entities comprising the Predecessor are limited liability companies and are treated as pass-through entities for income tax purposes. Accordingly, no provision has been made for federal, state or local income or franchise taxes in the accompanying consolidated financial statements.

In accordance with FASB ASC Topic 740, the Company believes that it has appropriate support for the income tax positions taken and, as such, does not have any uncertain tax positions that, if successfully challenged, could result in a material impact on its financial position or results of operations. The prior three years' income tax returns are subject to review by the Internal Revenue Service.

Fair Value Measurements

Refer to Note 6, "Fair Value of Financial Instruments".

Derivative Financial Instruments

FASB derivative and hedging guidance establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. As required by FASB guidance, the Company records all derivatives on the consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation.

Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecast transactions, are considered cash flow hedges. For derivatives designated as fair value hedges, changes in the fair value of the derivative and the hedged item related to the hedged risk are recognized in earnings. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (loss) (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of changes in the fair value of the derivative is recognized directly in earnings. The Company assesses the effectiveness of each hedging relationship by comparing the changes in the fair value or cash flows of the derivative hedging instrument with the changes in the fair value or cash flows of the designated hedged item or transaction. For derivatives not designated as hedges, changes in fair value would be recognized in earnings. As of March 31, 2025 and December 31, 2024, the Company has no derivatives for which it applies hedge accounting.

Loss Per Share

Basic and diluted net loss per share is computed by dividing net loss attributable to common stockholders by the weighted average common shares outstanding. As of March 31, 2025 and 2024, the Company had unvested LTIP units which provide for non-forfeitable rights to dividend-equivalent payments. Accordingly, these unvested LTIP units are considered participating securities and are included in the computation of basic and diluted net loss per share pursuant to the two-class method. The Company did not have dilutive securities as of March 31, 2025 or 2024.

The effect of the conversion of the 26,317 Class B LLC units outstanding is not reflected in the computation of basic and diluted net loss per share, as the effect would be anti-dilutive. The net loss allocable to such units is reflected as non-controlling interests in the accompanying consolidated financial statements.

The following table sets forth the computation of basic and diluted net loss per share for the periods indicated (unaudited):

| (in thousands, except per share amounts) | Three Months Ended | |
|--|--------------------|------------|
| | March 31, | |
| | 2025 | 2024 |
| <u>Numerator</u> | | |
| Net loss attributable to common stockholders | \$ (13,347) | \$ (1,011) |
| Less: income attributable to participating securities | (580) | (370) |
| Subtotal | \$ (13,927) | \$ (1,381) |
| <u>Denominator</u> | | |
| Weighted-average common shares outstanding | 16,147 | 16,063 |
| | | |
| Basic and diluted net loss per share attributable to common stockholders | \$ (0.86) | \$ (0.09) |

Recently Issued Pronouncements

In 2023, the FASB issued ASU No. 2023-07, Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. Public entities with a single reportable segment are required to provide the new disclosures and all the disclosures required under ASC 280. The guidance is applied retrospectively to all periods presented in the financial statements, unless it is impracticable. The Company adopted ASU 2023-07 in the year ended December 31, 2024 and the adoption did not have a material impact on the Company's consolidated financial statements. See Note 9 – Segment Reporting.

Recent Accounting Pronouncements

In November 2024, the FASB issued ASU No. 2024-03, Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40), which requires a public business entity to provide disaggregated disclosures, in the notes to the financial statements, of certain categories of expenses that are included in expense line items on the face of the income statement. The guidance is effective for the Company in its 2027 annual reporting. The guidance is applied prospectively and may be applied retrospectively. The Company is evaluating the impact of ASU 2024-03.

3. Deferred Costs and Intangible Assets

Deferred costs and intangible assets consist of the following:

| | March 31, 2025 (unaudited) | December 31, 2024 |
|---|----------------------------------|----------------------|
| Deferred costs | \$ 348 | \$ 348 |
| Lease origination costs | 1,640 | 1,610 |
| In-place leases | 427 | 428 |
| Real estate tax abatements | 9,143 | 9,142 |
| Total deferred costs and intangible assets | 11,558 | 11,529 |
| Less accumulated amortization | (5,998) | (5,852) |
| Total deferred costs and intangible assets, net | \$ 5,560 | \$ 5,676 |

Amortization of deferred costs, lease origination costs and in-place lease intangible assets was \$26 and \$26 for the three months ended March 31, 2025 and 2024, respectively; Amortization of real estate tax abatements of \$120 and \$120 for the three months ended March 31, 2025 and 2024, respectively, is included in real estate taxes and insurance in the consolidated statements of operations.

Deferred costs and intangible assets as of March 31, 2025, amortize in future years as follows:

| | |
|------------------|----------|
| 2025 (remaining) | 447 |
| 2026 | 585 |
| 2027 | 572 |
| 2028 | 555 |
| 2029 | 520 |
| Thereafter | 2,881 |
| Total | \$ 5,560 |

4. Notes Payable

The mortgages, loans and mezzanine notes payable collateralized by the properties, or the Company's interest in the entities that own the properties and assignment of leases, are as follows:

| Property | Maturity | Interest Rate | March 31, 2025 | December 31, 2024 |
|--|-----------|---------------|-------------------|----------------------|
| Flatbush Gardens, Brooklyn, NY(a) | 6/1/2032 | 3.125% | \$ 329,000 | \$ 329,000 |
| 250 Livingston Street, Brooklyn, NY(b) | 6/6/2029 | 3.63% | 125,000 | 125,000 |
| 141 Livingston Street, Brooklyn, NY(c) | 3/6/2031 | 3.21% | 100,000 | 100,000 |
| Tribeca House, Manhattan, NY(d) | 3/6/2028 | 4.506% | 360,000 | 360,000 |
| Aspen, Manhattan, NY(e) | 7/1/2028 | 3.68% | 58,984 | 59,403 |
| Clover House, Brooklyn, NY(f) | 12/1/2029 | 3.53% | 82,000 | 82,000 |
| 10 West 65th Street, Manhattan, NY(g) | 11/1/2027 | SOFR + 2.50% | 31,278 | 31,437 |
| 1010 Pacific Street, Brooklyn, NY(h) | 9/15/2025 | 5.55% | 60,000 | 60,000 |
| 1010 Pacific Street, Brooklyn, NY(h) | 9/15/2025 | 6.37% | 20,000 | 20,000 |
| 953 Dean Street, Brooklyn, NY(i) | 8/10/2026 | SOFR + 4% | 104,869 | 98,849 |
| 953 Dean Street, Brooklyn, NY(i) | 8/10/2026 | SOFR + 10% | 10,020 | 9,670 |
| Total debt | | | \$ 1,281,151 | \$ 1,275,359 |
| Unamortized debt issuance costs | | | (8,245) | (9,019) |
| Total debt, net of unamortized debt issuance costs | | | \$ 1,272,906 | \$ 1,266,340 |

(a) The \$329,000 mortgage note agreement with New York Community Bank ("NYCB"), entered into on May 8, 2020, matures on June 1, 2032, and bears interest at 3.125% through May 2027 and thereafter at the prime rate plus 2.75%, subject to an option to fix the rate. The note requires interest-only payments through May 2027, and monthly principal and interest payments thereafter based on a 30-year amortization schedule. The Company has the option to prepay all (but not less than all) of the unpaid balance of the note prior to the maturity date, subject to certain prepayment premiums, as defined.

(b) The \$125,000 mortgage note agreement with Citi Real Estate Funding Inc., entered into on May 31, 2019, matures on June 6, 2029, bears interest at 3.63% and requires interest-only payments for the entire term. The Company has the option to prepay all (but not less than all) of the unpaid balance of the note within three months of maturity, without a prepayment premium.

As of February 23, 2024, The City of New York, a municipal corporation acting through the Department of Citywide Administrative Services ("NYC"), notified us of its intention to terminate its lease at 250 Livingston Street effective August 23, 2025. The lease generally provides for rent payments in the amount of \$15,400 per annum. We may be unable to replace NYC as a tenant or unable to replace it with other commercial tenants at comparable rent rates, may incur substantial costs to improve the vacated space or may have to offer significant inducements to fill the space, all of which may have an adverse effect on our financial condition, results of operations and cash flow. In connection with the termination of the 250 Livingston Street lease, pursuant to the terms of the loan agreement related to \$125,000 building mortgage, we have established a cash management account for the benefit of the lender, into which we will be obligated to deposit all revenue generated by the building at 250 Livingston Street. All amounts remaining in such cash management account after the lender's allocations set forth in the loan agreement will be disbursed to us once the tenant cure conditions are satisfied under the loan agreement. If we are unable to replace the NYC lease at comparable rents, we may not be able to cure the conditions listed in the loan agreement. If the excess cash is not released to us, it could impact our available cash to fund corporate operations and pay dividends and distributions to our stockholders.

On January 2, 2025, the Company was notified that the loan servicing of the loan related to the 250 Livingston Street property was transferred, at our request, to LNR Partners ("LNR") to serve as special servicer in order for us to engage in negotiations on a modification of our loan. All remaining servicing has remained with Midland. On January 6, 2025, the Company and LNR signed a Pre-Negotiation Letter Agreement to discuss our request for a reduction in the loan. These negotiations continue and there can be no guarantee that they will conclude with an agreement. On October 10, 2024, the Company guaranteed an agreement between the Company's subsidiary, 250 Livingston Owner LLC, and IronHound Management Company LLC, whose principal is the Company's director Roberto Verrone, to provide consulting services regarding the loan related to the 250 Livingston Street property. The initial fee paid upon the agreement is \$125 and the agreement also includes restructuring and other fees payable upon certain loan modifications. The arrangement was approved by an independent committee of the Company's board of directors.

