

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

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2019
- 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:

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

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

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

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The aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter, based on the June 28, 2019, closing price of our Class A common stock on the New York Stock Exchange – \$164,334,999

As of March 12, 2020, there were 17,814,672 shares of the registrant's Common Stock outstanding.

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**DOCUMENTS INCORPORATED BY REFERENCE**

The registrant intends to file a Proxy Statement relating to its 2020 Annual Meeting of Shareholders no later than 120 days after the end of its fiscal year, which will include the information required by Part III of Form 10-K.

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## TABLE OF CONTENTS

	<b>PAGE</b>
<b>PART I</b>	
ITEM 1. BUSINESS	2
ITEM 1A. RISK FACTORS	6
CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS	34
ITEM 2. PROPERTIES	35
ITEM 3. LEGAL PROCEEDINGS	40
ITEM 4. MINE SAFETY DISCLOSURE	41
<b>PART II</b>	
ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	41
ITEM 6. SELECTED FINANCIAL DATA	43
ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	44
ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	57
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	57
ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	57
ITEM 9A. CONTROLS AND PROCEDURES	57
ITEM 9B. OTHER INFORMATION	58
<b>PART III</b>	
ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	58
ITEM 11. EXECUTIVE COMPENSATION	58
ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	59
ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	59
ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES	59
<b>PART IV</b>	
ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES	59

## PART I

### ITEM 1. BUSINESS

*In this Annual Report on Form 10-K, when we use the terms the "Company," "Clipper Realty," "we," "us," or "our," unless the context otherwise requires, we are referring to Clipper Realty Inc. and its consolidated subsidiaries. Certain disclosures included in this Annual Report on Form 10-K constitute forward-looking statements that are subject to risks and uncertainties. See Item 1A, "Risk Factors," and "Cautionary Note Concerning Forward-Looking Statements."*

#### Overview

Clipper Realty Inc. is a self-administered and self-managed real estate company that acquires, owns, manages, operates and repositions multifamily residential and commercial properties in the New York metropolitan area, with a portfolio in Manhattan and Brooklyn. The Company was formed to continue and expand the commercial real estate business of the 50/53 JV LLC (a Delaware limited liability company), Renaissance Equity Holdings LLC (a Delaware limited liability company), Berkshire Equity LLC (a Delaware limited liability company) and Gunki Holdings LLC (a Delaware limited liability company) (collectively, the "Predecessor" or the "predecessor entities"). Our primary focus is to continue to own, manage and operate our portfolio, and to acquire and re-position additional multifamily residential and commercial properties in the New York metropolitan area.

We were incorporated on July 7, 2015. On August 3, 2015, we closed a private offering of shares of our common stock, in which we raised net proceeds of approximately \$130.2 million. In connection with the private offering, we consummated a series of investment and other formation transactions that were designed, among other things, to enable us to qualify as a real estate investment trust (a "REIT") for U.S. federal income tax purposes, and we elected to be treated as a REIT commencing with the taxable year ended December 31, 2015.

On February 9, 2017, the Company priced an initial public offering of 6,390,149 primary shares of its common stock (including the exercise of the over-allotment option, which closed on March 10, 2017) at a price of \$13.50 per share (the "IPO"). The net proceeds of the IPO were approximately \$78.7 million. We contributed the proceeds of the IPO to Clipper Realty L.P., our operating partnership subsidiary (the "Operating Partnership"), in exchange for units in the Operating Partnership.

On May 9, 2017, the Company completed the purchase of 107 Columbia Heights (since rebranded as "Clover House"), a 158-unit apartment community located in Brooklyn Heights, New York, in vacant condition, for \$87.5 million.

On October 27, 2017, the Company completed the acquisition of an 82-unit residential property at 10 West 65th Street in Manhattan, New York, for \$79.0 million.

On November 8, 2019, the Company completed the acquisition of property located at 1010 Pacific Street in Prospect Heights, New York, for \$31.0 million.

As of December 31, 2019, the properties owned by the Company consist 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 2,496 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; and
- 1010 Pacific Street in Brooklyn, which the Company plans to redevelop as a 9-story residential building with approximately 119,000 square feet of residential rental GLA.

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 (Tribeca House, Flatbush Gardens, 141 Livingston Street and 250 Livingston Street) was acquired in the formation transactions in connection with the private offering. These properties are owned by the predecessor entities, which after the formation transactions are referred to as the "LLC subsidiaries." The LLC subsidiaries 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 distribution to the continuing investors who hold Class B LLC units in these LLC subsidiaries (described below). In connection with the formation transactions, holders of interests in the predecessor entities received Class B LLC units in the Operating Partnership or shares of our common stock. At December 31, 2019, the continuing investors owned an aggregate amount of 26,317,396 Class B LLC units, representing 59.6% of the Company's common stock on a fully diluted basis. Accordingly, the Operating Partnership's interests in the LLC subsidiaries entitle it to receive 40.4% of the aggregate distributions from the LLC subsidiaries.

The Company's revenue consists primarily of rents received from our residential, commercial and, to a lesser extent, retail tenants. We derive approximately 75% of our revenues from rents received from residents in our apartment rental properties and the remainder from commercial and retail rental customers. As of December 31, 2019, agencies of the City of New York leased approximately 16% of the total rentable square feet in our portfolio, representing approximately 15% of our total portfolio's annualized rent.

The Tribeca House properties were purchased in December 2014 and consist of two nearly adjacent properties in the Tribeca neighborhood of Manhattan, New York. They comprise approximately 483,000 square feet of leasable residential area, with 506 apartment units, 11-foot ceilings and extensive amenities, and approximately 77,000 square feet of retail space, including an externally managed garage.

The Flatbush Gardens property complex was purchased in September 2005 and consists of 59 primarily six-story buildings, approximately 1.7 million leasable residential square feet and 2,496 apartment units, in East Flatbush, Brooklyn. The property is subject to rent control regulations of New York City. Since acquisition, the management team has undertaken a comprehensive renovation and repositioning strategy that has included upgrades to both the exteriors and the interiors of the buildings.

The 141 Livingston Street property in the Downtown Brooklyn neighborhood was purchased in 2002, along with the below-mentioned 250 Livingston Street property. It is a 15-story office building with approximately 206,000 square feet gross leasable area of commercial space. The property's primary commercial tenant, the City of New York, executed a 10-year lease in December 2015; under the agreement, the annual rent will increase by 25% beginning the sixth year of the lease.

The 250 Livingston Street property in the Downtown Brooklyn neighborhood was purchased in 2002 (along with the 141 Livingston Street property), and consists of a 12-story office and residential building. It currently has approximately 294,000 square feet gross leasable area of commercial space and approximately 27,000 square feet of residential space. The property's sole office tenant, the City of New York, signed a lease in May 2019 for renewal of its commercial leases, for a ten-year term commencing upon expiration of the current leases in August 2020; the office space has been remeasured to approximately 342,000 square feet, according to Real Estate Board of New York ("REBNY") standards.

The Aspen property, purchased in June 2016, is located at 1955 1st Avenue in Manhattan, New York. It is a seven-story building that consists of approximately 187,000 square feet, 232 residential rental units, three retail units and a parking garage. The residential units are subject to regulations established by the New York City Housing Development Corporation (the "HDC"), under which there are no rental restrictions on approximately 55% of the property's units, and low- and middle-income rental restrictions on approximately 45% of the units.

The Clover House property (formerly known as 107 Columbia Heights), purchased in May 2017 in vacant condition, is located in the Brooklyn Heights neighborhood of Brooklyn, New York. The renovated property consists of approximately 102,000 square feet of leasable residential area, with 158 well-appointed studio, one- and two-bedroom rental units, full amenities and indoor parking for 68 cars.

The 10 West 65th Street property, purchased in October 2017, is located in the Upper West Side neighborhood of Manhattan, New York, less than a block from Central Park. The property consists of approximately 76,000 square feet of leasable residential area, with 82 apartment units, plus an additional 53,000 square feet of air rights. Touro College, which had leased 40 units in accordance with an agreement entered into when the Company purchased the property, exercised its option to terminate the leases, effective January 31, 2019. The Company subsequently repositioned the units and leased them at market rates.

The 1010 Pacific Street property, purchased in November 2019, is located in the Prospect Heights neighborhood of Brooklyn, New York. The Company intends to redevelop the property as a fully amenitized residential building with approximately 119,000 square feet of leasable area; the building is expected to have 175 total units, 70% of which will be leased at market rates and 30% will be designated as affordable housing. We expect to begin construction on the 1010 Pacific Street Property in 2020 and estimate that the construction process will be completed in approximately two years.

## **History**

The Company's Predecessor is a combination of four limited liability companies - Renaissance Equity Holdings LLC, Berkshire Equity LLC, Gunki Holdings LLC and 50/53 JV LLC - which were formed by principals of our management team from 2002 to 2014. Upon completion of the private offering and the formation transactions, we assumed responsibility for managing the predecessor LLCs.

## **Business and Growth Strategies**

Our primary business objective is to enhance stockholder value by increasing cash flow from operations and total return to stockholders through the following strategies:

- Increase existing below-market rents – capitalize on the successful repositioning of our portfolio and solid market fundamentals to increase rents at several of our properties.
- Disciplined acquisition strategy – opportunistically acquire additional properties, with a focus on premier submarkets and assets, by utilizing the significant experience of our senior management team.
- Proactive asset and property management – utilize our proactive, service-intensive approach to help increase occupancy and rental rates, and manage operating expenses.
- Reposition assets – execute on our targeted capital program to selectively reposition properties and achieve rent growth in an expedited fashion.

## **Competitive Strengths**

We believe that the following competitive strengths distinguish us from other owners and operators of multifamily residential and commercial properties:

- Diverse portfolio of properties in the New York metropolitan area, which is characterized by supply constraints, high barriers to entry, near- and long-term prospects for job creation, vacancy absorption and long-term rental rate growth.

- Expertise in repositioning and managing multifamily residential properties.
- Experienced management team with a proven track record over generations in New York real estate.
- Balance sheet well-positioned for future growth.
- Strong internal rent growth prospects.

## **Regulation**

### *Environmental and Related Matters*

Under various federal, state and local laws, ordinances and regulations, as a current or former owner and operator of real property, we may be liable for costs and damages resulting from the presence or release of hazardous substances (such as lead, asbestos and polychlorinated biphenyls), waste, petroleum products and other miscellaneous products (including but not limited to natural products such as methane and radon gas) at, on, in, under or from such property, including costs for investigation or remediation, natural resource damages or third-party liability for personal injury or property damage.

In addition, our properties are subject to various federal, state and local environmental and health and safety laws and regulations. As the owner or operator of real property, we may also incur liability based on various building conditions. We are not presently aware of any material liabilities related to building conditions, including any instances of material noncompliance with asbestos requirements or any material liabilities related to asbestos.

In addition, our properties may contain or develop harmful mold or suffer from other indoor air quality issues, which could lead to liability for adverse health effects or property damage, or costs for remediation. We are not presently aware of any material adverse indoor air quality issues at our properties.

### *Americans with Disabilities Act and Similar Laws*

Our properties must comply with Title III of Americans with Disabilities Act of 1990 ("ADA") to the extent that such properties are "public accommodations" as defined by the ADA. We have not conducted a recent audit or investigation of all of our properties to determine our compliance with these or other federal, state or local laws. Noncompliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate in this respect.

## **Insurance**

We carry commercial general liability insurance coverage on our properties, with limits of liability customary within the industry to insure against liability claims and related defense costs. Similarly, we are insured against the risk of direct and indirect physical damage to our properties including coverage for the perils of flood and earthquake shock. Our policies also cover the loss of rental revenue during any reconstruction period. Our policies reflect limits and deductibles customary in the industry and specific to the buildings and portfolio. We also obtain title insurance policies when acquiring new properties, which insure fee title to our real properties. We currently have coverage for losses incurred in connection with both domestic and foreign terrorist-related activities. While we do carry commercial general liability insurance, property insurance and terrorism insurance with respect to our properties, these policies include limits and terms we consider commercially reasonable. In addition, there are certain losses (including, but not limited to, losses arising from known environmental conditions or acts of war) that are not insured, in full or in part, because they are either uninsurable or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. Should an uninsured loss arise against us, we would be required to use our own funds to resolve the issue, including litigation costs. In addition, for properties we may self-insure certain portions of our insurance program, and therefore, use our own funds to satisfy those limits, when applicable. We believe the policy specifications and insured limits are adequate given the relative risk of loss, the cost of the coverage and industry practice and, in the opinion of our management, the properties in our portfolio are adequately insured.

## Competition

The leasing of real estate is highly competitive in Manhattan, Brooklyn and the greater New York metropolitan market in which we operate. We compete with numerous acquirers, developers, owners and operators of commercial and residential real estate, many of which own or may seek to acquire or develop properties similar to ours in the same markets in which our properties are located. The principal means of competition are rents charged, location, services provided and the nature and condition of the facility to be leased.

In addition, we face competition from numerous developers, real estate companies and other owners and operators of real estate for buildings for acquisition and pursuing buyers for dispositions. We expect competition from other real estate investors, including other REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, pension trusts, partnerships, individual investors and others that may have greater financial resources or access to capital than we do or that are willing to acquire properties in transactions which are more highly leveraged or are less attractive from a financial viewpoint than we are willing to pursue.

## Employees

As of December 31, 2019, we had 198 employees who provide property management, maintenance, landscaping, construction management and accounting services. Certain of these employees are covered by union-sponsored, collectively bargained, multiemployer defined benefit pension and profit-sharing plans, and health insurance, legal and training plans. Contributions to the plans are determined in accordance with the provisions of the negotiated labor contracts. The Local 94 International Union of Operating Engineers contract is in effect through December 31, 2022. The Local 32BJ Service Employees International Union apartment building contract is in effect through April 20, 2022. The Local 32BJ Service Employees International Union commercial building contract expired on December 31, 2019; all terms and conditions remain in effect while the parties negotiate a successor agreement retroactive to the expiration date.

## Company Information

Our principal executive offices are located at 4611 12th Avenue, Brooklyn, New York 11219. Our current facilities are adequate for our present and future operations. Our telephone number is (718) 438-2804. Our website address is [www.clipperrealty.com](http://www.clipperrealty.com). We are not including the information contained on our website as a part of, or incorporating it by reference into, this Annual Report on Form 10-K. Our electronic filings with the SEC (including annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, and any amendments to these reports), including the exhibits, are available free of charge through our website as soon as reasonably practicable after we electronically file them with or furnish them to the SEC.

## ITEM 1A. RISK FACTORS

*Set forth below are certain risk factors that could harm our business, results of operations and financial condition. You should carefully read the following risk factors, together with the financial statements, related notes and other information contained in this Annual Report on Form 10-K. Our business, financial condition and operating results may suffer if any of the following risks are realized. If any of these risks or uncertainties occur, the trading price of our common stock could decline and you might lose all or part of your investment. This Annual Report on Form 10-K contains forward-looking statements that contain risks and uncertainties; please refer to the discussion under "Cautionary Note Concerning Forward-Looking Statements."*



## Risks Related to Real Estate

*Unfavorable market and economic conditions in the United States and globally and in the specific markets or submarkets where our properties are located could adversely affect occupancy levels, rental rates, rent collections, operating expenses, and the overall market value of our assets, impair our ability to sell, recapitalize or refinance our assets and have an adverse effect on our results of operations, financial condition, cash flow and our ability to make distributions to our stockholders.*

Unfavorable market conditions in the areas in which we operate and unfavorable economic conditions in the United States and/or globally may significantly affect our occupancy levels, rental rates, rent collections, operating expenses, the market value of our assets and our ability to strategically acquire, dispose, recapitalize or refinance our properties on economically favorable terms or at all. Our ability to lease our properties at favorable rates may be adversely affected by increases in supply of commercial, retail and/or residential space in our markets and is dependent upon overall economic conditions, which are adversely affected by, among other things, job losses and increased unemployment levels, recession, stock market volatility and uncertainty about the future. Some of our major expenses, including mortgage payments and real estate taxes, generally do not decline when related rents decline. We expect that any declines in our occupancy levels, rental revenues and/or the values of our buildings would cause us to have less cash available to pay our indebtedness, fund necessary capital expenditures and to make distributions to our stockholders, which could negatively affect our financial condition and the market value of our common stock. Our business may be affected by volatility and illiquidity in the financial and credit markets, a general global economic recession and other market or economic challenges experienced by the real estate industry or the U.S. economy as a whole. Our business may also be adversely affected by local economic conditions, as all of our revenue is currently derived from properties located in New York City, with our entire portfolio located in Manhattan and Brooklyn.

Factors that may affect our occupancy levels, our rental revenues, our income from operations, our funds from operations ("FFO"), our adjusted funds from operations ("AFFO"), our adjusted earnings before interest, income tax, depreciation and amortization ("Adjusted EBITDA"), our net operating income ("NOI"), our cash flow and/or the value of our properties include the following, among others:

- downturns in global, national, regional and local economic and demographic conditions;
- the Housing Stability and Tenant Protection Act of 2019, which was signed into law in New York in June 2019, as well as other rent control or stabilization laws, or other laws regulating rental housing, which could prevent us from raising rents to offset increases in operating costs;
- declines in the financial condition of our tenants, which may result in tenant defaults under leases due to bankruptcy, lack of liquidity, operational failures or other reasons, and declines in the financial condition of buyers and sellers of properties;
- declines in local, state and/or federal government budgets and/or increases in local, state and/or federal government budget deficits, which among other things could have an adverse effect on the financial condition of our only office tenant, the City of New York, and may result in tenant defaults under leases and/or cause such tenant to seek alternative office space arrangements;
- the inability or unwillingness of our tenants to pay rent increases, or our inability to collect rents and other amounts due from our tenants;
- significant job losses in the industries in which our commercial and/or retail tenants operate, and/or from which our residential tenants derive their incomes, which may decrease demand for our commercial, retail and/or residential space, causing market rental rates and property values to be affected negatively;
- an oversupply of, or a reduced demand for, commercial and/or retail space and/or apartment homes;
- declines in household formation;
- unfavorable residential mortgage rates;
- changes in market rental rates in our markets and/or the attractiveness of our properties to tenants, particularly as our buildings continue to age, and our ability to fund repair and maintenance costs;
- competition from other available commercial and/or retail lessors and other available apartments and housing alternatives, and from other real estate investors with significant capital, such as other real estate operating companies, other REITs and institutional investment funds;

- economic conditions that could cause an increase in our operating expenses, such as increases in property taxes (particularly as a result of increased local, state and national government budget deficits and debt and potentially reduced federal aid to state and local governments), utilities, insurance, compensation of on-site personnel and routine maintenance;
- opposition from local community or political groups with respect to the development and/or operations at a property;
- investigation, removal or remediation of hazardous materials or toxic substances at a property;
- changes in, and changes in enforcement of, laws, regulations and governmental policies, including without limitation, health, safety, environmental and zoning laws; and
- changes in rental housing subsidies provided by the government and/or other government programs that favor single-family rental housing or owner-occupied housing over multifamily rental housing.

***Multifamily residential properties are subject to rent stabilization regulations, which limit our ability to raise rents above specified maximum amounts and could give rise to claims by tenants that their rents exceed such specified maximum amounts.***

Numerous municipalities, including New York City where our multi-family residential properties are located, impose rent control or rent stabilization on apartment buildings. The rent stabilization regulations applicable to our multifamily residential properties set maximum rates for annual rent increases, entitle our tenants to receive required services from us and entitle our tenants to have their leases renewed. On June 14, 2019, the Housing Stability and Tenant Protection Act of 2019 was signed into law in New York State. The legislation affects rent-stabilized apartments in New York City. Provisions of the law make it extremely difficult for apartments to exit rent regulation, repeal vacancy decontrol and high-income deregulation, repeal vacancy and longevity bonuses, establish a preferential rent as the base rent at lease renewal, and reductions in / limitations on rent increases associated with major capital improvements and individual apartment improvements. The new law took effect immediately, is permanent and will reduce the Company's ability to raise rents on its rent-stabilized units. While it is too early to measure the full impact of the legislation, it generally limits a landlord's ability to increase rents on rent regulated apartments and makes it more difficult to convert rent-regulated apartments to market-rate apartments. As a result, the value of our portfolio may be impaired and our stock price may decline.

In addition, we are subject to claims from tenants that the rent charged by us exceeds the amount permitted by rent stabilization. Although we believe that all of our rents are compliant with applicable rent stabilization regulation, tenants have in the past made claims that their rents exceed the maximum rent that could be charged under rent stabilization. These claims include claims that the annual increases in the maximum rent have in the past been inapplicable as a result of a failure to provide essential services by us or the prior owners. The number of these claims may increase as our rents approach the maximum rent that could be charged under rent stabilization. Tenants could also claim that our determination that luxury deregulation was applicable to their apartment was incorrect and seek a reduction in rent and/or return of rents paid in excess of the maximum legal rent. Finally, a tenant in an apartment eligible for tax benefits, such as Section 421-g of the Real Property Tax Law, could claim that rent stabilization applies to the tenant's apartment while those tax benefits are available, even if the apartment is eligible for luxury deregulation. For example, in 2016, certain present and former tenants of apartment units at our Tribeca House properties brought an action against the Company alleging that they were subject to applicable rent stabilization laws. For more information regarding these claims, see "Legal Proceedings."

The application of rent stabilization to apartments in our multifamily residential properties limits the amount of rent we are able to collect, which may have a material adverse effect on our cash flows and our ability to fully take advantage of the investments that we are making in our properties.

***All of our properties are located in New York City, and adverse economic or regulatory developments in New York City or parts thereof, including the boroughs of Brooklyn and Manhattan, could negatively affect our results of operations, financial condition, cash flow, and ability to make distributions to our stockholders.***

All of our properties are located in New York City, with all of our current portfolio being in the boroughs of Manhattan and Brooklyn. As a result, our business is dependent on the condition of the economy in New York City and the views of potential tenants regarding living and working in New York City, which may expose us to greater economic risks than if we owned a more geographically diverse portfolio. We are susceptible to adverse developments in New York City (such as business layoffs or downsizing, industry slowdowns, relocations of businesses, terror attacks, increases in real estate and other taxes, costs of complying with governmental regulations or increased regulation such as the Housing Stability and Tenant Protection Act of 2019, which was signed into law in New York in June 2019). Such adverse developments could materially reduce the value of our real estate portfolio and our rental revenues, and thus adversely affect our ability to meet our debt obligations and to make distributions to our stockholders.

***We depend on a single government tenant in our office buildings, which could cause an adverse effect on us, including our results of operations and cash flow, if the City of New York were to suffer financial difficulty.***

Our rental revenue depends on entering into leases with and collecting rents from tenants. As of December 31, 2019, 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 500,228 rentable square feet of commercial space at our commercial office properties at 141 Livingston Street and 250 Livingston Street, representing approximately 16% of the total rentable square feet in our portfolio and approximately 15% of our total portfolio's annualized rent. General and regional economic conditions may adversely affect the City of New York and potential tenants in our markets. The City of New York may experience a material business downturn or suffer negative effects from declines in local, state and/or federal government budgets and/or increases in local, state and/or federal government budget debt and deficits, which could potentially result in a failure to make timely rental payments and/or a default under its leases. In many cases, through tenant improvement allowances and other concessions, we have made substantial upfront investments in the applicable leases that we may not be able to recover. In the event of a tenant default, we may experience delays in enforcing our rights and may also incur substantial costs to protect our investments.

The bankruptcy or insolvency of a major tenant may adversely affect the income produced by our properties and may delay our efforts to collect past due balances under the relevant leases and could ultimately preclude collection of these sums altogether. If a lease is rejected by a tenant in bankruptcy, we would have only a general unsecured claim for damages that is limited in amount and which may only be paid to the extent that funds are available and in the same percentage as is paid to all other holders of unsecured claims. If any of our significant tenants were to become bankrupt or insolvent, suffer a downturn in their business or a reduction in funds available to them, default under their leases, fail to renew their leases or renew on terms less favorable to us than their current terms, our results of operations and cash flow could be adversely affected.

***Our portfolio's revenue is currently generated from seven properties.***

As of December 31, 2019, our portfolio consisted of eight properties – the Tribeca House properties, the Flatbush Gardens complex, the 141 Livingston Street property, the 250 Livingston Street property, the Aspen property, the 10 West 65th Street property, the Clover House property and the 1010 Pacific Street property, which accounted for 32.9%, 37.0%, 10.3%, 9.8%, 6.3%, 2.2%, 1.5% and 0.0%, respectively, of our portfolio's total revenue for the year ended December 31, 2019. Our results of operations and cash available for distribution to our stockholders would be adversely affected if any of these properties were materially damaged or destroyed.

***We may be unable to renew leases or lease currently vacant space or vacating space on favorable terms or at all as leases expire, which could adversely affect our financial condition, results of operations and cash flow.***

As of December 31, 2019, we had approximately 68,000 rentable square feet of vacant residential space (excluding leases signed but not yet commenced) at our operating properties, and leases representing approximately 64% of the square footage of residential space at the operating properties will expire during the year ending December 31, 2020 (including month-to-month leases). As of December 31, 2019, we had no vacant commercial space, and approximately 4,000 rentable square feet of vacant retail space. We cannot assure you that expiring leases will be renewed or that our properties will be re-leased at net effective rental rates equal to or above the current average net effective rental rates. If the rental rates for our commercial and/or residential space decrease, our existing commercial tenants do not renew their leases or we do not re-lease a significant portion of our available and soon-to-be-available commercial and/or residential space, our financial condition, results of operations, cash flow, the market value of our common stock and our ability to satisfy our debt obligations and to make distributions to our stockholders would be adversely affected.

***The actual rents we receive for the properties in our portfolio may be less than market rents, and we may experience a decline in realized rental rates, which could adversely affect our financial condition, results of operations and cash flow. Short-term leases with respect to our residential tenants expose us to the effects of declining market rents.***

As a result of potential factors, including competitive pricing pressure in our markets, a general economic downturn and the desirability of our properties compared to other properties in our markets, we may be unable to realize market rents across the properties in our portfolio. In addition, depending on market rental rates at any given time as compared to expiring leases in our portfolio, from time to time rental rates for expiring leases may be higher than starting rental rates for new leases. A majority of our apartment leases are for a term of one year. Because these leases generally permit the residents to leave at the end of the lease term without penalty, our rental revenues for residential space in our properties are affected by declines in market rents more quickly than if those leases were for longer terms. If we are unable to obtain sufficient rental rates across our portfolio, then our ability to generate cash flow growth will be negatively affected.

***We may engage in development, redevelopment or repositioning activities, which could expose us to different risks that could adversely affect us, including our financial condition, cash flow and results of operations.***

We may engage in development, redevelopment or repositioning activities with respect to our properties as we believe market conditions dictate. For example, we plan to redevelop the 1010 Pacific Street property as a fully amenitized residential rental building. We are also reviewing the regulatory, architectural and financial considerations regarding a residential square footage expansion at Flatbush Gardens; such further development would require significant capital investment.

If we engage in these activities, we will be subject to certain risks, which could adversely affect us, including our financial condition, cash flow and results of operations. These risks include, without limitation:

- the availability and pricing of financing on favorable terms or at all;
- the availability and timely receipt of zoning and other regulatory approvals;
- the potential for the fluctuation of occupancy rates and rents at development and redeveloped properties, which may result in our investment not being profitable;
- start up, development, repositioning and redevelopment costs may be higher than anticipated;
- cost overruns and untimely completion of construction (including risks beyond our control, such as weather or labor conditions or material shortages); and
- changes in the pricing and availability of buyers and sellers of such properties.

These risks could result in substantial unanticipated delays or expenses and could prevent the initiation or the completion of development and redevelopment activities, any of which could have an adverse effect on our financial condition, results of operations, cash flow, the market value of our common stock and our ability to satisfy our debt obligations and to make distributions to our stockholders.

***We may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants, generate positive cash flows or to make real estate properties suitable for sale, which could adversely affect us, including our financial condition, results of operations and cash flow.***

In the event that there are adverse economic conditions in the real estate market and demand for commercial, retail and/or residential space decreases with respect to our current vacant space and as leases at our properties expire, we may be required to increase tenant improvement allowances or concessions to tenants, accommodate increased requests for renovations, build-to-suit remodeling (with respect to our commercial and retail space) and other improvements or provide additional services to our tenants, all of which could negatively affect our cash flow. If the necessary capital is unavailable, we may be unable to make these potentially significant capital expenditures. This could result in non-renewals by tenants upon expiration of their leases and our vacant space remaining untenanted, which could adversely affect our financial condition, results of operations, cash flow and the market value of our common stock.

***Our dependence on rental revenue may adversely affect us, including our profitability, our ability to meet our debt obligations and our ability to make distributions to our stockholders***

Our income is derived from rental revenue from real property. As a result, our performance depends on our ability to collect rent from tenants. Our income and funds for distribution would be adversely affected if a significant number of our tenants, or any of our major tenants:

- delay lease commencements;
- decline to extend or renew leases upon expiration;
- fail to make rental payments when due; or
- declare bankruptcy.

Any of these actions could result in the termination of such tenants' leases with us and the loss of rental revenue attributable to the terminated leases. In these events, we cannot assure you that such tenants will renew those leases or that we will be able to re-lease spaces on economically advantageous terms or at all. The loss of rental revenues from our tenants and our inability to replace such tenants may adversely affect us, including our profitability, our ability to meet our debt and other financial obligations and our ability to make distributions to our stockholders.

***Real estate investments are relatively illiquid and may limit our flexibility.***

Equity real estate investments are relatively illiquid, which may tend to limit our ability to react promptly to changes in economic or other market conditions. Our ability to dispose of assets in the future will depend on prevailing economic and market conditions. Our inability to sell our properties on favorable terms or at all could have an adverse effect on our sources of working capital and our ability to satisfy our debt obligations. In addition, real estate can at times be difficult to sell quickly at prices we find acceptable. The Internal Revenue Code, as amended (the "Code"), also imposes restrictions on REITs, which are not applicable to other types of real estate companies, regarding the disposal of properties. These potential difficulties in selling real estate in our markets may limit our ability to change, or reduce our exposure to, the properties in our portfolio promptly in response to changes in economic or other conditions.

***Competition could limit our ability to acquire attractive investment opportunities and increase the costs of those opportunities, which may adversely affect us, including our profitability, and impede our growth.***

We compete with numerous commercial developers, real estate companies and other owners and operators of real estate for properties for acquisition and pursuing buyers for dispositions. We expect that other real estate investors, including insurance companies, private equity funds, sovereign wealth funds, pension funds, other REITs and other well-capitalized investors will compete with us to acquire existing properties and to develop new properties. Our markets are each generally characterized by high barriers-to-entry to construction and limited land on which to build new commercial, retail and residential space, which contribute to the competition we face to acquire existing properties and to develop new properties in these markets. This competition could increase prices for properties of the type we may pursue and adversely affect our profitability and impede our growth.

***Competition may impede our ability to attract or retain tenants or re-lease space, which could adversely affect our results of operations and cash flow.***

The leasing of real estate in our markets is highly competitive. The principal means of competition are rents charged, location, services provided and the nature and condition of the premises to be leased. The number of competitive properties in our markets, which may be newer or better located than our properties, could have an adverse effect on our ability to lease space at our properties and on the effective rents that we are able to charge. If other lessors and developers of similar spaces in our markets offer leases at prices comparable to or less than the prices we offer, we may be unable to attract or retain tenants or re-lease space in our properties, which could adversely affect our results of operations and cash flow.

***We are subject to potential losses that are either uninsurable, not economically insurable or that are in excess of our insurance coverage.***

Our properties are located in areas that could be subject to, among other things, flood and windstorm losses. Insurance coverage for flood and windstorms can be costly because of limited industry capacity. As a result, we may experience shortages in desired coverage levels if market conditions are such that insurance is not available or the cost of insurance makes it, in our belief, economically impractical to maintain such coverage. In addition, our properties may be subject to a heightened risk of terrorist attacks. We carry commercial general liability insurance, property insurance and terrorism insurance with respect to our properties with limits and on terms we consider commercially reasonable. We cannot assure you, however, that our insurance coverage will be sufficient or that any uninsured loss or liability will not have an adverse effect on our business and our financial condition and results of operations.

***We are subject to risks from natural disasters such as severe weather.***

Natural disasters and severe weather such as hurricanes or floods may result in significant damage to our properties. The extent of our casualty losses and loss in operating income in connection with such events is a function of the severity of the event and the total amount of exposure in the affected area. With our geographic concentration of exposures, a single catastrophe or destructive weather event (such as a hurricane) affecting New York City may have a significant negative effect on our financial condition, results of operations and cash flows. As a result, our operating and financial results may vary significantly from one period to the next. Our financial results may be adversely affected by our exposure to losses arising from natural disasters or severe weather. We also are exposed to risks associated with inclement winter weather, including increased need for maintenance and repair of our buildings.

***Actual or threatened terrorist attacks may adversely affect our ability to generate revenues and the value of our properties.***

All of our properties are located in New York City, which has been and may in the future be the target of actual or threatened terrorist attacks. As a result, some tenants in these markets may choose to relocate their businesses or homes to other markets or buildings within New York City that may be perceived to be less likely to be affected by future terrorist activity. This could result in an overall decrease in the demand for commercial, retail and/or residential space in these markets generally or in our properties in particular, which could increase vacancies in our properties or necessitate that we lease our properties on less favorable terms, or both. In addition, future terrorist attacks in these markets could directly or indirectly damage our properties, both physically and financially, or cause losses that materially exceed our insurance coverage. As a result of the foregoing, our ability to generate revenues and the value of our properties could decline materially.

