



**BRT**  
APARTMENTS



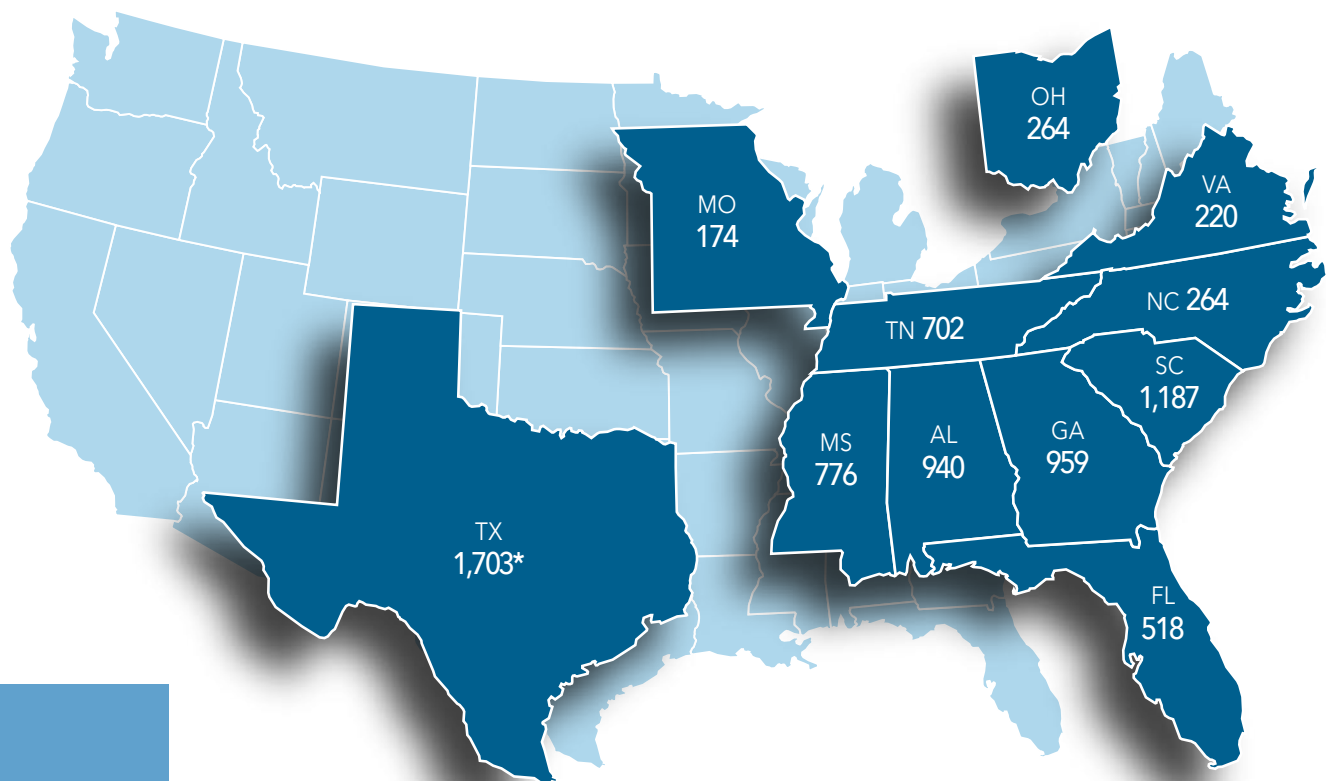
# 2023 Annual Report

**BRT Apartments Corp.**, a Maryland corporation, is an internally managed real estate investment trust, also known as a REIT, that is focused on the ownership, operation, and to a lesser extent, holds interest in joint ventures that own and operate multi-family properties. At December 31, 2023, we own or have interests in 28 multi-family properties located in 11 states with an aggregate of 7,707 units, including properties and units owned by unconsolidated joint ventures. Most of our properties are located in the Southeast United States and Texas.

BRT's shares of common stock trade on the New York Stock Exchange under the symbol "BRT." As of December 31, 2023, there were 18,488,298 shares outstanding and 713 holders of record.

## Units by State

*(Including units owned by unconsolidated joint ventures)*



\*There are 881 units in the San Antonio/Austin area and 822 units in Dallas.