On March 18, 2025, we were notified by legal counsel to the servicer that, due to the failure of our subsidiary, 250 Livingston Owner LLC, to cause all revenue generated by the 250 Livingston Street property to be deposited into the cash management account as required by the loan agreement related to the \$125,000 building mortgage loan, an event of default occurred under the \$125 million building mortgage loan. The notice provided that if the 250 Livingston Owner LLC fails to cure the event of default, the lender may, among other things, accelerate the \$125,000 building mortgage loan and demand all amounts owing to the lender to be immediately payable, institute proceedings for the foreclosure of all liens securing the loan and sell the 250 Livingston Street Property, or file a lawsuit against the 250 Livingston owner LLC or the guarantors. As of May 12, 2025, the Company has complied with the lenders requirement to have the deposits made by all tenants deposited directly into the cash management account. On May 8, 2025, the Company transferred \$6,300 to the cash management account to cover amounts owed through March 31, 2025.

(c) Our subsidiary, 141 Livingston Owner LLC (the "141 Borrower") and Citi Real Estate Funding Inc. entered into the loan agreement related to a \$100,000 loan on February 18, 2021. The loan is evidenced by promissory mortgage notes and secured by the 141 Livingston Street property. The Company and our Operating Partnership subsidiary serve as limited guarantors of certain obligations under the loan, including those related to the reserve monthly deposit discussed below.

The \$100,000 loan matures on March 6, 2031, bears interest at 3.21% and requires interest-only payments for the entire term. The Company has the option to prepay all (but not less than all) of the unpaid balance of the note within three months of maturity, without a prepayment premium.

The 141 Livingston Street lease expires on December 27, 2025. Should the lease not be extended for a minimum of five years, in accordance with the terms of the mortgage note, the Company will be required to either fund a reserve account in the amount of \$10,000 payable in equal monthly payments over the 18 months after lease expiration or deliver to the lender a letter of credit in the amount of \$10,000.

On October 28, 2024 the Company received notice that as of October 7, 2024, the servicing of the mortgage note was transferred to a special servicer ("Special Servicer") due to, Company's alleged failure to make certain required payments under the loan agreement, including, but not limited to, the reserve monthly deposit starting on July 7, 2024. The Special Servicer has demanded that the Company pay \$2,222 of reserve payments into a reserve account immediately (for July-October 2024) and continued monthly payments of \$555 for an additional 14 months, \$1,166 of default interest and late charges through October 7, 2024, and an additional \$10 per diem interest for each day thereafter.

On November 11, 2024, the Special Servicer notified the 141 Borrower that, due to its alleged event of default under the Loan Agreement, as a result of the failure to make the payments described above, the mortgage notes have been accelerated, and all amounts under the loan agreement were due and payable. Such amounts include, but are not limited to, \$100,000 principal amount of the mortgage notes, approximately \$5,000 of default yield maintenance premium, \$10,000 aggregate reserve deposit, and the above-described penalty default interest and penalties.

The Company believes that (i) the Company has made timely payments under the loan agreement, (ii) the servicer and the Special Servicer have misinterpreted the terms of the loan agreement requiring monthly reserve payments beginning on July 7, 2024, (iii) the Company has no current obligation to make such reserve payments under the loan agreement and (iv) The Company should not be obligated to pay the default interest and late charges.

On December 18, 2024, the Company received notice from the Special Servicer that due to its allegation that Clipper Realty Inc. (the "Guarantor") did not maintain a net worth of not less than \$100,000 as of December 31, 2022 and 2023, respectively, as required under the loan agreement, the Company is in default on the loan. The Company replied to the Special Servicer disputing such calculation and alleging that the Special Servicer did not calculate net worth in a reasonable manner. The Company provided the Special Servicer with its own calculation of net worth that shows a net worth in excess of the required amount.

On January 21, 2025, the Company received notice from the Special Servicer alleging that certain elements of our insurance on the building at 141 Livingston Street are not in compliance with the loan agreement requirements, including, but not limited to, due to a deductible in excess of what is permitted under the terms of the loan agreement and the use of an insurance carrier with a rating agency rating below that which is permitted under the terms of the loan agreement.

On March 12, 2025, we received a letter from counsel to the successor to the Special Servicer reaffirming the occurrence of alleged events of default under the loan agreement described above and demanding the establishment of a restricted account, a cash management account and a debt service account. In addition, the letter demanded that tenants of 141 Livingston Street be sent notices directing them to make lease payments to the cash management account.

We believe that we are not required to establish the foregoing accounts or send such notices to the tenants. However, if we are required to establish such accounts and deliver such notices, it could impact our available cash to fund corporate operations and pay dividends and distributions to our stockholders.

On March 20, 2025, Wells Fargo Bank, National Association, as trustee for the benefit of the registered holders of certain pass-through certificates issued by trusts that are the holders of the promissory mortgage notes secured by the 141 Livingston Street property, referred to as "Plaintiff," filed a lawsuit against 141 Borrower, as well as us and our Operating Partnership subsidiary, as guarantors, in the Supreme Court of the State of New York. Plaintiff demands, among other things, that (i) the 141 Livingston Street property be sold and the Plaintiff be paid the amounts due under the loan agreement, with interest thereon to the time of such payment, together with, among other items, the expenses of the sale, Plaintiff's attorneys' fees; (ii) Plaintiff be paid all rents and revenues of the 141 Livingston Street property as they become due and payable; (iii) a receiver be appointed to manage the 141 Livingston Street property, with power among other things to demand and recover payment from anyone who has received a distribution from 141 Borrower after any event of default; (iv) Plaintiff have such other and further relief as may be just and equitable; (v) guarantors pay to Plaintiff the amount of any losses or damages suffered or incurred by Plaintiff as the court may determine to be just and equitable and amounts owed under the guaranty. We believe that the claims set forth in this complaint are without merit and intend to vigorously defend against this lawsuit.

On April 7, 2025 the Company filed an Affirmation in opposition to the motion of the plaintiff for their appointment of a receiver and in support of defendants cross motion to dismiss the action and cancel notice of pendency with the Supreme Court of the state of New York County of Kings. A hearing on the motions was scheduled to be had on April 8, 2025 and was adjourned until May 6, 2025. The Plaintiff submitted additional filings on April 29, 2025 and the Company submitted its replies on May 6, 2025. The Company is currently awaiting a ruling by the court.

In April 2025, the Company and the City of New York agreed to the terms of a five-year extension of the current lease, with an option for the City of New York to terminate the lease after two years with a prior six-month notice. The City of New York has sent the lease to the Company to sign. On April 22, 2025, the Company sent the lease to the loan special servicer for approval in accordance with the terms of the loan agreement. There can be no assurance that the lease will be approved or finalized.

(d) The \$360,000 loan with Deutsche Bank, entered into on February 21, 2018, matures on March 6, 2028, bears interest at 4.506% and requires interest-only payments for the entire term. The Company has the option to prepay all (but not less than all) of the unpaid balance of the loan prior to the maturity date, subject to a prepayment premium if it occurs prior to December 6, 2027.

(e) The \$70,000 mortgage note agreement with Capital One Multifamily Finance LLC matures on July 1, 2028, and bears interest at 3.68%. The note required interest-only payments through July 2017, and monthly principal and interest payments of \$321 thereafter based on a 30-year amortization schedule. The Company has the option to prepay the note prior to the maturity date, subject to a prepayment premium.

(f) The \$82,000 mortgage note agreement with MetLife Investment Management, entered into on November 8, 2019, matures on December 1, 2029, bears interest at 3.53% and requires interest-only payments for the entire term. The Company has the option, commencing on January 1, 2024, to prepay the note prior to the maturity date, subject to a prepayment premium if it occurs prior to September 2, 2029.

(g) There is \$31,278 in mortgage debt secured by 10 West 65th Street as of March 31, 2025, in the form of a mortgage note to NYCB, entered into in connection with the acquisition of the property. The note matures on November 1, 2027. Through October 2022 the Company paid a fixed interest rate of 3.375% and thereafter was scheduled to pay at the prime rate plus 2.75%, subject to an option to fix the rate. On August 26, 2022 the Company and NYCB amended the note to replace prime plus 2.75% rate with SOFR plus 2.5% (6.88% at March 31, 2025). The note required interest-only payments through November 2019, and monthly principal and interest payments thereafter based on a 30-year amortization schedule. We have the option to prepay all (but not less than all) of the unpaid balance of the note prior to the maturity date, subject to certain prepayment premiums, as defined. On April 2, 2025, the Company entered into an agreement to sell 10 West 65th Street. Upon the closing of the sale, the Company will repay the mortgage debt on 10 West 65th Street without penalty (see note 11 subsequent events for additional details).

(h) On August 10, 2021, the Company entered into a group of loans with AIG Asset Management (U.S.), LLC, succeeding a property acquisition loan, providing for maximum borrowings of \$52,500 to develop the property. The notes had a 36-month term, bore interest at 30 day LIBOR plus 3.60% (with a floor of 4.1%). The notes were scheduled to mature on September 1, 2024 and could have been extended until September 1, 2026. The Company could have prepaid the unpaid balance of the note within five months of maturity without penalty.