***We may become subject to liability relating to environmental and health and safety matters, which could have an adverse effect on us, including our financial condition and results of operations.***

Under various federal, state and/or local laws, ordinances and regulations, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or release of hazardous substances (such as lead, asbestos and polychlorinated biphenyls), waste, petroleum products and other miscellaneous products (including but not limited to natural products such as methane and radon gas) at, on, in, under or from such property, including costs for investigation or remediation, natural resource damages, or third-party liability for personal injury or property damage. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence or release of such materials, and the liability may be joint and several. Some of our properties may be affected by contamination arising from current or prior uses of the property or from adjacent properties used for commercial, industrial or other purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such materials. We also may be liable for the costs of remediating contamination at off-site disposal or treatment facilities when we arrange for disposal or treatment of hazardous substances at such facilities, without regard to whether we comply with environmental laws in doing so. The presence of contamination or the failure to remediate contamination on our properties may adversely affect our ability to attract and/or retain tenants and our ability to develop or sell or borrow against those properties. In addition to potential liability for cleanup costs, private plaintiffs may bring claims for personal injury, property damage or for similar reasons. Environmental laws also may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which that property may be used or how businesses may be operated on that property.

In addition, our properties are subject to various federal, state and local environmental and health and safety laws and regulations. Noncompliance with these environmental and health and safety laws and regulations could subject us or our tenants to liability. These liabilities could affect a tenant's ability to make rental payments to us. Moreover, changes in laws could increase the potential costs of compliance with such laws and regulations or increase liability for noncompliance. This may result in significant unanticipated expenditures or may otherwise adversely affect our operations and/or cash flow, or those of our tenants, which could in turn have an adverse effect on us.

Certain of our properties have only temporary certificates of occupancy or are awaiting a certificate of occupancy which, if not granted, would require us to stop using the property.

As the owner or operator of real property, we may also incur liability based on various building conditions. For example, buildings and other structures on properties that we currently own or those we acquire or operate in the future contain, may contain, or may have contained, asbestos-containing material ("ACM"). Environmental and health and safety laws require that ACM be properly managed and maintained and may impose fines or penalties on owners, operators or employers for non-compliance with those requirements. These requirements include special precautions, such as removal, abatement or air monitoring, if ACM would be disturbed during maintenance, renovation or demolition of a building, potentially resulting in substantial costs. In addition, we may be subject to liability for personal injury or property damage sustained as a result of exposure to ACM or releases of ACM into the environment.

In addition, our properties may contain or develop harmful mold or suffer from other indoor air quality issues. Indoor air quality issues also can stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants or to increase ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our tenants or others if property damage or personal injury occurs.

We cannot assure you that costs or liabilities incurred as a result of environmental issues will not affect our ability to make distributions to our stockholders or that such costs, liabilities, or other remedial measures will not have an adverse effect on our financial condition, results of operations and cash flows.

***We may incur significant costs complying with the ADA and similar laws (including but not limited to the Fair Housing Amendments Act of 1988 ("FHAA") and the Rehabilitation Act of 1973), which could adversely affect us, including our future results of operations and cash flows.***

Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. The FHAA requires apartment communities first occupied after March 13, 1991, to comply with design and construction requirements for disabled access. For projects receiving federal funds, the Rehabilitation Act of 1973 also has requirements regarding disabled access. We have not conducted a recent audit or investigation of all of our properties to determine our compliance with these or other federal, state or local laws. If one or more of our properties were not in compliance with such laws, then we could be required to incur additional costs to bring the property into compliance. We cannot predict the ultimate amount of the cost of compliance with such laws. Noncompliance with these laws could also result in the imposition of fines or an award of damages to private litigants. Substantial costs incurred to comply with such laws, as well as fines or damages resulting from actual or alleged noncompliance with such laws, could adversely affect us, including our future results of operations and cash flows.

*As we increase rents and improve our properties, we could become the target of public scrutiny and investigations similar to the public scrutiny and investigations that other apartment landlords in Brooklyn and other neighborhoods in the New York metropolitan area have experienced, which could lead to negative publicity and require that we expend significant resources to defend ourselves, all of which could adversely affect our operating results and our ability to pay distributions to our stockholders.*

Other apartment landlords in gentrifying neighborhoods in Brooklyn and other parts of the New York metropolitan area have come under public scrutiny, and in a few cases have been the subject of civil and criminal investigations, for their alleged treatment of tenants who cannot afford the rent increases that often result from neighborhood gentrification and landlord improvements to properties. It is possible that we or members of our management team could come under similar public scrutiny or become the target of similar investigations regardless of whether we have done anything wrong, which could lead to negative publicity and require that we expend significant resources to defend ourselves, all of which could adversely affect our operating results and our ability to pay distributions to our stockholders.

*We may be unable to identify and successfully complete acquisitions and, even if acquisitions are identified and completed, we may fail to successfully operate acquired properties, which could adversely affect us and impede our growth.*

Our ability to identify and acquire properties on favorable terms and successfully develop, redevelop and/or operate them may be exposed to significant risks. Agreements for the acquisition of properties are subject to customary conditions to closing, including completion of due diligence investigations and other conditions that are not within our control, which may not be satisfied. In this event, we may be unable to complete an acquisition after incurring certain acquisition-related costs. In addition, if mortgage debt is unavailable at reasonable rates, we may be unable to finance the acquisition on favorable terms in the time period we desire, or at all. We may spend more than budgeted to make necessary improvements or renovations to acquired properties and may not be able to obtain adequate insurance coverage for new properties. Further, acquired properties may be located in new markets where we may face risks associated with a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures. We may also be unable to integrate new acquisitions into our existing operations quickly and efficiently, and as a result, our results of operations and financial condition could be adversely affected. Any delay or failure on our part to identify, negotiate, finance and consummate such acquisitions in a timely manner and on favorable terms, or operate acquired properties to meet our financial expectations, could impede our growth and have an adverse effect on us, including our financial condition, results of operations, cash flow and the market value of our common stock.

*Should we decide at some point in the future to expand into new markets, we may not be successful, which could adversely affect our financial condition, results of operations, cash flow and the market value of our common stock.*

If opportunities arise, we may explore acquisitions of properties in new markets. Each of the risks applicable to our ability to acquire and integrate successfully and operate properties in our current markets is also applicable in new markets. In addition, we will not possess the same level of familiarity with the dynamics and market conditions of the new markets we may enter, which could adversely affect the results of our expansion into those markets, and we may be unable to build a significant market share or achieve our desired return on our investments in new markets. If we are unsuccessful in expanding into new markets, it could adversely affect our financial condition, results of operations, cash flow, the market value of our common stock and ability to satisfy our debt obligations and to make distributions to our stockholders.

*We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which could result in stockholder dilution and limit our ability to sell such assets.*

In the future we may acquire properties or portfolios of properties through tax-deferred contribution transactions in exchange for partnership interests in our operating partnership, which may result in stockholder dilution. This acquisition structure may have the effect of, among other things, reducing the amount of tax depreciation we could deduct over the tax life of the acquired properties, and may require that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions could limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.



***We may experience a decline in the fair value of our assets, which may have a material impact on our financial condition, liquidity and results of operations and adversely impact the market value of our common stock.***

A decline in the fair market value of our assets may require us to recognize an other-than-temporary impairment against such assets under generally accepted accounting principles in the United States ("GAAP") if we were to determine that we do not have the ability and intent to hold any assets in unrealized loss positions to maturity or for a period of time sufficient to allow for recovery to the amortized cost of such assets. In such event, we would recognize unrealized losses through earnings and write down the amortized cost of such assets to a new cost basis, based on the fair value of such assets on the date they are considered to be other-than-temporarily impaired. Such impairment charges will reflect non-cash losses at the time of recognition. Subsequent disposition or sale of such assets could further affect our future losses or gains, as they will be based on the difference between the sale price received and adjusted amortized cost of such assets at the time of sale, which may adversely affect our financial condition, liquidity and results of operations.

***From time to time, we may enter into joint venture relationships or other arrangements regarding the joint ownership of property. Our investments in and through such arrangements could be adversely affected by our lack of sole decision-making authority regarding major decisions, our reliance on our joint venture partners' financial condition, any disputes that may arise between us and our joint venture partners and our exposure to potential losses from the actions of our joint venture partners. Risks associated with joint venture arrangements may include but are not limited to the following:***

- our joint venture partners might experience financial distress, become bankrupt or fail to fund their share of required capital contributions, which may delay construction or development of a property or increase our financial commitment to the joint venture;
- we may be responsible to our partners for indemnifiable losses;
- our joint venture partners may have business interests or goals with respect to a property that conflict with our business interests and goals (including as relates to compliance with the REIT requirements), which could increase the likelihood of disputes regarding the ownership, management or disposition of the property;
- we may be unable to take actions that are opposed by our joint venture partners under arrangements that require us to share decision-making authority over major decisions affecting the ownership or operation of the joint venture and any property owned by the joint venture, such as the sale or financing of the property or the making of additional capital contributions for the benefit of the property;
- our joint venture partners may take actions that we oppose;
- our ability to sell or transfer our interest in a joint venture to a third party without prior consent of our joint venture partners may be restricted;
- we may disagree with our joint venture partners about decisions affecting a property or a joint venture, which could result in litigation or arbitration that increases our expenses, distracts our officers and directors and disrupts the day-to-day operations of the property, including by delaying important decisions until the dispute is resolved;
- we may suffer losses as a result of actions taken by our joint venture partners with respect to our joint venture investments; and
- in the event that we obtain a minority position in a joint venture, we may not have significant influence or control over such joint venture or the performance of our investment therein.

***If there is a transfer of a controlling interest in any of our properties (or in the entities through which we hold our properties), issuances of our common stock in exchange for Class B LLC units pursuant to the exchange right granted to holders of Class B LLC units, sales of Class B LLC units by the holders thereof or the issuance of LLC interests to our Operating Partnership, we may be obligated to pay New York City and New York State transfer tax based on the fair market value of the New York City and/or New York State real property transferred.***

Subject to certain exceptions, New York City and New York State impose a tax on the transfer of New York City and/or New York State real property or the transfer of a controlling interest in New York City and/or New York State real property, generally at a current, maximum combined rate of 3.275% of the fair market value of the New York City and/or New York State real property. A direct or indirect transfer of a 50% or greater interest in any of our properties (or in the entities that own our properties) generally would constitute a transfer of a controlling interest in real property. Certain aggregation rules apply in determining whether a transfer of a controlling interest has occurred. For example, transfers made within a three-year period generally are presumed to be aggregated. Therefore, a transfer of a controlling interest could occur as a result of the combination of one or more of the private offering, the IPO, other offerings of common stock by us resulting of an increase in our investment in the entities that own our properties, issuances of our common stock to our continuing investors in exchange for Class B LLC units pursuant to the exchange right granted to holders of Class B LLC units, sales of Class B LLC units by the holders thereof, the issuance of LLC interests to our Operating Partnership in connection with the private offering or a subsequent offering of our stock, or as a result of any combination of such transfers being aggregated. In addition to any transfer tax that may be imposed upon us, we have agreed with our continuing investors to pay any such transfer taxes imposed upon a continuing investor as a result of the private offering and the related formation transactions (including subsequent issuances of additional LLC units or interests, issuances of units by the Operating Partnership ("OP Units") or issuances of our common stock by the Company), issuances of our common stock in exchange for Class B LLC units, dispositions of property by any LLC subsidiary, the issuance of LLC interests to our Operating Partnership in connection with a subsequent offering of our stock, or as a result of any combination of such transfers being aggregated. If a transfer of a controlling interest in an entity owning our properties occurs, New York City and/or New York State transfer tax could be payable based on the fair market value of the New York City and/or New York State property at the time of each such transfer (including any transfers that are treated as a part of the transfer of the controlling interest that occur prior to the transfer that caused the 50% threshold to be met). For example, if exchanges of Class B LLC units resulted in our ownership of the entities that own our properties increasing to greater than 50%, we could be subject to New York City and New York State transfer tax at a current, maximum combined rate of 3.275% of the fair market value of such New York City and/or New York State properties. In addition, we may or may not be eligible to take advantage of the 50% reduction to the New York City and New York State transfer tax rates that could apply with respect to transfers of real property to certain REITs.

***Climate change may adversely affect our business.***

To the extent that climate change does occur, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage to or a decrease in demand for our properties located in the areas affected by these conditions. Should the impact of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected. In addition, changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of our existing properties in order to comply with such regulations.

#### **Risks Related to Our Business and Operations**

***Capital and credit market conditions may adversely affect our access to various sources of capital or financing and/or the cost of capital, which could affect our business activities, dividends, earnings and common stock price, among other things.***

In periods when the capital and credit markets experience significant volatility, the amounts, sources and cost of capital available to us may be adversely affected. We primarily use third-party financing to fund acquisitions of properties and to refinance indebtedness as it matures. As of December 31, 2019, we had no corporate debt and \$1,009.4 million in property-level debt. See Note 7 of the accompanying "Notes to Consolidated Financial Statements" for a discussion of the Company's property-level debt. If sufficient sources of external financing are not available to us on cost effective terms, we could be forced to limit our acquisition, development and redevelopment activities and/or take other actions to fund our business activities and repayment of debt, such as selling assets, reducing our cash dividend or paying out less than 100% of our taxable income. To the extent that we are able and/or choose to access capital at a higher cost than we have experienced in recent years (reflected in higher interest rates for debt financing or a lower stock price for equity financing), our earnings per share and cash flow could be adversely affected. In addition, the price of our common stock may fluctuate significantly and/or decline in a high interest rate or volatile economic environment. If economic conditions deteriorate, the ability of lenders to fulfill their obligations under working capital or other credit facilities that we may have in the future may be adversely affected.

***The form, timing and amount of dividend distributions in future periods may vary and be affected by economic and other considerations.***

The form, timing and amount of dividend distributions will be authorized at the discretion of our board of directors and will depend on actual cash from operations, our financial condition, capital requirements, the annual distribution requirements applicable to REITs under the Code and other factors as our board of directors may consider relevant. See "Distribution Policy."

***We may from time to time be subject to litigation that could have an adverse effect on our financial condition, results of operations, cash flow and the market value of our common stock.***

We are a party to various claims and routine litigation arising in the ordinary course of business. Some of these claims or others to which we may be subject from time to time may result in defense costs, settlements, fines or judgments against us, some of which are not, or cannot be, covered by insurance. Payment of any such costs, settlements, fines or judgments that are not insured could have an adverse effect on our financial position and results of operations. In addition, certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage, which could adversely affect our results of operations and cash flow, expose us to increased risks that would be uninsured, and/or adversely affect our ability to attract officers and directors.

***We may be subject to unknown or contingent liabilities related to properties or businesses that we acquire for which we may have limited or no recourse against the sellers.***

Assets and entities that we have acquired or may acquire in the future may be subject to unknown or contingent liabilities for which we may have limited or no recourse against the sellers. Unknown or contingent liabilities might include liabilities for clean-up or remediation of environmental conditions, claims of tenants, vendors or other persons dealing with the acquired entities, tax liabilities and other liabilities whether incurred in the ordinary course of business or otherwise. In the future we may enter into transactions with limited representations and warranties or with representations and warranties that do not survive the closing of the transactions or that only survive for a limited period, in which event we would have no or limited recourse against the sellers of such properties. While we usually require the sellers to indemnify us with respect to breaches of representations and warranties that survive, such indemnification is often limited and subject to various materiality thresholds, a significant deductible or an aggregate cap on losses.

As a result, there is no guarantee that we will recover any amounts with respect to losses due to breaches by the sellers of their representations and warranties. In addition, the total amount of costs and expenses that we may incur with respect to liabilities associated with acquired properties and entities may exceed our expectations, which may adversely affect our business, financial condition, results of operations and cash flow. Finally, indemnification agreements between us and the sellers typically provide that the sellers will retain certain specified liabilities relating to the assets and entities acquired by us. While the sellers are generally contractually obligated to pay all losses and other expenses relating to such retained liabilities, there can be no guarantee that such arrangements will not require us to incur losses or other expenses as well.

***We depend on key personnel, and the loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and existing and prospective industry participants, which could negatively affect our financial condition, results of operations, cash flow and the market value of our common stock.***

There is substantial competition for qualified personnel in the real estate industry and the loss of our key personnel could have an adverse effect on us. Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly David Bistricher, our Chief Executive Officer, who has extensive market knowledge and relationships and exercises substantial influence over our acquisition, development, redevelopment, financing, operational and disposition activities. Among the reasons that David Bistricher is important to our success is that he has a reputation that attracts business and investment opportunities and assists us in negotiations with financing sources and industry personnel. If we lose his services, our business and investment opportunities and our relationships with such financing sources and industry personnel would diminish.

Our other senior executives – Michael Frenz, our Chief Financial Officer, JJ Bistricher, our Chief Operating Officer, and Jacob Schwimmer, our Chief Property Management Officer – also have extensive experience and strong reputations in the real estate industry, which aid us in identifying or attracting investment opportunities and negotiating with sellers of properties. The loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners and industry participants, which could negatively affect our financial condition, results of operations, cash flow and the market value of our common stock.

***Breaches of our data security could adversely affect our business, including our financial performance and reputation.***

We collect and retain certain personal information provided by our tenants and employees. While we have implemented a variety of security measures to protect the confidentiality of this information and periodically review and improve our security measures, we can provide no assurance that we will be able to prevent unauthorized access to this information whether through cyber-attacks or cyber-intrusions over the internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber-attack or cyber-intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations. As a result, any breach of our data security measures and/or loss of this information may disrupt the proper functioning of our networks and systems; result in misstated financial reports, violations of loan covenants and/or missed reporting deadlines; result in our inability to monitor our compliance with the rules and regulations regarding our qualification as a REIT; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes; require significant management attention and resources to remedy any damages that result; result in legal liability and costs (including damages and penalties) that could adversely affect our business, including our financial performance, cash flow and ability to make distributions with respect to, and the market price of, our common stock, and our reputation.

***Our subsidiaries may be prohibited from making distributions and other payments to us.***

All of our properties are owned indirectly by subsidiaries, in particular our LLC subsidiaries, and substantially all of our operations are conducted by our Operating Partnership. As a result, we depend on distributions and other payments from our Operating Partnership and subsidiaries in order to satisfy our financial obligations and make payments to our investors. The ability of our subsidiaries to make such distributions and other payments depends on their earnings and cash flow and may be subject to statutory or contractual limitations. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Property-Level Debt." As an equity investor in our subsidiaries, our right to receive assets upon their liquidation or reorganization will be effectively subordinated to the claims of their creditors. To the extent that we are recognized as a creditor of such subsidiaries, our claims may still be subordinate to any security interest in, or other lien on, their assets and to any of such subsidiaries' debt or other obligations that are senior to our claims.

## Risks Related to Our Organization and Structure

***Our continuing investors hold shares of our special voting stock that entitle them to vote together with holders of our common stock on an as-exchanged basis, based on their ownership of Class B LLC units in our predecessor entities, and are generally able to significantly influence the composition of our board of directors, our management and the conduct of our business.***

Our continuing investors hold shares of our special voting stock, which generally allows them to vote together as a single class with holders of our common stock on all matters brought before our common stockholders, including the election of directors, on an as-exchanged basis, as if our continuing investors had exchanged their Class B LLC units in our predecessor entities and shares of our special voting stock for shares of our common stock. As a result, our continuing investors are generally entitled to exercise 66.8% of the voting power in our Company. Even though none of our continuing investors is, by himself or together with his affiliates, entitled to exercise a majority of the total voting power in our Company, for so long as any continuing investor continues to be entitled to exercise a significant percentage of our voting power, our continuing investors are generally able to significantly influence the composition of our board of directors and the approval of actions requiring stockholder approval, and have significant influence with respect to our management, business plans and policies, including appointing and removing our officers, issuing additional shares of our common stock and other equity securities, paying dividends, incurring additional debt, making acquisitions, selling properties or other assets, acquiring or merging with other companies and undertaking other extraordinary transactions. In any of these matters, any of our continuing investors may have interests that differ or conflict with the interests of our other stockholders, and they may exercise their voting power in a manner that is not consistent with the interests of other stockholders. For so long as our continuing investors continue to own shares of our stock entitling them to exercise a significant percentage of our voting power, the concentration of voting power in our continuing investors may discourage unsolicited acquisition proposals and may delay, defer or prevent any change of control of our Company that might involve a premium price for holders of our common stock or otherwise be in their best interest.

***The ability of stockholders to control our policies and effect a change of control of our Company is limited by certain provisions of our charter and bylaws and by Maryland law.***

Certain provisions in our charter and bylaws may discourage a third party from making a proposal to acquire us, even if some of our stockholders might consider the proposal to be in their best interests. These provisions include the following:

- Our continuing investors hold shares of our special voting stock and shares of our common stock that generally entitle them to exercise 66.8% of the voting power in our Company, including in connection with a merger or other acquisition of our Company or a change in the composition of our board of directors. As a result, our continuing investors as a group or individually could delay, defer or prevent any change of control of our Company and, as a result, adversely affect our stockholders' ability to realize a premium for their shares of common stock.
- Our charter authorizes our board of directors to, without common stockholder approval, amend our charter to increase or decrease the aggregate number of our authorized shares of stock or the authorized number of shares of any class or series of our stock, authorize us to issue additional shares of our common stock or preferred stock and classify or reclassify unissued shares of our common stock or preferred stock and thereafter authorize us to issue such classified or reclassified shares of stock. We believe these charter provisions provide us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs that might arise. The additional classes or series, as well as the additional authorized shares of our common stock, will be available for issuance without further action by our common stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. Although our board of directors does not currently intend to do so, it could authorize us to issue a class or series of stock that could, depending upon the terms of the particular class or series, delay, defer or prevent a transaction or a change of control of our Company that might involve a premium price for holders of our common stock or that our common stockholders otherwise believe to be in their best interests.

- In order to qualify as a REIT, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by or for five or fewer individuals (as defined in the Code to include certain entities such as private foundations) at any time during the last half of any taxable year (beginning with our second taxable year as a REIT). In order to help us qualify as a REIT, among other reasons, our charter generally prohibits any person or entity from owning or being deemed to own by virtue of the applicable constructive ownership provisions, more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our common stock or 9.8% of the aggregate value of all our outstanding stock. We refer to these restrictions as the "ownership limit." The ownership limit may prevent or delay a change in control and, as a result, could adversely affect our stockholders' ability to realize a premium for their shares of our common stock.
- The provisions in our charter regarding the removal of directors and the advance notice provisions of our bylaws, among others, could delay, defer or prevent a transaction or a change of control of our Company that might involve a premium price for holders of our common stock or otherwise be in their best interest.

In addition, certain provisions of the Maryland General Corporation Law ("MGCL") may have the effect of deterring a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including the Maryland business combination and control share provisions. These provisions include the following:

- The "business combination" provisions of the MGCL, subject to limitations, prohibit certain business combinations between us and an "interested stockholder" (defined generally as any person who beneficially owns 10% or more of our then-outstanding voting shares or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of our then-outstanding voting shares) or an affiliate of an interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder and, thereafter, imposes special appraisal rights and supermajority stockholder approval requirements on these combinations. As permitted by the MGCL, our board of directors has adopted a resolution exempting any business combinations between us and any other person or entity from the business combination provisions of the MGCL, if such business combination is approved by our board of directors, including a majority of our directors who are not affiliated or associated with the interested stockholder.
- The "control share" provisions of the MGCL provide that "control shares" of a Maryland corporation (defined as shares which, when aggregated with all other shares controlled by the stockholder (except solely by virtue of a revocable proxy), entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a "control share acquisition" (or the direct or indirect acquisition of ownership or control of control shares) have no voting rights unless approved by a supermajority vote of our stockholders excluding the acquirer of control shares, our officers and our directors who are also our employees. As permitted by the MGCL, our bylaws contain a provision exempting from the control share acquisition provisions of the MGCL any and all acquisitions by any person of shares of our stock.
- Title 3, Subtitle 8 of the MGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement certain takeover defenses, including adopting a classified board.

Each item discussed above may have the effect of deterring a third party from making an acquisition proposal for us or may delay, deter or prevent a change in control of our Company, even if a proposed transaction is at a premium over the then-current market price for our common stock. Further, these provisions may apply in instances where some stockholders consider a transaction beneficial to them. As a result, our stock price may be negatively affected by these provisions.

***Our board of directors may change our policies without stockholder approval.***

Our policies, including any policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our board of directors or those committees or officers to whom our board of directors may delegate such authority. Our board of directors will also establish the amount of any dividends or other distributions that we may pay to our stockholders. Our board of directors or the committees or officers to which such decisions are delegated have the ability to amend or revise these and our other policies at any time without stockholder approval. For example, we have established a policy for our target leverage ratio in a range of 45% to 55%. Under the policy, our leverage ratio may be greater than or less than the target range from time to time and our board of directors may amend our target leverage ratio range at any time without stockholder approval. Accordingly, while not intending to do so, we may adopt policies that may have an adverse effect on our financial condition, results of operations, ability to pay dividends or make other distributions to our stockholders and the market value of our common stock.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions that you do not believe are in your best interests.***

Maryland law generally provides that a director has no liability in that capacity if he or she satisfies his or her duties to us. As permitted by the MGCL, our charter eliminates the liability of our directors and officers to us and our stockholders for money damages to the maximum extent permitted by Maryland law. Under current Maryland law and our charter, our directors and officers do not have any liability to us or our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our charter authorizes us to agree to indemnify our present and former directors and officers for liability and expenses arising from actions taken by them in those and other capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each present and former director or officer, to the maximum extent permitted by Maryland law, in any proceeding to which he or she is made, or threatened to be made, a party or witness by reason of his or her service to us in those and other capacities. We are obligated to pay or reimburse the defense costs incurred by our present and former directors and officers without requiring a preliminary determination of their ultimate entitlement to indemnification. Indemnification agreements that we have entered into with our directors and executive officers also require us to indemnify such directors and executive officers for actions taken by them in those and certain other capacities to the maximum extent permitted by Maryland law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist. Accordingly, in the event that actions taken by any of our directors or officers impede the performance of our Company, your ability to recover damages from such director or officer will be limited.

***Conflicts of interest may exist or could arise in the future between the interests of our stockholders and the interests of holders of OP Units and of LLC units in our predecessor entities, which may impede business decisions that could benefit our stockholders.***

Conflicts of interest may exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our Operating Partnership or any of its partners or our predecessor entities and their members, on the other. Our directors and officers have duties to our Company under Maryland law in connection with their management of our Company. At the same time, we, as the general partner of our Operating Partnership, and our Operating Partnership, as managing member of our predecessor entities, have fiduciary duties and obligations to our Operating Partnership and its limited partners and our predecessor entities and their members under Delaware and New York law, the partnership agreement of our Operating Partnership in connection with the management of our Operating Partnership, and the limited liability company agreements of our predecessor entities in connection with the management of those entities. Our fiduciary duties and obligations as the general partner of our Operating Partnership and managing member of our predecessor entities may come into conflict with the duties of our directors and officers to our Company. We have adopted policies that are designed to eliminate or minimize certain potential conflicts of interest, and the members of our predecessor entities have agreed that, in the event of a conflict in the duties owed by us to our stockholders and the fiduciary duties owed by our Operating Partnership, in its capacity as managing member of our predecessor entities, to such members, we may give priority to the separate interests of our Company or our stockholders, including with respect to tax consequences to limited partners, LLC members, assignees or our stockholders. Nevertheless, the duties and obligations of the general partner of our Operating Partnership and the duties and obligations of the managing member of our predecessor entities may come into conflict with the duties of our directors and officers to our Company and our stockholders.

***Our charter contains a provision that expressly permits our officers to compete with us.***

Our officers have outside business interests and may compete with us for investments in properties and for tenants. There is no assurance that any conflicts of interest created by such competition will be resolved in our favor. Our charter provides that we renounce any interest or expectancy in, or right to be offered or to participate in, any business opportunity identified in any investment policy or agreement with any of our officers unless the policy or agreement contemplates that the officer must present, communicate or offer such business opportunity to us. We have adopted an Investment Policy that provides that our officers, including David Bistricher, JJ Bistricher and Jacob Schwimmer, are not required to present certain identified investment opportunities to us, including assets located outside the New York metropolitan area, for-sale condominium or cooperative conversions, development projects, projects that would require us to obtain guarantees from third parties or to backstop obligations of other parties, and land acquisitions. As a result, except to the extent that our officers must present certain identified business opportunities to us, our officers have no duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we or our subsidiaries engage or propose to engage or to refrain from otherwise competing with us. These individuals also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us. These provisions may limit our ability to pursue business or investment opportunities that we might otherwise have had the opportunity to pursue, which could have an adverse effect on our financial condition, our results of operations, our cash flow, the market value of our common stock and our ability to meet our debt obligations and to make distributions to our stockholders.

***The consideration given by us in exchange for our interests in the predecessor entities in connection with the formation transactions may have exceeded their fair market value.***

We did not obtain any third-party appraisals of the properties in which we have invested in connection with the formation transactions. As a result, the value that forms the basis for the consideration given by us for our interest in the predecessor entities may have exceeded the fair market value of those properties owned by such entities.

***We may have assumed unknown liabilities in connection with the formation transactions, which, if significant, could adversely affect our business.***

As part of the formation transactions, we acquired indirect interests in the properties and assets of our predecessor entities, subject to existing liabilities, some of which may have been unknown at the time the private offering was consummated. As part of the formation transactions, each of the predecessor entities made limited representations, warranties and covenants to us regarding the predecessor entities and their assets. Because many liabilities, including tax liabilities, may not have been identified, we may have no recourse for such liabilities. Any unknown or unquantifiable liabilities to which the properties and assets previously owned by our predecessor entities are subject could adversely affect the value of those properties and as a result adversely affect us. See "Risks Related to Real Estate" for discussion as to the possibility of undisclosed environmental conditions potentially affecting the value of the properties in our portfolio.

***We may pursue less vigorous enforcement of terms of employment agreements with certain of our executive officers, which could negatively impact our stockholders.***

Certain of our executive officers, including David Bistricher, JJ Bistricher and Jacob Schwimmer, are party to employment agreements with us. We may choose not to enforce, or to enforce less vigorously, our rights under these agreements because of our desire to maintain our ongoing relationships with members of our senior management or our board of directors and their affiliates, with possible negative impact on stockholders. Moreover, these agreements were not negotiated at arm's length and in the course of structuring the formation transactions, certain of our executive officers had the ability to influence the types and level of benefits that they receive from us under these agreements.



***David Bistricher, our Co-Chairman and Chief Executive Officer, and Sam Levinson, our Co-Chairman and Head of the Investment Committee, have outside business interests that will take their time and attention away from us, which could materially and adversely affect us. In addition, notwithstanding the Investment Policy, members of our senior management may in certain circumstances engage in activities that compete with our activities or in which their business interests and ours may be in conflict.***

Our Co-Chairman and Chief Executive Officer, David Bistricher, our Co-Chairman and Head of the Investment Committee, Sam Levinson, and other members of our senior management team continue to own interests in properties and businesses that were not contributed to us in the formation transactions. For instance, each of David Bistricher, our Co-Chairman and Chief Executive Officer, and JJ Bistricher, our Chief Operating Officer, is an officer of Clipper Equity and each of Sam Levinson, our Co-Chairman and Head of the Investment Committee, and Jacob Schwimmer, our Chief Property Management Officer, has ownership interests in Clipper Equity. Clipper Equity owns interests in, and controls and manages entities that own interests in, multifamily and commercial properties in the New York metropolitan area.

We have adopted an Investment Policy that provides that our officers, including David Bistricher, JJ Bistricher and Jacob Schwimmer, are not required to present certain identified investment opportunities to us, including assets located outside the New York metropolitan area, for-sale condominium or cooperative conversions, development projects, projects that would require us to obtain guarantees from third parties or to backstop obligations of other parties, and land acquisitions. As a result, except to the extent that our officers must present certain identified business opportunities to us, our officers have no duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we or our subsidiaries engage or propose to engage or to refrain from otherwise competing with us, and therefore may compete with us for investments in properties and for tenants. These individuals also may pursue acquisition opportunities that may be complementary to our business, and, as a result, those acquisition opportunities may not be available to us.

We and members of our senior management may also determine to enter into joint ventures or co-investment relationships with respect to one or more properties. As a result of the foregoing, there may at times be a conflict between the interests of members of our senior management and our business interests. Further, although David Bistricher, JJ Bistricher and Jacob Schwimmer will devote such portion of their business time and attention to our business as is appropriate and will be compensated on that basis, under their employment agreements, they will also devote substantial time to other business and investment activities.