# To Our Fellow Stockholders:

We write this letter in another year of near-term uncertainty in a multifamily industry that has been buffeted by inflationary headwinds and higher interest rates as well as new supply of competing properties muting rental and occupancy rates. In short, there are likely continued challenges in 2024 to what we experienced in 2023. We take comfort in knowing that the BRT management team has seen every sort of real estate cycle come and go in the past several decades and takes a long-term, diligent approach to manage through these cycles. We know what we need to do — focus on our people, our portfolio, values, balance sheet and capital allocation.

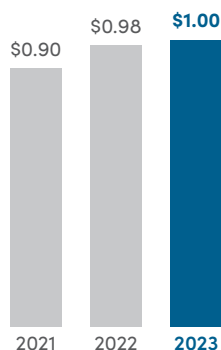
Our portfolio is located predominantly in the Sunbelt. While this region has seen the greatest new supply increases of late, it also offers compelling advantages. The predominance of pro-business states, immigration patterns and growing business investments are propelling better population and job growth. Once new supply is absorbed through at least 2024, we believe this region will once again offer attractive investment opportunities. In the interim, we will be focused on maintaining our properties and stabilizing occupancy in an uncertain leasing environment.

We made substantial improvements to our balance sheet during 2023. Early in the year, we were able to pay down all outstanding borrowings on our \$60 million credit facility to leave us with full availability. In August, we completed an amendment to the facility that changed the interest rate index from the Prime rate to 30-day SOFR plus 250 basis points with an interest rate floor of 6.0%. Our debt maturities are well-laddered as with our only significant mortgage debt maturities in early 2026.

We take a very disciplined approach to capital allocation. Building on the significant work we achieved in 2021 and 2022 to consolidate the ownership of our properties and simplify our business through asset sales, we raised an additional \$19.4 million of net proceeds in May 2023 and recognized an IRR of 22% over a seven-year hold from the sale of Chatham Court and Reflections in Dallas, Texas. This property was owned by an unconsolidated joint venture, of which we had a 50% interest, and left us with only seven unconsolidated joint venture properties totaling 2,287 units.

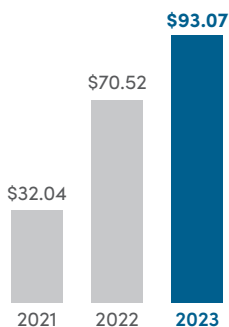
After identifying an accretive use of these disposition proceeds as share repurchases, we began repurchasing in May. During 2023, we repurchased a total of 779,423 shares at a weighted average price of \$18.47. This represented a total investment of \$14.4 million. As of the date of this shareholder letter, we have repurchased an additional 123,061 shares in 2024 at a weighted average price of \$18.43 and an investment of \$2.3 million. Based on the AFFO yield, we were able to buy back these shares in both 2023 and 2024 on an accretive basis.

## DIVIDENDS PER SHARE

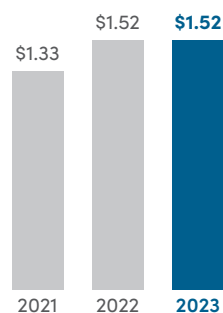


## RENTAL REVENUES

In Millions



## AFFO PER SHARE



As we noted a year ago, we elected to pull back from the transactions market in late 2022 and maintained this stance throughout 2023. The transactions completed in our markets seem to be all-cash purchases where the sellers had to sell, or the buyers had to put capital allocated to the space to work. In that type of environment, a true readthrough on asset valuation doesn't exist. It would have been ill-advised to transact without a better sense of future cap rates, and it was an easy decision for us to stick to our strict underwriting guidelines. The fact of the matter is that many properties purchased in the past two years have subsequently declined in value. We believe we have made the better long-term decision to buy back shares rather than buy new properties.

Even though we have described the acquisition environment as one that is as quiet as we can recall, we continue to believe that we will find new opportunities to deploy our available liquidity in situations where smaller, private owners and developers are needing to sell due to capital expenditure issues, expiring interest rate swaps, debt maturities and/or insurance issues. The pressures the industry has been facing in 2023 and that are expected to endure in 2024, will likely affect the under-capitalized owners and developers to an even greater extent.

The new opportunities we believe could arise in late 2024 and early 2025 include investments such as common equity, preferred equity, bridge loans or rescue capital. Given our management team's history in these types of investments, we believe it is worth at least exploring multiple options to deploy capital. The disruption we and others are anticipating in the multi-family industry over the next 12 to 18 months demand that we consider more creative options for capital allocation. We will of course continue to screen these potential investments through a rigorous underwriting process.