On February 9, 2023, the Company refinanced this construction loan with a mortgage loan with Valley National Bank which provided for maximum borrowings of \$80,000. The loan provided initial funding of \$60,000 and a further \$20,000 subject to achievement of certain financial targets. The loan has a term of five years and an initial annual interest rate of 5.7% subject to reduction by up to 25 basis points upon achievement of certain financial targets (during the quarter ended June 30, 2023, the Company achieved the applicable financial target, and the interest rate was reduced to 5.55%). The interest rate on subsequent fundings will be fixed at the time of any funding. The loan requires interest-only payments for the first two years and principal and interest thereafter based on a 30-year amortization schedule. The Company has the option to prepay in full, or in part, the unpaid balance of the note prior to the maturity date. Prior to the second anniversary of the date of the note prepayment is subject to certain prepayment premiums, as defined. After the second anniversary of the date of the note the prepayment is not subject to a prepayment premium.

On September 15, 2023, the Company borrowed an additional \$20,000 from Valley National Bank. The additional borrowing has a term of twenty-four months and an annual interest rate of 6.37%. The loan is interest only subject to the maintenance of certain financial targets after the first 16 months of the term. In conjunction with the additional borrowing, the Company and the bank agreed to amend the expiration date of the initial \$60,000 to expire at the same time as the additional borrowing. No change was made to the interest rate on the initial borrowing.

(i) On December 22, 2021, the Company entered into a \$30,000 mortgage note agreement with Bank Leumi, N.A. related to the Dean Street acquisition. The notes original maturity was December 22, 2022 and was subsequently extended to September 22, 2023. The note required interest-only payments and bears interest at the prime rate (with a floor of 3.25%) plus 1.60%. In April 2022, the Company borrowed an additional \$6,985 under the mortgage note in connection with the acquisition of additional parcels of land in February and April 2022.

On August 10, 2023, the Company refinanced its \$37,000 mortgage on its Dean Street development with a senior construction loan ("Senior Loan") with Valley National Bank that permits borrowings up to \$115,000 and a mezzanine loan (the "Mezzanine Loan") with BADF 953 Dean Street Lender LLC that permits borrowings up to \$8,000.

The Senior Loan allows maximum borrowings of \$115,000 for a 30-month term, has two 6-month extension options, and bears interest at 1-Month Term SOFR plus 4.00%, with an all-in floor of 5.50% (9.20% at March 31, 2025). The Senior Loan consists of a land loan, funded at closing to refinance the existing loan totaling \$36,985, a construction loan of up to \$62,400 and a project loan of up to \$15,600. The Company has provided a 30% payment guarantee of outstanding borrowings among other standard indemnities. As of March 31, 2025, the Company has drawn \$44,203 from the construction loan and \$9,985 from the project loan.

The Mezzanine Loan allows maximum borrowings of \$8,000 for a 30-month term, have two 6-month extension options, and bears interest at 1-Month Term SOFR plus 10%, with an all-in floor of 13% (15.20% at March 31, 2025). Interest shall accrue on the principal, is compounded monthly and is due at the end of the term of the loan. At closing, \$4,500 was funded to cover closing costs incurred on the construction loans. As of March 31, 2025, the remaining \$3,500 was drawn for ongoing construction costs.

During the three month periods ended March 31, 2025 and 2024, the Company incurred \$2,453 and \$461, respectively, in interest and is included in the balance of the Notes Payable in the Consolidated Balance Sheet.

On May 2, 2025, the Company entered into the Multifamily Loan and Security Agreement (the "Loan Agreement"), dated as of May 2, 2025 and the Mezzanine Multifamily Loan and Security Agreement (the "Mezzanine Loan Agreement" and together with the Loan Agreement, the "New Loan Agreements") with MF1 Capital, a company not affiliated with the Company dated as of May 2, 2025.

The Loan Agreement provides for \$115,000 and the Mezzanine Loan Agreement provides for the \$26,750 loan to Dean Member (collectively, the "Loans"). The Loans have an initial May 2027 maturity date, with three one-year extensions available upon meeting the applicable extension conditions, and bear interest at 2.65% rate, plus 1-Month CME Term SOFR (with a floor of 2.25%). The Company can borrow up to an additional \$18,250 under the Mezzanine Loan Agreement based on meeting various performance targets over the term of the loan. Under the Loan Agreement, the Company deposited with MF1 Capital (i) \$4,250 for a shortfall reserve account to pay interest and operating expenses during the initial lease up period of the Dean Street Property, and (ii) \$1,550 for completion reserve deposits towards the completion of the construction of the building.

The New Loan Agreements also contain customary representations, covenants, events of default and certain limited guarantees.

In addition, the Company purchased an interest rate cap with US Bank that caps the SOFR portion of the interest rate on the Loans at 6%.

Concurrently with entering into the New Loan Agreements, the Company repaid the \$115,000 Senior Loan and the \$8,000 Mezzanine Loan, plus \$2,900 in accrued interest. The Company incurred no fees or costs as a result of the termination of the Prior Loan Agreements, and the Company incurred approximately \$3,104 in closing costs for the New Loan Agreements.

On April 30, 2025 the Company entered into a \$10,000 corporate line of credit with Valley National Bank. The line of credit bears interest of Prime + 4.0%. On May 1, 2025, the Company drew \$5,000 from the line of credit. On May 2, 2025 the Company repaid the balance with proceeds from the Loans.

The Company has provided limited guaranties for the mortgage notes at several of its properties. The Company's loan agreements contain customary representations, covenants and events of default. Certain loan agreements require the Company to comply with affirmative and negative covenants, including the maintenance of debt service coverage and debt yield ratios. In the event the Company is not compliant, certain lenders may require cash sweeps of rent until the conditions are cured. Except as set forth above, the Company believes it is not in default on any of its loan agreements.

The following table summarizes principal payment requirements under the terms of the mortgage notes as of March 31, 2025:

| | | |
|------------------|----|------------------|
| 2025 (Remainder) | \$ | 81,572 |
| 2026 | | 117,133 |
| 2027 | | 33,343 |
| 2028 | | 416,554 |
| 2029 | | 209,571 |
| Thereafter | | 422,978 |
| Total | \$ | <u>1,281,151</u> |

5. Rental Income under Operating Leases

The Company's commercial properties are leased to commercial tenants under operating leases with fixed terms of varying lengths. As of March 31, 2025, the minimum future cash rents receivable (excluding tenant reimbursements for operating expenses) under non-cancelable operating leases for the commercial tenants in each of the next five years and thereafter are as follows:

| | | |
|------------------|----|---------------|
| 2025 (Remainder) | \$ | 17,704 |
| 2026 | | 5,279 |
| 2027 | | 4,790 |
| 2028 | | 3,778 |
| 2029 | | 3,738 |
| Thereafter | | 22,479 |
| Total | \$ | <u>57,768</u> |

The Company has commercial leases with the City of New York that comprised approximately 21% and 22% of total revenues for the three months ended March 31, 2025 and 2024, respectively. As of February 23, 2024, the City of New York notified the Company of its intention to terminate its lease for 342,496 square feet of office space located at 240-250 Livingston Street effective August 23, 2025. The Lease generally provides for rent payments in the amount of \$6,039 through the end of the term. Additionally, the Company and the City of New York are negotiating the terms of a five-year extension of its current 206,084 square foot lease at 141 Livingston Street that expires in December of 2025. There can be no assurance that the negotiations will conclude with an agreement. The current lease at 141 Livingston Street provides for \$10,304 rent per annum.

6. Fair Value of Financial Instruments

GAAP requires the measurement of certain financial instruments at fair value on a recurring basis. In addition, GAAP requires the measure of other financial instruments and balances at fair value on a non-recurring basis (e.g., carrying value of impaired real estate and long-lived assets). Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The GAAP fair value framework uses a three-tiered approach. Fair value measurements are classified and disclosed in one of the following three categories:

- Level 1: unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3: prices or valuation techniques where little or no market data is available that require inputs that are both significant to the fair value measurement and unobservable.

When available, the Company utilizes quoted market prices from an independent third-party source to determine fair value and classifies such items in Level 1 or Level 2. In instances where the market for a financial instrument is not active, regardless of the availability of a nonbinding quoted market price, observable inputs might not be relevant and could require the Company to make a significant adjustment to derive a fair value measurement. Additionally, in an inactive market, a market price quoted from an independent third party may rely more on models with inputs based on information available only to that independent third party. When the Company determines the market for a financial instrument owned by the Company to be illiquid or when market transactions for similar instruments do not appear orderly, the Company uses several valuation sources (including internal valuations, discounted cash flow analysis and quoted market prices) and establishes a fair value by assigning weights to the various valuation sources.

Changes in assumptions or estimation methodologies can have a material effect on these estimated fair values. In this regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, may not be realized in an immediate settlement of the instrument.

The financial assets and liabilities in the consolidated balance sheets include cash and cash equivalents, restricted cash, receivables, prepaid expenses, accounts payable and accrued liabilities, security deposits and notes payable. The carrying amount of cash and cash equivalents, restricted cash, receivables, prepaid expenses, accounts payable and accrued liabilities, and security deposits reported in the consolidated balance sheets approximates fair value due to the short-term nature of these instruments. The fair value of notes payable, which are classified as Level 2, is estimated by discounting the contractual cash flows of each debt instrument to their present value using adjusted market interest rates.