***We may experience conflicts of interest with certain of our directors and officers and significant stockholders as a result of their tax positions.***

We have entered into a tax protection agreement with our continuing investors pursuant to which we have agreed to indemnify the continuing investors against certain tax liabilities incurred during the 8-year period following the private offering (or with respect to item (iv) below, certain tax liabilities resulting from certain transfers occurring during the 8-year period following the private offering) if those tax liabilities result from (i) the sale, transfer, conveyance or other taxable disposition of any of the properties of our LLC subsidiaries, (ii) any of Renaissance, Berkshire or Gunki LLC failing to maintain a level of indebtedness allocable for U.S. federal income tax purposes to any of the continuing investors such that any of the continuing investors is allocated less than a specified minimum indebtedness in each such LLC subsidiary (in order to comply with this requirement, (1) Renaissance needs to maintain approximately \$101.3 million of indebtedness, (2) Berkshire needs to maintain approximately \$125.8 million of indebtedness and (3) Gunki needs to maintain approximately \$34.4 million of indebtedness), (iii) in a case that such level of indebtedness cannot be maintained, failing to make available to such a continuing investor the opportunity to execute a guarantee of indebtedness of the LLC subsidiary meeting certain requirements that would enable the continuing investor to continue to defer certain tax liabilities, or (iv) the imposition of New York City or New York State real estate transfer tax liability upon a continuing investor as a result of the formation transactions, private offering, the IPO and/or certain subsequent transactions (including subsequent issuances of additional LLC units or interests, issuances of OP Units by the Operating Partnership, issuances of common stock by Clipper Realty, issuances of common stock in exchange for Class B LLC units or dispositions of property by any LLC subsidiary), or as a result of any of those transfers being aggregated. We estimate that had all of their assets subject to the tax protection agreement been sold in a taxable transaction immediately after the private offering, the amount of our LLC subsidiaries' indemnification obligations (based on then-current tax rates and the valuations of our assets based on the private offering price of \$13.50 per share, and including additional payments to compensate the indemnified continuing investors for additional tax liabilities resulting from the indemnification payments) would have been approximately \$364.9 million. In addition, we estimate that if New York City or New York State real estate transfer taxes had been imposed on our continuing investors, the maximum amount of our LLC subsidiaries' indemnification obligations pursuant to the tax protection agreement in respect of New York City or New York State real estate transfer tax liability (based on then-current tax rates and the valuations of our assets based on the private offering price of \$13.50 per share, and including additional payments to compensate the indemnified continuing investors for additional tax liabilities resulting from the indemnification payments) would have been approximately \$74.9 million (although the amount may be significantly less). We do not presently intend to sell or take any other action that would result in a tax protection payment with respect to the properties covered by the tax protection agreement.

In addition, David Bistricher and Sam Levinson may be subject to tax on a disproportionately large amount of the built-in gain that would be realized upon the sale or refinancing of certain properties. David Bistricher and Sam Levinson may therefore influence us to not sell or refinance certain properties, even if such sale or refinancing might be financially advantageous to our stockholders, or to enter into tax deferred exchanges with the proceeds of such sales when such a reinvestment might not otherwise be in our best interest, as they may wish to avoid realization of their share of the built-in gains in those properties. Alternatively, to avoid realizing such built-in gains, they may have to agree to additional reimbursements or guarantees involving additional financial risk.

***Our tax protection agreement could limit our ability to sell or otherwise dispose of certain properties including through condominium or cooperative conversions.***

In connection with the formation transactions, we entered into a tax protection agreement pursuant to which we agreed to indemnify the continuing investors against certain tax liabilities incurred during the 8-year period following the private offering (or with respect to certain transfers occurring during the 8-year period following the private offering) if those tax liabilities result from the sale, transfer, conveyance or other taxable disposition of any of the properties of our LLC subsidiaries. Therefore, although it may be in our stockholders' best interests that we sell one of these properties or convert all or a portion of the property into a condominium or cooperative and sell condominium or cooperative units, it may be economically prohibitive for us to do so because of these obligations.

#### **Risks Related to Our Indebtedness and Financing**

***We have a substantial amount of indebtedness that may limit our financial and operating activities and may adversely affect our ability to incur additional debt to fund future needs.***

As of December 31, 2019, we had \$1,009.4 million of total indebtedness, all of which was property-level debt. See Note 7 of the accompanying "Notes to Consolidated Financial Statements" for a discussion of the Company's property-level debt.

Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate our properties, fully implement our capital expenditure, acquisition and redevelopment activities, or meet the REIT distribution requirements imposed by the Code. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

- require us to dedicate a substantial portion of cash flow from operations to the payment of principal, and interest on, indebtedness, thereby reducing the funds available for other purposes;
- make it more difficult for us to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to meet operational needs;

- force us to dispose of one or more of our properties, possibly on unfavorable terms (including the possible application of the 100% tax on income from prohibited transactions) or in violation of certain covenants to which we may be subject;
- subject us to increased sensitivity to interest rate increases;
- make us more vulnerable to economic downturns, adverse industry conditions or catastrophic external events;
- limit our ability to withstand competitive pressures;
- limit our ability to refinance our indebtedness at maturity or result in refinancing terms that are less favorable than the terms of our original indebtedness;
- reduce our flexibility in planning for or responding to changing business, industry and economic conditions; and/or
- place us at a competitive disadvantage to competitors that have relatively less debt than we have.

If any one of these events were to occur, our financial condition, results of operations, cash flow and the market value of our common stock could be adversely affected. Furthermore, foreclosures could create taxable income without accompanying cash proceeds, which could hurt our ability to meet the REIT distribution requirements imposed by the Code.

***Our tax protection agreement requires our Operating Partnership to maintain certain debt levels that otherwise would not be required to operate our business.***

Under our tax protection agreement, we undertake that our LLC subsidiaries will maintain a certain level of indebtedness and, in the case that level of indebtedness cannot be maintained, we are required to provide our continuing investors the opportunity to guarantee debt. If we fail to maintain such debt levels, or fail to make such opportunities available, we will be required to deliver to each applicable continuing investor a cash payment intended to approximate the continuing investor's tax liability resulting from our failure and the tax liabilities incurred as a result of such tax protection payment. We agreed to these provisions in order to assist our continuing investors in deferring the recognition of taxable gain as a result of and after the formation transactions. These obligations require us to maintain more or different indebtedness than we would otherwise require for our business.

***We may be unable to refinance current or future indebtedness on favorable terms, if at all.***

We may not be able to refinance existing debt on terms as favorable as the terms of existing indebtedness, or at all, including as a result of increases in interest rates or a decline in the value of our portfolio or portions thereof. If principal payments due at maturity cannot be refinanced, extended or paid with proceeds from other capital transactions, such as new equity capital, our operating cash flow will not be sufficient in all years to repay all maturing debt. As a result, we may be forced to postpone capital expenditures necessary for the maintenance of our properties, we may have to dispose of one or more properties on terms that would otherwise be unacceptable to us or we may be forced to allow the mortgage holder to foreclose on a property. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Property-Level Debt." We also may be forced to limit distributions and may be unable to meet the REIT distribution requirements imposed by the Code. Foreclosure on mortgaged properties or an inability to refinance existing indebtedness would likely have a negative impact on our financial condition and results of operations and could adversely affect our ability to make distributions to our stockholders.

***We may not have sufficient cash flow to meet the required payments of principal and interest on our debt or to pay distributions on our common stock at expected levels.***

In the future, our cash flow could be insufficient to meet required payments of principal and interest or to pay distributions on our shares at expected levels. In this regard, we note that in order for us to qualify as a REIT, we are required to make annual distributions generally equal to at least 90% of our taxable income, computed without regard to the dividends paid deduction and excluding net capital gain. In addition, as a REIT, we will be subject to U.S. federal income tax to the extent that we distribute less than 100% of our taxable income (including capital gains) and will be subject to a 4% nondeductible excise tax on the amount by which our distributions in any calendar year are less than a minimum amount specified by the Code. These requirements and considerations may limit the amount of our cash flow available to meet required principal and interest payments.

If we are unable to make required payments on indebtedness that is secured by a mortgage on our property, the asset may be transferred to the lender resulting in the loss of income and value to us, including adverse tax consequences related to such a transfer.

***Mortgage debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.***

Incurring mortgage and other secured debt obligations increases our risk of property losses because defaults on indebtedness secured by property may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing any loans for which we are in default. Any foreclosure on a mortgaged property or group of properties could adversely affect the overall value of our portfolio of properties. For tax purposes, a foreclosure of any of our properties that is subject to a nonrecourse mortgage loan would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could hurt our ability to meet the distribution requirements applicable to REITs under the Code.

***Our debt agreements include restrictive covenants and default provisions which could limit our flexibility, our ability to make distributions and require us to repay the indebtedness prior to its maturity.***

The mortgages on our properties contain customary negative covenants that, among other things, limit our ability, without the prior consent of the lender, to further mortgage the property and to reduce or change insurance coverage. As of December 31, 2019, we had \$1,009.4 million principal amount of property-level debt. See Note 7 of the accompanying "Notes to Consolidated Financial Statements" for a discussion of the Company's property-level debt. Additionally, our debt agreements contain customary covenants that, among other things, restrict our ability to incur additional indebtedness and, in certain instances, restrict our ability to engage in material asset sales, mergers, consolidations and acquisitions, and restrict our ability to make capital expenditures. These debt agreements, in some cases, also subject us to guarantor and liquidity covenants. Some of our debt agreements contain certain cash flow sweep requirements and mandatory escrows, and our property mortgages generally require certain mandatory prepayments upon disposition of underlying collateral. In addition, early repayment of certain mortgages may be subject to prepayment penalties.

***Variable rate debt is subject to interest rate risk that could increase our interest expense, increase the cost to refinance and increase the cost of issuing new debt.***

As of December 31, 2019, \$19.5 million of our outstanding consolidated debt was subject to instruments which bear interest at variable rates, and we may also borrow additional money at variable interest rates in the future. See Note 7 of the accompanying "Notes to Consolidated Financial Statements" for a discussion of the Company's property-level debt. Unless we have made arrangements that hedge against the risk of rising interest rates, increases in interest rates would increase our interest expense under these instruments, increase the cost of refinancing these instruments or issuing new debt, and adversely affect cash flow and our ability to service our indebtedness and make distributions to our stockholders, which could adversely affect the market price of our common stock. Based on our aggregate variable rate debt outstanding as of December 31, 2019, an increase of 100 basis points in interest rates would result in a hypothetical increase of approximately \$0.2 million in interest expense on an annual basis. The amount of this change includes the benefit of hedging instruments we currently have in place.

***We may be adversely affected by changes in LIBOR reporting practices, the method in which LIBOR is determined or the use of alternative reference rates.***

Our indebtedness secured by 1010 Pacific Street bears interest at variable interest rates that use LIBOR as a benchmark rate. On July 27, 2017, the United Kingdom's Financial Conduct Authority, which regulates LIBOR, announced that it intends to stop persuading or requiring banks to submit LIBOR quotations after 2021 (the "FCA Announcement"). The FCA Announcement indicates that the continuation of LIBOR on the current basis cannot and will not be assured after 2021, and LIBOR may cease to exist or otherwise be unsuitable for use as a benchmark. A change or transition away from LIBOR as a common reference rate in the global financial market could have a material, adverse effect on our business. Recent proposals for LIBOR reforms may result in the establishment of new methods of calculating LIBOR or the establishment of one or more alternative benchmark rates. If LIBOR ceases to exist, we cannot predict what such successor rate would be utilized and the impact of such rate on the Company and the Company may determine to negotiate an amendment to its loans with its lenders. As a result, our interest expense may increase, and our ability to refinance some or all of our existing indebtedness and our available cash flow may be adversely affected.

***Hedging activity may expose us to risks, including the risks that a counterparty will not perform and that the hedge will not yield the economic benefits we anticipate, which could adversely affect us.***

We may, in a manner consistent with our qualification as a REIT, seek to manage our exposure to interest rate volatility by using interest rate hedging arrangements that involve risk, such as the risk that counterparties may fail to honor their obligations under these arrangements, and that these arrangements may not be effective in reducing our exposure to interest rate changes. Moreover, there can be no assurance that our hedging arrangements will qualify for hedge accounting or that our hedging activities will have the desired beneficial impact on our results of operations. Should we desire to terminate a hedging agreement, there could be significant costs and cash requirements involved to fulfill our obligations under the hedging agreement. Generally, failure to hedge effectively against interest rate changes may adversely affect our results of operations.

When a hedging agreement is required under the terms of a mortgage loan, it is often a condition that the hedge counterparty maintains a specified credit rating. With the current volatility in the financial markets, there is an increased risk that hedge counterparties could have their credit rating downgraded to a level that would not be acceptable under the loan provisions. If we were unable to renegotiate the credit rating condition with the lender or find an alternative counterparty with an acceptable credit rating, we could be in default under the loan and the lender could seize that property through foreclosure, which could adversely affect us.

***Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.***

The REIT provisions of the Code limit our ability to hedge our liabilities. Generally, income from a hedging transaction we enter into either to manage risk of interest rate changes with respect to borrowings incurred or to be incurred to acquire or carry real estate assets, or to manage the risk of currency fluctuations with respect to any item of income or gain (or any property which generates such income or gain) that constitutes "qualifying income" for purposes of the 75% or 95% gross income tests applicable to REITs, does not constitute "gross income" for purposes of the 75% or 95% gross income tests, provided that we properly identify the hedging transaction pursuant to the applicable sections of the Code and Treasury regulations. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both gross income tests. As a result of these rules, we may need to limit our use of otherwise advantageous hedging techniques or implement those hedges through a taxable REIT subsidiary (a "TRS"). The use of a TRS could increase the cost of our hedging activities (because our TRS would be subject to tax on income or gain resulting from hedges entered into by it) or expose us to greater risks than we would otherwise want to bear. In addition, net losses in any of our TRSs will generally not provide any tax benefit except for being carried forward for use against future taxable income in the TRSs.

***A portion of our distributions may be treated as a return of capital for U.S. federal income tax purposes, which could reduce the basis of a stockholder's investment in shares of our common stock and may trigger taxable gain.***

A portion of our distributions may be treated as a return of capital for U.S. federal income tax purposes. As a general matter, a portion of our distributions will be treated as a return of capital for U.S. federal income tax purposes if the aggregate amount of our distributions for a year exceeds our current and accumulated earnings and profits for that year. To the extent that a distribution is treated as a return of capital for U.S. federal income tax purposes, it will reduce a holder's adjusted tax basis in the holder's shares, and to the extent that it exceeds the holder's adjusted tax basis, will be treated as gain resulting from a sale or exchange of such shares.

## Risks Related to Our Status as a REIT

### *Failure to qualify or to maintain our qualification as a REIT would have significant adverse consequences to the value of our common stock.*

We elected to qualify to be treated as a REIT commencing with our first taxable year ended December 31, 2015. The Code generally requires that a REIT distribute at least 90% of its taxable income (without regard to the dividends paid deduction and excluding net capital gains) to stockholders annually, and a REIT must pay tax at regular corporate rates to the extent that the REIT distributes less than 100% of its taxable income (including capital gains) in a given year. In addition, a REIT is required to pay a 4% nondeductible excise tax on the amount, if any, by which the distributions the REIT makes in a calendar year are less than the sum of 85% of the REIT's ordinary income, 95% of the REIT's capital gain net income and 100% of the REIT's undistributed income from prior years. To avoid entity-level U.S. federal income and excise taxes, we anticipate distributing at least 100% of our taxable income.

We believe that we are organized, have operated and will continue to operate in a manner that will allow us to qualify as a REIT commencing with our first taxable year ended December 31, 2015. However, we cannot assure you that we are organized, have operated and will continue to operate as such. This is because qualification as a REIT involves the application of highly technical and complex provisions of the Code as to which there may only be limited judicial and administrative interpretations and involves the determination of facts and circumstances not entirely within our control. We have not requested and do not intend to request a ruling from the Internal Revenue Service ("IRS") that we qualify as a REIT. Moreover, in order to qualify as a REIT, we must meet, on an ongoing basis, various tests regarding the nature and diversification of our assets and our income, the ownership of our outstanding stock and the amount of our distributions. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair market values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT gross income and quarterly asset requirements also depends upon our ability to manage successfully the composition of our gross income and assets on an ongoing basis. Future legislation, new regulations, administrative interpretations or court decisions may significantly change the tax laws or the application of the tax laws with respect to qualification as a REIT for U.S. federal income tax purposes or the U.S. federal income tax consequences of such qualification. Accordingly, it is possible that we may not meet the requirements for qualification as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT, we would not be allowed to deduct distributions to stockholders in computing our taxable income. If we were not entitled to relief under the relevant statutory provisions, we would also be disqualified from treatment as a REIT for the four subsequent taxable years. If we fail to qualify as a REIT, we would no longer be required to make distributions and we would be subject to entity-level income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate tax rates. As a result, the amount available for distribution to holders of our common stock would be reduced for the year or years involved. In addition, our failure to qualify as a REIT could impair our ability to expand our business and raise capital, and adversely affect the value of our common stock.

### *If our special voting stock and the Class B LLC units are treated as a single stock interest in the Company, we could fail to qualify as a REIT.*

We believe that the special voting stock and Class B LLC units will be treated as separate interests in the Company and its predecessor entities, respectively. However, no assurance can be given that the IRS will not argue, or that a court would not find or hold, that the special voting stock and the Class B LLC units should be treated as a single stock interest in the Company for U.S. federal income tax purposes. If the special voting stock and Class B LLC units were treated as a single stock interest in the Company, it is possible that more than 50% in value of the outstanding stock of the Company could be treated as held by five or fewer individuals. In such a case, we could be treated as "closely held" and we could therefore fail to qualify as a REIT. Such failure would have significant adverse consequences. See "Risks Related to Our Status as a REIT – Failure to qualify or to maintain our qualification as a REIT would have significant adverse consequences to the value of our common stock."

***We may owe certain taxes notwithstanding our qualification as a REIT.***

Even if we qualify as a REIT, we will be subject to certain U.S. federal, state and local taxes on our income and property, on taxable income that we do not distribute to our stockholders, on net income from certain "prohibited transactions," and on income from certain activities conducted as a result of foreclosure. We may, in certain circumstances, be required to pay an excise or penalty tax (which could be significant in amount) in order to utilize one or more relief provisions under the Code to maintain our qualification as a REIT. In addition, we may use TRSs to provide services that are not customarily provided by a landlord, hold properties for sale or engage in other activities, and the income of those subsidiaries will be subject to U.S. federal income tax at regular corporate rates.

***The Tax Act resulted in significant changes to the Code.***

On December 22, 2017, the President signed into law H.R. 1, informally titled the Tax Cuts and Jobs Act (the "Tax Act"), with most provisions having an initial effective date of January 1, 2018. The Tax Act makes major changes to the Code, including changes that impact REITs and their shareholders, among others. In particular, the Act reduces the maximum corporate tax rate from 35% to 21%. By reducing the corporate tax rate, it is possible that the Act will reduce the relative attractiveness to investors (as compared with potential alternative investments) of the generally single level of taxation on REIT distributions. However, the Act also made certain changes to the Code which are generally advantageous to REITs and their shareholders. For instance, for tax years beginning before January 1, 2026, the Act permits up to a 20% deduction for individuals, trusts, and estates with respect to their receipt of "qualified REIT dividends", which are dividends from a REIT that are not capital gain dividends and are not qualified dividend income. These changes generally result in an effective maximum U.S. federal income tax rate on such dividends of 29.6%, if the deduction is allowed in full. Another change made by the Tax Act that could affect us and our stockholders limits the deduction for net business interest expense in excess of 30% of a business's adjusted taxable income except for taxpayers that engage in certain real estate businesses and elect out of this rule (provided that such electing taxpayers must use an alternative depreciation system for certain property). As of December 31, 2019, the Tax Act did not have a material impact on our REIT or subsidiary entities, the size and character of our dividends, our ability to continue to qualify as a REIT or on our results of operations. Technical corrections or other amendments to the Tax Act or administrative guidance interpreting the Tax Act may be forthcoming at any time. Prospective and current shareholders should consult with their tax advisors with respect to the effect of the Tax Act and any other regulatory or administrative developments and proposals and their potential effect on an investment in our shares.

***Complying with the REIT requirements may cause us to forego otherwise attractive opportunities or liquidate certain of our investments.***

To qualify as a REIT for U.S. federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to our stockholders at disadvantageous times or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may, for instance, hinder our ability to make certain otherwise attractive investments or undertake other activities that might otherwise be beneficial to us and our stockholders, or may require us to borrow or liquidate investments in unfavorable market conditions and, therefore, may hinder our investment performance.

As a REIT, at the end of each calendar quarter, at least 75% of the value of our assets must consist of cash, cash items, government securities and qualified real estate assets. The remainder of our investments in securities (other than cash, cash items, government securities, securities issued by a TRS and securities treated as qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our total assets can consist of the securities (other than cash, cash items, government securities, securities issued by a TRS and qualified real estate assets) of any one issuer, no more than 20% of the value of our total assets can be represented by securities of one or more TRSs (25% for taxable years ending on or before December 31, 2017), and no more than 25% of the value of our total assets may consist of "nonqualified" debt instruments issued by publicly offered REITs. After meeting these requirements at the close of a calendar quarter, if we fail to comply with these requirements at the end of any subsequent calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification. As a result, we may be required to liquidate from our portfolio otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

***We may be subject to a 100% penalty tax on any prohibited transactions that we enter into, or may be required to forego certain otherwise beneficial opportunities in order to avoid the penalty tax on prohibited transactions.***

If we are found to have held, acquired or developed property primarily for sale to customers in the ordinary course of business, we may be subject to a 100% "prohibited transactions" tax under U.S. federal tax laws on the gain from disposition of the property unless the disposition qualifies for one or more safe harbor exceptions for properties that have been held by us for at least two years and satisfy certain additional requirements (or the disposition is made by a TRS and, therefore, the gain, if any, is subject to corporate U.S. federal income tax).

Under existing law, whether property is held primarily for sale to customers in the ordinary course of a trade or business is a question of fact that depends on all the facts and circumstances. We intend to hold, and, to the extent within our control, to have any joint venture to which our Operating Partnership is a partner hold, properties for investment with a view to long-term appreciation, to engage in the business of acquiring, owning, operating and developing the properties, and to make sales of our properties and other properties acquired subsequent to the date hereof as are consistent with our investment objectives. Based upon our investment objectives, we believe that overall, our properties should not be considered property held primarily for sale to customers in the ordinary course of business. However, it may not always be practical for us to comply with one of the safe harbors, and, therefore, we may be subject to the 100% penalty tax on the gain from dispositions of property if we otherwise are deemed to have held the property primarily for sale to customers in the ordinary course of business.

The potential application of the prohibited transactions tax could cause us to forego potential dispositions of other property or to forego other opportunities that might otherwise be attractive to us, or to hold investments or undertake such dispositions or other opportunities through a TRS, which would generally result in corporate income taxes being incurred. For example, we anticipate that we would have to effect any potential condominium or cooperative conversion and sale of our Tribeca House properties or 141 Livingston Street property through a TRS.

***REIT distribution requirements could adversely affect our liquidity and adversely affect our ability to execute our business plan.***

In order to maintain our qualification as a REIT and to meet the REIT distribution requirements, we may need to modify our business plans. Our cash flow from operations may be insufficient to fund required distributions, for example, as a result of differences in timing between our cash flow, the receipt of income for GAAP purposes and the recognition of income for U.S. federal income tax purposes, the effect of non-deductible capital expenditures, the creation of reserves, payment of required debt service or amortization payments, or the need to make additional investments in qualifying real estate assets. The insufficiency of our cash flow to cover our distribution requirements could require us to (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions or capital expenditures or used for the repayment of debt, (iv) pay dividends in the form of "taxable stock dividends" or (v) use cash reserves, in order to comply with the REIT distribution requirements. If we choose to make all or part of a distribution in our own stock, shareholders may be required to pay income taxes with respect to such distributions in excess of the cash portion, if any, of the distribution received. Further, taking the actions enumerated above to comply with the REIT distribution requirements could adversely affect the market value of our common stock. The inability of our cash flow to cover our distribution requirements could have an adverse impact on our ability to raise short- and long-term debt or sell equity securities. In addition, if we are compelled to liquidate our assets to repay obligations to our lenders or make distributions to our stockholders, we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as property held primarily for sale to customers in the ordinary course of business.

***The ability of our board of directors to revoke our REIT qualification without stockholder approval may cause adverse consequences to our stockholders.***

Our charter provides that our board of directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we will not be allowed a deduction for dividends paid to stockholders in computing our taxable income and will be subject to U.S. federal income tax at regular corporate rates and state and local taxes, which may have adverse consequences on our total return to our stockholders.



***Our ability to provide certain services to our tenants may be limited by the REIT rules, or may have to be provided through a TRS.***

As a REIT, we generally cannot provide services to our tenants other than those that are customarily provided by landlords, nor can we derive income from a third party that provides such services. If we forego providing such services to our tenants, we may be at a disadvantage to competitors who are not subject to the same restrictions. However, we can provide such non-customary services to tenants or share in the revenue from such services if we do so through a TRS, though income earned by the TRS will be subject to corporate income taxes.

***Although our use of TRSs may partially mitigate the impact of meeting certain requirements necessary to maintain our qualification as a REIT, there are limits on our ability to own TRSs, and a failure to comply with the limits would jeopardize our REIT qualification and may result in the application of a 100% excise tax.***

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT's assets may consist of securities of one or more TRSs (25% for taxable years ended on or before December 31, 2017). In addition, rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. Rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are treated as not being conducted on an arm's-length basis.

Any TRSs that we form will pay U.S. federal, state and local income tax on the TRSs' taxable income, and the TRSs' after-tax net income will be available for distribution to us but is not required to be distributed to us unless necessary to maintain our REIT qualification. Although we will monitor the aggregate value of the securities of such TRSs and intend to conduct our affairs so that such securities will represent less than 20% of the value of our total assets, there can be no assurance that we will be able to comply with the TRS limitation in all market conditions.

***Possible legislative, regulatory or other actions could adversely affect our stockholders and us.***

The rules dealing with U.S. federal, state and local income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department. Changes to tax laws (which changes may have retroactive application) could adversely affect our stockholders or us. In recent years, many such changes have been made and changes are likely to continue to occur in the future. We cannot predict whether, when, in what form, or with what effective dates, tax laws, regulations and rulings may be enacted, promulgated or decided, which could result in an increase in our, or our stockholders', tax liability or require changes in the manner in which we operate in order to minimize increases in our tax liability. A shortfall in tax revenues for states and municipalities in which we operate may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income and/or be subject to additional restrictions. These increased tax costs could, among other things, adversely affect our financial condition, the results of operations and the amount of cash available for the payment of dividends. Stockholders are urged to consult with their own tax advisors with respect to the impact that recent legislation may have on their investment and the status of legislative, regulatory or administrative developments and proposals and their potential effect on their investment in our shares.

The Bipartisan Budget Act of 2015 changes the rules applicable to U.S. federal income tax audits of partnerships. Under the rules, among other changes and subject to certain exceptions, any audit adjustment to items of income, gain, loss, deduction, or credit of a partnership (and any partner's distributive share thereof) is determined, and taxes, interest, or penalties attributable thereto could be assessed and collected, at the partnership level. Absent available elections, it is possible that a partnership in which we directly or indirectly invest, could be required to pay additional taxes, interest and penalties as a result of an audit adjustment, and we, as a direct or indirect partner of these partnerships, could be required to bear the economic burden of those taxes, interest, and penalties even though we or may not otherwise have been required to pay additional corporate-level taxes had they owned the assets of the partnership directly. The partnership tax audit rules apply to the Operating Partnership and its subsidiaries that are classified as partnerships for U.S. federal income tax purposes. The changes created by these rules are sweeping and, accordingly, there can be no assurance that these rules will not have a material adverse effect on us.

***Our property taxes could increase due to property tax rate changes or reassessment, which could impact our cash flow.***

Even if we qualify as a REIT for U.S. federal income tax purposes, we will be required to pay state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past and such increases may not be covered by tenants pursuant to our lease agreements. If the property taxes we pay increase, our financial condition, results of operations, cash flow, per share trading price of our common stock and our ability to satisfy our principal and interest obligations and to make distributions to our stockholders could be adversely affected.

**Risks Related to Ownership of Our Common Stock**

***The market price and trading volume of our common stock may be volatile, which could result in rapid and substantial losses for our stockholders.***

Our financial performance, government regulatory action, tax laws, interest rates and market conditions in general could have a significant impact on the future market price of our common stock. Some of the factors that could negatively affect or result in fluctuations in the market price of our common stock include:

- actual or anticipated variations in our quarterly or annual operating results;
- increases in market interest rates that lead purchasers of our shares to demand a higher yield;
- changes in market valuations of similar companies;
- adverse market reaction to any increased indebtedness we incur in the future;
- additions or departures of key personnel;
- actions by stockholders;
- speculation in the press or investment community;
- general market, economic and political conditions, including an economic slowdown or dislocation in the global credit markets;
- our operating performance and the performance of other similar companies;
- negative publicity regarding us specifically or our business lines generally;
- changes in accounting principles; and
- passage of legislation or other regulatory developments that adversely affect us or our industry, such as the Housing Stability and Tenant Protection Act of 2019, which was signed into law in New York in June 2019.

Broad market and industry factors may decrease the market price of our common stock, regardless of our actual operating performance. The stock market in general has from time to time experienced extreme price and volume fluctuations. In addition, in the past, following periods of volatility in the overall market and the market price of a company's securities, securities class action litigation has often been instituted against these companies. This litigation, if instituted against us, could result in substantial costs and a diversion of our management's attention and resources.

***There are restrictions on ownership and transfer of our common stock.***

To assist us in qualifying as a REIT, among other purposes, our charter generally limits beneficial ownership by any person to no more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our common stock or 9.8% of the aggregate value of all our outstanding stock. In addition, our charter contains various other restrictions on the ownership and transfer of shares of our stock. As a result, an investor that purchases shares of our common stock may not be able to readily resell such common stock.

***Future sales of our common stock or other securities convertible into our common stock could cause the market value of our common stock to decline and could result in dilution.***

Our board of directors is authorized, without approval of our common stockholders, to cause us to issue additional shares of our stock or to raise capital through the issuance of preferred stock, options, warrants and other rights on terms and for consideration as our board of directors in its sole discretion may determine.

Sales of substantial amounts of our common stock could dilute current ownership and could cause the market price of our common stock to decrease significantly. We cannot predict the effect, if any, of future sales of our common stock, or the availability of our common stock for future sales, on the value of our common stock. Sales of substantial amounts of our common stock, or the perception that such sales could occur, may adversely affect the market price of our common stock.

In addition, our Operating Partnership may issue additional OP Units and our LLC subsidiaries may issue additional LLC units to third parties without the consent of our stockholders, which would reduce our ownership percentage in our Operating Partnership or LLC subsidiaries, as applicable, and would have a dilutive effect on the amount of distributions made to us by our Operating Partnership and, if applicable, to our Operating Partnership by our LLC subsidiaries and, therefore, the amount of distributions we can make to our stockholders. Any such issuances, or the perception of such issuances, could materially and adversely affect the market price of our common stock.

***Future offerings of debt securities or preferred stock, which would rank senior to our common stock upon our bankruptcy liquidation, and future offerings of equity securities that may be senior to our common stock for the purposes of dividend and liquidating distributions, may adversely affect the market price of our common stock.***

In the future, we may attempt to raise additional capital by making offerings of debt securities or additional offerings of equity securities, including preferred stock. Upon bankruptcy or liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common stock. Our preferred stock, if issued, could have a preference on liquidating distributions or a preference on dividend payments or both that could limit our ability to pay a dividend or other distribution to the holders of our common stock. Our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control. As a result, we cannot predict or estimate the amount, timing or nature of our future offerings, and purchasers of our common stock bear the risk of our future offerings reducing the market price of our common stock and diluting their ownership interest in our Company.

***We are an "emerging growth company" and as a result of the reduced disclosure and governance requirements applicable to emerging growth companies, our common stock may be less attractive to investors.***

We are an "emerging growth company" as defined in the JOBS Act, and we currently take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, an extended transition period for complying with new or revised accounting standards and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile. We may take advantage of these reporting exemptions until we are no longer an emerging growth company. We will remain an emerging growth company until the earlier of (1) the earliest of the last day of the fiscal year (a) ending December 31, 2022, (b) in which we have total annual gross revenue of at least \$1.07 billion, or (c) in which we are deemed to be a large accelerated filer, which means, among other things, the market value of our common stock that is held by non-affiliates exceeds \$700 million as of the prior June 30th, and (2) the date on which we have issued more than \$1 billion in non-convertible debt during the prior three-year period.

## CAUTIONARY NOTE CONCERNING FORWARD-LOOKING STATEMENTS

Various statements contained in this Annual Report on Form 10-K, including those that express a belief, expectation or intention, as well as those that are not statements of historical fact, are forward-looking statements. These forward-looking statements may include projections and estimates concerning the timing and success of specific projects and our future production, revenues, income and capital spending. Our forward-looking statements are generally accompanied by words such as "estimate," "project," "predict," "believe," "expect," "intend," "anticipate," "potential," "plan," "goal" or other words that convey the uncertainty of future events or outcomes. The forward-looking statements in this Annual Report on Form 10-K speak only as of the date of this Report; we disclaim any obligation to update these statements unless required by law, and we caution you not to rely on them unduly. We have based these forward-looking statements on our current expectations and assumptions about future events. While our management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. These and other important factors, including those discussed under "Risk Factors," may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by these forward-looking statements. These risks, contingencies and uncertainties include, but are not limited to, the following:

- 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;
- the single government tenant in our commercial buildings may suffer financial difficulty;
- changes in rent stabilization regulations, such as the Housing Stability and Tenant Protection Act of 2019, which was signed into law in New York in June 2019, 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; and
- other risks and risk factors or uncertainties identified from time to time in our filings with the SEC.