We would like to thank our entire team and the Board for their diligence and counsel as we navigated 2023 to achieve our goals of strengthening the portfolio and our balance sheet. We know we are equally committed to success in 2024.

To our fellow stockholders, we would like to thank you for your continued investment and support of BRT Apartments.

Sincerely,

**ISRAEL ROSENZWEIG**  
Chairman of the Board

**JEFFREY A. GOULD**  
President and Chief Executive Officer

March 22, 2024

# Financial Highlights

(Dollar amounts in thousands except per share amounts)

	Year ended December 31,	
	2023	2022
Rental and other revenue from real estate properties	\$ 93,069	\$ 70,515
Other income	548	12
Total revenues	93,617	70,527
Real estate operating expenses	41,821	30,558
Interest expense	22,161	15,514
General and administrative	15,433	14,654
Depreciation	28,484	24,812
Total expenses	107,899	85,538
Total revenues less total expenses	(14,282)	(15,011)
Equity in earnings of unconsolidated joint ventures	2,293	1,895
Equity in earnings from sale of unconsolidated joint venture properties	14,744	64,531
Gain on sale of real estate	604	6
Casualty loss	(323)	(850)
Insurance recovery of casualty loss	793	850
Gain on insurance recovery	240	62
Loss on extinguishment of debt	–	(563)
Income from continuing operations	4,069	50,920
Provision for taxes	54	821
Income from continuing operations, net of taxes	4,015	50,099
Income attributable to non-controlling interests	(142)	(144)
Net income attributable to common stockholders	\$ 3,873	\$ 49,955
Per share amounts attributable to common stockholders		
Basic earnings per share	\$ 0.16	\$ 2.67
Diluted earnings per share	\$ 0.16	\$ 2.66

	December 31,	
	2023	2022
Total assets	\$ 709,963	\$ 732,616
Real estate properties, net of accumulated depreciation	635,836	651,603
Investment in unconsolidated joint ventures	34,242	42,576
Cash and cash equivalents	23,512	20,281
Mortgages payable, net of deferred costs	422,427	403,792
Junior subordinated notes, net of deferred costs	37,143	37,123
Credit facility	–	19,000
Total BRT Apartments Corp. stockholders' equity	228,460	250,088

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 31, 2023

Or

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

Commission file number 001-07172

**BRT APARTMENTS CORP.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**13-2755856**  
(I.R.S. employer  
identification no.)

60 Cutter Mill Road, Great Neck, New York  
(Address of principal executive offices)

11021  
(Zip Code)

**516-466-3100**

Registrant's telephone number, including area code

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Shares of common stock, par value \$.01 per share	BRT	New York Stock Exchange

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

**NONE**  
(Title of Class)

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 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, or a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-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 standards provided pursuant to Section 13(a) of the Exchange Act.

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

The aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant was approximately \$223.9 million based on the last sale price of the common equity on June 30, 2023, which is the last business day of the registrant's most recently completed second quarter.

As of March 1, 2024, the registrant had 18,582,627 shares of common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the 2023 annual meeting of stockholders of the Registrant to be filed pursuant to Regulation 14A not later than April 29, 2024, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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## Explanatory Note

Unless otherwise indicated or the context otherwise requires, (i) all references “us”, “we”, “BRT” or the “Company” refer to BRT Apartments Corp. and its consolidated and unconsolidated subsidiaries; (ii) all interest rates give effect to the related interest rate derivative, if any; (iii) “acquisitions” include investments in unconsolidated joint ventures; (iv) our “significant subsidiaries” (as such term is by Rule 1-02(w) of Regulation S-X, include TRB Holdings LLC, TRB Bells Bluff LLC, which own Bells Bluff, a property located in West Nashville, TN and TRB Civic Center LLC, which owns Civic Center I and II, properties located in Southaven MS, (v) the term “promote” refers to our joint venture partner’s share of the income and/or cash flow from a multi-family property greater than that implied by their percentage of equity interest in such project and (vi) “same store properties” refer to properties that we owned and operated for the entirety of periods being compared, except for properties that are in lease-up. We move properties previously excluded from our same store portfolio (because they were in lease up) into the same store designation once they have stabilized (as described below) and such status has been reflected fully in all applicable periods of comparison. Newly constructed, lease-up, development and redevelopment properties are deemed stabilized upon the earlier to occur of the first full calendar quarter beginning (a) 12 months after the property is fully completed and put in service and (b) attainment of at least 90% physical occupancy.