The carrying amount and estimated fair value of the notes payable are as follows:

| | March 31, | | December 31, |
|---|--------------------|----|---------------------|
| | 2025 | | 2024 |
| | (unaudited) | | |
| Carrying amount (excluding unamortized debt issuance costs) | \$ 1,281,145 | \$ | 1,275,359 |
| Estimated fair value | \$ 1,215,932 | \$ | 1,209,629 |

7. Commitments and Contingencies

Legal

On July 3, 2017, the Supreme Court of the State of New York (the "Court") ruled in favor of 41 present or former tenants of apartment units at the Company's buildings located at 50 Murray Street and 53 Park Place in Manhattan, New York (the Tribeca House property), who brought an action (the "Kuznich" case) against the Company alleging that they were subject to applicable rent stabilization laws with the result that rental payments charged by the Company exceeded amounts permitted under these laws because the buildings were receiving certain tax abatements under Real Property Tax Law ("RPTL") 421-g. The Court also awarded the plaintiffs-tenants their attorney's fees and costs. After various court proceedings and discussions from 2018-2022, on March 4, 2022 the court issued a ruling, finalized on May 9, 2022, on the rent overcharges to which the plaintiffs are entitled. While the court ruled that the overcharges to which the plaintiffs are entitled total \$1,200, the court agreed with the Company's legal arguments that rendered the overcharge liability lower than it could have been, and therefore the Company did not appeal the ruling. On June 23, 2022, the court ruled that the plaintiffs are entitled to attorneys' fees incurred through February 28, 2022, in the amount of \$400. The only remaining outstanding issues of which the Company is aware relate to the proper form of rent-stabilized renewal leases for the six plaintiffs who remain as tenants in the building. The parties are seeking judicial intervention to resolve this remaining issue. On July 17, 2023, a hearing was held at which the Judicial Hearing Officer ("JHO") determined five (5) of the tenant's lease renewal amounts, term and form. The amount of the lease renewal concerning the sixth plaintiff was made on August 28, 2023. At this time the Company is awaiting the execution and return of all the lease renewals. On June 14, 2024, the Court amended its August 28, 2023 decision, holding that no renewal lease had been entered into by one of the remaining tenants who claimed to have entered into a renewal lease at a preferential rent. On July 20, 2024, Plaintiff filed a notice of appeal from the June 14, 2024 decision. On August 13, 2024, the JHO issued a Determination awarding attorneys' fees to plaintiffs' attorneys in the amount of \$13 for the Kuznich matter. On December 31, 2024, the Company filed a notice of appeal from the August 13, 2024 JHO determination. The Company is preparing to comply with the JHO's Determinations regarding renewal leases, overcharge payments and payment of attorney's fees. The matter is currently pending.

On November 18, 2019, the same law firm which filed the Kuznich case filed a second action involving a separate group of 26 tenants (captioned Crowe et al v 50 Murray Street Acquisition LLC, Supreme Court, New York County, Index No. 161227/19), which action advances essentially the same claims as in Kuznich. The Company's deadline to answer or otherwise respond to the complaint in Crowe had been extended to June 30, 2020; on such date, the Company filed its answer to the complaint. Pursuant to the court's rules, on July 16, 2020, the plaintiffs filed an amended complaint; the sole difference as compared to the initial complaint is that seven new plaintiffs-tenants were added to the caption; there were no substantive changes to the complaint's allegations. On August 5, 2020, the Company filed its answer to the amended complaint. The case was placed on the court's calendar and was next scheduled for a discovery conference on November 16, 2022. Counsel for the parties have been engaged in and are continuing settlement discussions. On November 16, 2022, the court held a compliance conference and ordered the plaintiffs to provide rent overcharge calculations in response to proposed calculations previously provided by the Company. On July 12, 2023, the court referred this matter to a JHO to determine the outstanding issues. A hearing before the JHO was held in September 2023. On September 19, 2024 the JHO entered two orders, (1) a June 5, 2024 Determination determining the amount of rent overcharges, if any, due to each of the plaintiffs and the lease renewal amounts, term and form of lease for the plaintiffs remaining in occupancy of four units and (2) a September 3, 2024 Determination sustaining the June 5, 2024 JHO determination which set another plaintiffs rent but reducing the overcharge amount owed to the plaintiff. On October 21, 2024, the Company filed a notice of appeal from the September 3, 2024 JHO order. In addition, on August 13, 2024 the JHO issued a Determination awarding attorneys' fees to plaintiffs' attorneys in the amount of \$63 for the Crowe matter. This Determination was entered on November 25, 2024. On December 31, 2024, the Company moved to appeal from the August 13, 2024 JHO determination. The Company is preparing to comply with the JHO's determinations. The matter is currently pending.

On March 9, 2021, the same law firm which filed the Kuzmich and Crowe cases filed a third action involving another tenant (captioned Horn v 50Murray Street Acquisition LLC, Supreme Court, New York County, Index No. 152415/21), which action advances the same claims as in Kuzmich and Crowe. The Company filed its answer to the complaint on May 21, 2021. On September 19, 2024 the JHO entered a June 5, 2024 order which determined, among other things, the amount of rent overcharge, the lease renewal amount, term and form of lease for plaintiff Horn. In addition, On August 13, 2024 the JHO issued a Determination awarding attorneys' fees to plaintiffs' attorneys in the amount of \$ 18 for the Horn matter. This Determination was entered on November 25, 2024. On December 31, 2024, the Company filed a notice of appeal from the August 13, 2024 JHO determination.

As a result of the March 4 and May 9, 2022 decisions which established the probability and ability to reasonably compute amounts owed to tenants for all the cases, the Company recorded a charge for litigation settlement and other of \$2,700 in the consolidated statements of operations during the year ended December 31, 2021 comprising rent overcharges, interest and legal costs of plaintiff's counsel. The Company paid \$2,300 to the plaintiffs related to the Kuzmich case during the year ended December 31, 2022 and \$400 related to the Crowe case during the nine month period ended September 30, 2023.

Based on the JHO determinations made in 2024, the Company accrued an additional \$175 for the plaintiffs and \$94 for attorney fees. The Company paid the accrued balances during the quarter ended March 31, 2025.

In addition to the above, the Company is subject to certain legal proceedings and claims arising in connection with its business. Management believes, based in part upon consultation with legal counsel, that the ultimate resolution of all such claims will not have a material adverse effect on the Company's consolidated results of operations, financial position or cash flows.

On October 15, 2021, Rodney Sanchez ("Plaintiff") filed a Class and Collective Action Complaint (the "Complaint") against and the Company and certain of its affiliates and Clipper Equity LLC (collectively, the "Defendants") in the United States District Court for the Southern District of New York. The Plaintiff alleged that he was jointly employed by the Defendants and that the Defendants: (a) failed to pay Plaintiff and similarly situated employees overtime in violation of the Fair Labor Standards Act ("FLSA") and New York Labor Law ("NYLL"); (b) failed to pay Plaintiff and similarly situated employees for training sessions in violation of the FLSA and NYLL; (c) failed to pay Plaintiff and similarly situated employees on a timely basis in violation of NYLL; and (d) failed to provide Plaintiff and similarly situated employees with wage statements and wage notices as required by NYLL. The Company has denied the allegations and intends to defend both the allegations and the class certification action. Given the uncertainty of litigation, the preliminary stage of the case and the legal standards that must be met for, among other things, class certification and success on the merits, the Company cannot estimate the reasonably possible loss or range of loss, if any, that may result from this action and therefore no accrual has been made related to this.

On November 22, 2024, The New York City Department of Citywide Administrative Services issued the results of its audit of the Company's operating expense escalation charges for the period of June 2014 to December 2018. The audit is a claim by the City for the Company to pay the City \$1,152. The Company is evaluating the results of the audit. Based on the results of the audit the Company believes it has adequate reserves to cover this payment.

On March 20, 2025, Wells Fargo Bank, National Association, as trustee for the benefit of the registered holders of certain pass-through certificates issued by trusts that are the holders of the promissory mortgage notes secured by the 141 Livingston Street property, referred to as "Plaintiff," filed a lawsuit against 141 Borrower, as well as us and our Operating Partnership subsidiary, as guarantors, in the Supreme Court of the State of New York. Plaintiff demands, among other things, that (i) the 141 Livingston Street property be sold and the Plaintiff be paid the amounts due under the loan agreement, with interest thereon to the time of such payment, together with, among other items, the expenses of the sale, Plaintiff's attorneys' fees; (ii) Plaintiff be paid all rents and revenues of the 141 Livingston Street property as they become due and payable; (iii) a receiver be appointed to manage the 141 Livingston Street property, with power among other things to demand and recover payment from anyone who has received a distribution from 141 Borrower after any event of default; (iv) Plaintiff have such other and further relief as may be just and equitable; (v) guarantors pay to Plaintiff the amount of any losses or damages suffered or incurred by Plaintiff as the court may determine to be just and equitable and amounts owed under the guaranty. We believe that the claims set forth in this complaint are without merit and intend to vigorously defend against this lawsuit.