## ITEM 2. PROPERTIES

### Our Portfolio Summary

As of December 31, 2019, our portfolio consisted of eight properties totaling approximately 3.2 million rentable square feet (plus an approximate 119,000 rentable square feet under development) and was approximately 98% leased. These properties include Tribeca House (two nearly adjacent residential properties with street-level and mezzanine-level retail space and an externally managed parking garage), the Flatbush Gardens complex (a 59-building residential complex), two properties in Downtown Brooklyn (one exclusively commercial, one mixed commercial and residential), the Aspen property (a residential building with street-level retail space and an externally managed parking garage), the 10 West 65th Street residential property, the Clover House residential property and the 1010 Pacific Street property.

The table below presents an overview of the Company's portfolio as of December 31, 2019:

Address	Submarket	Year Built	Leasable Sq. Ft.	# Units	Percent Leased	Annual Base Rental Revenue (millions)	Net Effective Rent Per Occupied Square Foot
<b>Multifamily</b>							
50 Murray Street	Manhattan	1964	396,528	390	97.7%	\$ 27.3	\$ 70.32
53 Park Place	Manhattan	1921	86,288	116	100.0%	\$ 6.2	\$ 71.41
Flatbush Gardens complex	Brooklyn	1950	1,749,405(1)	2,496	97.6%	\$ 42.0	\$ 24.61
250 Livingston Street	Brooklyn	1920	26,819	36	100.0%	\$ 1.3	\$ 47.69
Aspen	Manhattan	2004	165,542	232	98.7%	\$ 5.8	\$ 36.60
10 West 65th Street	Manhattan	1939	75,678	82	98.8%	\$ 3.4	\$ 45.97
Clover House	Brooklyn	1959	102,131	158	94.3%	\$ 6.5	\$ 69.09
			2,602,391	3,510	97.7%	\$ 92.5	\$ 36.48
<b>Commercial</b>							
141 Livingston Street	Brooklyn	1959	206,084	1	100.0%	\$ 8.2	\$ 40.00
250 Livingston Street	Brooklyn	1920	294,144(2)	1	100.0%	\$ 8.2	\$ 27.71
			500,228	2	100.0%	\$ 16.4	\$ 32.77
<b>Retail</b>							
50 Murray Street (retail)	Manhattan		44,436	7	100.0%	\$ 2.4	\$ 54.87
50 Murray Street (parking)	Manhattan		24,200	1	100.0%	\$ 1.2	\$ 50.67
53 Park Place (retail)	Manhattan		8,600	1	100.0%	\$ 0.4	\$ 42.52
141 Livingston Street (parking/other)	Brooklyn		14,853	1	100.0%	\$ 0.4	\$ 26.12
250 Livingston Street (retail)	Brooklyn		990	1	100.0%	\$ 0.1	\$ 118.58
250 Livingston Street (parking)	Brooklyn		—	—	—	\$ 0.2	—
Aspen (retail)	Manhattan		21,060	3	82.0%	\$ 0.8	\$ 48.39
Aspen (parking)	Manhattan		—	—	—	\$ 0.3	—
			114,139	14	96.7%	\$ 5.8	\$ 53.86
<b>Total</b>			<b>3,216,758</b>	<b>3,526</b>	<b>98.0%</b>	<b>\$ 114.7</b>	<b>\$ 34.42</b>
<b>Real Estate Under Development</b>							
1010 Pacific Street	Brooklyn		118,994(3)	175(3)			

(1) Comprises 59 buildings.

(2) Has been remeasured to 342,496 square feet according to REBNY standards.

(3) Land purchase made on November 8, 2019; square footage and number of units based on management's development estimates.

The table below presents an overview of commercial and retail lease expirations for the next ten years and thereafter, beginning in 2020.

Year	Number of Tenants	Total Square Feet	Annualized Rental Revenue	% of Annualized Rental Revenue Expiring
2020	2	10,047	604,124	2.0%
2021	—	—	—	—
2022	3	57,200	2,354,243	7.7%
2023	2	10,812	672,264	2.2%
2024	1	1,500	123,750	0.4%
2025	2	548,580	25,693,317	83.8%
2026	—	—	—	—
2027	1	7,568	325,000	1.1%
2028	—	—	—	—
2029	—	—	—	—
Thereafter	3	12,809	862,454	2.8%
Total	14	648,516	\$ 30,635,152	100.0%

### Descriptions of Our Properties

#### *Tribeca House*

The Company purchased the 50 Murray Street and 53 Park Place buildings on December 15, 2014.

These buildings were built in 1964 and 1921, respectively, renovated in 2001, and comprise a total of 506 units which include studio and one- and two-bedroom apartments as well as retail space and parking. The buildings are both full-service luxury rentals which include building finishes such as ceilings as high as 11 feet, stainless steel appliances and granite countertops, and amenities such as a doorman, elevators, landscaped roof deck, rooftop basketball court, tenant lounge, game room, toddlers' play room, in-house valet service and screening room. 50 Murray Street includes 390 units and 396,528 square feet and 53 Park Place includes 116 units and 86,288 square feet.

The properties also feature approximately 77,200 square feet of retail space, comprising approximately 53,000 square feet of street-level and mezzanine-level retail space, and an externally-managed garage. Tenants include Equinox (a premium fitness club), the Amish Market (a food market), AT&T, Starbucks and Apple Bank. The weighted average remaining lease duration of the retail tenants at December 31, 2019, is approximately six years.

Property highlights include:

Location	• 50 Murray Street and 53 Park Place
Building Type	• Residential
	• Retail
Number of Units	• 506
Amenities	• Doorman
	• Elevators
	• Landscaped roof deck
	• Rooftop basketball court
	• Tenant lounge
	• Game room
	• Toddler's play room
	• In-house valet service
	• Screening room
Nearby Rapid Transit Access	• MTA Subway A, C, E, N, R, 1, 2, 3 trains
	• PATH train

The Tribeca House properties are encumbered by a loan through Deutsche Bank AG with a balance of \$360.0 million as of December 31, 2019. The loan matures on March 6, 2028, bears interest at 4.506% and requires interest-only payments for the entire term. We have 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.

#### Flatbush Gardens

Flatbush Gardens is a 59-building complex located along Foster Avenue between Nostrand and Brooklyn Avenues in the East Flatbush neighborhood of Brooklyn. The property's buildings are located on seven tax parcels. The complex was constructed around 1950 and contains 2,496 studio, one-bedroom, two-bedroom, and three-bedroom apartments, and four below-grade garages. The aggregate site area is 898,940 square feet, the aggregate gross building area is 1,926,180 square feet and the aggregate gross leasable area is 1,749,405 square feet.

Address	Block	Lot	Site Area (Sq. Ft.)	Net Leasable Area (Sq. Ft.)	No. of Units
3101 Foster Avenue	4964	47	60,000	120,276	168
1405 Brooklyn Avenue	5000	200	47,500	90,762	144
1402 Brooklyn Avenue	4981	50	161,655	293,898	420
1368 New York Avenue	4964	40	195,865	354,756	504
3505 Foster Avenue	4967	40	182,300	356,304	504
3202-24 Foster Avenue	4995	30	112,875	239,316	336
1401 New York Avenue	4981	1	138,745	294,093	420
<b>Total</b>			<b>898,940</b>	<b>1,749,405</b>	<b>2,496</b>

Community District 17 is a mixed-income community. We believe Flatbush Gardens represents an entry-level, low-cost option in the market and that we will increasingly draw tenants who have been priced out of other New York City sub-markets. The neighborhood surrounding the Flatbush Gardens complex is residential on all sides. The Newkirk Avenue subway station, which is serviced by the No. 2 and No. 5 trains, is located on the west side of the complex. Brooklyn College is located 0.6 miles along Nostrand Avenue to the south of Flatbush Gardens. The No. 2 and No. 5 trains, which service both Flatbush Gardens and Brooklyn College, provide direct access to the west side and east side, respectively, of Manhattan, as well as other points in Brooklyn. Two large regional medical centers are located within a mile of the complex.

#### Property highlights include:

Building Type	• Residential
Number of Units	• 2,496
Amenities	• Park-like space between buildings
	• Parking lots
Nearby Rapid Transit Access	• MTA Subway 2, 5 trains

Flatbush Gardens is encumbered by a mortgage note to New York Community Bank with a balance of \$246.0 million as of December 31, 2019. The note matures on March 1, 2028, and bears interest at 3.5% for the first five years and thereafter at the prime rate plus 2.75%, with an option to fix the rate subject to the payment of a fee that fluctuates depending on the date the election is made. The loan requires interest-only payments through August 2020, 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 loan prior to the maturity date, subject to certain prepayment premiums, as defined.

#### 141 Livingston Street

The 141 Livingston Street property is a 15-story office building with 206,084 commercial square feet, located on a 0.26-acre site in Downtown Brooklyn. The property's main commercial tenant, the City of New York, executed a 10-year lease in December 2015; under the agreement, the annual rent will increase by 25%, or \$2.1 million, beginning the sixth year of the lease. The property is located approximately 500 feet from the Jay Street-Metrotech, Hoyt-Schemerhorn, Hoyt Street, and Borough Hall subway stops, offering direct one-stop access to the east and west sides of Manhattan, as well as access to surrounding regions of Brooklyn and Queens, and connections to every other New York City subway line. The property is located near the Fulton Street Mall, a pedestrian mall that runs along Fulton Street between Boerum Place and Flatbush Avenue, and is within walking distance of Barclays Center and Atlantic Avenue. In addition, the property includes an adjacent lot at 22 Smith Street, currently used as a parking lot measuring approximately 5,000 square feet.

Property highlights include:

Location	• 141 Livingston Street
Building Type	• Commercial
	• Retail (parking)
Tenant	• City of New York
Amenities	• Elevators
	• Parking
Nearby Rapid Transit Access	• MTA Subway A, C, F, G, R, 2, 3, 4, 5 trains

The 141 Livingston Street property is encumbered by a mortgage note to New York Community Bank with a balance of \$75.8 million as of December 31, 2019. The note matures on June 1, 2028, and bears interest at 3.875%. The note required interest-only payments through June 2017, and monthly principal and interest payments of approximately \$374,000 thereafter based on a 30-year amortization schedule. We may prepay the debt in whole or in part, subject to a prepayment premium.

*250 Livingston Street*

The 250 Livingston Street property is a 12-story mixed-use building, with office and residential uses on the upper floors and office and retail at grade. The total land area of the site is 29,707 square feet. The building currently contains 294,144 square feet of office space which is 100% leased to the City of New York's Department of Environmental Protection and Human Resources Administration under two leases that expire in August 2020. In May 2019, the City signed a lease for renewal of its commercial leases, for a ten-year term commencing upon expiration of the current leases and under which the office space has been remeasured to approximately 342,000 square feet, according to REBNY standards. Additionally, the property includes 36 multifamily residential apartment units (26,819 square feet), which were developed by Clipper Equity from 2003 through 2013.

Property highlights include:

Location	• 250 Livingston Street
Building Type	• Commercial
	• Residential
	• Retail
Commercial Tenant	• City of New York
Amenities	• Elevators
Nearby Rapid Transit Access	• MTA Subway A, B, C, F, G, Q, R, 2, 3, 4, 5 trains

The 250 Livingston Street property is encumbered by a mortgage note to Citi Real Estate Funding Inc. with a balance of \$125.0 million as of December 31, 2019. The note matures on June 6, 2029, bears interest at 3.63% and requires interest-only payments for the entire term. We have the option to prepay all (but not less than all) of the unpaid balance of the loan within three months of maturity, without a prepayment premium.

*Aspen*

In June 2016, the Company purchased the Aspen property located at 1955 1st Avenue in Manhattan for \$103 million. The property fronts the west side of First Avenue on the full block between 100th and 101st Streets, and comprises 186,602 square feet, 232 residential rental units, three retail units and a parking garage. The residential units are subject to regulations established by the HDC under which there are no rental restrictions on approximately 55% of the units and low- and middle-income restrictions on approximately 45% of the units. The residential units feature stainless steel appliances including a range, oven, refrigerator, microwave, and dishwasher. Property amenities include a courtyard, game room, fitness center, clubhouse, laundry facilities and onsite below-grade garage parking.



Property highlights include:

Location	•	1955 1st Avenue
Building Type	•	Residential
	•	Retail
Number of Units	•	232
Amenities	•	Courtyard, game room, fitness center
Nearby Rapid Transit Access	•	MTA Subway Q, 4, 5, 6 trains

The Aspen property is encumbered by a mortgage note to Capital One Multifamily Finance LLC with a balance of \$66.9 million as of December 31, 2019. The note 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 approximately \$321,000 thereafter based on a 30-year amortization schedule. We have the option to prepay the loan prior to the maturity date, subject to a prepayment premium.

*Clower House*

In May 2017, the Company purchased the Clower House property in the historic Brooklyn Heights district in Brooklyn for \$87.5 million, in vacant condition. The property is located near the Clark Street subway stop, the Brooklyn-Queens Expressway, the Brooklyn Bridge, the Manhattan Bridge and multiple bus lines. The Company completed renovations in 2019 to create 158 well-appointed studio, one- and two-bedroom units across 102,131 square feet, with amenities and indoor parking for 68 cars. Amenities include various unit terraces, a rooftop terrace, a fitness center and a landscaped courtyard.

Property highlights include:

Location	•	107 Columbia Heights
Building Type	•	Residential
Number of Units	•	158
Amenities	•	Courtyard, rooftop terrace, fitness center
Nearby Rapid Transit Access	•	MTA Subway 2, 3, A, C, F trains

The Clower House property is encumbered by a mortgage note to MetLife Investment Management with a balance of \$82.0 million as of December 31, 2019. The note 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.

*10 West 65th Street*

In October 2017, the Company purchased the 10 West 65th Street property in the Upper West Side neighborhood of Manhattan for \$79 million. The property, located less than a block from Central Park, consists of approximately 76,000 square feet of leasable residential area, with 82 apartment units, plus an additional 53,000 square feet of air rights. The property is located near Lincoln Center and several prominent museums. Touro College, which had leased 40 apartment units in accordance with an agreement entered into when the Company purchased the property, exercised its option to terminate the leases, effective January 31, 2019. The Company subsequently repositioned the apartments and leased them at market rates.

Property highlights include:

Location	•	10 West 65th Street
Building Type	•	Residential
Number of Units	•	82
Amenities	•	Elevator
Nearby Rapid Transit Access	•	MTA Subway A, B, C, D, 1, 2, 3 trains

The 10 West 65th Street property is encumbered by a mortgage note to New York Community Bank, entered into in connection with the acquisition of the property, with a balance of \$34.3 million as of December 31, 2019. The note matures on November 1, 2027, and bears interest at 3.375% for the first five years and thereafter at the prime rate plus 2.75%, subject to an option to fix the rate. The note required interest-only payments through October 2019, and monthly principal and interest payments of approximately \$152,000 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.

In November 2019, the Company purchased the 1010 Pacific Street property in the Prospect Heights neighborhood of Brooklyn for \$31 million. The Company intends to redevelop the property as a fully amenitized residential building with approximately 119,000 square feet of leasable area; the building is expected to have 175 total units, 70% of which will be free-market and 30% affordable. The construction process is estimated to take approximately two years.

The 1010 Pacific Street property is encumbered by a mortgage note to CIT Bank, N.A., entered into in connection with the acquisition of the property, with a balance of \$18.6 million as of December 31, 2019. The property is also encumbered by a pre-development bridge loan with the same lender that will provide up to \$3.0 million for 100% of eligible pre-development and carrying costs, of which approximately \$857,000 was drawn as of December 31, 2019. The notes mature on December 24, 2020, are subject to a one-year extension option, require interest-only payments and bear interest at one-month LIBOR plus 3.60% (5.4% as of December 31, 2019).

### ITEM 3. LEGAL PROCEEDINGS

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, who brought an action 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. The Court declared that the plaintiffs-tenants were subject to rent stabilization requirements and referred the matter to a special referee to determine the amount of rent over-charges, if any. On July 18, 2017, the Court, pursuant to the parties' agreement, stayed the Court's ruling; the Company subsequently appealed the decision to the Appellate Division, First Department. On January 18, 2018, the Appellate Division unanimously reversed the Court's ruling and ruled in favor of the Company, holding that the Company acted properly in de-regulating the apartments. The plaintiffs-tenants thereafter moved for leave to appeal to the Court of Appeals, which motion was granted on April 24, 2018. On June 25, 2019, the New York Court of Appeals reversed the Appellate Division's order and ruled in favor of the plaintiffs-tenants, holding that apartments in buildings receiving RPTL 421-g tax benefits are not subject to luxury deregulation. The Court of Appeals also remitted the matter for further proceedings consistent with its opinion. As a result of the Court of Appeals' order, Company management believes that payments may be required to be made to the 41 present or former tenants comprising the plaintiff group, that other tenants may attempt to make similar claims, and that the special referee process referred to above will be used to determine the timing and the amount of any claims that must be paid. On July 25, 2019, the Company filed a motion for reargument with the New York Court of Appeals, which was denied on September 12, 2019. On August 13, 2019, the Court, in effect, reinstated its prior order and referred the calculation of rent overcharges and attorneys' fees for a hearing before a special referee. The special referee's hearing was scheduled for October 23, 2019. On October 17, 2019, the Company made a motion in the Appellate Division for a stay of the special referee's hearing pending the Company's appeal from the August 13 order. On such date, the Appellate Division granted an interim stay of the special referee's hearing, pending the determination of the underlying motion. On January 7, 2020, the Appellate Division granted the Company's motion for a full stay of the special referee's hearing pending appeal. Currently, the appeal is scheduled to be argued during the May 2020 term. On October 24, 2019, the Company filed a Petition for a Writ of Certiorari with the United States Supreme Court, seeking permission to have that Court hear the Company's appeal on Constitutional grounds from the Court of Appeals' order. On January 13, 2020, the United States Supreme Court denied the Company's Petition for a Writ of Certiorari, meaning that the Court of Appeals' order is final. The Company cannot predict what the timing or ultimate resolution of this matter will be, and accordingly, at this time, the Company has not recorded any liability for the potential settlement of this matter.

In addition to the above, the Company is subject to certain legal proceedings and claims arising in connection with its business, including a claim under the Americans with Disabilities Act of 1990 at the 141 Livingston Street property. 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.

**ITEM 4. MINE SAFETY DISCLOSURE**

Not applicable.

**PART II**

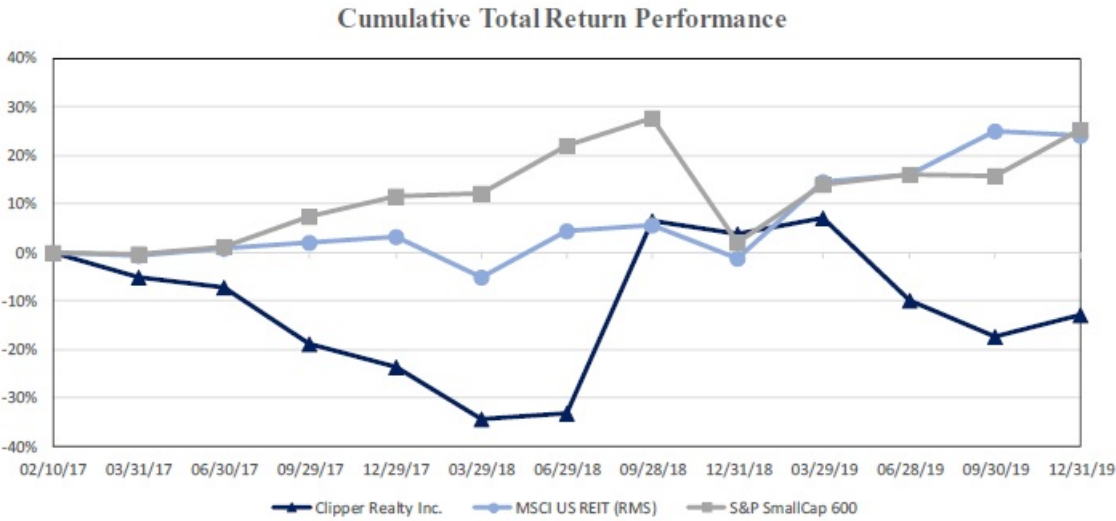
**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

Our common stock is traded on the NYSE under the ticker symbol CLPR. The stock began trading on February 10, 2017.

**Stock Performance Graph**

The following graph sets forth the cumulative total stockholder return (assuming reinvestment of dividends) to our stockholders during the period from February 10, 2017 (the date our common stock began trading on the NYSE) through December 31, 2019, as well as the corresponding returns on an overall stock market index (S&P SmallCap 600) and a peer group index (MSCI US REIT Index). Historical total stockholder return is not necessarily indicative of future results.



**Holders**

As of February 19, 2020, there were 1,226 holders of record of our common stock.

## **Dividends**

There is no guarantee that we will make quarterly cash distributions to holders of our common stock. We may make distributions only when, as and if authorized by our board of directors from funds legally available for distribution. Our cash distribution policy may be changed at any time and is subject to certain restrictions, including the following:

- we may lack sufficient cash to pay distributions on shares of our common stock for a number of reasons, including as a result of increases in our operating or general and administrative expenses, principal and interest payments on our debt, working capital requirements or cash needs;
- our ability to make cash distributions to holders of our common stock depends on the performance of our subsidiaries and their ability to distribute cash to us, and on the performance of our properties and tenants; and
- the ability of our subsidiaries to make distributions to us may be restricted by, among other things, covenants in the instruments governing current or future debt of these subsidiaries.

U.S. federal income tax law requires that we distribute annually at least 90% of our taxable income (without regard to the dividends paid deduction and excluding net capital gains). As a result, we expect to generally distribute a significant percentage of our available cash to holders of our common stock. Therefore, our growth may not be as fast as businesses that reinvest their available cash to expand ongoing operations. We expect that we will rely primarily upon external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, to fund our acquisitions and capital expenditures. As a result, to the extent we are unable to finance growth externally, our cash distribution policy will significantly impair our ability to grow. To the extent we issue additional shares of common stock, our operating partnership issues OP Units or our existing or new LLC subsidiaries issue LLC units in connection with any acquisitions or other transactions, the payment of distributions on those additional securities may increase the risk that we will be unable to maintain or increase our distributions to stockholders.

Any future distributions we make will be at the discretion of our board of directors and will depend on a number of factors, including prohibitions or restrictions under financing agreements, our charter, applicable law and other factors described below.

We cannot assure you that our board of directors will not change our distribution policy in the future. Any distributions we pay in the future will depend upon our actual results of operations, liquidity, cash flows, financial condition, economic conditions, debt service requirements and other factors that could differ materially from our current expectations. Our actual results of operations, liquidity, cash flows and financial condition will be affected by a number of factors, including the revenue we receive from our properties, our operating expenses, interest expense, the ability of our tenants to meet their obligations and unanticipated expenditures. For more information regarding risk factors that could materially adversely affect our ability to pay dividends and make other distributions to our stockholders, see "Risk Factors."

## **Recent Sales of Unregistered Securities**

None.

## **Recent Repurchases of Equity Securities**

None.

## ITEM 6. SELECTED FINANCIAL DATA

The following tables show selected consolidated financial data for the Company and the Predecessor for the periods indicated. You should read the selected financial data in conjunction with the more detailed information contained in the audited financial statements and related notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing elsewhere in this Annual Report on Form 10-K.

	(in thousands, except per share data)				
	Year ended December 31,				
	2019	2018	2017	2016	2015
<b>Consolidated Statement of Operations</b>					
Revenues					
Residential rental income	\$ 87,386	\$ 81,117	\$ 74,859	\$ 68,414	\$ 62,282
Commercial rental income	28,779	28,880	29,093	24,591	22,322
Total revenues	116,165	109,997	103,952	93,005	84,604
Operating Expenses					
Property operating expenses	28,887	27,267	27,029	25,442	23,283
Real estate taxes and insurance	24,966	22,293	20,685	17,740	14,926
General and administrative	9,167	9,873	9,944	8,405	5,296
Acquisition and organization costs	—	101	69	326	75
Depreciation and amortization	19,649	18,005	16,721	15,295	12,521
Total operating expenses	82,669	77,539	74,448	67,208	56,101
Income from operations	33,496	32,458	29,504	25,797	28,503
Interest expense, net	(35,187)	(32,781)	(35,505)	(38,136)	(36,703)
Loss on extinguishment of debt	(2,432)	(8,872)	—	—	—
Gain on involuntary conversion	—	194	—	—	—
Net loss	\$ (4,123)	\$ (9,001)	\$ (6,001)	\$ (12,339)	\$ (8,200)
Net loss attributable to Predecessor and non-controlling interests	2,458	5,368	3,644	8,604	6,835
Dividends attributable to preferred shares	—	—	(8)	(19)	—
Net loss attributable to common stockholders	\$ (1,665)	\$ (3,633)	\$ (2,365)	\$ (3,754)	\$ (1,365)
Basic and diluted net loss per share	\$ (0.11)	\$ (0.22)	\$ (0.15)	\$ (0.34)	\$ (0.12) <sup>(1)</sup>
Cash dividends per share	\$ 0.38	\$ 0.38	\$ 0.37	\$ 0.26	\$ 0.04
Weighted average common shares / OP units:					
Common shares outstanding	17,814	17,813	17,021	11,423	11,423
OP units outstanding	26,317	26,317	26,317	26,317	26,317
Diluted shares outstanding	44,131	44,130	43,338	37,740	37,740
<b>Cash Flow Data</b>					
Operating activities	\$ 23,772	\$ 22,362	\$ 13,065	\$ 10,118	\$ 13,526
Investing activities	(74,903)	(39,295)	(187,656)	(121,285)	(9,025)
Financing activities	62,199	41,127	147,609	24,150	115,760
<b>Non-GAAP Financial Measures<sup>(2)</sup></b>					
FFO	\$ 15,526	\$ 9,004	\$ 10,720	\$ 2,956	\$ 4,321
AFFO	22,041	19,818	16,682	9,998	9,247
Adjusted EBITDA	56,134	52,091	49,554	43,743	41,531
Net Operating Income (NOI)	62,825	60,024	56,388	49,625	46,118

(1) Figure is for the period from August 3, 2015 to December 31, 2015.

(2) In this Annual Report on Form 10-K, we disclose and discuss FFO, AFFO, Adjusted EBITDA and NOI, all of which meet the definition of a "non-GAAP financial measure" set forth in Item 10(e) of Regulation S-K promulgated by the SEC. For further discussion about our use of FFO, AFFO, Adjusted EBITDA and NOI as non-GAAP financial measures, and a reconciliation of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures."

(in thousands)

As of December 31,

	2019	2018	2017	2016	2015
<b>Balance Sheet Data</b>					
Investment in real estate, net	\$ 1,080,533	\$ 1,025,737	\$ 996,892	\$ 823,077	\$ 726,107
Cash and cash equivalents	42,500	37,028	7,940	37,547	125,332
Restricted cash	14,432	8,836	13,730	11,105	9,962
Total assets	1,166,207	1,101,008	1,052,085	905,208	881,118
Notes payable, net of unamortized debt costs	997,903	913,564	843,946	754,459	713,440
Total liabilities	1,024,424	939,523	866,494	778,992	734,741
Stockholders' equity	57,234	65,182	74,912	38,201	44,303
Total equity	141,783	161,485	185,591	126,216	146,377
<b>Property-Related Data (unaudited)</b>					
Residential property rentable square feet					
Flatbush Gardens	1,749	1,749	1,735	1,735	1,735
% leased	97.6%	98.4%	97.1%	96.9%	96.2%
Tribeca House	483	483	482	481	479
% leased	98.2%	95.5%	91.1%	90.2%	83.5%
250 Livingston Street	27	27	27	27	27
% leased	100.0%	94.4%	94.4%	87.6%	94.4%
Aspen	166	166	166	166	—
% leased	98.7%	99.6%	96.1%	98.7%	—
10 West 65th Street	76	76	75	—	—
% leased	98.8%	86.6%	87.8%	—	—
Clover House	102	—	—	—	—
% leased	94.3%	—	—	—	—
Commercial and retail property rentable square feet					
141 Livingston Street (remeasured)	216	216	216	216	216
% leased	100%	100%	100%	100%	100.0%
250 Livingston Street (remeasured)	342	353	353	353	353
% leased	100%	100%	100%	100%	99.7%
Tribeca House	77	77	77	77	77
% leased	100%	100%	100%	100%	95.9%
Aspen	21	21	21	21	—
% leased	82%	100%	100%	100%	—

**ITEM 7. 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 in conjunction with the more detailed information set forth under the captions "Selected Financial Data" and "Cautionary Note Concerning Forward-Looking Statements," and in our financial statements and the related notes thereto appearing elsewhere in this Annual Report on Form 10-K. The financial statements for periods and as of dates prior to the formation transactions represent consolidated historical financials of the Predecessor.

**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.

The Company was incorporated on July 7, 2015. On August 3, 2015, we closed a private offering of shares of our common stock, in which we raised net proceeds of approximately \$130.2 million. In connection with the private offering, we consummated a series of investment and other formation transactions that were designed, among other things, to enable us to qualify as a REIT for U.S. federal income tax purposes.

In February 2017, the Company sold 6,390,149 primary shares of common stock (including the exercise of the over-allotment option, which closed on March 10, 2017) to investors in an initial public offering ("IPO") at \$13.50 per share. The proceeds, net of offering costs, were approximately \$78.7 million. The Company contributed the IPO proceeds to the Operating Partnership in exchange for units in the Operating Partnership.

On May 9, 2017, the Company completed the purchase of 107 Columbia Heights (since rebranded as "Clover House"), a 158-unit apartment community located in Brooklyn Heights, New York, for \$87.5 million.

On October 27, 2017, the Company completed the acquisition of an 82-unit residential property at 10 West 65th Street in Manhattan, New York, for \$79.0 million.

On November 8, 2019, the Company completed the acquisition of property located at 1010 Pacific Street in Prospect Heights, New York, for \$31.0 million.

As of December 31, 2019, the Company owns:

- 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; and
- one property at 1010 Pacific Street in the Prospect Heights neighborhood of Brooklyn, to be redeveloped as a residential 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 59.6% 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 40.4% 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 and the 1010 Pacific 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.

## Trends

During 2019, 2018 and 2017, the Company's properties generally experienced increasing demand. At the 141 Livingston Street property, in the downtown Brooklyn neighborhood, the City of New York confirmed in October 2019 that it will continue its commercial lease at the property through expiration at the end of 2025; per the terms of the lease, the annual rent will increase 25% at the end of 2020. At the nearby 250 Livingston Street property, the City of New York signed a lease in May 2019 for renewal of its commercial leases at the property; the new lease will have a ten-year term commencing upon expiration of the current leases in August 2020, and provides for an initial 57% increase in blended rent per square foot and a 16% increase in rentable square feet through a remeasurement. The Company continues to benefit from renters' increasing preference to live in or near urban centers and the flexibility that rental apartments offer. At the Flatbush Gardens residential apartment complex, the Company increased average rent per square foot from \$20.63 at December 31, 2015, to \$21.24 at December 31, 2016, to \$22.47 at December 31, 2017, to \$23.77 at December 31, 2018, to \$24.61 at December 31, 2019. At the Tribeca House property, the Company increased average residential rent per square foot from \$65.50 at December 31, 2015, to \$68.05 at December 31, 2016, to \$69.18 at December 31, 2017, to \$69.58 at December 31, 2018, to \$70.52 at December 31, 2019. At the Aspen property, the Company increased average residential rent per square foot from \$30.72 at acquisition in June 2016, to \$33.05 at December 31, 2016, to \$35.07 at December 31, 2017, to \$36.26 at December 31, 2018, to \$36.60 at December 31, 2019. The Company did not have any significant retail lease renewals during this time period.

Throughout 2019, 2018 and 2017, we continued to benefit from relatively low interest rates. Our weighted average interest rate as of December 31, 2019, was approximately 3.9% per annum. Interest rates continue to be at relatively low levels versus historical norms.

## Factors that May Influence Future Results of Operations

We derive approximately 75% of our revenues from rents received from residents in our apartment rental properties and the remainder from commercial and retail rental customers. We believe that we have expertise in operating, renovating and repositioning our properties. As we grow, we will likely add personnel as necessary to provide outstanding customer service to our residents in order to maintain or increase occupancy levels at our apartment communities and to preserve the ability to increase rents. This is likely to result in an increase in our operating and general and administrative expenses over time.

A majority of the leases at our apartment communities are for approximately one-year terms, which generally enables us to seek increased rents upon renewal of existing leases or commencement of new leases. This may offset the potential adverse effect of inflation or deflation on rental revenue, although residents may leave without penalty at the end of their lease terms for any reason. Our ability to seek increased rents at our Flatbush Gardens property, our Aspen property and a portion of our 10 West 65th Street property is limited, however, as a result of the rent stabilization laws and regulations of New York City, including the Housing Stability and Tenant Protection Act of 2019, which was signed into law in New York in June 2019. These regulations generally limit rental increases that we can charge at our Flatbush Gardens property, our Aspen property and a portion of our 10 West 65th Street property upon lease renewal; effective October 1, 2019, such increases are 1.5% for a one-year lease and 2.5% for a two-year lease. The regulations also limit the maximum rent we can charge at our Flatbush Gardens property, our Aspen property and a portion of our 10 West 65th Street property on new leases. At our Aspen property, the residential units are subject to regulations established by the HDC, under which there are no rental restrictions on approximately 55% of the units and low- and middle-income restrictions on approximately 45% of the units. There are no rent stabilization restrictions at our Tribeca House properties, our 250 Livingston Street property, our Clover House property and a portion of our 10 West 65th Street property.