### Cautionary Statement Regarding Forward-Looking Statements

We consider this and other sections of this Annual Report on Form 10-K to contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to our expectations for future periods. Forward-looking statements do not discuss historical fact, but instead include statements related to expectations, projections, intentions or other items related to the future. Such forward-looking statements include, without limitation, statements regarding expected operating performance and results, property acquisition and disposition activity, joint venture activity, development and value add activity and other capital expenditures, and capital raising and financing activity, as well as revenue and expense growth, occupancy, interest rate and other economic expectations. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” “forecasts,” “projects,” “assumes,” “will,” “may,” “could,” “should,” “budget,” “target,” “outlook,” “opportunity,” “guidance” and variations of such words and similar expressions are intended to identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors as described below, which are in some cases beyond our control, which may cause our actual results, performance or achievements to be materially different from the results of operations, financial conditions or plans expressed or implied by such forward-looking statements. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such forward-looking statements included in this report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved and investors are cautioned not to place undue reliance on such information.

The following factors, among others, could cause our actual results, performance or achievements to differ materially from those expressed or implied in the forward-looking statements:

- inability to generate sufficient cash flows due to unfavorable economic and market conditions (e.g., inflation, volatile interest rates and the possibility of a recession), changes in supply and/or demand, competition, uninsured losses, changes in tax and housing laws or other factors;
- adverse changes in real estate markets, including, but not limited to, the extent of future demand for multifamily units in our significant markets, barriers of entry into new markets which we may seek to enter in the future, limitations on our ability to increase or collect rental rates, competition, our ability to identify and consummate attractive acquisitions and dispositions on favorable terms, and our ability to reinvest sale proceeds in a manner that generates favorable returns;
- general and local real estate conditions, including any changes in the value of our real estate;
- decreasing rental rates or increasing vacancy rates;
- challenges in acquiring properties (including challenges in buying properties directly without the participation of joint venture partners and the limited number of multi-family property acquisition opportunities available to us), which acquisitions may not be completed or may not produce the cash flows or income expected;
- the competitive environment in which we operate, including competition that could adversely affect our ability to acquire properties and/or limit our ability to lease apartments or increase or maintain rental rates;
- exposure to risks inherent in investments in a single industry and sector;

- the concentration of our multi-family properties in the Southeastern United States and Texas, which makes us more susceptible to adverse developments in those markets;
- increases in expenses over which we have limited control, such as real estate taxes, insurance costs and utilities, due to inflation and other factors;
- impairment in the value of real estate we own;
- failure of property managers to properly manage properties;
- accessibility of debt and equity capital markets;
- disagreements with, or misconduct by, joint venture partners;
- inability to obtain financing at favorable rates, if at all, or refinance existing debt as it matures due to the level and volatility of interest or capitalization rates or capital market conditions;
- extreme weather and natural disasters such as hurricanes, tornadoes and floods;
- lack of or insufficient amounts of insurance to cover, among other things, losses from catastrophes;
- risks associated with acquiring value-add multi-family properties, which involves greater risks than more conservative approaches;
- the condition of Fannie Mae or Freddie Mac, which could adversely impact us;
- changes in Federal, state and local governmental laws and regulations, including laws and regulations relating to taxes and real estate and related investments;
- our failure to comply with laws, including those requiring access to our properties by disabled persons, which could result in substantial costs;
- board determinations as to timing and payment of dividends, if any, and our ability or willingness to pay future dividends;
- our ability to satisfy the complex rules required to maintain our qualification as a REIT for federal income tax purposes;
- possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us or a subsidiary owned by us or acquired by us;
- our dependence on information systems and risks associated with breaches of such systems;
- disease outbreaks and other public health events, and measures that are taken by federal, state, and local governmental authorities in response to such outbreaks and events;
- impact of climate change on our properties or operations;
- risks associated with the stock ownership restrictions of the Internal Revenue Code of 1986, as amended (the "Code") for REITs and the stock ownership limit imposed by our charter; and
- the other factors described in this Annual Report, including those set forth under the captions "*Item 1. Business*," "*Item 1A. Risk Factors*," and "*Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations*".