On April 7, 2025 the Company filed an Affirmation in opposition to the motion of the plaintiff for the appointment of a receiver and in support of defendants cross motion to dismiss the action and cancel notice of pendency with the Supreme Court of the State of New York County of Kings. A hearing on the motions was scheduled for April 8, 2025, but it was adjourned until May 6, 2025. The Plaintiff submitted additional filings on April 29, 2025, and the Company submitted its replies on May 6, 2025. The Company is currently awaiting a ruling by the court.

Commitments

On June 29, 2023, the Company entered into the Article 11 Agreement. Under this agreement, the Company has entered into a Housing Repair and Maintenance Letter Agreement in which the Company has agreed to perform certain capital improvements to Flatbush Gardens over the next 3 years. The current estimate is that the costs of that work will be an amount up to \$27,000. The Company expects those costs to be offset by the savings provided by a real estate tax exemption and enhanced payments for tenants receiving government assistance. Through March 31, 2025 the Company spent approximately \$11,000 on capital improvements required under the HRMLA.

The Company is obligated to provide parking availability through August 2025 under a lease with a tenant at the 250 Livingston Street property; the current cost to the Company is approximately \$205 per year.

Concentrations

The Company's properties are located in the Boroughs of Manhattan and Brooklyn in New York City, which exposes the Company to greater economic risks than if it owned a more geographically dispersed portfolio.

The breakdown between commercial and residential revenue is as follows (unaudited):

| | Commercial | Residential | Total |
|-----------------------------------|------------|-------------|-------|
| Three months ended March 31, 2025 | 25% | 75% | 100% |
| Three months ended March 31, 2024 | 27% | 73% | 100% |

8. Related-Party Transactions

The Company recorded office and overhead expenses pertaining to a related company in general and administrative expense of \$58 and \$47 for the three months ended March 31, 2025 and 2024, respectively. The Company recognized a charge/(credit) to reimbursable payroll expense pertaining to a related company in general and administrative expense of \$(47) and \$(15) for the three months ended March 31, 2025 and 2024, respectively.

9. Segment Reporting

The Company is a New York City real estate investment trust that is focused on developing, redeveloping and operating properties in the commercial and residential space.

Our Chief Operating Decision Maker ("CODM"), represented by our Co-Chairman and Chief Executive Officer, reviews the results in which the revenue and Income from Operations is divided between the commercial and residential performance. This metric enables the CODM to evaluate how the business is growing, as revenue is the key driver of growth. Additionally, the CODM uses segment income (loss) to allocate resources in the annual budgeting and forecasting process. The CODM considers budget to actual variances when making decisions about allocating capital to each segment.

The Company has classified its reporting segments into commercial and residential rental properties. The commercial reporting segment includes the 141 Livingston Street property and portions of the 250 Livingston Street, Tribeca House, Dean Street and Aspen properties. The residential reporting segment includes the Flatbush Gardens property, the Clover House property, the 10 West 65th Street property, the 1010 Pacific Street property and portions of the 250 Livingston Street, Tribeca House, Dean Street and Aspen properties.

Presented below are reconciliations of the reportable segment total revenues to the consolidated revenues, the reportable segment total operating expenses to consolidated operating expenses, the reportable income from operations to the consolidated income from operations, the segment and consolidated income from operations to segment and consolidated net income (loss), the reportable segment assets to the consolidated assets, the reportable segment interest expense to the consolidated interest expense and the reportable segment capital expenditures to the consolidated capital expenditures.

| Three months ended March 31, 2025 | Commercial | Residential | Total |
|-----------------------------------|------------|-------------|-------------|
| Rental income | \$ 10,208 | \$ 29,190 | \$ 39,398 |
| Total revenues | \$ 10,208 | \$ 29,190 | \$ 39,398 |
| Property operating expenses | 1,360 | 8,751 | 10,111 |
| Real estate taxes and insurance | 2,963 | 4,664 | 7,627 |
| General and administrative | 694 | 3,130 | 3,825 |
| Depreciation and amortization | 1,527 | 6,110 | 7,636 |
| | - | 33,780 | 33,780 |
| Total operating expenses | 6,544 | 46,435 | 52,979 |
| Income from operations | 3,664 | (26,073) | (23,581) |
| Interest Expense | (2,492) | (9,030) | (11,522) |
| Net Loss | \$ 1,172 | \$ (36,275) | \$ (35,103) |

| Three months ended March 31, 2024 | Commercial | Residential | Total |
|-----------------------------------|------------|-------------|------------|
| Rental income | \$ 9,654 | \$ 26,106 | \$ 35,760 |
| Total revenues | \$ 9,654 | \$ 26,106 | \$ 35,760 |
| Property operating expenses | 1,250 | 7,372 | 8,622 |
| Real estate taxes and insurance | 2,516 | 4,620 | 7,136 |
| General and administrative | 644 | 2,907 | 3,551 |
| Transaction pursuit costs | - | - | - |
| Depreciation and amortization | 1,496 | 5,883 | 7,379 |
| Total operating expenses | 5,906 | 20,782 | 26,688 |
| Income from operations | 3,748 | 5,324 | 9,072 |
| Interest Expense | (2,522) | (9,216) | (11,738) |
| Net Loss | 1,226 | \$ (3,892) | \$ (2,666) |

The Company's total assets by segment are as follows, as of:

| | Commercial | | Residential | | Total |
|----------------------------|-------------------|----|--------------------|----|--------------|
| March 31, 2025 (unaudited) | \$ 317,837 | \$ | 944,246 | \$ | 1,262,083 |
| December 31, 2024 | 315,296 | | 971,669 | | 1,286,965 |

The Company's capital expenditures, including acquisitions, by segment for the three months ended March 31, 2025 and 2024, are as follows (unaudited):

| | Commercial | | Residential | | Total |
|-------------------------------------|-------------------|----|--------------------|----|--------------|
| <u>Three months ended March 31,</u> | | | | | |
| 2025 | \$ 634 | \$ | 10,647 | \$ | 11,281 |
| 2024 | \$ 1,219 | \$ | 19,719 | \$ | 20,938 |

10. Asset held for sale and impairment of long-lived assets

On March 31, 2025 the Company determined that its long-lived asset group related to 10 West 65th Street met the qualifications for an asset held for sale by determining that the sale of 10 West 65th Street was probable in addition to the other five criteria previously met. That determination was based on indications that the Company received that it was probable that a purchaser was prepared to purchase 10 West 65th Street at a price the Company would be willing to transact.

Long-lived assets classified as held for sale are measured at the lower of its carrying amount or fair-value less costs to sell. As such, the Company recorded an impairment of the asset held for sale of \$33,780 Company's consolidated statement of operations for the three-month period ended March 31, 2025 and in the residential segment in the Company's segment reporting (see footnote 9), based on the estimated selling price of \$45.5 less carrying costs in investment in real estate, net, and estimated selling costs expected at the time of the sale. See footnote 11 for details of the Purchase and Sale Agreement the Company entered into to dispose of 10 West 65th Street, for the expected manner and timing of the disposal.

11. Subsequent Events

On April 2, 2025, the Company, through its subsidiary 10 West 65th Street, entered into a Purchase and Sale Agreement (the "Agreement") to sell 10 West 65th Street. for \$45,500, of which the Purchaser deposited approximately \$4,550 in an escrow account. The Agreement is not subject to a mortgage contingency and the transaction is expected to close on or prior to the expiration of a 30-day period after the Effective Date, which can be extended for another 30-day period (the "Closing"), subject to customary closing conditions. The Company expects to incur approximately \$2,000 in closing costs. At Closing, the Company expects to repay its approximately \$31,200 mortgage (the "Mortgage") with Flagstar Bank ("Flagstar") and to have approximately \$12,000 in available cash from the sale of the Property after the payment of closing costs and Mortgage repayment. The Mortgage is not subject to any prepayment penalties. There can be no assurances concerning the amount of consideration that the Company will receive as a result of the sale of the Property, or concerning the fees, costs, or expenses the Company may incur at Closing in connection with the sale of the Property.

On April 3, 2025, the Company paid distributions on its common shares, Class B LLC units and LTIP units totaling \$4,614.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our condensed consolidated financial statements and related notes included in Part I-Item 1 of this Form 10-Q, as well as our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those discussed in these forward-looking statements. See "Cautionary Note Concerning Forward-Looking Statements" in this Form 10-Q.

Overview of Our Company

Clipper Realty Inc. (the "Company" or "we") 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 current portfolio in Manhattan and Brooklyn. Our primary focus is to own, manage and operate our portfolio and to acquire and reposition additional multifamily residential and commercial properties in the New York metropolitan area. The Company has been organized and operates in conformity with the requirements for qualification and taxation as a real estate investment trust ("REIT") under the U.S. federal income tax law and elected to be treated as a REIT commencing with the taxable year ended December 31, 2015.

As of March 31, 2025, the Company owned:

- two neighboring residential/retail rental properties at 50 Murray Street and 53 Park Place in the Tribeca neighborhood of Manhattan;
- one residential property complex in the East Flatbush neighborhood of Brooklyn consisting of 59 buildings;
- two primarily commercial properties in Downtown Brooklyn (one of which includes 36 residential apartment units);
- one residential/retail rental property at 1955 1st Avenue in Manhattan;
- one residential rental property at 107 Columbia Heights in the Brooklyn Heights neighborhood of Brooklyn;
- one residential rental property at 10 West 65th Street in the Upper West Side neighborhood of Manhattan;
- one residential rental property at 1010 Pacific Street in the Prospect Heights neighborhood of Brooklyn; and
- the Dean Street property, to be redeveloped as a residential/retail rental building.