We also incur costs on turnover of residents when one resident moves out and we prepare the apartment for a new resident. The costs include the costs of repainting and repairing apartment units, replacing obsolete or damaged appliances and re-leasing the units. While we budget for turnover and the costs associated therewith, our turnover cost may be affected by certain factors we cannot control. Excessive turnover and failure to properly manage turnover cost may adversely affect our operations and could adversely affect our financial condition, results of operations, cash flows and ability to pay distributions on, and the market price of, our common stock.



We seek earnings growth primarily through increasing rents and occupancy at existing properties, and acquiring additional apartment communities in markets complementing our existing portfolio locations. Our apartment and commercial operating properties are concentrated in six neighborhoods within the boroughs of Manhattan and Brooklyn in New York City, which makes us susceptible to adverse developments in these markets. As a result, we are particularly affected by the local economic conditions in these markets, including, but not limited to, changes in supply of or demand for apartment units in our markets, competition for real property investments in our markets, changes in government rules, regulations and fiscal policies, including those governing real estate usage and tax, and any environmental risks related to the presence of hazardous or toxic substances or materials at or in the vicinity of our properties, which could negatively affect our overall performance.

We may be unable to accurately predict future changes in national, regional or local economic, demographic or real estate market conditions. For example, continued volatility and uncertainty in the global, national, regional and local economies could make it more difficult for us to lease apartment, commercial and retail space and may require us to lease our apartment, commercial and retail space at lower rental rates than projected and may lead to an increase in resident defaults. In addition, these conditions may also lead to a decline in the value of our properties and make it more difficult for us to dispose of these properties at competitive prices. These conditions, or others we cannot predict, could adversely affect our financial condition, results of operations, cash flows and ability to pay distributions on, and the market price of, our common stock.

As a public company with shares listed on a U.S. exchange, we incur general and administrative expenses, including legal, accounting and other expenses, related to corporate governance, public reporting and compliance with various provisions of the Sarbanes-Oxley Act, related regulations of the SEC, including compliance with the reporting requirements of the Exchange Act, and the requirements of the national securities exchange on which our stock is listed.

## Results of Operations

Our focus throughout the years ended December 31, 2019, 2018 and 2017, 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 the Company owned and operated for the full period in each comparison.

### *Income Statement for the Years Ended December 31, 2019 and 2018 (in thousands)*

	2019	Less: Clover House	2019 excluding Clover House	2018	Increase (decrease)	%
<b>Revenues</b>						
Residential rental income	\$ 87,386	\$ 1,759	\$ 85,627	\$ 81,117	\$ 4,510	5.6%
Commercial rental income	28,779	2	28,777	28,880	(103)	(0.4)%
Total revenues	116,165	1,761	114,404	109,997	4,407	4.0%
<b>Operating Expenses</b>						
Property operating expenses	28,887	673	28,214	27,267	947	3.5%
Real estate taxes and insurance	24,966	442	24,524	22,293	2,231	10.0%
General and administrative	9,167	221	8,946	9,873	(927)	(9.4)%
Acquisition and other	—	—	—	101	(101)	NM
Depreciation and amortization	19,649	775	18,874	18,005	869	4.8%
Total operating expenses	82,669	2,111	80,558	77,539	3,019	3.9%
Income from operations	33,496	(350)	33,846	32,458	1,388	4.3%
Interest expense, net	(35,187)	(1,056)	(34,131)	(32,781)	1,350	4.1%
Loss on extinguishment of debt	(2,432)	(661)	(1,771)	(8,872)	(7,101)	(80.0)%
Gain on involuntary conversion	—	—	—	194	(194)	NM
Net loss	\$ (4,123)	\$ (2,067)	\$ (2,056)	\$ (9,001)	\$ 6,945	(77.2)%

The dollar amounts in the narrative disclosure below are in thousands, other than per square foot figures.

**Revenue.** Residential rental income, excluding Clover House, increased from \$81,117 for the year ended December 31, 2018, to \$85,627 for the year ended December 31, 2019, primarily due to increases in rental rates at Flatbush Gardens and increases in rental rates and occupancy at Tribeca House. Base rent per square foot increased at the Flatbush Gardens property from \$23.77 at December 31, 2018, to \$24.61 at December 31, 2019. Base rent per square foot increased at the Tribeca House property from \$69.58 (95.5% leased occupancy) at December 31, 2018, to \$70.52 (98.2% leased occupancy) at December 31, 2019.

Commercial rental income, excluding Clover House, was essentially flat for the year ended December 31, 2019, compared to the year ended December 31, 2018.

**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, excluding Clover House, increased from \$27,267 for the year ended December 31, 2018, to \$28,214 for the year ended December 31, 2019, primarily due to a higher provision for bad debts and a larger amount of make-ready apartment improvements at the Tribeca House and Flatbush Gardens properties.

**Real estate taxes and insurance.** Real estate taxes and insurance expenses, excluding Clover House, increased from \$22,293 for the year ended December 31, 2018, to \$24,524 for the year ended December 31, 2019, primarily due to increased real estate taxes and insurance expense across the portfolio.

**General and administrative.** General and administrative expenses, excluding Clover House, decreased from \$9,873 for the year ended December 31, 2018, to \$8,946 for the year ended December 31, 2019, primarily due to decreases in overhead costs, executive cash bonuses and LTIP amortization expense, partially offset by non-recurring litigation-related expenses, which increased from \$0 for the year ended December 31, 2018, to \$966 for the year ended December 31, 2019.

**Depreciation and amortization.** Depreciation and amortization expense, excluding Clover House, increased from \$18,005 for the year ended December 31, 2018, to \$18,874 for the year ended December 31, 2019, due to additions to real estate, partially offset by reduced intangibles amortization at the 10 West 65th Street property.

**Interest expense, net.** Interest expense, net, excluding Clover House, increased from \$32,781 for the year ended December 31, 2018, to \$34,131 for the year ended December 31, 2019. The increase in interest expense from the May 2019 and December 2018 refinancings of the 250 Livingston Street property was partially offset by the lower interest rate and loan amount obtained in refinancing the Tribeca House property in February 2018 and increased interest expense capitalization in connection with property development. Interest expense, excluding Clover House, included amortization of loan costs and changes in fair value of interest rate caps of \$1,472 and \$1,081 for the years ended December 31, 2019 and 2018, respectively.

**Loss on extinguishment of debt.** Loss on extinguishment of debt, excluding Clover House, for the year ended December 31, 2019, related to the refinancing of the 250 Livingston Street loan in May 2019; the amount included the write-off of unamortized debt costs. Loss on extinguishment of debt for the year ended December 31, 2018, related to the refinancings of the Flatbush Gardens and Tribeca House loans in February 2018 and the defeasance of the 250 Livingston Street loan in December 2018; the amount included charges for early extinguishment of the debt and the write-off of unamortized debt costs.

**Gain on involuntary conversion.** Gain on involuntary conversion represented insurance proceeds in excess of the carrying value of assets disposed of related to fire damage suffered by two units at the Flatbush Gardens property in 2018.

**Net loss.** As a result of the foregoing, net loss, excluding Clover House, decreased from \$9,001 for the year ended December 31, 2018, to \$2,056 for the year ended December 31, 2019.

*Income Statement for the Years Ended December 31, 2018 and 2017 (in thousands)*

	2018	Less: 10 West 65th Street	2018 excluding 10 West 65th Street	2017	Less: 10 West 65th Street	2017 excluding 10 West 65th Street	Increase (decrease)	%
<b>Revenues</b>								
Residential rental income	\$ 81,117	\$ 2,997	\$ 78,120	\$ 74,859	\$ 544	\$ 74,315	\$ 3,805	5.1%
Commercial rental income	28,880	14	28,866	29,093	—	29,093	(227)	(0.8)%
Total revenues	109,997	3,011	106,986	103,952	544	103,408	3,578	3.5%
<b>Operating Expenses</b>								
Property operating expenses	27,267	461	26,806	27,029	95	26,934	(128)	(0.5)%
Real estate taxes and insurance	22,293	837	21,456	20,685	143	20,542	914	4.5%
General and administrative	9,873	286	9,587	9,944	19	9,925	(338)	(3.4)%
Acquisition and other	101	(8)	109	69	16	53	56	105.7%
Depreciation and amortization	18,005	1,083	16,922	16,721	375	16,346	576	3.5%
Total operating expenses	77,539	2,659	74,880	74,448	648	73,800	1,080	1.5%
Income from operations	32,458	352	32,106	29,504	(104)	29,608	2,498	8.4%
Interest expense, net	(32,781)	(1,246)	(31,535)	(35,505)	(227)	(35,278)	(3,743)	(10.6)%
Loss on extinguishment of debt	(8,872)	—	(8,872)	—	—	—	8,872	NM
Gain on involuntary conversion	194	—	194	—	—	—	194	NM
Net loss	\$ (9,001)	\$ (894)	\$ (8,107)	\$ (6,001)	\$ (331)	\$ (5,670)	\$ (2,437)	(43.0)%

The dollar amounts in the narrative disclosure below are in thousands, other than per square foot figures.

**Revenue.** Residential rental income, excluding 10 West 65th Street, increased from \$74,315 for the year ended December 31, 2017, to \$78,120 for the year ended December 31, 2018, primarily due to increases in rental rates and occupancy at the Flatbush Gardens and Tribeca House properties. Base rent per square foot increased at the Flatbush Gardens property from \$22.47 (96.4% leased occupancy) at December 31, 2017, to \$23.77 (98.4% leased occupancy) at December 31, 2018. Base rent per square foot increased at the Tribeca House property from \$69.18 (91.1% leased occupancy) at December 31, 2017, to \$69.58 (95.5% leased occupancy) at December 31, 2018.

Commercial rental income, excluding 10 West 65th Street, was essentially flat for the year ended December 31, 2018, compared to the year ended December 31, 2017.

**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, excluding 10 West 65th Street, decreased slightly from \$26,934 for the year ended December 31, 2017, to \$26,806 for the year ended December 31, 2018.

**Real estate taxes and insurance.** Real estate taxes and insurance expenses, excluding 10 West 65th Street, increased from \$20,542 for the year ended December 31, 2017, to \$21,456 for the year ended December 31, 2018, primarily due to increased real estate taxes at all properties, substantially offset by the cessation of amortization of real estate tax intangible assets relating to the purchase of the Tribeca House property.

**General and administrative.** General and administrative expenses, excluding 10 West 65th Street, decreased from \$9,925 for the year ended December 31, 2017, to \$9,587 for the year ended December 31, 2018, primarily due to a decrease in LTIP amortization expense, partially offset by an increase in other fees and expenses.

**Depreciation and amortization.** Depreciation and amortization expense, excluding 10 West 65th Street, increased from \$16,346 for the year ended December 31, 2017, to \$16,922 for the year ended December 31, 2018, due to additions to real estate.

**Interest expense, net.** Interest expense, net, excluding 10 West 65th Street, decreased from \$35,278 for the year ended December 31, 2017, to \$31,535 for the year ended December 31, 2018. The decrease resulted from lower rates obtained in refinancing the Tribeca House and Flatbush Gardens properties in February 2018, partially offset by an increase in debt outstanding and a higher rate from the refinancing of the 250 Livingston Street property in December 2018, and lower amortization of loan costs. Interest expense, excluding 10 West 65th Street, included amortization of loan costs and changes in fair value of interest rate caps of \$993 and \$3,146 for the year ended December 31, 2018 and 2017, respectively.

**Loss on extinguishment of debt.** Loss on extinguishment of debt related to the repayment of the Flatbush Gardens and Tribeca House loans in February 2018 and the defeasance of the 250 Livingston Street loan in December 2018. The amount included charges for early extinguishment of the debt and the write-off of unamortized debt costs.

**Gain on involuntary conversion.** Gain on involuntary conversion represented insurance proceeds in excess of the carrying value of assets disposed of related to fire damage suffered by two units at the Flatbush Gardens property.

**Net loss.** As a result of the foregoing, net loss, excluding 10 West 65th Street, increased from \$5,670 for the year ended December 31, 2017, to \$8,107 for the year ended December 31, 2018.

#### **Liquidity and Capital Resources**

As of December 31, 2019, we had \$997.9 million of indebtedness (net of unamortized issuance costs) secured by our properties, \$42.5 million of cash and cash equivalents, and \$14.4 million of restricted cash. See Note 7 of the accompanying "Notes to 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 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, 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.

### Property-Level Debt

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 (in thousands):

Property	Maturity	Interest Rate	December 31, 2019
Flatbush Gardens, Brooklyn, NY	3/1/2028	3.50%	\$ 246,000
250 Livingston Street, Brooklyn, NY	6/6/2029	3.63%	125,000
141 Livingston Street, Brooklyn, NY	6/1/2028	3.875%	75,817
Tribeca House, Manhattan, NY	3/6/2028	4.506%	360,000
Aspen, Manhattan, NY	7/1/2028	3.68%	66,862
Clover House, Brooklyn, NY	12/1/2029	3.53%	82,000
10 West 65th Street, Manhattan, NY	11/1/2027	3.375%	34,295
1010 Pacific Street, Brooklyn, NY	12/24/2020	LIBOR + 3.60%	19,457
			<u>\$ 1,009,431</u>

#### Flatbush Gardens

There is \$246.0 million of mortgage debt secured by Flatbush Gardens, as of December 31, 2019, in the form of a mortgage note to New York Community Bank. The note matures on March 1, 2028, and bears interest at 3.5% through February 2023, and thereafter at the prime rate plus 2.75% with an option to fix the rate subject to the payment of a fee that fluctuates depending on the date the election is made. The loan requires interest-only payments through August 2020, 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 loan prior to the maturity date, subject to certain prepayment premiums, as defined.

#### 250 Livingston Street

There is \$125.0 million in mortgage debt secured by 250 Livingston Street, as of December 31, 2019, in the form of a mortgage note to Citi Real Estate Funding Inc. The note matures on June 6, 2029, bears interest at 3.63% and requires interest-only payments for the entire term. We have the option to prepay all (but not less than all) of the unpaid balance of the loan within three months of maturity, without a prepayment premium.

#### 141 Livingston Street

There is \$75.8 million in mortgage debt secured by 141 Livingston Street, as of December 31, 2019, in the form of a mortgage note to New York Community Bank. The note matures on June 1, 2028, and bears interest at 3.875%. The note required interest-only payments through June 2017, and monthly principal and interest payments of approximately \$374,000 thereafter based on a 30-year amortization schedule. We may prepay the debt in whole or in part, subject to a prepayment premium.

#### Tribeca House

There is a \$360.0 million loan secured by the Tribeca House properties, as of December 31, 2019, through Deutsche Bank AG. The loan matures on March 6, 2028, bears interest at 4.506% and requires interest-only payments for the entire term. We have 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.

#### Aspen

There is \$66.9 million in mortgage debt secured by Aspen, as of December 31, 2019, in the form of a mortgage note to Capital One Multifamily Finance LLC. The note 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 approximately \$321,000 thereafter based on a 30-year amortization schedule. We have the option to prepay the loan prior to the maturity date, subject to a prepayment premium.

#### Clover House

There is \$82.0 million in mortgage debt secured by Clover House as of December 31, 2019, in the form of a mortgage note to MetLife Investment Management. The note 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.

### 10 West 65th Street

There is \$34.3 million in mortgage debt secured by 10 West 65th Street as of December 31, 2019, in the form of a mortgage note to New York Community Bank, entered into in connection with the acquisition of the property. The note matures on November 1, 2027, and bears interest at 3.375% through October 2022, and thereafter at the prime rate plus 2.75%, subject to an option to fix the rate. The note required interest-only payments through October 2019, and monthly principal and interest payments of approximately \$152,000 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.

### 1010 Pacific Street

There is \$18.6 million in mortgage debt secured by 1010 Pacific Street as of December 31, 2019, in the form of a mortgage note to CIT Bank, N.A., entered into in connection with the acquisition of the property. There is also a pre-development bridge loan secured by the property with the same lender that will provide up to \$3.0 million for 100% of eligible pre-development and carrying costs, of which approximately \$857,000 was drawn as of December 31, 2019. The notes mature on December 24, 2020, are subject to a one-year extension option, require interest-only payments and bear interest at one-month LIBOR plus 3.60% (5.4% as of December 31, 2019).

### Contractual Obligations and Commitments

The following table summarizes principal and interest payment requirements on our debt under terms as of December 31, 2019:

	(in thousands)		
	Principal	Interest	Total
2020	\$ 24,700	\$ 39,989	\$ 64,689
2021	8,553	38,585	47,138
2022	8,866	38,272	47,138
2023	9,191	37,947	47,138
2024	9,521	37,630	47,151
Thereafter	948,600	131,969	1,080,569
Total	\$ 1,009,431	\$ 324,392	\$ 1,333,823

The Company is obligated to provide parking availability through August 2025 under certain lease agreements with a tenant at the 250 Livingston Street property; the current cost to the Company is approximately \$205,000 per year.

### 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 years ended December 31, 2019, 2018 and 2017, we paid dividends and distributions on our common shares, Class B LLC units and LTIP units totaling \$17.1 million, \$17.0 million and \$16.6 million, respectively.

### Cash Flows for the Years ended December 31, 2019 and 2018 (in thousands)

	Year Ended December 31,	
	2019	2018
Operating activities	\$ 23,772	\$ 22,362
Investing activities	(74,903)	(39,295)
Financing activities	62,199	41,127

Cash flows provided by (used in) operating activities, investing activities and financing activities for the years ended December 31, 2019 and 2018, are as follows:

Net cash provided by operating activities was \$23,772 for the year ended December 31, 2019, compared to \$22,362 for the year ended December 31, 2018. The net increase during the 2019 period reflected a decrease of approximately \$32 of cash generated by operating assets and liabilities (including reductions in tenant and other receivables), plus an increase of approximately \$1,378 of cash flow from operating results.

Net cash used in investing activities was \$74,903 for the year ended December 31, 2019, compared to \$39,295 for the year ended December 31, 2018. We spent approximately \$43,774 and \$39,877 on capital projects for the years ended December 31, 2019 and 2018, respectively. For the year ended December 31, 2019, we funded approximately \$31,129 for the acquisition of the 1010 Pacific Street property. For the year ended December 31, 2018, we received approximately \$226 of insurance proceeds from the disposal of assets damaged in a fire at a property and approximately \$356 of net proceeds from the sale and purchase of interest rate caps.

Net cash provided by financing activities was \$62,199 for the year ended December 31, 2019, compared to \$41,127 for the year ended December 31, 2018. Cash was primarily provided in the year ended December 31, 2019, by proceeds from new loans on the 250 Livingston Street, Clover House and 1010 Pacific street properties (\$226,457) offset by repayment of existing loans on the 250 Livingston Street and Clover House (\$139,731) and loan issuance and extinguishment costs (\$4,531); and in the year ended December 31, 2018, by proceeds from new loans on the Flatbush Gardens, Tribeca House and 250 Livingston Street properties (\$681,000), offset by repayment of existing loans on the Flatbush Gardens and Tribeca House properties and defeasance of the existing loan on the 250 Livingston Street property (approximately \$611,000) and loan issuance and extinguishment costs (\$12,325). The Company paid distributions of \$17,089 and \$17,038 in the years ended December 31, 2019 and 2018, respectively.

***Cash Flows for the Years ended December 31, 2018 and 2017 (in thousands)***

	Year Ended December 31,	
	2018	2017
Operating activities	\$ 22,362	\$ 13,065
Investing activities	(39,295)	(187,656)
Financing activities	41,127	147,609

*Cash flows provided by (used in) operating activities, investing activities and financing activities for the years ended December 31, 2018 and 2017, are as follows:*

Net cash provided by operating activities was \$22,362 for the year ended December 31, 2018, compared to \$13,065 for the year ended December 31, 2017. The net increase during the 2018 period reflected an increase of approximately \$6,148 of cash generated by operating assets and liabilities (including reductions in tenant and other receivables), plus an increase of approximately \$3,149 of cash flow from operating results.

Net cash used in investing activities was \$39,295 for the year ended December 31, 2018, compared to \$187,656 for the year ended December 31, 2017. We spent approximately \$39,877 and \$20,276 on capital projects for the years ended December 31, 2018 and 2017, respectively. For the year ended December 31, 2018, we received approximately \$226 of insurance proceeds from the disposal of assets damaged in a fire at a property and approximately \$356 of net proceeds from the sale and purchase of interest rate caps. For the year ended December 31, 2017, we funded approximately \$87,600 for the acquisition of the Clover House property and approximately \$79,800 for the acquisition of the 10 West 65th Street property.

Net cash provided by financing activities was \$41,127 for the year ended December 31, 2018, compared to \$147,609 for the year ended December 31, 2017. Cash was primarily provided in the year ended December 31, 2018, by proceeds from new loans on the Flatbush Gardens, Tribeca House and 250 Livingston Street properties (\$681,000), offset by repayment of existing loans on the Flatbush Gardens and Tribeca House properties and defeasance of the existing loan on the 250 Livingston Street property (approximately \$611,000) and loan issuance and extinguishment costs (\$12,325); and in the year ended December 31, 2017, by the IPO completed in February and March (\$78,685) and proceeds from new loans in connection with the Clover House and 10 West 65th Street acquisitions (approximately \$94,400), offset by loan issuance costs (\$4,888). The Company paid distributions of \$17,038 and \$16,565 in the years ended December 31, 2018 and 2017, respectively.

### ***Income Taxes***

No provision has been made for income taxes since all of the Company's operations are held in pass-through entities and 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 operate so as to satisfy the requirements for qualification as a REIT for federal income tax purposes.

### ***Inflation***

Inflation in the United States has been relatively low in recent years and did not have a significant impact on the results of operations for the Company's business for the periods shown in the consolidated financial statements. We do not believe that inflation currently poses a material risk to the Company. The leases at our residential rental properties, which comprise approximately 75% of our revenue, are short-term in nature. Our longer-term commercial and retail leases would generally allow us to recover some increased costs in the event of significant inflation.

Although the impact of inflation has been relatively insignificant in recent years, it does remain a factor in the United States economy and could increase the cost of acquiring or replacing properties in the future.

### **Off-Balance Sheet Arrangements**

As of December 31, 2019, we do not have any off-balance sheet arrangements that have had or are reasonably likely to have a material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital resources or capital expenditures.

### **Non-GAAP Financial Measures**

In this Annual Report on Form 10-K, 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 measure" 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 or income from operations as an indication of our performance. We believe that to understand our performance further, FFO, AFFO, Adjusted EBITDA and NOI should be compared with our reported net income or income from operations and considered in addition to cash flows computed in accordance with GAAP, as presented in our consolidated financial statements.

### ***Funds from Operations and Adjusted Funds from Operations***

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

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



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

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

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

	Years ended December 31,		
	2019	2018	2017
<b>FFO</b>			
Net loss	\$ (4,123)	\$ (9,001)	\$ (6,001)
Real estate depreciation and amortization	19,649	18,005	16,721
<b>FFO</b>	<b>\$ 15,526</b>	<b>\$ 9,004</b>	<b>\$ 10,720</b>
<b>AFFO</b>			
<b>FFO</b>	<b>\$ 15,526</b>	<b>\$ 9,004</b>	<b>\$ 10,720</b>
Amortization of real estate tax intangible	482	475	1,568
Amortization of above- and below-market leases	(1,180)	(1,917)	(1,729)
Straight-line rent adjustments	1,211	1,029	311
Amortization of debt origination costs	1,687	1,289	2,899
Interest rate cap mark-to-market adjustments	—	(208)	261
Amortization of LTIP awards	1,510	1,940	3,110
Acquisition and other	—	101	69
Loss on extinguishment of debt	2,432	8,872	—
Gain on involuntary conversion	—	(194)	—
Non-recurring litigation-related expenses	966	—	—
Recurring capital spending	(593)	(573)	(527)
<b>AFFO</b>	<b>\$ 22,041</b>	<b>\$ 19,818</b>	<b>\$ 16,682</b>

#### *Adjusted Earnings Before Interest, Income Taxes, Depreciation and Amortization*

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

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):

	Years ended December 31,		
	2019	2018	2017
<b>Adjusted EBITDA</b>			
Net loss	\$ (4,123)	\$ (9,001)	\$ (6,001)
Real estate depreciation and amortization	19,649	18,005	16,721
Amortization of real estate tax intangible	482	475	1,568
Amortization of above- and below-market leases	(1,180)	(1,917)	(1,729)
Straight-line rent adjustments	1,211	1,029	311
Amortization of LTIP awards	1,510	1,940	3,110
Interest expense, net	35,187	32,781	35,505
Acquisition and other	—	101	69
Loss on extinguishment of debt	2,432	8,872	—
Gain on involuntary conversion	—	(194)	—
Non-recurring litigation-related expenses	966	—	—
Adjusted EBITDA	<u>\$ 56,134</u>	<u>\$ 52,091</u>	<u>\$ 49,554</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, amortization of identifiable intangibles and straight-line rent adjustments to revenue from long-term leases. 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):

	Years ended December 31,		
	2019	2018	2017
<b>NOI</b>			
Income from operations	\$ 33,496	\$ 32,458	\$ 29,504
Real estate depreciation and amortization	19,649	18,005	16,721
General and administrative expenses	9,167	9,873	9,944
Acquisition and other	—	101	69
Amortization of real estate tax intangible	482	475	1,568
Amortization of above- and below-market leases	(1,180)	(1,917)	(1,729)
Straight-line rent adjustments	1,211	1,029	311
NOI	<u>\$ 62,825</u>	<u>\$ 60,024</u>	<u>\$ 56,388</u>

### **Recent Accounting Pronouncements**

See Note 3, "Significant Accounting Policies" of our consolidated financial statements included in Item 15 for a discussion of recent accounting pronouncements.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our future income, cash flows and fair value relevant to our financial instruments depends 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. To manage this risk, we purchased interest rate caps on the \$410.0 million of Tribeca House debt outstanding (prior to the Tribeca House debt refinancing on February 21, 2018), the \$64.7 million of Clover House debt outstanding (prior to the Clover House debt refinancing on November 8, 2019) and the \$75.0 million of 250 Livingston Street debt outstanding (prior to the 250 Livingston Street debt refinancing on May 31, 2019) as of December 31, 2019, that would provide interest rate protection if one-month LIBOR exceeds 2.0% for the Tribeca House loans, 3.0% for the Clover House loans and 4.0% for the 250 Livingston Street loan. On April 27, 2018, we terminated the Tribeca House interest rate cap.

A one percent change in interest rates on our \$19.5 million of uncapped variable rate debt as of December 31, 2019, would impact annual net income by approximately \$0.2 million.

On January 7, 2020, the Company purchased an interest rate cap on up to \$21.6 million of 1010 Pacific Street debt outstanding that would provide interest rate protection if one-month LIBOR exceeds 3.6%.

The fair value of the Company's notes payable was approximately \$1,058.1 million and \$927.6 million as of December 31, 2019 and 2018, respectively.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements beginning on Page F-1 of this Annual Report on Form 10-K are incorporated herein by reference.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has evaluated the effectiveness of our 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 the end of the period covered by this Annual Report on Form 10-K. Based on such evaluation, our CEO and CFO have concluded that as of December 31, 2019, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

### **Changes in Internal Control**

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 last quarter covered by this Annual Report on Form 10-K that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2019, based on the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

As long as we qualify as an "emerging growth company" as defined by the Jumpstart our Business Startups Act of 2012, we will not be required to obtain an auditor's attestation report on our internal controls in future Annual Reports on Form 10-K as otherwise required by Section 404(b) of the Sarbanes-Oxley Act. Accordingly, our independent registered public accounting firm did not perform an audit of our internal control over financial reporting for the fiscal year ended December 31, 2019.

#### **Limitations on Effectiveness of Controls and Procedures**

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

#### **ITEM 9B. OTHER INFORMATION**

None.

### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 will be set forth in the Company's Proxy Statement, to be filed no later than 120 days after the end of our fiscal year.

#### **ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 will be set forth in the Company's Proxy Statement, to be filed no later than 120 days after the end of our fiscal year.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS****Securities Authorized For Issuance Under Equity Compensation Plans**

We have the following shares of our common stock reserved for future issuance under our 2015 Omnibus Plan and 2015 Director Plan.

## Equity Compensation Plan Information

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
<b>Equity compensation plans approved by security holders</b>			
2015 Omnibus Plan	689,423	—	310,577
2015 Director Plan	193,559	—	156,441
<b>Equity compensation plans not approved by security holders</b>			
	—	—	—
<b>Total</b>	<b>882,982</b>	<b>-</b>	<b>467,018</b>

The remaining information required by Item 12 will be set forth in the Company's Proxy Statement, to be filed no later than 120 days after the end of our fiscal year.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 will be set forth in the Company's Proxy Statement, to be filed no later than 120 days after the end of our fiscal year.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by Item 14 will be set forth in the Company's Proxy Statement, to be filed no later than 120 days after the end of our fiscal year.