We caution you not to place undue reliance on forward-looking statements, which speak only as of the date of this Annual Report. Except to the extent otherwise required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the filing of this Annual Report or to reflect the occurrence of unanticipated events thereafter.

## PART I

### Item I. Business.

#### General

We are an internally managed real estate investment trust, also known as a REIT, that owns, operates, and to a lesser extent, holds interests in joint ventures that own and operate multi-family properties. At December 31, 2023, we (i) wholly-own 21 multi-family properties with an aggregate of 5,420 units and a carrying value of \$634.0 million; (ii) have ownership interests, through unconsolidated entities, in seven multi-family properties with an aggregate of 2,287 units for which the carrying value of our net equity investment therein is \$30.4 million; and (iii) own other assets, through consolidated and unconsolidated subsidiaries, with a carrying value of \$5.6 million. The 28 multi-family properties are located in 11 states primarily located in the Southeast United States and Texas.

Our website can be accessed at [www.brtapartments.com](http://www.brtapartments.com), where copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Securities and Exchange Commission, or SEC, can be obtained free of charge.

#### 2023 and Recent Developments.

During 2023:

- The unconsolidated joint venture that owned Chatham Court and Reflections, a 494 unit multi-family property located in Dallas, TX, and in which we had a 50% interest, sold such property. Our share of the (i) gain from this sale was \$14.7 million, (ii) related early extinguishment of debt charge was \$212,000, and (iii) net proceeds from the sale, after the payoff of the related mortgage debt, were \$19.4 million. In 2023 and 2022, this property accounted for \$54,000 and \$753,000, respectively, of equity in earnings from unconsolidated joint ventures.
- We paid off our credit facility debt of \$19.0 million - we accomplished this by using the proceeds of new mortgage debt of \$21.2 million placed on our Silvana Oaks - North Charleston, SC multi-family property; such mortgage debt matures in March 2033, bears an interest rate of 4.45% and is interest only for the term of the mortgage.
- We repurchased 779,423 shares of our common stock for an aggregate purchase price of approximately \$14.4 million (*i.e.*, an average price per share of \$18.47).

From January 1, 2024 through March 1, 2024, we purchased 123,061 shares of our common stock for an aggregate purchase price of approximately \$2.3 million (*i.e.*, average price of \$18.43 per share).

#### **Our Multi-Family Properties**

Generally, our multi-family properties are garden apartment, mid-rise or town home style properties that provide residents with amenities, such as a clubhouse, swimming pool, laundry facilities and cable television access. Residential leases are typically for a one-year term and may require security deposits equal to one month's rent. Substantially all of the units at these properties are leased at market rates. Set forth below is selected information regarding the multi-family properties in which we have an interest, as of December 31, 2023; the properties in which we have a less than 100% ownership interest are owned by unconsolidated joint ventures:

Property Name and Location	Number of Units	Age	Acquisition Date	Our Percentage Ownership (%) (1)	Average Monthly Rental Rate Per Occupied Unit (\$)										Average Physical Occupancy (%)				
					2023	2022	2021	2020	2019	2023	2022	2021	2020	2019	2023	2022	2021	2020	2019
Silvana Oaks Apartments—N. Charleston, SC	208	13	10/4/2012	100	1,486	1,370	1,231	1,182	1,162	1,162	94.7	96.0	95.1	93.2	94.5				
Avondale Station—Decatur, GA	212	69	11/19/2012	100	1,429	1,323	1,196	1,173	1,102	1,102	91.2	96.3	97.2	95.3	96.2				
Brixworth at Bridge Street—Huntsville, AL	208	38	10/18/2013	100	1,079	950	879	828	755	755	93.9	94.3	96.1	97.6	96.4				
Newbridge Commons—Columbus, OH	264	24	11/21/2013	100	1,104	1,031	947	929	898	898	96.5	97.3	97.5	95.2	95.2				
Crossings of Bellevue—Nashville, TN	300	38	4/2/2014	100	1,459	1,328	1,186	1,186	1,157	1,157	95.0	96.7	97.1	96.3	97.3				
Avalon Apartments—Pensacola, FL	276	15	12/22/2014	100	1,518	1,438	1,250	1,124	1,065	1,065	95.0	96.3	98.1	95.3	96.4				
Parkway Grande—San Marcos, TX	192	9	9/10/2015	100	1,310	1,209	1,042	1,035	1,075	1,075	94.8	95.9	97.1	93.4	94.5				
Woodland Trails—LaGrange, GA	236	13	11/18/2015	100	1,330	1,193	1,059	1,014	960	949	97.5	98.9	96.7	96.1	96.1				
Grove at River Place—Macon, GA	240	35	2/1/2016	100	935	865	792	744	735	735	92.9	95.9	95.6	92.2	90.7				
Civic Center I—Southaven, MS	392	21	2/29/2016	100	1,231	1,122	1,021	958	922	922	96.3	97.6	98.2	97.1	96.5				
Civic Center II—Southaven, MS	384	18	9/1/2016	100	1,305	1,186	1,085	1,031	979	953	97.0	98.2	96.6	97.2	97.2				
Verandas at Alamo Ranch—San Antonio, TX	288	8	9/19/2016	100	1,132	1,194	1,084	1,039	1,022	1,022	86.2	92.0	91.2	93.2	93.8				
Kilburn Crossing—Fredericksburg, VA	220	18	11/4/2016	100	1,623	1,593	1,465	1,411	1,389	1,389	95.8	97.4	97.9	96.2	95.1				
Bells Bluff—West Nashville, TN	402	4	6/2/2017	100	1,781	1,749	1,421	1,482	N/A	N/A	92.4	96.9	92.3	74.7	N/A				
Vanguard Heights—Creve Coeur, MO	174	7	4/4/2017	100	1,711	1,598	1,583	1,604	1,560	1,560	94.9	94.2	93.6	95.9	95.3				
Jackson Square—Tallahassee, FL	242	27	8/30/2017	100	1,375	1,270	1,131	1,090	1,067	1,067	95.6	94.3	94.2	94.8	94.6				
Magnolia Pointe at Madison—Madison, AL	204	32	12/7/2017	100	1,234	1,154	1,036	924	881	881	92.6	92.1	96.6	97.6	98.5				
The Woodland Apartments—Boerne, TX (2)	120	16	12/14/2017	100	1,224	1,138	974	980	960	960	96.0	97.3	87.0	96.3	94.1				
Somerset at Trussville—Trussville, AL	328	16	5/7/2019	100	1,224	1,145	1,078	998	1,007	998	94.7	96.7	95.7	97.0	95.1				
Crestmont at Thornblade—Greenville, SC	266	25	10/30/2018	100	1,346	1,232	1,104	1,051	1,072	1,072	95.7	97.8	96.3	91.8	88.7				
Abbots Run—Wilmington, NC	264	22	2/20/2020	100	1,251	1,110	978	873	—	—	94.7	96.8	95.3	93.5	—				
The Pointe at Lenox Park—Atlanta, GA	271	34	8/15/2016	74	1,507	1,405	1,275	1,255	1,216	1,216	95.8	94.1	96.0	94.6	93.2				
Canalside Lofts—Columbia, SC	374	15	11/10/2016	32	1,406	1,314	1,225	1,406	1,217	1,217	93.0	95.7	93.2	90.9	93.0				
Canalside Sola—Columbia, SC (3)	339	8	11/10/2016	46	1,577	1,474	1,361	1,395	1,445	1,445	95.1	96.6	92.6	81.4	68.0				
Mercer Crossing—Farmers Branch, TX	509	7	6/29/2017	50	1,701	1,570	1,374	1,314	1,308	1,308	93.0	94.8	95.9	90.6	92.0				
Gateway Oaks—Forney, TX	313	7	9/15/2017	50	1,394	1,281	1,181	1,147	1,148	1,148	93.1	97.8	96.7	91.1	93.9				
Landings of Carrier Parkway—Grand Prairie, TX	281	22	5/17/2018	50	1,367	1,288	1,149	1,098	1,019	1,019	90.2	93.2	94.1	94.5	90.4				
Village at Lakeside—Auburn, AL	200	35	8/8/2019	80	1,073	983	907	859	835	835	97.5	97.7	97.1	96.0	95.7				
<b>Total (4)</b>	<b>7,707</b>																		

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- (1) Distributions to, and profit sharing between, joint venture partners, joint venture partners, are determined pursuant to the applicable agreement governing the relationship between the parties and are generally not *pro rata* to the equity ownership percentage each joint venture partner has in the applicable joint venture.
  - (2) Occupancy in 2021 was affected by damage from the February ice storm in Texas (the "Texas Storm").
  - (3) This property was in lease up until September 2020.
  - (4) Excludes our investment in a development project in Johns Island, South Carolina.