These properties are located in the most densely populated major city in the United States, each with immediate access to mass transportation.

The Company's ownership interest in its initial portfolio of properties, which includes the Tribeca House, Flatbush Gardens and the two Livingston Street properties, was acquired in the formation transactions in connection with the private offering. These properties are owned by the LLC subsidiaries, which are managed by the Company through the Operating Partnership. The Operating Partnership's interests in the LLC subsidiaries generally entitle the Operating Partnership to all cash distributions from, and the profits and losses of, the LLC subsidiaries other than the preferred distributions to the continuing investors who hold Class B LLC units in these LLC subsidiaries. The continuing investors own an aggregate amount of 26,317,396 Class B LLC units, representing 62.1% of the Company's common stock on a fully diluted basis. Accordingly, the Operating Partnership's interests in the LLC subsidiaries entitle the Operating Partnership to receive 37.9% of the aggregate distributions from the LLC subsidiaries. The Company, through the Operating Partnership, owns all of the ownership interests in the Aspen property, the Clover House property, the 10 West 65th Street property, the 1010 Pacific Street property and the Dean Street property.

How We Derive Our Revenue

Our revenue consists primarily of rents received from our residential, commercial and, to a lesser extent, retail tenants. We have two reportable operating segments, Residential Rental Properties and Commercial Rental Properties. See Note 9, "Segment Reporting" to our condensed consolidated financial statements included in this Form 10-Q.

Trends

During the first quarter of 2025, the Company's residential properties continued to have elevated occupancy levels and experienced growth in rental rates, as a result of a robust rental market in the New York metro area. The average rental rate per square foot at the Tribeca House property at March 31, 2025 was \$83.03, up from \$77.89 at March 31, 2024. At the Flatbush Garden property, average residential rent per square foot increased at March 31, 2025, was \$30.80, up from \$26.80 at March 31, 2024. At the Clover House property, average residential rent per square foot at March 31, 2025, was \$86.74, an increase from \$82.66 at March 31, 2024. Urban office markets have also generally been negatively impacted as a result of the increase in remote working that began during the COVID-19 pandemic, leading to less demand for office space.

As of March 31, 2025, the Company's office properties had not been adversely affected from a rent perspective as a result of its long-term leases with the City of New York. However, as of February 23, 2024, the City of New York informed the Company of its intention to terminate the lease at 250 Livingston Street effective August 23, 2025. The Company is currently seeking new tenants to replace the City of New York. However, there is no assurance that the Company will be able to replace the City of New York as its tenant or will be able to replace it at comparable rents. Additionally, the lease at 141 Livingston Street expires in December 2025. In April of 2025 the Company and the City of New York agreed to the terms of a five-year extension of the lease, with an option for the City of New York to terminate the lease after two years with a six-months notice. The City of New York has sent a lease to the Company to sign. On April 22, 2025 the Company sent the lease to the loan special servicer for approval in accordance with the terms of the loan agreement. There can be no assurance that the lease will be approved or finalized, and the Company is at risk of not replacing the City of New York as its tenant or not being able to replace it at comparable rents. See note 4 to condensed consolidated financial statements, "- Liquidity and Capital Resources" below and Part II, Item 1A. Risk Factors."

Throughout the first quarter of 2025 and all of 2024, we continued to benefit from relatively low interest rates on our debt. Our weighted average interest rate as of March 31, 2025, was approximately 4.0% per annum.

Results of Operations

Our focus throughout 2024 and year-to-date 2025 has been to manage our properties to optimize revenues and control costs, while continuing to renovate and reposition certain properties. The discussion below highlights the specific properties contributing to the changes in the results of operations and focuses on the properties that were in operation for the full period in each comparison.

Income Statement for the Three Months Ended March 31, 2025 and 2024 (in thousands except rent per square foot and occupancy)

| | 2025 | 2024 | Increase (decrease) | % |
|---------------------------------|-------------|------------|------------------------|------------|
| Revenues | | | | |
| Residential rental income | \$ 29,190 | \$ 26,106 | \$ 3,084 | 11.8% |
| Commercial rental income | 10,208 | 9,654 | 554 | 5.7% |
| Total revenues | 39,398 | 35,760 | 3,647 | 10.2% |
| Operating Expenses | | | | |
| Property operating expenses | 10,111 | 8,622 | 1,489 | 17.3% |
| Real estate taxes and insurance | 7,627 | 7,136 | 491 | 6.9% |
| General and administrative | 3,825 | 3,551 | 274 | 7.7% |
| Depreciation and amortization | 7,636 | 7,379 | 257 | 3.5% |
| Impairment of long-lived asset | 33,780 | - | 33,780 | 100% |
| Total operating expenses | 62,979 | 26,688 | 36,291 | 136.0% |
| Income from operations | (23,581) | 9,072 | (32,653) | (359.9)% |
| Interest expense, net | (11,522) | (11,738) | 216 | 1.8% |
| Net loss | \$ (35,103) | \$ (2,666) | \$ (32,437) | (1,216.7)% |

Revenue. Residential rental income increased to \$29,190 for the three months ended March 31, 2025, from \$26,106 for the three months ended March 31, 2024, primarily due to increases in rental rates and leased occupancy at all properties in 2025 partially offset by higher bad debt expense. For example, base rent per square foot increased at the Tribeca House property to \$83.03 (99.6% leased occupancy) at March 31, 2025, from \$77.89 (96.6% leased occupancy) at March 31, 2024, the Flatbush Gardens property to \$30.80 (98.7% leased occupancy) at March 31, 2025, from \$26.80 (97.8% leased occupancy) at March 31, 2024.

Commercial rental income increased to \$10,208 for the three months ended March 31, 2025, from \$9,654 for the three months ended March 31, 2024 due to higher real estate tax reimbursement income at our commercial properties.

Property operating expenses. Property operating expenses include property-level costs such as compensation costs for property-level personnel, repairs and maintenance, supplies, utilities and landscaping. Property operating expenses increased to \$10,111 for the three months ended March 31, 2025, from \$8,622 for the three months ended March 31, 2024, primarily at the Flatbush Gardens property due to higher payroll costs, utilities costs, supplies expenses and tenant legal costs, partially offset by lower repairs and maintenance costs.

Real estate taxes and insurance. Real estate taxes and insurance expenses increased to \$7,627 for the three months ended March 31, 2025, from \$7,136 for the three months ended March 31, 2024, primarily due to slightly increased real estate taxes and insurance premiums across the portfolio.

General and administrative. General and administrative expenses increased to \$3,825 for the three months ended March 31, 2025, from \$3,551 for the three months ended March 31, 2024, primarily due to higher payroll expenses, slightly offset by lower subscriptions and fees expense.

Depreciation and amortization. Depreciation and amortization expense increased to \$7,636 for the three months ended March 31, 2025, from \$7,379 for the three months ended March 31, 2024 due to additions to real estate across the portfolio

Interest expense, net. Interest expense, net, decreased to \$11,552 for the three months ended March 31, 2025, from \$11,738 for the three months ended March 31, 2024 primarily due to lower floating interest rates at 10 West 65th Street and the Aspen properties.

Impairment of long-lived assets. Impairment of long lived assets was \$33,780 in the three months ended March 31, 2025 due to the impairment recorded on the 10 West 65th Street property as a result of its agreed to sale. There can be no assurances concerning the amount of consideration that the Company will receive as a result of the sale of the Property, or concerning the fees, costs, or expenses the Company may incur at Closing in connection with the sale of the Property.

Net loss. As a result of the foregoing, net loss increased to \$35,103 for the three months ended March 31, 2025, from \$2,666 for the three months ended March 31, 2024.

Liquidity and Capital Resources

As of March 31, 2025, we had \$1,281.1 million indebtedness, net of unamortized issuance costs, secured by our properties, \$21.3 million of cash and cash equivalents, and \$17.8 million of restricted cash. See Note 4, "Notes Payable" of our consolidated financial statements for a discussion of the Company's property-level debt.

As a REIT, we are required to distribute at least 90% of our REIT taxable income, computed without regard to the dividends paid deduction and excluding net capital gains, to stockholders on an annual basis. We expect that these needs will be met from cash generated from operations and other sources, including proceeds from secured mortgages and unsecured indebtedness, proceeds from additional equity issuances and cash generated from the sale of property.

Short-Term and Long-Term Liquidity Needs

Our short-term liquidity needs will primarily be to fund operating expenses, recurring capital expenditures, property taxes and insurance, interest and scheduled debt principal payments, general and administrative expenses, and distributions to stockholders and unit holders. We generally expect to meet our short-term liquidity requirements through net cash provided by operations and cash on hand, and we believe we will have sufficient resources to meet our short-term liquidity requirements.

Our principal long-term liquidity needs will primarily be to fund additional property acquisitions, major renovation and upgrading projects, and debt payments and retirements at maturity. We do not expect that net cash provided by operations will be sufficient to meet all of these long-term liquidity needs. We anticipate meeting our long-term liquidity requirements by using cash as an interim measure and funds from public and private equity offerings and long-term secured and unsecured debt offerings.