**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Annual Report on Form 10-K:

- 1) Consolidated Financial Statements: See Index to Consolidated Financial Statements and Schedule on page F-1 of this Form 10-K
- 2) Financial Statement Schedule: See Index to Consolidated Financial Statements and Schedule on page F-1 of this Form 10-K
- 3) Exhibits: See the Exhibit Index

Exhibit Index

Exhibit Number	Description
3.1*	<a href="#">Articles of Amendment and Restatement</a>
3.2*	<a href="#">Bylaws</a>
3.3*	<a href="#">Articles Supplementary</a>
4.1****	<a href="#">Description of Securities</a>
10.1*	<a href="#">Amended and Restated Limited Liability Company Agreement of Berkshire Equity LLC</a>
10.2*	<a href="#">Amended and Restated Limited Liability Company Agreement of 50/53 JV LLC</a>
10.3*	<a href="#">Second Amended and Restated Limited Liability Company Agreement of Renaissance Equity Holdings LLC</a>
10.4*	<a href="#">Amended and Restated Limited Liability Company Agreement of Gunki Holdings LLC</a>
10.5*	<a href="#">Registration Rights Agreement, made and entered into as of August 3, 2015, between Clipper Realty Inc. and FBR Capital Markets &amp; Co.</a>
10.6*	<a href="#">Registration Rights Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc. and each of the Holders from time to time party thereto.</a>
10.7†*	<a href="#">Employment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc. and David Bistricher</a>
10.8†*	<a href="#">Employment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc. and Lawrence Kreider</a>
10.9†*	<a href="#">Employment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc. and Jacob Schwimmer</a>
10.10†*	<a href="#">Employment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc. and JJ Bistricher</a>
10.11†*	<a href="#">Clipper Realty Inc. 2015 Omnibus Incentive Compensation Plan</a>
10.12†*	<a href="#">Clipper Realty Inc. 2015 Non-Employee Director Plan</a>
10.13†*	<a href="#">Clipper Realty Inc. 2015 Executive Incentive Compensation Plan</a>
10.14†*	<a href="#">Clipper Realty Inc. 2015 Omnibus Incentive Compensation Plan Restricted LTIP Unit Agreement</a>
10.15†*	<a href="#">Clipper Realty Inc. 2015 Non-Employee Director Plan Restricted LTIP Unit Agreement</a>
10.16*	<a href="#">Investment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty L.P. and Renaissance Equity Holdings LLC</a>

- 10.17\* [Investment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty L.P. and Berkshire Equity LLC](#)
- 10.18\* [Investment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty L.P. and Gunki Holdings LLC](#)
- 10.19\* [Investment Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty L.P. and 50/53 JV LLC](#)
- 10.20\* [Tax Protection Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P., Renaissance Equity Holdings LLC, Berkshire Equity LLC, Gunki Holdings LLC, 50/53 JV LLC, and each of the Continuing Investors listed on Schedules A-D thereto](#)
- 10.21\* [Shared Services Agreement, made and entered into as of August 3, 2015, by and among Clipper Equity LLC and Clipper Realty L.P.](#)
- 10.22\* [Shared Services Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty L.P. and Clipper Equity LLC](#)
- 10.23\* [Loan Indemnification Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P. and the Guarantor defined therein](#)
- 10.24\* [Loan Indemnification Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P. and the Guarantor defined therein](#)
- 10.25\* [Loan Indemnification Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P. and the Guarantor defined therein](#)
- 10.26\* [Loan Indemnification Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P. and the Guarantor defined therein](#)
- 10.27\* [Loan Indemnification Agreement, made and entered into as of August 3, 2015, by and among Clipper Realty Inc., Clipper Realty L.P. and the Guarantor defined therein](#)
- 10.28\* [Indemnification Agreement, made and entered into as of August 3, 2015, by and among David Bistricher, Trapeze Inc., Clipper Realty Inc., Clipper Realty L.P., and Berkshire Equity LLC](#)
- 10.29\* [Amended and Restated Loan Agreement, made and entered into as of December 15, 2014, by and among 50 Murray Street Acquisition LLC, German American Capital Corporation, and Deutsche Bank AG New York Branch](#)
- 10.30\* [Joinder, Reaffirmation and Ratification of Guaranty of Recourse Obligations and Environmental Indemnity Agreement, made and entered into as of August 3, 2015, by and among David Bistricher, Trapeze Inc., Clipper Realty L.P., and Deutsche Bank AG New York Branch](#)
- 10.31\* [First Mezzanine Loan Agreement, made and entered into as of December 15, 2014, by and among 50 Murray Mezz LLC, 50 Murray Mezz Funding LLC, and 50 Murray Mezz Funding LLC](#)
- 10.32\* [Joinder, Reaffirmation and Ratification of First Mezzanine Guaranty of Recourse Obligations and First Mezzanine Environmental Indemnity Agreement, made and entered into as of August 3, 2015, by and among David Bistricher, Trapeze Inc., Clipper Realty L.P., and 50 Murray Mezz Funding LLC](#)
- 10.33\* [Loan Agreement, made and entered into as of December 12, 2014, by and among 141 Livingston Owner LLC and Citibank, N.A.](#)

- 10.34\* [First Amendment to Loan Agreement, Guaranty, Environmental Indemnity and other Loan Documents, made and entered into as of August 3, 2015, by and among 141 Livingston Owner LLC, Citibank, N.A., Clipper Realty L.P., David Bistricher, and Sam Levinson](#)
- 10.35\* [Loan Agreement, made and entered into as of May 1, 2013, by and among 250 Livingston Owner LLC and Citigroup Global Markets Realty Corp.](#)
- 10.36\* [Consolidation, Modification, Extension and Spreader Agreement, Assignment of Lease and Rents and Security Agreement, made and entered into as of September 24, 2012, by and among Renaissance Equity Holdings LLC A, Renaissance Equity Holdings LLC B, Renaissance Equity Holdings LLC C, Renaissance Equity Holdings LLC D, Renaissance Equity Holdings LLC E, Renaissance Equity Holdings LLC F, Renaissance Equity Holdings LLC G, and New York Community Bank](#)
- 10.37\* [Mortgage, Assignment of Leases and Rents, and Security Agreement, made and entered into as of October 31, 2014, by and among Renaissance Equity Holdings LLC A, Renaissance Equity Holdings LLC B, Renaissance Equity Holdings LLC C, Renaissance Equity Holdings LLC D, Renaissance Equity Holdings LLC E, Renaissance Equity Holdings LLC F, Renaissance Equity Holdings LLC G, and New York Community Bank](#)
- 10.38\* [Lease, made and entered into as of December 17, 2015, by and between Berkshire Equity LLC and the City of New York.](#)
- 10.39\* [Lease, made and entered into as of January 1, 1997, by and between NPMM Realty Inc. and the City of New York](#)
- 10.40\* [Letter Regarding Option to Renew Lease, dated as of December 28, 2010, from the City of New York to Berkshire Equity LLC](#)
- 10.41\* [Lease, made and entered into as of July 30, 1999, by and between Livingston Acquisition, LLC and the City of New York](#)
- 10.42\* [Consent Agreement, made and entered into as of December 7, 2015, by and among Deutsche Bank Trust Company Americas, as trustee on behalf of the registered holders of GS Mortgage Securities Corporation II, Commercial Mortgage Pass Through Certificates, Series 2013-GCJ12, and 250 Livingston Owner LLC](#)
- 10.43\* [Amendment No. 1 to Registration Rights Agreement, made and entered into as of July 7, 2016, between Clipper Realty Inc. and FBR Capital Markets & Co.](#)
- 10.44\* [Multifamily Loan and Security Agreement \(Non-Recourse\), dated as of June 27, 2016, by and between Aspen 2016 LLC and Capital One Multifamily Finance, LLC](#)
- 10.45\* [Consolidation, Modification and Extension Agreement, Assignment of Leases and Rents and Security Agreement, made as of May 11, 2016, between 141 Livingston Owner LLC and New York Community Bank](#)
- 10.46\* [Guaranty of Recourse Obligations, dated as of May 11, 2016, made by Clipper Realty Inc. to and in favor of New York Community Bank](#)
- 10.47\* [Guaranty, dated as of May 11, 2016, made by Clipper Realty Inc. to and in favor of New York Community Bank](#)



- 10.48\* [First Mezzanine Loan Agreement, made and entered into as of November 9, 2016, by and among 50 Murray Mezz LLC, 50 Murray Mezz Funding LLC](#)
- 10.49\* [Loan Agreement, made and entered into as of November 9, 2016, by and among 50 Murray Street Acquisition LLC and Deutsche Bank AG, New York Branch, as Lender and as Agent thereto](#)
- 10.50\* [Amendment No. 2 to Registration Rights Agreement, made and entered into as of November 3, 2016, between Clipper Realty Inc. and FBR Capital Markets & Co.](#)
- 10.51\* [Lease Renewal and Amendment Agreement, made and entered into as of December 15, 2016, by and between 250 Livingston Owner, LLC and the City of New York](#)
- 10.52\* [Limited Partnership Agreement of Clipper Realty L.P., dated as of August 3, 2015](#)
- 10.53\* [Amendment No. 3 to Registration Rights Agreement, made and entered into February 2, 2017, between Clipper Realty Inc. and FBR Capital Markets & Co.](#)
- 10.54\*\* [Loan Agreement, dated February 21, 2018, between 50 Murray Street Acquisition LLC and Deutsche Bank AG, New York Branch](#)
- 10.55\*\* [First Mezzanine Loan Agreement, dated February 21, 2018, between 50 Murray Mezz One LLC and Deutsche Bank AG, New York Branch](#)
- 10.56\*\* [Second Mezzanine Loan Agreement, dated February 21, 2018, between 50 Murray Mezz Two LLC and Deutsche Bank AG, New York Branch](#)
- 10.57\*\* [Consolidation, Modification and Extension Agreement, Assignment of Leases and Rents and Security Agreement, dated February 21, 2018, between Renaissance Equity Holdings LLC A, Renaissance Equity Holdings LLC B, Renaissance Equity Holdings LLC C, Renaissance Equity Holdings LLC D, Renaissance Equity Holdings LLC E, Renaissance Equity Holdings LLC F, and Renaissance Equity Holdings LLC G and New York Community Bank](#)
- 10.58\*\*\* [Loan Agreement, dated May 31, 2019, between 250 Livingston Owner LLC and Citi Real Estate Funding Inc.](#)
- 21.1\*\*\*\* [List of subsidiaries](#)
- 23.1\*\*\*\* [Consent of BDO USA, LLP](#)
- 24.1 [Power of Attorney \(included on signature page hereto\)](#)
- 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\*\*\*\*\* XBRL Instance Document
- 101.SCH\*\*\*\*\* XBRL Taxonomy Extension Schema Document

101.CAL\*\*\*\*\* XBRL Taxonomy Extension Calculation Linkbase Document  
101.LAB\*\*\*\*\* XBRL Taxonomy Extension Label Linkbase Document  
101.PRE\*\*\*\*\* XBRL Taxonomy Extension Presentation Linkbase Document  
101.DEF\*\*\*\*\* XBRL Taxonomy Extension Definition Linkbase Document

\* Incorporated by reference to the Company's registration statement on Form S-11 (No. 333-214021)

† Indicates management contract or compensation plan

\*\* Incorporated by reference to the Company's Form 8-K dated February 21, 2018, filed on February 27, 2018

\*\*\* Incorporated by reference to the Company's Form 10-Q for the quarterly period ended June 30, 2019, filed on August 1, 2019

\*\*\*\* 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.

March 12, 2020

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

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Bistricher and Sam Levinson his or her true and lawful attorneys-in-fact (with full power to each of them to act alone), with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Annual Report on Form 10-K, and to file the same, with the exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David Bistricher</u> David Bistricher	Co-Chairman of the Board and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 12, 2020
<u>/s/ Michael C. Frenz</u> Michael C. Frenz	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 12, 2020
<u>/s/ Sam Levinson</u> Sam Levinson	Co-Chairman of the Board	March 12, 2020
<u>/s/ Howard M. Lorber</u> Howard M. Lorber	Director	March 12, 2020
<u>/s/ Robert J. Ivanhoe</u> Robert J. Ivanhoe	Director	March 12, 2020
<u>/s/ Roberto A. Verrone</u> Roberto A. Verrone	Director	March 12, 2020
<u>/s/ Richard Burger</u> Richard Burger	Director	March 12, 2020
<u>/s/ Harmon Spolan</u> Harmon Spolan	Director	March 12, 2020

## Index to Consolidated Financial Statements and Schedule

	<u>Page</u>
<u>Consolidated Financial Statements</u>	
Report of Independent Registered Public Accounting Firm	F-2
Consolidated Balance Sheets as of December 31, 2019 and 2018	F-3
Consolidated Statements of Operations for the years ended December 31, 2019, 2018 and 2017	F-4
Consolidated Statements of Equity for the years ended December 31, 2019, 2018 and 2017	F-5
Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017	F-6
Notes to Consolidated Financial Statements	F-7
<u>Financial Statement Schedule</u>	
Schedule III – Real Estate and Accumulated Depreciation	F-26

**Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors of Clipper Realty Inc.  
Brooklyn, NY 11219

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of Clipper Realty Inc. (the "Company") as of December 31, 2019 and 2018, the related consolidated statements of operations, equity and cash flows for each of the three years in the period ended December 31, 2019, and the related notes and financial statement schedule listed in the accompanying index (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2014.

New York, NY  
March 12, 2020

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

	December 31, 2019	December 31, 2018
<b>ASSETS</b>		
Investment in real estate		
Land and improvements	\$ 540,859	\$ 497,343
Building and improvements	602,547	479,360
Tenant improvements	3,051	3,051
Furniture, fixtures and equipment	11,707	10,978
Real estate under development	31,787	125,467
Total investment in real estate	1,189,951	1,116,199
Accumulated depreciation	(109,418)	(90,462)
Investment in real estate, net	1,080,533	1,025,737
Cash and cash equivalents	42,500	37,028
Restricted cash	14,432	8,836
Tenant and other receivables, net of allowance for doubtful accounts of \$3,361 and \$2,624, respectively	4,187	3,580
Deferred rent	1,274	2,485
Deferred costs and intangible assets, net	8,782	9,964
Prepaid expenses and other assets	14,499	13,378
<b>TOTAL ASSETS</b>	<b>\$ 1,166,207</b>	<b>\$ 1,101,008</b>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Notes payable, net of unamortized loan costs of \$11,528 and \$12,049, respectively	\$ 997,903	\$ 913,564
Accounts payable and accrued liabilities	13,029	12,550
Security deposits	7,570	6,637
Below-market leases, net	1,625	2,923
Other liabilities	4,297	3,849
<b>TOTAL LIABILITIES</b>	<b>1,024,424</b>	<b>939,523</b>
Equity:		
Preferred stock, \$0.01 par value; 100,000 shares authorized (including 140 shares of 12.5% Series A cumulative non-voting preferred stock), zero shares issued and outstanding	—	—
Common stock, \$0.01 par value; 500,000,000 shares authorized, 17,814,672 and 17,812,755 shares issued and outstanding, respectively	178	178
Additional paid-in-capital	93,431	92,945
Accumulated deficit	(36,375)	(27,941)
Total stockholders' equity	57,234	65,182
Non-controlling interests	84,549	96,303
<b>TOTAL EQUITY</b>	<b>141,783</b>	<b>161,485</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 1,166,207</b>	<b>\$ 1,101,008</b>

See accompanying notes to these consolidated financial statements.

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

	Year Ended December 31,		
	2019	2018	2017
<b>REVENUES</b>			
Residential rental income	\$ 87,386	\$ 81,117	\$ 74,859
Commercial rental income	28,779	28,880	29,093
<b>TOTAL REVENUES</b>	<b>116,165</b>	<b>109,997</b>	<b>103,952</b>
<b>OPERATING EXPENSES</b>			
Property operating expenses	28,887	27,267	27,029
Real estate taxes and insurance	24,966	22,293	20,685
General and administrative	9,167	9,873	9,944
Acquisition and other	—	101	69
Depreciation and amortization	19,649	18,005	16,721
<b>TOTAL OPERATING EXPENSES</b>	<b>82,669</b>	<b>77,539</b>	<b>74,448</b>
<b>INCOME FROM OPERATIONS</b>	<b>33,496</b>	<b>32,458</b>	<b>29,504</b>
Interest expense, net	(35,187)	(32,781)	(35,505)
Loss on extinguishment of debt	(2,432)	(8,872)	—
Gain on involuntary conversion	—	194	—
<b>Net loss</b>	<b>(4,123)</b>	<b>(9,001)</b>	<b>(6,001)</b>
Net loss attributable to non-controlling interests	2,458	5,368	3,644
Dividends attributable to preferred shares	—	—	(8)
<b>Net loss attributable to common stockholders</b>	<b>\$ (1,665)</b>	<b>\$ (3,633)</b>	<b>\$ (2,365)</b>
Basic and diluted net loss per share	\$ (0.11)	\$ (0.22)	\$ (0.15)

See accompanying notes to these consolidated financial statements.

**Clipper Realty Inc.**  
**Consolidated Statements of Equity**  
(In thousands, except for share data)

	Number of preferred shares	Number of common shares	Common stock	Additional paid-in- capital	Accumulated deficit	Total stockholders' equity	Non- controlling interests	Total equity
<b>Balance December 31, 2016</b>	132	11,422,606	\$ 114	\$ 46,671	\$ (8,584)	\$ 38,201	\$ 88,015	\$ 126,216
Issuance of common stock	—	6,390,149	64	78,912	—	78,976	—	78,976
Redemption of preferred shares	(132)	—	—	(145)	—	(145)	—	(145)
Amortization of LTIP grants	—	—	—	—	—	—	3,110	3,110
Dividends and distributions	—	—	—	—	(6,598)	(6,598)	(9,967)	(16,565)
Net loss	—	—	—	—	(2,357)	(2,357)	(3,644)	(6,001)
Reallocation of noncontrolling interests	—	—	—	(33,165)	—	(33,165)	33,165	—
<b>Balance December 31, 2017</b>	—	17,812,755	178	92,273	(17,539)	74,912	110,679	185,591
Issuance of common stock	—	—	—	(7)	—	(7)	—	(7)
Amortization of LTIP grants	—	—	—	—	—	—	1,940	1,940
Dividends and distributions	—	—	—	—	(6,769)	(6,769)	(10,269)	(17,038)
Net loss	—	—	—	—	(3,633)	(3,633)	(5,368)	(9,001)
Reallocation of noncontrolling interests	—	—	—	679	—	679	(679)	—
<b>Balance December 31, 2018</b>	—	17,812,755	178	92,945	(27,941)	65,182	96,303	161,485
Issuance of common stock	—	1,917	—	25	—	25	—	25
Redemption of LTIP grants	—	—	—	(25)	—	(25)	—	(25)
Amortization of LTIP grants	—	—	—	—	—	—	1,510	1,510
Dividends and distributions	—	—	—	—	(6,769)	(6,769)	(10,320)	(17,089)
Net loss	—	—	—	—	(1,665)	(1,665)	(2,458)	(4,123)
Reallocation of noncontrolling interests	—	—	—	486	—	486	(486)	—
<b>Balance December 31, 2019</b>	—	17,814,672	178	\$ 93,431	\$ (36,375)	\$ 57,234	\$ 84,549	\$ 141,783

See accompanying notes to these consolidated financial statements.



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

	Year Ended December 31,		
	2019	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss	\$ (4,123)	\$ (9,001)	\$ (6,001)
<i>Adjustments to reconcile net loss to net cash provided by operating activities:</i>			
Depreciation	18,956	16,765	15,540
Amortization of deferred financing costs	1,687	1,289	2,899
Amortization of deferred costs and intangible assets	1,175	1,715	2,750
Amortization of above- and below-market leases	(1,180)	(1,917)	(1,729)
Loss on extinguishment of debt	2,432	8,872	—
Gain on involuntary conversion	—	(194)	—
Deferred rent	1,211	1,029	311
Stock-based compensation	1,510	1,940	3,110
Change in fair value of interest rate caps	—	(208)	261
<i>Changes in operating assets and liabilities:</i>			
Tenant and other receivables	(607)	2,989	(2,084)
Prepaid expenses, other assets and deferred costs	(1,256)	(2,010)	(1,620)
Accounts payable and accrued liabilities	2,586	(515)	(561)
Security deposits	933	589	(200)
Other liabilities	448	1,019	389
<b>Net cash provided by operating activities</b>	<b>23,772</b>	<b>22,362</b>	<b>13,065</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Additions to land, buildings and improvements	(43,774)	(39,877)	(20,276)
Insurance proceeds from involuntary conversion	—	226	—
Sale and purchase of interest rate caps, net	—	356	—
Cash paid in connection with acquisition of real estate	(31,129)	—	(167,380)
<b>Net cash used in investing activities</b>	<b>(74,903)</b>	<b>(39,295)</b>	<b>(187,656)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds and costs from sale of common stock	—	(7)	78,685
(Redemption) sale of preferred stock	—	—	(145)
Payments of mortgage notes	(142,638)	(615,167)	(3,895)
Proceeds from mortgage notes	226,457	685,664	94,417
Dividends and distributions	(17,089)	(17,038)	(16,565)
Loan issuance and extinguishment costs	(4,531)	(12,325)	(4,888)
<b>Net cash provided by financing activities</b>	<b>62,199</b>	<b>41,127</b>	<b>147,609</b>
Net increase (decrease) in cash and cash equivalents and restricted cash	11,068	24,194	(26,982)
Cash and cash equivalents and restricted cash – beginning of period	45,864	21,670	48,652
<b>Cash and cash equivalents and restricted cash – end of period</b>	<b>\$ 56,932</b>	<b>\$ 45,864</b>	<b>\$ 21,670</b>
Cash and cash equivalents and restricted cash – beginning of period:			
Cash and cash equivalents	\$ 37,028	\$ 7,940	\$ 37,547
Restricted cash	8,836	13,730	11,105
Total cash and cash equivalents and restricted cash – beginning of period	\$ 45,864	\$ 21,670	\$ 48,652
Cash and cash equivalents and restricted cash – end of period:			
Cash and cash equivalents	\$ 42,500	\$ 37,028	\$ 7,940
Restricted cash	14,432	8,836	13,730
Total cash and cash equivalents and restricted cash – end of period	\$ 56,932	\$ 45,864	\$ 21,670
Supplemental cash flow information:			
Cash paid for interest, net of capitalized interest of \$5,687, \$5,531 and \$2,852 in 2019, 2018 and 2017, respectively	\$ 33,956	\$ 31,055	\$ 33,614
Non-cash interest capitalized to real estate under development	956	1,295	920
Additions to investment in real estate included in accounts payable and accrued liabilities	3,891	5,998	1,528

See accompanying notes to these consolidated financial statements.

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

## 1. Organization

Clipper Realty Inc. (the "Company" or "We") was organized in the state of Maryland on July 7, 2015. On August 3, 2015, we completed certain formation transactions and the sale of shares of common stock in a private offering. We contributed the net proceeds of the private offering to Clipper Realty L.P., our operating partnership subsidiary (the "Operating Partnership"), in exchange for units in the Operating Partnership. The Operating Partnership in turn contributed such net proceeds to the limited liability companies ("LLCs") that comprised the predecessor of the Company in exchange for Class A LLC units in such LLCs and became the managing member of such LLCs. The owners of the LLCs exchanged their interests for Class B LLC units and an equal number of special, non-economic, voting stock in the Company. The Class B LLC units, together with the special voting shares, are convertible into common shares of the Company on a one-for-one basis and are entitled to distributions.

On June 27, 2016, the Operating Partnership acquired the Aspen property located at 1955 First Avenue in Manhattan, New York.

On February 9, 2017, the Company priced an initial public offering of 6,390,149 primary shares of its common stock (including the exercise of the over-allotment option, which closed on March 10, 2017) at a price of \$13.50 per share (the "IPO"). The net proceeds of the IPO were approximately \$79,000. We contributed the proceeds of the IPO to the Operating Partnership, in exchange for units in the Operating Partnership.

On May 9, 2017, the Company completed the purchase of 107 Columbia Heights (subsequently renovated and rebranded "Clover House"), a 158-unit apartment building located in the Brooklyn Heights neighborhood of Brooklyn, New York.

On October 27, 2017, the Company completed the acquisition of an 82-unit residential property at 10 West 65th Street in the Upper West Side neighborhood of Manhattan, New York.

On November 8, 2019, the Company completed the acquisition of 1010 Pacific Street located in the Prospect Heights neighborhood of Brooklyn, New York; the Company plans to redevelop the property as a 175-unit residential building.

As of December 31, 2019, the properties owned by the Company consist 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 2,496 rentable units;
- 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; and
- 1010 Pacific Street in Brooklyn, which the Company plans to redevelop as a 9-story residential building with approximately 119,000 square feet of residential rental GLA.

During 2019, we entered into a joint venture in which we own a 50% interest through which we are paying certain legal and advisory expenses in connection with various rent laws and ordinances which govern certain of our properties. The Company committed to contribute \$0.4 million towards the joint venture. In 2019, the Company incurred \$0.3 million of such expenses which are recorded as part of general and administrative in the Consolidated Statements of Operations.

The operations of Clipper Realty Inc. and its consolidated subsidiaries are carried on primarily through 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 LLCs that comprised the Predecessor.

At December 31, 2019, the Company's interest, through the Operating Partnership, in the LLCs that own the properties generally entitles it to 40.4% 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. Issuance of Common Stock and Preferred Stock Redemption**

As discussed in Note 1, in February 2017, the Company sold an aggregate of 6,390,149 primary shares of common stock (including the exercise of the over-allotment option, which closed on March 10, 2017) to investors in a public offering at \$13.50 per share. The proceeds, net of offering costs, were approximately \$79,000. The Company contributed the net proceeds of the offering to the Operating Partnership in exchange for units in the Operating Partnership, as described in Note 1.

On June 21, 2017, the Company redeemed its Series A cumulative non-voting preferred stock for \$145.

On April 9, 2019, the Company issued 1,917 primary shares of its common stock to one of our directors, in connection with the conversion of vested long-term incentive plan ("LTIP") units on a one-for-one basis. The Company did not receive any proceeds from the issuance.

## **3. Significant Accounting Policies**

### *Segments*

At December 31, 2019, the Company had two reportable operating segments, Residential Rental Properties and Commercial Rental Properties. The Company's chief operating decision maker may review operational and financial data on a property basis.

### *Basis of Consolidation*

The accompanying consolidated financial statements of the Company are prepared in accordance with generally accepted accounting principles in the United States ("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 a betterment or the life of the related asset will be substantially extended beyond the original life expectancy.

In accordance with ASU 2017-01, "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 are impaired as of December 31, 2019.

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 lease 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 (years)	10 – 44
Tenant improvements	Shorter of useful life or lease term
Furniture, fixtures and equipment (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 and capital improvements 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. The Company periodically performs a detailed review of amounts due from tenants to determine if accounts receivable balances are uncollectable based on factors affecting the collectability of those balances. If a tenant fails to make contractual payments beyond any allowance, the Company may recognize additional bad debt expense in future periods.

#### *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 capitalized and 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 Loss*

Comprehensive loss is comprised of net 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 years ended December 31, 2019, 2018 and 2017, the Company did not own any financial instruments for which the change in value was not reported in net loss accordingly and its comprehensive loss was its net loss as presented in the consolidated statements of operations.

#### *Revenue Recognition*

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 into 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.

#### Stock-based Compensation

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

The following is a summary of awards during the years ended December 31, 2019, 2018 and 2017.

Unvested Restricted Shares and LTIP Units	LTIP Units	Weighted Grant-Date Fair Value
Unvested at December 31, 2016	480,741	\$ 13.50
Granted	151,853	\$ 11.15
Vested	(11,112)	—
Forfeited	—	—
Unvested at December 31, 2017	621,482	\$ 12.93
Granted	71,112	\$ 9.00
Vested	(509,818)	\$ 13.11
Forfeited	—	—
Unvested at December 31, 2018	182,776	\$ 10.89
Granted	158,534	\$ 13.33
Vested	(124,772)	\$ 11.82
Forfeited	—	—
Unvested at December 31, 2019	216,538	\$ 12.15

As of December 31, 2019 and 2018, the Company had \$1.4 million and \$0.8 million, respectively, of total unrecognized compensation cost related to unvested share-based compensation arrangements granted under share incentive plans. As of December 31, 2019, the weighted-average period over which the unrecognized compensation expense will be recorded is approximately 1.2 years.

In March 2019, the Company granted non-employee directors 45,039 LTIP units with a weighted average grant date fair value of \$13.35 per unit. In March 2018, the Company granted a non-employee director 16,667 LTIP units with a weighted average grant date fair value of \$9.00 per unit.

#### 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 LLC's 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 or the LLC's financial position or results of operations. The prior three years' income tax returns are subject to review by the Internal Revenue Service.

The TaxCuts and Jobs Act was enacted in December 2017, with most provisions having an initial effective date of January 1, 2018. This legislation made major changes to the Code, including a number of provisions of the Code that affect the taxation of REITs and their stockholders, such as allowing non-corporate shareholders to deduct a portion of the Company's qualified REIT dividends. As of December 31, 2019, the legislation did not have a material impact on our REIT, our ability to continue to qualify as a REIT or our results of operations.

The Company has determined that the cash distributed to its stockholders is characterized as follows for Federal income tax purposes:

	Year Ended December 31,		
	2019	2018	2017
Ordinary income	—	—	50%
Capital gain	—	—	—
Return of capital	100%	100%	50%
Total	100%	100%	100%

#### *Fair Value Measurements*

Refer to Note 9, "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 December 31, 2019, 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 December 31, 2019, 2018 and 2017, 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 December 31, 2019, 2018 or 2017.

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 noncontrolling 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:

	Year Ended December 31,		
	2019	2018	2017
<b>(in thousands, except per share amounts)</b>			
<b>Numerator</b>			
Net loss attributable to common stockholders	\$ (1,665)	\$ (3,633)	\$ (2,365)
Less: income attributable to participating securities	(319)	(269)	(229)
Subtotal	(1,984)	(3,902)	(2,594)
<b>Denominator</b>			
Weighted average common shares outstanding	17,814	17,813	17,021
Basic and diluted net loss per share attributable to common stockholders	\$ (0.11)	\$ (0.22)	\$ (0.15)

*Recently Issued Pronouncements*

In March 2019, FASB issued ASU 2019-01, "Leases (Topic 842), Codification Improvements." There are three codification updates to Topic 842 covered by this ASU: Issue 1 provides guidance on how to compute fair value of leased items for lessors who are non-dealers or manufacturers; Issue 2 relates to cash flow presentation for lessors of sales-type and direct financing leases; and Issue 3 clarifies that certain transition disclosures will only be required in annual disclosures.

In December 2018, FASB issued ASU 2018-20, "Leases (Topic 842), Narrow-Scope Improvements for Lessors." This ASU modifies ASU 2016-02 to permit lessors, as an accounting policy election, not to evaluate whether certain sales taxes and other similar taxes are lessor costs or lessee costs. Instead, those lessors will account for those costs as if they are lessee costs. Consequently, a lessor making this election will exclude from the consideration in the contract and from variable payments not included in the consideration in the contract all collections from lessees of taxes within the scope of the election and will provide certain disclosures (includes sales, use, value-added, and some excise taxes and excludes real estate taxes). The Company has elected not to evaluate whether the aforementioned costs are lessor or lessee costs. This ASU also provides that certain lessor costs require lessors to exclude from variable payments, and therefore revenue, specifically lessor costs paid by lessees directly to third parties. The amendments also require lessors to account for costs excluded from the consideration of a contract that are paid by the lessor and reimbursed by the lessee as variable payments. A lessor will record those reimbursed costs as revenue.

In May 2014, FASB issued ASU 2014-09, "Revenue from Contracts with Customers," which prescribes a single, common revenue standard that supersedes nearly all existing revenue recognition guidance under U.S. GAAP, including most industry-specific requirements. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 outlines a five step model to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2018, and interim periods within annual reporting periods beginning after December 15, 2019. The Company's revenues are primarily derived from rental income, which is scoped out from this standard and is currently accounted for in accordance with ASC Topic 840, Leases. Less than 2% of the Company's revenues in 2018 and 2017 would have fallen under the scope of this standard and comprises, principally, garage and other income from residential tenants; for these revenues, the Company adopted this standard effective January 1, 2019, using the modified retrospective approach, applying the provisions to open contracts as of the date of adoption. The adoption of this standard did not have a material impact on the timing or amounts of the Company's revenues.



For the approximate 2% of rental revenue that is subject to the new revenue recognition standard, the Company's disaggregated revenue streams are disclosed in the tables below for the years ended December 31, 2019, 2018 and 2017:

Year Ended December 31, 2019					
Revenue Stream	Applicable Standard	Amount of Rental Income			% of Rental Income
		Residential	Commercial	Total	
Leasing	Leases	\$ 85,751	\$ 24,941	\$ 110,692	95.3%
Operating expense recoveries	Leases	521	3,211	3,732	3.2%
Other	Revenue Recognition	1,114	627	1,741	1.5%
Total revenues		\$ 87,386	\$ 28,779	\$ 116,165	100.0%

Year Ended December 31, 2018					
Revenue Stream	Applicable Standard	Amount of Rental Income			% of Rental Income
		Residential	Commercial	Total	
Leasing	Leases	\$ 79,366	\$ 25,322	\$ 104,688	95.2%
Operating expense recoveries	Leases	523	2,888	3,411	3.1%
Other	Revenue Recognition	1,228	670	1,898	1.7%
Total revenues		\$ 81,117	\$ 28,880	\$ 109,997	100.0%

Year Ended December 31, 2017					
Revenue Stream	Applicable Standard	Amount of Rental Income			% of Rental Income
		Residential	Commercial	Total	
Leasing	Leases	\$ 73,667	\$ 25,172	\$ 98,839	95.1%
Operating expense recoveries	Leases	243	3,491	3,734	3.6%
Other	Revenue Recognition	949	430	1,379	1.3%
Total revenues		\$ 74,859	\$ 29,093	\$ 103,952	100.0%

In February 2016, FASB issued ASU 2016-02, "Leases." ASU 2016-02 supersedes the current accounting for leases and while retaining two distinct types of leases, finance and operating, requires lessees to recognize most leases on their balance sheets and makes targeted changes to lessor accounting. In July 2018, FASB issued ASU 2018-10, "Codification Improvements to Topic 842, Leases," which provides minor clarifications and corrections to ASU 2016-02, "Leases (Topic 842)." Further, in July 2018, the FASB issued ASU 2018-11, "Leases (Topic 842): Targeted Improvements." This amendment provides a new practical expedient that allows lessors, by class of underlying asset, to avoid separating lease and associated non-lease components within a contract if certain criteria are met: (i) the timing and pattern of transfer for the non-lease component and the associated lease component are the same and (ii) the stand-alone lease component would be classified as an operating lease if accounted for separately. These pronouncements are effective for fiscal years beginning after December 15, 2020, and early adoption is permitted. The Company will adopt this standard effective January 1, 2021 and is currently evaluating the impact of adoption on its consolidated financial statements. As lessor, the Company expects that the adoption of ASU 2016-02 (as amended by subsequent ASUs) will not change the timing of revenue recognition of the Company's rental revenues. As lessee, the Company is party to certain office equipment leases with future payment obligations for which the Company expects to record right-of-use assets and lease liabilities at the present value of the remaining minimum rental payments upon adoption of this standard.

In August 2018, FASB issued ASU 2018-13, "Disclosure Framework — Changes to the Disclosure Requirements for Fair Value Measurement," which removes, modifies, and adds certain disclosure requirements related to fair value measurements in ASC 820. This guidance is effective in fiscal years beginning after December 15, 2019, with early adoption permitted. The Company is currently assessing the impact this guidance will have on its consolidated financial statements.

In August 2018, the Securities and Exchange Commission issued a final rule that amends certain of its disclosure requirements. The rule simplifies various disclosure requirements for public companies including primarily that it (i) eliminates the requirement for public companies to disclose in their filings a schedule of earnings to fixed charges, (ii) requires an analysis of changes in stockholders' equity for the current and comparative year-to-date interim periods in interim reports, and (iii) reduces the requirements for market price information disclosures in annual reports. These changes were effective for public companies beginning on November 5, 2018.

In July 2018, FASB issued ASU 2018-09, "Codification Improvements." These amendments provide clarifications and corrections to certain ASC subtopics including the following: 470-50 (Debt – Modifications and Extinguishments), 480-10 (Distinguishing Liabilities from Equity – Overall), 718-740 (Compensation – Stock Compensation – Income Taxes), 805-740 (Business Combinations – Income Taxes), 815-10 (Derivatives and Hedging – Overall) and 820-10 (Fair Value Measurement – Overall). The Company is currently assessing the impact this guidance will have on its consolidated financial statements.

In June 2018, FASB issued ASU 2018-07, "Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting." These amendments provide specific guidance for transactions for acquiring goods and services from nonemployees and specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor's own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (i) financing to the issuer or (ii) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606, "Revenue from Contracts with Customers." This guidance is effective for the Company for fiscal years beginning after December 15, 2019, and interim periods beginning after December 15, 2020. Early adoption is permitted but not earlier than the adoption of Topic 606. The Company does not believe that this guidance will have a material effect on its consolidated financial statements as it has not historically issued share-based payments in exchange for goods or services to be consumed within its operations.

In May 2017, FASB issued ASU 2017-09, "Compensation – Stock Compensation (Topic 718) Scope of Modification Accounting." ASU 2017-09 clarifies Topic 718 such that an entity must apply modification accounting to changes in the terms or conditions of a share-based payment award *unless* all of the following criteria are met:

1. The fair value of the modified award is the same as the fair value of the original award immediately before the modification. The standard indicates that if the modification does not affect any of the inputs to the valuation technique used to value the award, the entity is not required to estimate the value immediately before and after the modification.
2. The vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the modification.
3. The classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the modification.

The amendments are effective for all entities for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The adoption of ASU 2017-09 did not have a material impact on our consolidated financial statements.

In February 2017, FASB issued ASU 2017-05, "Other Income-Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20)," to add guidance for partial sales of nonfinancial assets, including partial sales of real estate. Historically, U.S. GAAP contained several different accounting models to evaluate whether the transfer of certain assets qualified for sale treatment. ASU 2017-05 reduces the number of potential accounting models that might apply and clarifies which model does apply in various circumstances. ASU 2017-05 is effective for the Company for its annual reporting periods beginning after December 15, 2018, including interim reporting periods beginning after December 15, 2019. The Company adopted this standard effective January 1, 2019. The adoption of this standard did not have a material impact on our consolidated financial statements.

In November 2016, FASB issued ASU 2016-18 "Statement of Cash Flows (Topic 230) – Restricted Cash". The ASU requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The ASU does not provide a definition of restricted cash or restricted cash equivalents. The ASU is effective for the Company beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. The Company has adopted this standard effective January 1, 2019.

The retrospective application of this new standard resulted in changes to the previously reported statements of cash flows for the years ended December 31, 2018 and December 31, 2017 respectively as follows:

<b>Year Ended December 31, 2018</b>		
	<b>As previously reported</b>	<b>After adoption</b>
Net cash provided by operating activities	\$ 27,256	\$ 22,362
Net cash used in investing activities	(39,295)	(39,295)
Net cash provided by financing activities	41,127	41,127

<b>Year Ended December 31, 2017</b>		
	<b>As previously reported</b>	<b>After adoption</b>
Net cash provided by operating activities	\$ 10,440	\$ 13,065
Net cash used in investing activities	(187,656)	(187,656)
Net cash provided by financing activities	147,609	147,609

In August 2016, FASB issued ASU 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (A consensus of the Emerging Issues Task Force)," which provides specific guidance on eight cash flow classification issues and how to reduce diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The ASU is effective for the Company beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted. The Company has adopted this standard effective January 1, 2019. The adoption of this standard did not have a material impact on our consolidated financial statements.

#### 4. Acquisitions

On November 8, 2019, the Company acquired the 1010 Pacific Street property, a parcel of land, for \$31,129, including acquisition costs of \$129.

#### 5. Deferred Costs and Intangible Assets

Deferred costs and intangible assets consist of the following:

	<b>December 31, 2019</b>	<b>December 31, 2018</b>
Deferred costs	\$ 348	\$ 286
Above-market leases	444	480
Lease origination costs	1,385	3,110
In-place leases	859	8,078
Real estate tax abatements	9,142	12,571
Total deferred costs and intangible assets	12,178	24,525
Less accumulated amortization	(3,396)	(14,561)
Total deferred costs and intangible assets, net	\$ 8,782	\$ 9,964

Amortization of deferred costs, lease origination costs and in-place lease intangible assets was \$693, \$1,240 and \$1,182 for the years ended December 31, 2019, 2018 and 2017, respectively; \$8,994 of fully amortized deferred costs, lease origination costs and in-place leases was written off during the year ended December 31, 2019. Amortization of real estate tax abatements of \$482, \$475 and \$1,568 for the years ended December 31, 2019, 2018 and 2017, respectively, is included in real estate taxes and insurance in the consolidated statements of operations; \$3,428 of fully amortized real estate tax abatements was written off during the year ended December 31, 2019. Amortization of above-market leases of \$118, \$235 and \$58 for the years ended December 31, 2019, 2018 and 2017, respectively, is included in commercial rental income in the consolidated statements of operations; \$36 of fully amortized above-market leases was written off during the year ended December 31, 2019.

Deferred costs and intangible assets as of December 31, 2019, amortize in future years as follows:

2020	\$	801
2021		775
2022		743
2023		597
2024		552
Thereafter		5,314
Total	\$	<u>8,782</u>

#### 6. Below-Market Leases, Net

The Company's below-market lease intangibles liabilities are as follows:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Below-market leases	\$ 4,087	\$ 23,178
Less accumulated amortization	(2,462)	(20,255)
Below-market leases, net	<u>\$ 1,625</u>	<u>\$ 2,923</u>

Rental income included amortization of below-market leases of \$1,298, \$2,152 and \$1,787 for the years ended December 31, 2019, 2018 and 2017, respectively; \$19,091 of fully amortized below-market leases was written off during the year ended December 31, 2019.

Below-market leases as of December 31, 2019, amortize in future years as follows:

2020	\$	517
2021		493
2022		423
2023		192
2024		—
Thereafter		—
Total	\$	<u>1,625</u>

## 7. 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	December 31, 2019	December 31, 2018
Flatbush Gardens, Brooklyn, NY (a)	3/1/2028	3.50%	\$ 246,000	\$ 246,000
250 Livingston Street, Brooklyn, NY (b)	12/9/2020	LIBOR + 2.15%	—	75,000
250 Livingston Street, Brooklyn, NY (b)	6/6/2029	3.63%	125,000	—
141 Livingston Street, Brooklyn, NY (c)	6/1/2028	3.875%	75,817	77,333
Tribeca House, Manhattan, NY (d)	3/6/2028	4.506%	360,000	360,000
Aspen, Manhattan, NY (e)	7/1/2028	3.68%	66,862	68,199
Clover House, Brooklyn, NY (f)	5/9/2020	LIBOR + 3.85%	—	64,731
Clover House, Brooklyn, NY (f)	12/1/2029	3.53%	82,000	—
10 West 65th Street, Manhattan, NY (g)	11/1/2027	3.375%	34,295	34,350
1010 Pacific Street, Brooklyn, NY (h)	12/24/2020	LIBOR + 3.60%	19,457	—
Total debt			\$ 1,009,431	\$ 925,613
Unamortized debt issuance costs			(11,528)	(12,049)
Total debt, net of unamortized debt issuance costs			\$ 997,903	\$ 913,564

(a) The \$246,000 mortgage note agreement with New York Community Bank ("NYCB"), entered into on February 21, 2018, matures on March 1, 2028, and bears interest at 3.5% through February 2023 and thereafter at the prime rate plus 2.75%, with an option to fix the rate subject to the payment of a fee that fluctuates depending on the date the election is made. The note requires interest-only payments through August 2020, 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) On May 31, 2019, the Company repaid the debt secured by the 250 Livingston Street property that was scheduled to mature in 2020, from the proceeds of a \$125,000 first mortgage loan with Citi Real Estate Funding Inc. The loan 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.

(c) The \$79,500 mortgage note agreement with NYCB matures on June 1, 2028, and bears interest at 3.875%. The note required interest-only payments through June 2017, and monthly principal and interest payments of \$374 thereafter based on a 30-year amortization schedule.

(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) On November 8, 2019, the Company repaid the debt secured by the Clover House property that was scheduled to mature in 2020, from the proceeds of a \$82,000 first mortgage loan with MetLife Investment Management. The loan 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) On October 27, 2017, the Company entered into a \$34,350 mortgage note agreement with NYCB, related to the 10 West 65th Street acquisition. The note matures on November 1, 2027, and bears interest at 3.375% through October 2022, and thereafter at the prime rate plus 2.75%, subject to an option to fix the rate. The note required interest-only payments through October 2019, and monthly principal and interest payments of \$152 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.

(h) On December 24, 2019, the Company entered into a \$18,600 mortgage note agreement with CIT Bank, N.A., related to the 1010 Pacific Street acquisition. The Company also entered into a pre-development bridge loan secured by the property with the same lender that will provide up to \$2,987 for eligible pre-development and carrying costs, of which \$857 was drawn as of December 31, 2019. The notes mature on December 24, 2020, are subject to a one-year extension option, require interest-only payments and bear interest at one-month LIBOR plus 3.60% (5.4% as of December 31, 2019).

The following table summarizes principal payment requirements under terms of notes payable as of December 31, 2019:

2020	\$	24,700
2021		8,553
2022		8,866
2023		9,191
2024		9,521
Thereafter		948,600
Total	\$	<u>1,009,431</u>

The Company recognized a loss on extinguishment of debt of \$2,432 during the year ended December 31, 2019, in connection with the refinancing of debt on the 250 Livingston Street property in May 2019 and the refinancing of debt on the Clover House property in November 2019; the loss consisted of the write-off of unamortized debt costs and other fees. The Company recognized a loss on extinguishment of debt of \$8,872 during the year ended December 31, 2018, in connection with the refinancing of debt on the Flatbush Gardens and Tribeca House properties in February 2018 and the refinancing of debt on the 250 Livingston Street property in December 2018; the loss consisted of the write-off of unamortized debt costs, prepayment and other fees and defeasance costs.

## 8. 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 December 31, 2019, 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:

2020	\$	23,498
2021		29,573
2022		29,286
2023		27,488
2024		26,797
Thereafter		24,697
Total	\$	<u>161,339</u>

The Company has commercial leases with the City of New York that comprised approximately 19%, 19% and 20% of total revenues for the years ended December 31, 2019, 2018 and 2017, respectively.

## 9. 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, interest rate caps, accounts payable and accrued liabilities, security deposits and notes payable. The carrying amount of cash and cash equivalents, restricted cash, receivables, 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:

	<b>December 31, 2019</b>	<b>December 31, 2018</b>
Carrying amount (excluding unamortized debt issuance costs)	\$ 1,009,431	\$ 925,613
Estimated fair value	\$ 1,058,083	\$ 927,561

The Company purchased interest rate caps in connection with the Tribeca House loans obtained on November 9, 2016, the loans obtained for the Clover House acquisition and the 250 Livingston Street loan obtained on December 6, 2018. On April 27, 2018, the Company terminated the Tribeca House instrument for net proceeds of \$385. The fair value of the interest rate caps, which are classified as Level 2, is estimated using market inputs and credit valuation inputs.

The estimated fair values of the interest rate caps are as follows:

<b>Notional Amount</b>	<b>Related Property Loan</b>	<b>Maturity Date</b>	<b>Strike Rate</b>	<b>Estimated Fair Value at December 31, 2019</b>	<b>Estimated Fair Value at December 31, 2018</b>
\$73,700	Clover House	May 9, 2020	3.0%	\$ —	\$ 24
\$75,000	250 Livingston Street	December 15, 2020	4.0%	—	—
<b>Total fair value of derivative instruments included in prepaid expenses and other assets</b>				<b>\$ —</b>	<b>\$ 24</b>

These interest rate caps were not designated as hedges; accordingly, changes in fair value of the Tribeca House and 250 Livingston Street instruments are recognized in earnings, and changes in fair value of the Clover House instrument are recognized in real estate under development. (Increases) decreases in fair value of the Tribeca House and 250 Livingston Street instruments of \$0, \$(208) and \$261 for the years ended December 31, 2019, 2018 and 2017, respectively, are included in interest expense. Decreases in fair value of the Clover House instrument of \$24, \$10 and \$99 for the years ended December 31, 2019, 2018 and 2017, respectively, are recognized in interest expense and capitalized to real estate under development.

On January 7, 2020, the Company purchased an interest rate cap in connection with the 1010 Pacific Street loans obtained on December 24, 2019, with a notional amount of \$21,587, a maturity date of December 24, 2020, and a strike rate of 3.6%.

The above disclosures regarding fair value of financial instruments are based on pertinent information available as of December 31, 2019, 2018 and 2017, respectively. Although the Company is not aware of any factors that would significantly affect the reasonableness of the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since those dates, and current estimates of fair value may differ significantly from the amounts presented herein.

## 10. 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, who brought an action 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. The Court declared that the plaintiffs-tenants were subject to rent stabilization requirements and referred the matter to a special referee to determine the amount of rent over-charges, if any. On July 18, 2017, the Court, pursuant to the parties' agreement, stayed the Court's ruling; the Company subsequently appealed the decision to the Appellate Division, First Department. On January 18, 2018, the Appellate Division unanimously reversed the Court's ruling and ruled in favor of the Company, holding that the Company acted properly in de-regulating the apartments. The plaintiffs-tenants thereafter moved for leave to appeal to the Court of Appeals, which motion was granted on April 24, 2018. On June 25, 2019, the New York Court of Appeals reversed the Appellate Division's order and ruled in favor of the plaintiffs-tenants, holding that apartments in buildings receiving RPTL 421-g tax benefits are not subject to luxury deregulation. The Court of Appeals also remitted the matter for further proceedings consistent with its opinion. As a result of the Court of Appeals' order, Company management believes that payments may be required to be made to the 41 present or former tenants comprising the plaintiff group, that other tenants may attempt to make similar claims, and that the special referee process referred to above will be used to determine the timing and the amount of any claims that must be paid. On July 25, 2019, the Company filed a motion for reargument with the New York Court of Appeals, which was denied on September 12, 2019. On August 13, 2019, the Court, in effect, reinstated its prior order and referred the calculation of rent overcharges and attorneys' fees for a hearing before a special referee. The special referee's hearing was scheduled for October 23, 2019. On October 17, 2019, the Company made a motion in the Appellate Division for a stay of the special referee's hearing pending the Company's appeal from the August 13 order. On such date, the Appellate Division granted an interim stay of the special referee's hearing, pending the determination of the underlying motion. On January 7, 2020, the Appellate Division granted the Company's motion for a full stay of the special referee's hearing pending appeal. Currently, the appeal is scheduled to be argued during the May 2020 term. On October 24, 2019, the Company filed a Petition for a Writ of Certiorari with the United States Supreme Court, seeking permission to have that Court hear the Company's appeal on Constitutional grounds from the Court of Appeals' order. On January 13, 2020, the United States Supreme Court denied the Company's Petition for a Writ of Certiorari, meaning that the Court of Appeals' order is final. The Company cannot predict what the timing or ultimate resolution of this matter will be, and accordingly, at this time, the Company has not recorded any liability for the potential settlement of this matter.

In addition to the above, the Company is subject to certain legal proceedings and claims arising in connection with its business, including a claim under the Americans with Disabilities Act of 1990 at the 141 Livingston Street property. 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.

### *Commitments*

The Company is obligated to provide parking availability through August 2025 under certain lease agreements 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:

	Commercial	Residential	Total
Year ended December 31, 2019	25%	75%	100%
Year ended December 31, 2018	26%	74%	100%
Year ended December 31, 2017	28%	72%	100%

## 11. Related-Party Transactions

The Company recorded office and overhead expenses pertaining to a related company in general and administrative expense of \$148, \$349 and \$387 for the years ended December 31, 2019, 2018 and 2017, respectively.

The Company paid legal and advisory fees to firms in which two of our directors were principals or partners of \$428, \$2,014 and \$797 for the years ended December 31, 2019, 2018 and 2017, respectively.

## 12. Segment Reporting

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 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 and Aspen properties.

The Company's income from operations by segment for the years ended December 31, 2019, 2018 and 2017, is as follows:

Year ended December 31, 2019	Commercial	Residential	Total
Rental income	\$ 28,779	\$ 87,386	\$ 116,165
Total revenues	28,779	87,386	116,165
Property operating expenses	4,354	24,533	28,887
Real estate taxes and insurance	5,465	19,501	24,966
General and administrative	1,355	7,812	9,167
Depreciation and amortization	3,905	15,744	19,649
Total operating expenses	15,079	67,590	82,669
Income from operations	\$ 13,700	\$ 19,796	\$ 33,496

Year ended December 31, 2018	Commercial	Residential	Total
Rental income	\$ 28,880	\$ 81,117	\$ 109,997
Total revenues	28,880	81,117	109,997
Property operating expenses	4,312	22,955	27,267
Real estate taxes and insurance	4,687	17,606	22,293
General and administrative	1,078	8,795	9,873
Acquisition and other	—	101	101
Depreciation and amortization	3,642	14,363	18,005
Total operating expenses	13,719	63,820	77,539
Income from operations	\$ 15,161	\$ 17,297	\$ 32,458

<b>Year ended December 31, 2017</b>	<b>Commercial</b>		<b>Residential</b>		<b>Total</b>
Rental income	\$	29,093	\$	74,859	\$ 103,952
Total revenues		29,093		74,859	103,952
Property operating expenses		4,328		22,701	27,029
Real estate taxes and insurance		4,438		16,247	20,685
General and administrative		801		9,143	9,944
Acquisition and other		—		69	69
Depreciation and amortization		3,277		13,444	16,721
Total operating expenses		12,844		61,604	74,448
Income from operations	\$	16,249	\$	13,255	\$ 29,504

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

	<b>Commercial</b>		<b>Residential</b>		<b>Total</b>
December 31, 2019	\$	285,103	\$	881,104	\$ 1,166,207
December 31, 2018		245,940		855,068	1,101,008
December 31, 2017		222,288		829,797	1,052,085

The Company's interest expense by segment for the years ended December 31, 2019, 2018 and 2017, is as follows:

	<b>Commercial</b>		<b>Residential</b>		<b>Total</b>
Year ended December 31, 2019	\$	7,241	\$	27,946	\$ 35,187
Year ended December 31, 2018		6,987		25,794	32,781
Year ended December 31, 2017		7,569		27,936	35,505

The Company's capital expenditures by segment for the years ended December 31, 2019, 2018 and 2017, are as follows:

	<b>Commercial</b>		<b>Residential</b>		<b>Total</b>
Year ended December 31, 2019	\$	6,038	\$	36,585	\$ 42,623
Year ended December 31, 2018		2,460		43,182	45,642
Year ended December 31, 2017		4,187		18,538	22,725

### 13. Multiemployer Union Agreement and Pension Plan

Certain of the Company's employees are covered by union-sponsored, collectively bargained, multiemployer defined benefit pension and profit-sharing plans, and health insurance, legal and training plans. Contributions to the plans are determined in accordance with the provisions of the negotiated labor contract. The Local 94 International Union of Operating Engineers ("Local 94") contract is in effect through December 31, 2022. The Local 32BJ Service Employees International Union ("Local 32BJ") apartment building contract is in effect through April 20, 2022. The Local 32BJ Service Employees International Union commercial building contract expired on December 31, 2019; all terms and conditions remain in effect while the parties negotiate a successor agreement retroactive to the expiration date.

Contributions to the unions are not segregated or otherwise restricted to provide benefits only to the Company's employees. The risks of participating in a multiemployer pension plan differ from those of a single-employer pension plan in the following aspects: (a) assets contributed to a multiemployer pension plan by one employer may be used to provide benefits to employees of other participating employers; (b) if a participating employer stops contributing to the plan, the unfunded obligation of the plan may be borne by the remaining participating employers; and (c) if the Company chooses to stop participating in the multiemployer plan, it may be required to pay the plan an amount based on the unfunded status of the plan, which is referred to as the withdrawal liability. The Company has no intention of withdrawing from the plan.

The information for the union's multiemployer pension plans are as follows:

Legal name	Building Service 32BJ Pension Fund			
Employer identification number	13-1879376			
Plan number	001			
Type of plan	Defined benefit pension plan			
Plan year-end date	June 30			
Certified Zone Status for 2019, 2018 and 2017*	Red			
Funding improvement plan/rehabilitation plan*	Implemented			
Surcharges paid to plan	None			
Pension contribution made for 2019, 2018 and 2017, respectively	\$325,	\$337	and	\$355
Minimum weekly required pension contribution per employee for 2019, 2018 and 2017, respectively (in dollars)	\$114.11,	\$109.11	and	\$101.91

Legal name	Central Pension Fund of the International Union of Operating Engineers and Participating Employers			
Employer identification number	36-6052390			
Plan number	001			
Type of plan	Defined benefit pension plan			
Plan year-end date	January 31			
Certified Zone Status for 2019, 2018 and 2017*	Green			
Funding improvement plan/rehabilitation plan*	N/A			
Surcharges paid to plan	N/A			
Pension contribution made for 2019, 2018 and 2017, respectively	\$39,	\$38	and	\$37
Minimum weekly required pension contribution per employee for 2019, 2018 and 2017, respectively (in dollars)	\$187.43,	\$182.55	and	\$177.90

\* *Certified pension zone status (as defined by the Pension Protection Act) represents the level at which the pension plan is funded. Plans in the red zone are less than 65% funded; plans in the yellow zone are less than 80% funded; and plans in the green zone are at least 80% funded. The rehabilitation plan may involve a surcharge on employers or a reduction or elimination of certain employee adjustable benefits.*

The information provided above is from the respective pension plan's most current annual report, which for Local 32BJ is for the year ended June 30, 2019 and for Local 94 is January 31, 2019. The Pension Protection Act Zone Status, the most recent zone status available, was provided to the Company by the respective plans and the Local 32BJ status is certified by the plan's actuary. The Company's contributions to the pension plans are less than 5% of all the employers' contributions to the plan.

**14. Selected Interim Financial Data (unaudited)**

The following is a summary of the unaudited quarterly financial information for the years ended December 31, 2019 and 2018 (in thousands, except per share data):

<b>2019</b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Revenues	\$ 27,652	\$ 28,446	\$ 29,440	\$ 30,627
Income from operations	\$ 8,141	\$ 8,823	\$ 8,510	\$ 8,022
Net loss	\$ (133)	\$ (1,158)	\$ (182)	\$ (2,650)
Net loss attributable to common stockholders	\$ (54)	\$ (467)	\$ (73)	\$ (1,071)
Basic and diluted net loss per share	\$ (0.01)	\$ (0.03)	\$ (0.01)	\$ (0.06)

<b>2018</b>	<b>First Quarter</b>	<b>Second Quarter</b>	<b>Third Quarter</b>	<b>Fourth Quarter</b>
Revenues	\$ 26,868	\$ 27,300	\$ 27,948	\$ 27,881
Income from operations	\$ 6,530	\$ 8,316	\$ 9,109	\$ 8,503
Net income (loss)	\$ (8,994)	\$ 308	\$ 1,251	\$ (1,566)
Net income (loss) attributable to common stockholders	\$ (3,630)	\$ 124	\$ 505	\$ (632)
Basic and diluted net income (loss) per share	\$ (0.21)	\$ 0.00	\$ 0.02	\$ (0.04)

The sum of the individual quarterly net income (loss) per common share amounts may not agree with year-to-date net income (loss) per common share because each period's computation is based on the weighted average number of shares outstanding during that period.

**Clipper Realty Inc. and Predecessor**  
**Schedule III – Real Estate and Accumulated Depreciation**  
(In thousands)

Property	Location	Description	Encumbrances at December 31, 2019		Initial Costs			Gross Amounts at Which Carried at December 31, 2019					Date Acquired
			Encumbrances	Land	Building and Improvements	Real Estate Under Develop.	Cost Capitalized Subsequent to Acquisition	Land	Building and Improvements	Real Estate Under Develop.	Total	Accumulated Depreciation	
Tribeca House	Manhattan, NY	Residential/Commercial	\$ 360,000	\$273,103	\$283,137	\$ —	\$ 23,634	\$273,103	\$ 306,771	—	\$ 579,874	\$ 42,194	Dec-14
Aspen	Manhattan, NY	Residential/Commercial	66,862	49,230	43,080	—	1,633	49,230	44,713	—	93,943	3,850	June-16
Flatbush Gardens	Brooklyn, NY	Residential	246,000	89,965	49,607	—	41,509	90,051	91,030	—	181,081	41,706	Oct-05
Clover House	Brooklyn, NY	Residential	82,000	43,516	44,100	—	57,847	43,516	101,947	—	145,463	693	May-17
10 West 65th St.	Manhattan, NY	Residential	34,295	63,677	15,337	—	5,256	63,677	20,593	—	84,270	1,492	Oct-17
1010 Pacific St.	Brooklyn, NY	Residential	19,457	—	—	31,129	658	—	—	31,787	31,787	—	Nov-19
250 Livingston St.	Brooklyn, NY	Commercial/Residential	125,000	10,452	20,204	—	12,981	10,452	33,185	—	43,637	12,508	May-02
141 Livingston St.	Brooklyn, NY	Commercial	75,817	10,830	12,079	—	6,987	10,830	19,066	—	29,896	6,975	May-02
			<u>\$1,009,431</u>	<u>\$540,773</u>	<u>\$467,544</u>	<u>\$ 31,129</u>	<u>\$ 150,505</u>	<u>\$540,859</u>	<u>\$ 617,305</u>	<u>\$ 31,787</u>	<u>\$ 1,189,951</u>	<u>\$ 109,418</u>	

(1) At December 31, 2019, the aggregate cost for Federal tax purposes of our real estate assets was \$826,050.

(2) The following summarizes activity for real estate and accumulated depreciation, for the years ended December 31, 2019, 2018 and 2017:

	2019	2018	2017
<i>Investment in real estate:</i>			
Balance at beginning of period	\$ 1,116,199	\$ 1,070,606	\$ 881,251
Acquisition of real estate	31,129	—	166,630
Additions during period	42,623	45,642	22,725
Write-off of assets as a result of involuntary conversion	—	(49)	—
Balance at end of period	<u>\$ 1,189,951</u>	<u>\$ 1,116,199</u>	<u>\$ 1,070,606</u>
<i>Accumulated depreciation:</i>			
Balance at beginning of period	\$ 90,462	\$ 73,714	\$ 58,174
Depreciation expense	18,956	16,765	15,540
Write-off of assets as a result of involuntary conversion	—	(17)	—
Balance at end of period	<u>\$ 109,418</u>	<u>\$ 90,462</u>	<u>\$ 73,714</u>

**DESCRIPTION OF REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Description of Common Stock**

*The following is a summary of the rights and preferences of our common stock. This summary does not purport to be complete and is subject to and is qualified in its entirety by reference to our charter and bylaws and applicable provisions of the Maryland General Corporation Law ("MGCL"). While we believe the following summary covers the material terms of our common stock, the description may not include all of the information that is important to you. We encourage you to read carefully our charter and bylaws and the applicable provisions of the MGCL for a more complete understanding of our common stock. Each of our charter and bylaws is attached as an exhibit to the Annual Report on Form 10-K.*

**General**

Our charter provides that we may issue up to 500,000,000 shares of common stock, \$0.01 par value per share, 150,000,000 shares of special voting stock, \$0.01 par value per share, and up to 100,000,000 shares of preferred stock, \$0.01 par value per share, of which 140 shares are classified and designated as 12.5% Series A Cumulative Non-Voting Preferred Stock. Our charter provides that our board of directors, without common stockholder approval, may amend our charter to increase or decrease the aggregate number of shares of stock that we are authorized to issue or the number of authorized shares of any class or series of our stock. On the date hereof, we have 17,814,672 shares of our common stock and 26,317,396 shares of our special voting stock, issued and outstanding. On June 21, 2017, we redeemed all of the issued and outstanding shares of our 12.5% Series A Cumulative Non-Voting Preferred Stock for \$145 per share. As a result of this redemption, none of the authorized shares of 12.5% Series A Cumulative Non-Voting Preferred Stock are currently issued or outstanding. Under Maryland law, our stockholders generally are not liable for our debts or obligations solely as a result of the stockholder's status as a stockholder.

Class B LLC units in our predecessor entities are exchangeable, together with an equal number of shares of our special voting stock, for an amount of cash equal to the fair market value of an equal number of shares of our common stock or, at our election, an equal number of shares of our common stock, subject to certain adjustments and restrictions.

**Common Stock**

All of our issued and outstanding shares of common stock are duly authorized, validly issued, fully paid and nonassessable. Subject to the preferential rights, if any, of holders of any other class or series of our stock and to the provisions of our charter relating to the restrictions on ownership and transfer of our stock, holders of our common stock are entitled to receive dividends when authorized by our board of directors and declared by us out of assets legally available for distribution to our stockholders, and are entitled to share ratably in our assets legally available for distribution to our stockholders in the event of our liquidation, dissolution or winding up, after payment of or adequate provision for all of our known debts and liabilities.

Subject to the specific class voting rights of holders of any other class or series of our stock, including our special voting stock and to the provisions of our charter relating to the restrictions on ownership and transfer of our stock, each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of our stockholders, including the election of directors. Except as provided with respect to any other class or series of our stock (including our special voting stock), the holders of our common stock will possess the exclusive voting power. There is no cumulative voting in the election of directors and directors will be elected by a plurality of the votes cast in the election of directors, which means that stockholders (including holders of our special voting stock) entitled to cast a majority of the votes entitled to be cast in the election of directors can elect all of the directors then standing for election, and the holders of the remaining shares will not be able to elect any directors.

Holders of our common stock have no preference, conversion, exchange, sinking fund, redemption or appraisal rights and have no preemptive rights to subscribe for any of our securities. Subject to the provisions of our charter relating to the restrictions on ownership and transfer of our stock, all holders of our common stock will have equal dividend, liquidation and other rights.

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Under Maryland law, a Maryland corporation generally cannot amend its charter, consolidate, merge, convert, sell all or substantially all of its assets, engage in a statutory share exchange or dissolve unless the action is advised by its board of directors and approved by the affirmative vote of stockholders entitled to cast at least two-thirds of the votes entitled to be cast on the matter. As permitted by Maryland law, except for amendments to the provisions of our charter relating to the removal of directors and the vote required to amend the removal provision, which must be approved by the affirmative vote of at least two-thirds of the votes entitled to be cast on the matter, our charter provides that any of these actions may be approved by the affirmative vote of stockholders entitled to cast a majority of all of the votes entitled to be cast on the matter. Holders of our special voting stock have the right to vote as separate classes of stock on certain amendments to our charter as described below under "Special Voting Stock." Maryland law also permits a Maryland corporation to transfer all or substantially all of its assets without the approval of its stockholders to an entity owned, directly or indirectly, by the corporation. Because our operating assets may be held by our wholly owned subsidiaries, these subsidiaries may be able to merge or transfer all or substantially all of their assets without the approval of our stockholders.

Except for amendments to certain provisions of our bylaws relating to any special election meeting described below under the caption "Special Meetings of Stockholders," or the vote required to amend such provisions, our board of directors has the exclusive power to amend our bylaws.

### **Special Voting Stock**

Holders of our special voting stock are entitled to vote together as a single class with holders of our common stock on all matters brought before our common stockholders, including the election of directors, on an as-exchanged basis, as if such holder of our special voting stock had exchanged any Class B LLC units in our predecessor entities held by such holder for shares of our common stock. In addition, holders of our special voting stock have the exclusive right to vote, as a single class, on any amendment to our charter on which our stockholders are entitled to vote that would alter only the contract rights, as expressly set forth in our charter, of the special voting stock. Holders of our special voting stock are not entitled to any dividends or other distributions from us, including any distribution of our assets upon our liquidation, dissolution or winding up, except that holders of special voting stock may receive distributions of our securities, including shares of any class or series of our stock, when, as and if authorized by our board of directors and declared by us. Holders of our special voting stock have no preference, conversion, exchange, sinking fund, redemption or appraisal rights and have no preemptive rights to subscribe for any of our securities. Shares of our special voting stock are exchangeable, together with an equal number of Class B LLC units in our predecessor entities, for an amount of cash equal to the fair market value of an equal number of shares of our common stock or, at our election, an equal number of shares of our common stock, subject to certain adjustments and restrictions.

### **Power to Reclassify and Increase the Number of Authorized Shares of Stock**

Our board of directors may, without common stockholder approval, classify any unissued shares of our preferred stock and reclassify any unissued previously-classified shares of our stock into other classes or series of stock. Before authorizing the issuance of shares of any new class or series, our board of directors must set, subject to the provisions of our charter relating to the restrictions on ownership and transfer of our stock, the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and other distributions, qualifications or terms and conditions of redemption for each class or series of stock. In addition, our charter authorizes our board of directors, with the approval of a majority of the entire board of directors and without common stockholder approval, to amend our charter to increase or decrease the aggregate number of shares of stock, or the number of shares of any class or series of stock, that we are authorized to issue. These actions can be taken without common stockholder approval, unless stockholder approval is required by applicable law, the terms of any other class or series of our stock or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded.

### **Restrictions on Ownership and Transfer**

In order for us to qualify as a REIT under the Internal Revenue Code of 1986, as amended from time to time (the "Code"), our stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months (other than the first year for which an election to be a REIT has been made) or during a proportionate part of a shorter taxable year. Also, not more than 50% of the value of the outstanding shares of our stock may be owned, directly or indirectly, by five or fewer individuals (as specially defined in the Code for this purpose to include certain entities) during the last half of a taxable year (other than the first year for which an election to be a REIT has been made). To qualify as a REIT, we must satisfy certain other requirements as well.

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Our charter contains restrictions on the ownership and transfer of our stock. Subject to the exceptions described below, no person or entity may beneficially own, or be deemed to own by virtue of the applicable constructive ownership provisions of the Code, more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our common stock, excluding any shares of such class or series of common stock that are not treated as outstanding for federal income tax purposes, or 9.8% of the aggregate value of all our outstanding stock, excluding any shares of our stock not treated as outstanding for federal income tax purposes. We refer to these restrictions collectively as the "ownership limit."