We believe that as a publicly traded REIT, we will have access to multiple sources of capital to fund our long-term liquidity requirements. These sources include the incurrence of additional debt and the issuance of additional equity. However, we cannot provide assurance that this will be the case. Our ability to secure additional debt will depend on a number of factors, including our cash flow from operations, our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed. Our ability to access the equity capital markets will depend on a number of factors as well, including general market conditions for REITs and market perceptions about our company.

We believe that our current cash flows from operations and cash on hand, coupled with additional mortgage debt, will be sufficient to allow us to continue operations, satisfy our contractual obligations and make distributions to our stockholders and the members of our LLC subsidiaries for at least the next twelve months. However, no assurance can be given that we will be able to refinance any of our outstanding indebtedness in the future on favorable terms or at all.

Distributions

In order to qualify as a REIT for Federal income tax purposes, we must currently distribute at least 90% of our taxable income to our shareholders. During the three months ended March 31, 2025 and 2024, we declared dividends and distributions on our common shares, Class B LLC units and LTIP units totaling \$4,614 and \$4,396, respectively.

Cash Flows for the Three Months Ended March 31, 2025 and 2024 (in thousands)

| | Three Months Ended | |
|----------------------|--------------------|----------|
| | March 31, | |
| | 2025 | 2024 |
| Operating activities | \$ 6,676 | \$ 6,252 |
| Investing activities | (9,680) | (22,247) |
| Financing activities | 5,543 | 19,967 |

Cash flows provided by (used in) operating activities, investing activities and financing activities for the three months ended March 31, 2025 and 2024, were as follows:

Net cash flow provided by operating activities was \$6,676 for the three months ended March 31, 2025, compared to \$6,252 for the Three months ended March 31, 2024. The increase in operating cash flows in the period ended March 31, 2025 from March 31, 2024 is primarily the result of an increase in revenues net of slightly higher expenses, partially offset by lower prepaid payments and lower payments of prior period accruals.

Net cash used in investing activities was \$9,680 for the three months ended March 31, 2025, compared to \$22,247 for the three months ended March 31, 2024. The decrease was primarily due to lower capital spending for the Dean Street development of \$11,237 and the Flatbush Gardens property of \$1,257.

Net cash provided by financing activities was \$5,543 for the three months ended March 31, 2025, compared to \$19,967 for the three months ended March 31, 2024. Cash was provided in the three months ended March 31, 2025, by \$6,371 borrowings related to the Dean Street property development, partially offset by \$578 of loan amortization payments and loan issuance costs of \$250. Cash was provided in the three months ended March 31, 2024, by \$20,460 of borrowings related to the Dean Street property development partially offset by loan amortization payments of \$493.

Income Taxes

No provision has been made for income taxes since all of the Company's operations are held in pass-through entities. Accordingly, the income or loss of the Company is included in the individual income tax returns of the partners or members.

We elected to be treated as a REIT for U.S. federal income tax purposes, beginning with our first taxable three months ended March 31, 2015. As a REIT, we generally will not be subject to federal income tax on income that we distribute to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax on our taxable income at regular corporate tax rates. We believe that we are organized and operate in a manner that will enable us to qualify and be taxed as a REIT and we intend to continue to satisfy the requirements for qualification as a REIT for federal income tax purposes.

Inflation

Inflation has become a factor in the United States economy and has increased the cost of acquiring, developing, replacing and operating properties. A substantial portion of our interest costs relating to operating properties are fixed through 2027. Leases at our residential rental properties, which comprise approximately 74% of our revenue, are short-term in nature and permit rent increases to recover increased costs, and our longer-term commercial and retail leases generally allow us to recover some increased operating costs.

Non-GAAP Financial Measures

In this Quarterly Report on Form 10-Q, 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, impairment of long-lived assets and certain 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 (loss) 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 the Company's FFO and AFFO for the periods presented to net loss, computed in accordance with GAAP (amounts in thousands):

| | Three Months Ended | |
|--|--------------------|-----------------|
| | March 31, | |
| | 2025 | 2024 |
| FFO | | |
| Net loss | \$ (35,103) | \$ (2,666) |
| Real estate depreciation and amortization | 7,636 | 7,379 |
| FFO | <u>\$ (27,467)</u> | <u>\$ 4,713</u> |
| AFFO | | |
| FFO | \$ (27,467) | \$ 4,713 |
| Amortization of real estate tax intangible | 120 | 120 |
| Straight-line rent adjustments | 22 | 48 |
| Amortization of debt origination costs | 457 | 530 |
| Amortization of LTIP awards | 1,143 | 561 |
| Impairment of long lived assets | 33,780 | — |
| Recurring capital spending | (35) | (73) |
| AFFO | <u>\$ 8,020</u> | <u>\$ 5,899</u> |

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, impairment of long-lived assets and certain 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 | |
|--|---------------------------|------------------|
| | March 31, | |
| | 2025 | 2024 |
| Adjusted EBITDA | | |
| Net loss | \$ (35,103) | \$ (2,666) |
| Real estate depreciation and amortization | 7,636 | 7,379 |
| Amortization of real estate tax intangible | 120 | 120 |
| Straight-line rent adjustments | 22 | 48 |
| Amortization of LTIP awards | 1,143 | 561 |
| Interest expense, net | 11,522 | 11,738 |
| Impairment of long-lived assets | 33,780 | — |
| Adjusted EBITDA | <u>\$ 19,120</u> | <u>\$ 17,180</u> |

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, impairment of long-lived assets 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 March 31, | |
|--|---------------------------------|------------------|
| | 2025 | 2024 |
| NOI | | |
| Income from operations | \$ (23,581) | \$ 9,072 |
| Real estate depreciation and amortization | 7,636 | 7,379 |
| General and administrative expenses | 3,825 | 3,551 |
| Amortization of real estate tax intangible | 120 | 120 |
| Straight-line rent adjustments | 22 | 48 |
| Impairment of long-lived assets | 33,780 | |
| NOI | \$ 21,802 | \$ 20,170 |

Critical Accounting Policies

Management's discussion and analysis of financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. Management bases its estimates on historical experience and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe that there have been no material changes to the items that we disclosed as our critical accounting policies under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in our Annual Report on Form 10-K for the year ended December 31, 2024.

Recent Accounting Pronouncements

See Note 2, "Significant Accounting Policies" of our consolidated financial statements for a discussion of recent accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our future income, cash flows and fair value relevant to our financial instruments depend upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. Based upon the nature of our operations, the principal market risk to which we are exposed is the risk related to interest rate fluctuations. Many factors, including governmental monetary and tax policies, domestic and international economic and political considerations, and other factors that are beyond our control, contribute to interest rate risk.

A one percent change in interest rates on our \$205.1 million of variable rate debt as of March 31, 2025, would impact annual net loss by approximately \$2.1 million.

At March 31, 2025, there were no interest rate caps for the Company's outstanding debt.

The fair value of the Company's notes payable was approximately \$1,216.9 million and \$1,209.6 million as of March 31, 2025 and December 31, 2024, respectively

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of March 31, 2025. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934 is recorded, processed, and summarized, within the time periods specified in the SEC's rules and forms.

We continue to review and document our disclosure controls and procedures, including our internal controls and procedures for financial reporting, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that our systems evolve with our business.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

See Note 7, "Commitments and Contingencies" of our condensed consolidated financial statements for a discussion of legal proceedings.

ITEM 1A. RISK FACTORS

The risk factors disclosed in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2024, set forth information relating to various risks and uncertainties that could materially adversely affect our business, financial condition, liquidity, and operating results. Such risk factors continue to be relevant to an understanding of our business, financial condition, liquidity and operating results, and except as set forth below there have been no material changes to those risk factors for the three months ended March 31, 2025.

We depend on two commercial leases with certain agencies of the City of New York (NYC), as a single government tenant in our office buildings, with one lease terminating effective August 23, 2025 and the other lease expiring on December 27, 2025. Our inability to replace NYC as a tenant at rent rates comparable to the rates in the lease that terminates in August 2025 or to enter into a five-year extension of the lease expiring in December 2025 could cause a material adverse effect on us, including our financial condition, results of operations and cash flow.

Our rental revenue depends on entering into leases with and collecting rents from tenants. As of March 31, 2025, Kings County Court, the Human Resources Administration, and the Department of Environmental Protection, all of which are agencies of the City of New York, leased an aggregate of 548,580 rentable square feet of commercial space at our commercial office properties at 141 Livingston Street and 250 Livingston Street, the rents from which represented approximately [22]% of our total revenues for the three months ended March 31, 2025. We are also subject to covenants covering these leases in our loan agreements related to our commercial office properties located at 250 Livingston Street and 141 Livingston Street. Breaches of these covenants could result in defaults under the loan agreements.

250 Livingston Street Property

As of February 23, 2024, The City of New York, a municipal corporation acting through the Department of Citywide Administrative Services ("NYC"), notified us of its intention to terminate its lease at 250 Livingston Street effective August 23, 2025. The lease generally provides for rent payments in the amount of \$15.4 million per annum. We may be unable to replace NYC as a tenant or unable to replace it with other commercial tenants at comparable rent rates, may incur substantial costs to improve the vacated space or may have to offer significant inducements to fill the space, all of which may have an adverse effect on our financial condition, results of operations and cash flow.