The constructive ownership rules under the Code are complex and may cause stock owned actually or constructively by a group of related individuals and/or entities to be owned constructively by one individual or entity. As a result, the acquisition of less than 9.8% of the outstanding shares of any class or series of our common stock, or the acquisition of an interest in an entity that owns shares of our common stock of any class or series could, nevertheless, cause the acquirer or another individual or entity to be treated as owning shares of our common stock of any class or series in excess of the ownership limit.

Our board of directors may, upon receipt of such representations and agreements as it may require and in its sole discretion, prospectively or retroactively, exempt a person from all or any component of the ownership limit or establish a different limit on ownership for a person if the person's ownership in excess of the ownership limit could not result in our being "closely held" under Section 856(h) of the Code (without regard to whether the interest is held during the last half of a taxable year) or otherwise failing to qualify as a REIT. As a condition of granting a waiver of the ownership limit or creating an excepted holder limit, our board of directors may, but is not required to, require an opinion of counsel or IRS ruling satisfactory to our board of directors as it may deem necessary or advisable to determine or ensure our status as a REIT and may impose any conditions or restrictions on such a waiver or excepted holder limit as it deems appropriate.

In connection with granting a waiver of the ownership limit or creating an excepted holder limit or at any other time, our board of directors may increase or decrease the ownership limit or any component of the ownership limit unless, after giving effect to any increased or decreased ownership limit, five or fewer persons could beneficially own, in the aggregate, more than 49.9% in value of the aggregate outstanding shares of our stock or we would otherwise fail to qualify as a REIT. A decreased ownership limit will not apply to any person whose ownership of our stock at the time the ownership limit is decreased exceeds the decreased ownership limit until the person's ownership of our stock, in the aggregate, or of the applicable classes or series of our common stock, equals or falls below the decreased ownership limit, but any acquisition of our stock, or of shares of the applicable class or series of our common stock, by such a person after the decrease in the ownership limit will violate the decreased ownership limit.

In addition to the ownership limit, our charter prohibits:

- any person from beneficially or constructively owning shares of our stock that could result in our being "closely held" under Section 856(h) of the Code (without regard to whether the stockholder's interest is held during the last half of a taxable year) or otherwise cause us to fail to qualify as a REIT; and
- any person from transferring shares of our stock if the transfer would result in shares of our stock being beneficially owned by fewer than 100 persons.

Any person who acquires or attempts to acquire beneficial or constructive ownership of shares of our stock that will or may violate the ownership limit or any of the other restrictions on transfer and ownership of our stock discussed above, or who would have owned shares of our stock that are transferred to the trust as described below, must give notice immediately to us or, in the case of a proposed transaction, give at least 15 days prior written notice to us and provide us with any other information we request in order to determine the effect of such transfer on our qualification as a REIT.

Any attempted transfer of shares of our stock that, if effective, would result in our stock being beneficially owned by fewer than 100 persons will be void and the intended transferee will acquire no rights in the shares. Any attempted transfer of our stock that, if effective, would result in a violation of the ownership limit, our being "closely held" under Section 856(h) of the Code (without regard to whether the stockholder's interest is held during the last half of a taxable year) or our otherwise failing to qualify as a REIT, will cause the number of shares causing the violation (rounded up to the nearest whole share) to be transferred automatically to one or more trusts for the exclusive benefit of one or more charitable beneficiaries, and the proposed transferee will not acquire any rights in the shares. The automatic transfer will be effective as of the close of business on the business day before the date of the attempted transfer or other event that resulted in the transfer to the trust. If the transfer to the trust as described above does not occur or is not automatically effective, for any reason, to prevent a violation of the applicable restrictions on ownership and transfer of our stock, then the attempted transfer which, if effective, would have resulted in a violation of the restrictions on ownership and transfer of our stock will be null and void.

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Shares of our stock held in the trust will be issued and outstanding shares. The proposed transferee will not benefit economically from ownership of any shares of our stock held in the trust and will have no rights to dividends and no rights to vote or other rights attributable to the shares of our stock held in the trust. The trustee of the trust will exercise all voting rights and receive all dividends and other distributions with respect to shares held in the trust for the exclusive benefit of the charitable beneficiary of the trust. Any dividend or other distribution paid before we discover that the shares have been transferred to a trust as described above must be repaid by the recipient to the trustee upon demand by us. Subject to Maryland law, effective as of the date that the shares have been transferred to the trust, the trustee will have the authority to rescind as void any vote cast by a proposed transferee before our discovery that the shares have been transferred to the trust and to recast the vote in accordance with the desires of the trustee. However, if we have already taken irreversible corporate action, then the trustee may not rescind and recast the vote.

Within 20 days of receiving notice from us of a transfer of shares to the trust, the trustee must sell the shares to a person that could own the shares without violating the ownership limit or the other restrictions on ownership and transfer of our stock contained in our charter. After the sale of the shares, the interest of the charitable beneficiary in the shares transferred to the trust will terminate and the trustee must distribute to the proposed transferee an amount equal to the lesser of:

- the price paid by the proposed transferee for the shares or, if the event causing the shares to be held in the trust did not involve a purchase of such shares at market price, the market price of the shares on the day of such event; and
- the net sale price received by the trustee from the sale or other disposition of the shares.

The trustee may reduce the amount payable to the proposed transferee by the amount of any dividends or other distributions that we paid to the proposed transferee before we discovered that the shares had been transferred to the trust and that is owed by the proposed transferee to the trustee as described above. The trustee must distribute any remaining amounts held by the trust with respect to the shares to the charitable beneficiary. If the shares are sold by the proposed transferee before we discover that they have been transferred to the trust, the shares will be deemed to have been sold on behalf of the trust and the proposed transferee must pay to the trustee, upon demand the amount, if any, that the proposed transferee received in excess of the amount that the proposed transferee would have received had the shares been sold by the trustee.

Shares of our stock held in the trust will be deemed to be offered for sale to us, or our designee, at a price per share equal to the lesser of:

- the price per share in the transaction that resulted in the transfer to the trust (or, if the event causing the shares to be held in the trust did not involve a purchase of such shares at market price, the market price of the shares on the day of such event); and
- the market price on the date we, or our designee, accept the offer.

We may reduce the amount so payable by the amount of any dividends or other distributions that we paid to the proposed transferee before we discovered that the shares had been transferred to the trust and that is owed by the proposed transferee to the trustee as described above, and, in such case, we must pay such amount to the trustee for distribution to the beneficiary of the trust. We have the right to accept the offer until the trustee has otherwise sold the shares of our stock held in the trust. Upon a sale to us, the interest of the charitable beneficiary in the shares sold will terminate and the trustee must distribute the net proceeds of the sale to the proposed transferee and distribute any dividends or other distributions held by the trustee with respect to the shares to the charitable beneficiary.

Every owner of 5% or more (or such lower percentage as required by the Code or the regulations promulgated thereunder) of the outstanding shares of our stock, within 30 days after the end of each taxable year, must give us written notice stating the person's name and address, the number of shares of our stock of each class and series that the person beneficially owns and a description of the manner in which the shares are held. Each such owner also must promptly provide to us, in writing, any additional information that we request in order to determine the effect, if any, of the person's beneficial ownership on our status as a REIT and to ensure compliance with the ownership limit. In addition, any person or entity that is a beneficial owner or constructive owner of shares of our stock and any person or entity (including the stockholder of record) who is holding shares of our stock for a beneficial owner or constructive owner must, on request, disclose to us in writing such information as we may request in order to determine our status as a REIT or to comply, or determine our compliance, with the requirements of any governmental or taxing authority.

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Any certificates representing shares of our stock will bear a legend referring to the restrictions described above.

Certain of these restrictions on ownership and transfer of our stock will not apply if our board of directors determines that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT or that compliance with any or all such restrictions is no longer required in order for us to qualify as a REIT.

These restrictions on ownership and transfer of our stock could delay, defer or prevent a transaction or a change of control of us that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

#### **Transfer Agent and Registrar**

The transfer agent and registrar for our common stock is American Stock Transfer & Trust Company, LLC. The transfer agent's address is 6201 15th Avenue, Brooklyn, New York 11219.

#### **Certain Provisions of Maryland Law and Our Charter and Bylaws**

*The following summary of certain provisions of Maryland law and of our charter and bylaws is only a summary, and is subject to, and qualified in its entirety by reference to, our charter and bylaws and the applicable provisions of the MGCL.*

#### **Election and Removal of Directors**

Our charter and bylaws provide that, except as provided in connection with a special election meeting as described below, the number of our directors may be established only by our board of directors but may not be fewer than one nor, unless our bylaws are amended, more than fifteen.

There is no cumulative voting in the election of directors, and directors will be elected by a plurality of the votes cast in the election of directors. Consequently, stockholders entitled to cast a majority of the votes entitled to be cast in the election of directors will be able to elect all of the directors to be elected at any annual or special meeting of our stockholders.

Pursuant to a provision of our charter, we have elected to be subject to a provision of Maryland law that provides that, at such time as we have a class of securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and at least three independent directors, and subject to the rights, if any, of holders of any class or series of our stock other than our common stock and except at a special election meeting, vacancies on our board of directors may be filled only by the remaining directors and that any directors elected by the board of directors to fill a vacancy will serve for the remainder of the full term of the class of directors in which the vacancy occurred.

Our charter provides that a director may be removed with or without cause and only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors.

#### **Business Combinations**

Under Maryland law, certain "business combinations" between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

- any person who beneficially owns ten percent or more of the voting power of the corporation's outstanding voting stock; or
- an affiliate or associate of the corporation who, at any time within the two-year period before the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting stock of the corporation.

A person is not an interested stockholder if the board of directors approved in advance the transaction by which he or she otherwise would have become an interested stockholder. However, in approving a transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board.

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After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by stockholders entitled to vote generally in the election of directors; and
- two-thirds of the votes entitled to be cast by stockholders entitled to vote generally in the election of directors, other than the interested stockholder with whom or with whose affiliate the business combination is to be effected or an affiliate or associate of the interested stockholder.

These super-majority vote requirements do not apply if the corporation's common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares.

The statute permits various exemptions from its provisions, including business combinations that are exempted by the board of directors before the time that the interested stockholder becomes an interested stockholder. As permitted by statute, our board of directors has adopted a resolution exempting any business combination between us and any other person that has been approved by our board of directors, including a majority of our directors who are not affiliates or associates of such person. There can be no assurance that our board of directors will not amend or revoke this resolution at any time in the future.

### **Control Share Acquisitions**

Maryland law provides that a holder of control shares of a Maryland corporation acquired in a control share acquisition has no voting rights with respect to the control shares except to the extent approved by at least two-thirds of the votes entitled to be cast by stockholders entitled to vote generally in the election of directors, excluding votes entitled to be cast by the acquiror, officers and employees who are directors of the corporation. Control shares are voting shares of stock that, if aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would cause the acquiror to be entitled to exercise voting power in electing directors within one of the following ranges of voting power:

- one-tenth or more but less than one-third,
- one-third or more but less than a majority, or
- a majority or more.

Control shares do not include shares that the acquiror is then entitled to vote as a result of having previously obtained stockholder approval or shares acquired directly from the corporation. A control share acquisition means the acquisition of issued and outstanding control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may, upon satisfaction of certain conditions (including an undertaking to pay expenses), compel the corporation to call a special meeting of stockholders to be held within 50 days of demand to consider the voting rights of the shares. If no request for a meeting is made, the corporation may itself present the question at any stockholders meeting.

If voting rights of control shares are not approved at the meeting or if the acquiror does not deliver an acquiring person statement as required by the statute, then the corporation may, subject to certain limitations and conditions, redeem for fair value any or all of the control shares, except those for which voting rights have previously been approved. Fair value is determined, without regard to the absence of voting rights for the control shares, as of the date of any meeting of stockholders at which the voting rights of such shares are considered and not approved or, if no such meeting is held, as of the date of the last control share acquisition by the acquiror. If voting rights for control shares are approved at a stockholders meeting and the acquiror becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights, unless the corporation's charter or bylaws provide otherwise. The fair value of the shares as determined for purposes of appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

The control share acquisition statute does not apply to (a) shares acquired in a merger, consolidation or share exchange if the corporation is a party to the transaction, or (b) acquisitions approved or exempted by the charter or bylaws of the corporation.

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Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of shares of our stock. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

#### **Subtitle 8**

Subtitle 8 of Title 3 of the MGCL permits a Maryland corporation with a class of equity securities registered under the Exchange Act and at least three independent directors to elect to be subject, by provision in its charter or bylaws or a resolution of its board of directors and notwithstanding any contrary provision in the charter or bylaws, to any or all of five provisions of the MGCL which provide, respectively, that:

- the corporation's board of directors will be divided into three classes;
- the affirmative vote of two-thirds of the votes entitled to be cast in the election of directors generally is required to remove a director;
- the number of directors may be fixed only by vote of the directors;
- a vacancy on the board be filled only by the remaining directors and that directors elected to fill a vacancy will serve for the remainder of the full term of the class of directors in which the vacancy occurred; and
- the request of stockholders entitled to cast a majority of the votes entitled to be cast at a special meeting is required for stockholders to require the calling of a special meeting of stockholders.

Through provisions in our charter and bylaws unrelated to Subtitle 8, we already (a) require the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors to remove a director from our board of directors, (b) vest in our board of directors the exclusive power to fix the number of directors, by vote of a majority of the entire board, and (c) require, unless called by either of our Co-Chairmen of our board of directors, our President, our Chief Executive Officer or our board of directors, the request of stockholders entitled to cast a majority of votes entitled to be cast at the meeting to call a special meeting. Our charter provides that, at such time as we become eligible to make the election provided for under Subtitle 8 and subject to the rights, if any, of holders of any class or series of our stock other than our common stock and except at a special election meeting, vacancies on our board of directors may be filled only by the affirmative vote of a majority of the remaining directors then in office, and directors elected to fill a vacancy will serve for the full term of the class of directors in which the vacancy occurred. Our board of directors is not currently classified. In the future, our board of directors may elect, without stockholder approval, to classify our board of directors or elect to be subject to any of the other provisions of Subtitle 8.

#### **Special Meetings of Stockholders**

Either of our Co-Chairmen, our President, our Chief Executive Officer or our board of directors may call special meetings of our stockholders. A special meeting of our stockholders to act on any matter that may properly be considered at a meeting of our stockholders must also be called by our secretary upon the written request of stockholders entitled to cast a majority of all the votes entitled to be cast on such matter at the meeting and containing the information required by our bylaws. Our secretary will inform the requesting stockholders of the reasonably estimated cost of preparing and mailing the notice of meeting (including our proxy materials), and the requesting stockholder must pay such estimated cost before our secretary may prepare and mail the notice of the special meeting.

#### **Advance Notice of Director Nomination and New Business**

Our bylaws provide that nominations of individuals for election to our board of directors and proposals of business to be considered by stockholders at any annual meeting of our stockholders may be made only (i) pursuant to our notice of the meeting, (ii) by our board of directors or (iii) by any stockholder who was a stockholder of record, as of the record date for the meeting, at the time the stockholder provides the notice required by our bylaws and at the time of the meeting, who is entitled to vote at the meeting in the election of the individuals so nominated or on such other proposed business and who has complied with the advance notice requirements of, and provided the information and other materials required by, our bylaws. Stockholders generally must provide notice to our secretary not earlier than the 150th day nor later than the 120th day before the first anniversary of the date of our proxy statement for the solicitation of proxies for the election of directors at the preceding year's annual meeting.

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Only the business specified in our notice of the meeting may be brought before a special meeting of our stockholders. Nominations of individuals for election to our board of directors at a special meeting of stockholders may be made only (i) pursuant to our notice of the meeting, (ii) by or at the direction of our board of directors or (iii) if the special meeting has been called in accordance with our bylaws for the purpose of electing directors, by any stockholder who is a stockholder of record, as of the record date for the meeting, at the time the stockholder provides the notice required by our bylaws and at the time of the special meeting, who is entitled to vote at the meeting in the election of each individual so nominated and who has complied with the advance notice requirements of, and provided the information and other materials required by, our bylaws. Stockholders generally must provide notice to our secretary not before the 120th day before such special meeting and after the later of the 90th day before the special meeting or the tenth day after public announcement of the date of the special meeting and the nominees of our board of directors to be elected at the meeting.

With respect to a special election meeting, our bylaws provide that nominations of individuals for election as directors at a special election meeting also may be made by holders of at least 20% of the outstanding registrable shares within the time period and containing the information specified in our bylaws.

#### **Competing Interests and Activities of Our Directors and Officers**

Our charter provides that we renounce any interest or expectancy in, or right to be offered or to participate in, any business opportunity identified in any investment policy adopted by our board of directors or agreement with any of our directors or officers unless the policy or agreement contemplates that the director or officer must present, communicate or offer such business opportunity to us, or an identified opportunity. Accordingly, except for an identified opportunity (a) no director or officer of our company is required to present, communicate or offer any business opportunity to us and (b) any director or officer of our company, on his or her own behalf or on behalf of any other person, may hold and exploit any business opportunity, or direct, recommend, offer, sell, assign or otherwise transfer such business opportunity to himself or herself or to any person or entity other than us. Our charter also provides that the taking by any of our directors or officers for himself or herself, or the offering or other transfer to another person or entity, of any identified opportunity, will not constitute or be construed or interpreted as an act or omission of the director committed in bad faith or as the result of active or deliberate dishonesty or receipt by the director of an improper benefit or profit in money, property, services or otherwise.

We have adopted an Investment Policy that, as amended, provides that our officers, including David Bistricher, JJ Bistricher and Jacob Schwimmer, are not required to present certain identified investment opportunities to us, including assets located outside the New York metropolitan area, for-sale condominium or cooperative conversions, development projects, projects that would require us to obtain guarantees from third parties or to backstop obligations of other parties, and land acquisitions. As a result, except to the extent that our officers must present certain identified business opportunities to us, our officers will have no duty to refrain from engaging, directly or indirectly, in the same business activities or similar business activities or lines of business in which we or our subsidiaries engage or propose to engage or to refrain from otherwise competing with us.

#### **Effect of Certain Provisions of Maryland law and our Charter and Bylaws**

The restrictions on ownership and transfer of our stock discussed under the caption "Restrictions on Ownership and Transfer" prevent any person from acquiring more than 9.8% in value or number of shares, whichever is more restrictive, of the outstanding shares of any class or series of our common stock or 9.8% of the aggregate value of all our outstanding stock without the approval of our board of directors. These provisions, as well as the voting power represented by our special voting stock, the business combination statute and control share statute discussed above under the captions "Business Combinations" and "Control Share Acquisitions" and the supermajority vote required to remove our directors or to amend certain provisions of our charter may delay, defer or prevent a change in control of us. Our board of directors, without common stockholder approval, has the power to increase the aggregate number of authorized shares and to classify and reclassify any unissued shares of our stock into other classes or series of stock, and to authorize us to issue the newly-classified shares, as discussed under the captions "General" and "Power to Reclassify and Increase the Number of Authorized Shares of Stock," and could authorize the issuance of shares of a class or series of stock that could have the effect of delaying, deferring or preventing a change in control of us. We believe that the power to increase the aggregate number of authorized shares and to classify or reclassify unissued shares of stock, without common stockholder approval, provides us with increased flexibility in structuring possible future financings and acquisitions and in meeting other needs that might arise.

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The provisions of our charter requiring that our directors may be removed only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors prevent our stockholders from removing incumbent directors except upon a substantial affirmative vote. Our charter and bylaws also provide that, other than in connection with a special election meeting, the number of directors may be established only by our board of directors, which prevents our stockholders from increasing the number of directors on our board of directors and filling any vacancies created by such removal with their own nominees. The provisions of our bylaws discussed above under the captions "Special Meetings of Stockholders" and "Advance Notice of Director Nomination and New Business" require stockholders seeking to call a special meeting, nominate an individual for election as a director or propose other business at an annual meeting to comply with certain notice and information requirements. We believe that these provisions will help to assure the continuity and stability of our business strategies and policies as determined by our board of directors and promote good corporate governance by providing us with clear procedures for calling special meetings, information about a stockholder proponent's interest in us and adequate time to consider stockholder nominees and other business proposals. However, these provisions, alone or in combination, could make it more difficult for our stockholders to remove incumbent directors or fill vacancies on our board of directors with their own nominees and could delay, defer or prevent a change in control, including a proxy contest or tender offer that might involve a premium price for our common stockholders or otherwise be in the best interest of our stockholders.

#### **Description of the Limited Partnership Interests in Clipper Realty L.P.**

*The following is a summary of certain rights and preferences of the limited partnership interests in Clipper Realty L.P., our operating partnership. The following description does not purport to be complete and is subject to and qualified in its entirety by reference to applicable provisions of the Delaware Revised Uniform Limited Partnership Act, as amended, and the partnership agreement. For the purposes of this section, references to the "general partner" refer to Clipper Realty Inc. The limited partnership agreement of our operating partnership is attached as an exhibit to the Annual Report on Form 10-K.*

#### **General**

Clipper Realty L.P. (the "operating partnership") is a Delaware limited partnership. Clipper Realty Inc. is the sole general partner of the operating partnership. Pursuant to the partnership agreement of the operating partnership (the "partnership agreement"), the general partner has full, exclusive and complete responsibility and discretion in the management and control of the operating partnership, including the ability to cause the operating partnership to enter into certain major transactions such as acquisitions, dispositions and borrowings. No limited partner may take part in the operation, management or control of the business of the operating partnership by virtue of being a holder of units of limited partnership in the operating partnership ("OP units"), LTIP units or other limited partnership units. The limited partners have no power to remove the general partner without the general partner's consent.

The general partner is under no obligation to give priority to the separate interests of the limited partners or our stockholders in deciding whether to cause the operating partnership to take or decline to take any actions. If there is a conflict between the interests of our stockholders on one hand and the limited partners on the other, the general partner will endeavor in good faith to resolve the conflict in a manner not adverse to either our stockholders or the limited partners. However, the general partner may give priority to our separate interests and the separate interests of our stockholders, including with respect to tax consequences to limited partners. The general partner is not liable under the partnership agreement to the operating partnership or to any partner for monetary damages for losses sustained, liabilities incurred, or benefits not derived by limited partners in connection with such decisions, provided that the general partner has acted in good faith. We and our affiliates may also engage in any transactions with the operating partnership on such terms as we may determine in our sole and absolute discretion.

Substantially all of our business activities, including all activities pertaining to the acquisition and operation of properties, must be conducted through the operating partnership and its subsidiaries, and the operating partnership must be operated in a manner that will enable us to satisfy the requirements for qualification as a REIT.

#### **Operating Partnership Interests**

The operating partnership's interests are currently classified as the general partner interest and LTIP units. The general partner is authorized to cause the operating partnership to issue OP units or other partnership interests and to admit additional limited partners to the operating partnership from time to time, on such terms and conditions and for such capital contributions as the general partner may establish in its sole and absolute discretion, without the approval or consent of any limited partner, including: (i) upon the conversion, redemption or exchange of any debt, units or other partnership interests or other securities issued by the operating partnership; (ii) for less than fair market value; or (iii) in connection with any merger of any other entity into the operating partnership.

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Pursuant to the partnership agreement, upon the issuance of our stock other than in connection with a redemption of OP units (as described below), we will generally be obligated to contribute or cause to be contributed the cash proceeds or other consideration received from the issuance to the operating partnership, thereby increasing the general partner interest.

### **Redemption Rights; Exchange for Common Stock**

Each limited partner of our operating partnership has the right, subject to the terms and conditions set forth in the partnership agreement to require our operating partnership to redeem all or a portion of the OP units held by such limited partner in exchange for a cash amount equal to the number of tendered OP units multiplied by the price of a share of our common stock (determined in accordance with, and subject to adjustment under, the terms of the partnership agreement), unless the terms of such OP units or a separate agreement entered into between the operating partnership and the holder of such OP units provide that they are not entitled to a right of redemption or impose conditions on the exercise of such right of redemption. On or before the close of business on the fifth business day after we receive a notice of redemption, we may, in our sole and absolute discretion, but subject to the restrictions on the ownership of our stock imposed under our charter and the transfer restrictions and other limitations thereof, elect to acquire some or all of the tendered OP units from the tendering person in exchange for shares of our common stock, based on an exchange ratio of one share of our common stock for each OP unit (subject to anti-dilution adjustments provided in the partnership agreement). Without the consent of the general partner, an exchange may not be effected for less than 1,000 OP units of the applicable LLC subsidiary (or, if the holder holds less than 1,000 OP units, all of the units held by such holder). In addition, the consummation of any exchange shall be subject to the expiration or termination of the applicable waiting period, if any, under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

### **Description of the Limited Liability Company Interests in our LLC Subsidiaries**

*The following is a summary of certain rights and preferences of the limited liability company interests in of our LLC subsidiaries, Renaissance Equity Holdings LLC, Berkshire Equity LLC, Gunki Holdings LLC, and 50/53 JV LLC. The following description does not purport to be complete and is subject to and qualified in its entirety by reference to applicable provisions of the New York Limited Liability Company Act, as amended, the Delaware Limited Liability Company Act, as amended, and the limited liability company agreements. For the purposes of this section, references to the terms "operating partnership" or "managing member" refer to Clipper Realty L.P. The amended and restated limited liability company agreements of each of our LLC subsidiaries is attached as an exhibit to the Annual Report on Form 10-K.*

### **General**

Renaissance Equity Holdings LLC is a New York limited liability company that was formed on September 22, 2005. Berkshire Equity LLC is a Delaware limited liability company that was formed on March 27, 2002. Gunki Holdings LLC is a Delaware limited liability company that was formed on January 10, 2003. 50/53 JV LLC is a Delaware limited liability company that was formed on November 26, 2014. Each LLC subsidiary is a predecessor entity of our company.

Following our formation transactions and the amendment and restatement of the limited liability company agreement of each LLC subsidiary (the "LLC agreements"), the operating partnership is the sole managing member of each LLC subsidiary. The continuing investors are the initial non-managing members of the LLC subsidiaries. The operating partnership has, subject to certain protective rights of non-managing members described below, full, exclusive and complete responsibility and discretion in the management and control of the LLC subsidiaries, including the ability to cause an LLC subsidiary to enter into certain major transactions such as acquisitions, dispositions and borrowings. The non-managing members have no power to remove the operating partnership as managing member without the operating partnership's consent.

The managing member is under no obligation to give priority to the separate interests of the non-managing members in deciding whether to cause an LLC subsidiary to take or decline to take any actions. If there is a conflict between the interests of our stockholders or the operating partnership or its partners on one hand and the non-managing members on the other, the managing member will endeavor in good faith to resolve the conflict in a manner not adverse to our stockholders, the operating partnership, its partners or the non-managing members. However, the managing member may give priority to the separate interests of the Company and its stockholders, including with respect to tax consequences to the members of the LLC subsidiaries. The managing member is not liable under the LLC agreements to the LLC subsidiaries or to any non-managing member for monetary damages for losses sustained, liabilities incurred, or benefits not derived by non-managing members in connection with such decisions, provided that it acted in good faith. We, the operating partnership and our affiliates may also engage in any transactions with an LLC subsidiary on such terms as we may determine in our sole and absolute discretion.

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## LLC Units

The operating partnership owns class A units of each of the LLC subsidiaries and the continuing investors own Class B units of each of the LLC subsidiaries. The following table sets forth information about the number of Class B LLC units that are held by the continuing investors in each LLC subsidiary:

LLC Subsidiary	Number of Class B LLC Units held by Continuing Investors
Renaissance Equity Holdings LLC	5,216,987
Berkshire Equity LLC	12,694,841
Gunki Holdings LLC	1,768,174
50/53 JV LLC	6,637,394

The managing member is authorized to acquire interests in, and manage and control additional limited liability companies, limited partnerships or any other entities that will become LLC subsidiaries and to issue additional LLC units or equivalent interests from time to time, on such terms and conditions and for such contributions (in cash or in kind) as the managing member may establish in its sole and absolute discretion, without the approval or consent of any non-managing member, including: (i) upon the conversion, redemption or exchange of any debt, units, interests or other securities issued by an LLC subsidiary; (ii) for less than fair market value; or (iii) in connection with any merger of any other entity into an LLC subsidiary.

The LLC agreements generally provide that the managing member may cause the LLC subsidiaries to make quarterly (or more frequent) distributions of all, or such portion as the managing member may in its sole and absolute discretion determine, of available cash (which is defined to be cash available for distribution as determined by the managing member). The holders of the Class B LLC units are entitled to a preferred distribution equal to the lesser of (i) the per OP unit distribution paid by the operating partnership or (ii) a pro rata share (determined for this purpose without regard to any class A LLC units held by the operating partnership) of all of the cash flow of the applicable LLC subsidiary. The class A LLC units held by our operating partnership are entitled to any remaining cash flow of such LLC subsidiary, subject to the discretion of the managing member of the LLC subsidiary to hold surplus amounts in reserve for application in future periods, including distributions to holders of Class B LLC units in the subsequent periods in accordance with the previous sentence.

## Exchange Rights

Each non-managing member of the LLC subsidiaries has the right, subject to the terms and conditions set forth in the LLC agreements, to require the operating partnership to exchange all or a portion of the Class B LLC units held by such non-managing member, together with the same number of shares of our special voting stock, for a cash amount equal to the number of tendered Class B LLC units multiplied by the price of a share of our common stock (determined in accordance with, and subject to adjustment under, the terms of the LLC agreements), unless the terms of such Class B LLC units or a separate agreement entered into between an LLC subsidiary and the holder of such Class B LLC units provides that the holder is not entitled to a right of exchange or imposes conditions on the exercise of such right of exchange. On or before the close of business on the fifth business day after we and the operating partnership receive a notice of exchange, we may, in our sole and absolute discretion, but subject to the restrictions on the ownership of our stock imposed under our charter and the transfer restrictions and other limitations thereof, elect to acquire some or all of the tendered Class B LLC units from the tendering non-managing member in exchange for shares of our common stock, based on an exchange ratio of one share of our common stock for each Class B LLC unit (subject to anti-dilution adjustments provided in the LLC agreements). Without the consent of the managing member, an exchange may not be effected (i) for less than 1,000 class B LLC units of the applicable LLC subsidiary (or, if the non-managing member holds less than 1,000 Class B LLC units, all of the units held by such member) or (ii) during the period after the record date with respect to a distribution by the Company for a distribution to its stockholders of some or all of its portion of such distribution. In addition, the consummation of any exchange shall be subject to the expiration or termination of the applicable waiting period, if any, under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

## Registration Rights

We entered into a continuing investors registration rights agreement with certain persons receiving shares of our common stock and Class B LLC units at our formation, including certain members of our senior management team and the other continuing investors. The continuing investors registration rights agreement provides for the registration of such shares of common stock and shares of common stock that are issuable upon the exchange of Class B LLC units.



## Subsidiaries of Clipper Realty Inc.

Name of Subsidiary	Jurisdiction of Incorporation/Formation
10 West 65 Owner LLC	New York
50 Murray Mezz LLC	Delaware
50 Murray Mezz One LLC	Delaware
50 Murray Mezz Two LLC	Delaware
50 Murray Street Acquisition LLC	Delaware
50/53 JV LLC	Delaware
141 Livingston Owner LLC	Delaware
250 Livingston Owner LLC	Delaware
1010 Pacific Owner LLC	Delaware
Aspen 2016 LLC	Delaware
Berkshire Equity LLC	Delaware
Clipper 107 CH LLC	Delaware
Clipper 107 CH Member LLC	Delaware
Clipper 107 CH MT, L.P.	Delaware
Clipper Realty Construction LLC	Delaware
Clipper Realty L.P.	Delaware
Clipper TRS LLC	Delaware
Gunki Holdings LLC	Delaware
Kent Realty, LLC	New York
Renaissance Equity Holdings LLC	New York
Renaissance Equity Holdings LLC A	New York
Renaissance Equity Holdings LLC B	New York
Renaissance Equity Holdings LLC C	New York
Renaissance Equity Holdings LLC D	New York
Renaissance Equity Holdings LLC E	New York
Renaissance Equity Holdings LLC F	New York
Renaissance Equity Holdings LLC G	New York

Consent of Independent Registered Public Accounting Firm

Clipper Realty Inc.  
New York, New York

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-217191) of Clipper Realty Inc. of our report dated March 12, 2020, relating to the consolidated financial statements and financial statement schedule, which appears in the Annual Report to Shareholders, which is incorporated by reference in this Annual Report on Form 10-K.

/s/ BDO USA, LLP  
New York, New York

March 12, 2020

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

I, David Bistricher, certify that:

1. I have reviewed this annual report on Form 10-K 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: March 12, 2020

By: \_\_\_\_\_  
/s/ David Bistricher  
David Bistricher  
Chief Executive Officer

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

I, Michael C. Frenz, certify that:

1. I have reviewed this annual report on Form 10-K 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: March 12, 2020

By: \_\_\_\_\_ /s/ Michael C. Frenz  
Michael C. Frenz  
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 Annual Report on Form 10-K of Clipper Realty Inc. (the "Company") for the period ended December 31, 2019, 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: March 12, 2020

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 Annual Report on Form 10-K of Clipper Realty Inc. (the "Company") for the period ended December 31, 2019, 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: March 12, 2020

Signed: \_\_\_\_\_ /s/ Michael C. Frenz  
Michael C. Frenz  
Chief Financial Officer