On March 18, 2025, we were notified by legal counsel to the servicer for the loan related to the 250 Livingston Street property that, due to the failure of our subsidiary, 250 Livingston Owner LLC, to cause all revenue generated by the 250 Livingston Street property to be deposited into the cash management account as required by the loan agreement related to the \$125 million building mortgage loan, an event of default occurred under the \$125 million building mortgage loan. The notice provided that if the 250 Livingston Owner LLC fails to cure the event of default, the lender may, among other things, accelerate the \$125 million building mortgage loan and demand all amounts owing to the lender to be immediately payable, institute proceedings for the foreclosure of all liens securing the loan and sell the 250 Livingston Street Property, or file a lawsuit against the 250 Livingston owner LLC or the guarantors. As of May 12, 2025, we have complied with the lender's requirement to have the deposits made by all tenants deposited directly into the cash management account. On May 8, 2025, we \$6.3 million to the cash management account to cover amounts owed through March 31, 2025.

All amounts remaining in such cash management account after the lender's allocations set forth in the loan agreement will be disbursed to us once the tenant cure conditions are satisfied under the loan agreement. If we are unable to replace the NYC lease at comparable rents, we may not be able to cure the conditions listed in the loan agreement. If the excess cash is not released to us, it could impact our available cash to fund corporate operations and pay dividends and distributions to our stockholders.

The 141 Livingston Street lease expires on December 27, 2025, and if NYC were to decide not to renew or extend such lease on its stated termination date, pursuant to the terms of the lease, we would be at risk of not being able to replace NYC as a tenant, leasing the space below the current rates, incurring costs to improve the space or offer other inducements to fill the space, all of which may have an adverse effect on our financial condition, results of operations and cash flow. We and NYC are in the process of negotiating the terms of a five-year extension of the current lease upon its expiration in December 2025. There can be no assurance that the negotiations will conclude with an agreement.

141 Livingston Street Property

Our subsidiary, 141 Livingston Owner LLC (the "Borrower") and Citi Real Estate Funding Inc. entered into the loan agreement related to a \$100 million loan. The loan is evidenced by promissory mortgage notes and secured by the 141 Livingston Street property. We and our Operating Partnership subsidiary serve as limited guarantors of certain obligations under the loan, including those related to the reserve monthly deposit discussed below.

If we are not able to extend or replace the NYC lease at our 141 Livingston Street property for a minimum of a five-year term, we will be required to either fund a reserve account in the amount of \$10 million payable in equal monthly payments over the 18 months after lease expiration or deliver to the lender a letter of credit in the amount of \$10 million.

On October 28, 2024, we received notice that, as of October 7, 2024, the servicing of the mortgage notes was transferred to a special servicer (the "Special Servicer") due to our alleged failure to make certain required payments under the loan agreement, including, but not limited to, the reserve deposit starting on July 7, 2024. The Special Servicer demanded that we pay (i) \$2.2 million of reserve payments into a reserve account immediately (for July-October 2024) and continued monthly payments of \$555,555 for an additional 14 months, (ii) \$1.2 million of default interest and late charges through October 7, 2024, and (iii) an additional \$10,417 per diem interest for each day thereafter.

On November 11, 2024, the Special Servicer notified the Borrower that, due to its alleged event of default under the Loan Agreement, as a result of the failure to make the payments described above, the mortgage notes have been accelerated, and all amounts under the loan agreement were due and payable. Such amounts included, but were not limited to, \$100.0 million principal amount of the mortgage notes, approximately \$5.0 million of default yield maintenance premium, \$10.0 million aggregate reserve deposit, and the above-described penalty default interest and penalties.

We believe that (i) we have made timely payments under the loan agreement, (ii) the servicer and the Special Servicer have misinterpreted the terms of the loan agreement requiring monthly reserve payments beginning on July 7, 2024, (iii) we have no current obligation to make such reserve payments under the loan agreement and (iv) we should not be obligated to pay the default interest and late charges.

On December 18, 2024, we received notice from the Special Servicer that due to its allegation that we as the Guarantor did not maintain a net worth of not less than \$100 million as of December 31, 2022 and 2023, respectively, as required under the loan agreement, we were in default on the loan. We replied to the Special Servicer disputing such calculation and alleging that the Special Servicer did not calculate net worth in a reasonable manner. We provided the Special Servicer with our own calculation of net worth that shows a net worth in excess of the required amount.

On January 21, 2025, we received notice from the Special Servicer alleging that certain elements of our insurance on the building at 141 Livingston Street were not in compliance with the loan agreement requirements, including, but not limited to, due to a deductible in excess of what is permitted under the terms of the loan agreement and the use of an insurance carrier with a rating agency rating below that which is permitted under the terms of the loan agreement.

On March 12, 2025, we received a letter from counsel to the successor to the special servicer reaffirming the occurrence of alleged events of default under the loan agreement described above and demanding the establishment of a restricted account, a cash management account and a debt service account. In addition, the letter demanded that tenants of 141 Livingston Street be sent notices directing them to make lease payments to the cash management account.

We believe that we are not required to establish the foregoing accounts or send such notices to the tenants. However, if we are required to establish such accounts and deliver such notices, it could impact our available cash to fund corporate operations and pay dividends and distributions to our stockholders.

On March 20, 2025, Wells Fargo Bank, National Association, as trustee for the benefit of the registered holders of certain pass-through certificates issued by trusts that are the holders of the promissory mortgage notes secured by the 141 Livingston Street property, referred to as "Plaintiff," filed a lawsuit against the Borrower, as well as us and our Operating Partnership subsidiary, as guarantors, in the Supreme Court of the State of New York. Plaintiff demands, among other things, that (i) the 141 Livingston Street property be sold and the Plaintiff be paid the amounts due under the loan agreement, with interest thereon to the time of such payment, together with, among other items, the expenses of the sale, Plaintiff's attorneys' fees; (ii) Plaintiff be paid all rents and revenues of the 141 Livingston Street property as they become due and payable; (iii) a receiver be appointed to manage the 141 Livingston Street property, with power among other things to demand and recover payment from anyone who has received a distribution from 141 Borrower after any event of default; (iv) Plaintiff have such other and further relief as may be just and equitable; (v) guarantors pay to Plaintiff the amount of any losses or damages suffered or incurred by Plaintiff as the court may determine to be just and equitable and amounts owed under the guaranty. We believe that the claims set forth in this complaint are without merit and intend to vigorously defend against this lawsuit.

On April 7, 2025, we filed an Affirmation in opposition to the motion of the Plaintiff for the appointment of a receiver and in support of defendants cross motion to dismiss the action and cancel notice of pendency with the Supreme Court of the State of New York, County of Kings. A hearing on the motions was scheduled for April 8, 2025, but it was adjourned until May 6, 2025. The Plaintiff submitted additional filings on April 29, 2025, and we submitted our replies on May 6, 2025. We are currently awaiting a ruling by the court.

In April 2025, we and the NYC agreed to the terms of a five-year extension of the current lease, with an option for the NYC to terminate the lease after two years with a prior six-month notice. The NYC has sent the lease to us to sign. On April 22, 2025, we sent the lease to the loan special servicer for approval in accordance with the terms of the loan agreement.

There can be no assurance that the lease will be approved or finalized or that we will prevail in or successfully settle the litigation described above. Failure to successfully resolve the dispute related to 141 Livingston Street property could materially affect our business, financial condition and results of operations. Further, even if we were successful in defending against this lawsuit, such defense would distract our management team from our operations, which could have an adverse effect on our business. In addition, any uncertainties resulting from the continuation of any litigation could have a material adverse effect on our business, results of operations, financial condition and prospects.

See Note 4, Notes Payable, to Condensed Consolidated Financial Statements (Unaudited) included in Part I of this Form 10-Q for additional information related to 141 Livingston Street property and 250 Livingston Street property.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

See Note 4, Notes Payable, to Condensed Consolidated Financial Statements (Unaudited) included in Part I of this Form 10-Q for information related to 141 Livingston Street property and 250 Livingston Street property.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

| Exhibit Number | Description |
|-----------------------|---|
| *31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer |
| *31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer |
| *32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| *32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| **101.INS | Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document) |
| **101.SCH | Inline XBRL Taxonomy Extension Schema Document |
| **101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document |
| **101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document |
| **101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document |
| **101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document |
| **104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

*Filed herewith

**Submitted electronically with the report

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned.

CLIPPER REALTY INC.

May 12, 2025

By: /s/ David Bistricher
David Bistricher
Co-Chairman and Chief Executive Officer

By: /s/ Lawrence E. Kreider
Lawrence E. Kreider
Chief Financial Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Lawrence E. Kreider, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Clipper Realty Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2025

By: _____
/s/ Lawrence E. Kreider
Lawrence E. Kreider
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report on Form 10-Q of Clipper Realty Inc. (the "Company") for the period ended March 31, 2025, as filed with the Securities and Exchange Commission (the "Report"), the undersigned, as the Chief Executive Officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2025

Signed: _____ /s/ David Bistricher
David Bistricher
Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this Quarterly Report on Form 10-Q of Clipper Realty Inc. (the "Company") for the period ended March 31, 2025, as filed with the Securities and Exchange Commission (the "Report"), the undersigned, as the Chief Financial Officer of the Company, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2025

Signed: _____ /s/ Lawrence E. Kreider
Lawrence E. Kreider
Chief Financial Officer