The following table sets forth certain information, presented by state, related to our consolidated properties as of December 31, 2023 (dollars in thousands):

State	Number of Properties	Number of Units	2023 Rental and Other Revenues	Percent of 2023 Rental and Other Revenues
Tennessee	2	702	\$ 14,088	15 %
Mississippi	2	776	12,184	13 %
Alabama	3	740	11,194	12 %
Georgia	3	688	10,571	11 %
Florida	2	518	9,428	10 %
Texas	3	600	9,231	10 %
South Carolina	2	474	8,585	9 %
Virginia	1	220	4,586	5 %
North Carolina	1	264	4,168	5 %
Missouri	1	174	3,802	4 %
Ohio	1	264	3,751	4 %
Other (1)	—	—	1,481	2 %
Total	21	5,420	\$ 93,069	100 %

(1) Includes non-multi-family revenues primarily from a commercial property located in Yonkers, NY.

The following table sets forth certain information, presented by state, related to properties owned by unconsolidated joint ventures at of December 31, 2023 (dollars in thousands):

State	Number of Properties	Number of Units	2023 JV Rental and Other Revenues (1)	Percent of 2023 JV Rental and Other Revenues (1)
Texas	3	1,103	\$ 20,977	47 %
South Carolina	2	713	13,002	29 %
Georgia	1	271	5,153	12 %
Alabama	1	200	2,797	6 %
Other (2)	—	—	2,856	6 %
Total	7	2,287	\$ 44,785	100 %

(1) The term "JV Rental and other Revenues" refers to the revenues generated at multi-family properties owned by unconsolidated joint ventures

(2) Includes revenue generated in 2023 from Chatham Court and Reflections which was sold in May 2023.

### *Our Acquisition Process and Underwriting Criteria*

We identify multi-family property acquisition opportunities primarily through relationships developed with, among others, current or former joint venture partners, real estate investors and brokers. We will acquire multi-family properties with joint venture partners (and especially with partner's experienced in the target market), which allows us to benefit from such partner's experience, or directly (*i.e.*, without a joint venture partner) which allows for the (i) possibility for greater returns on our investment and (ii) the consolidation in our financial statements of the accounts and operations of such acquired properties, which investors may find more attractive and understandable than the presentation of information on an unconsolidated basis.

We emphasize acquiring the following types of multi-family properties:

- Class B or better properties with strong and stable cash flows in markets where we believe there exists opportunity for rental growth and further value creation;
- Class B or better properties that offer significant potential for capital appreciation through repositioning or rehabilitating the asset to drive rental growth; and
- properties available at opportunistic prices providing an opportunity for a significant appreciation in value.

We seek properties that provide stable risk adjusted total returns (*i.e.*, operating income plus capital appreciation), including value-add opportunities (*i.e.*, properties that can be repositioned or improved allowing us to generate higher rents or improved occupancy) and emphasize acquiring properties in the Southeast United States and Texas. We have been opportunistic in pursuing multi-family property acquisitions and have not mandated any specific acquisition criteria, although we take the following, among other things, into account in evaluating an acquisition opportunity: location, demographics, size of the target market, property quality, availability and terms and conditions of long-term fixed-rate mortgage debt, potential for capital appreciation or recurring income, extent and nature of contemplated capital improvements and property age.

A key consideration in our acquisition process is the availability of mortgage debt to finance the acquisition (or the ability to assume the mortgage debt on the property) and the terms and conditions (*e.g.*, interest rate, amortization and maturity) of such debt. Generally, approximately 35% to 50% of the purchase price has been paid in cash (all or a portion of our share of which may be funded by borrowing from our credit facility) and the balance is financed with mortgage debt. We believe that the use of leverage allows us the ability to earn a greater return on our investment than we would otherwise earn. Generally, the mortgage debt obtained in connection with an acquisition matures in five to ten years, is interest only for one to five years, and provides for a fixed interest rate and for the amortization of the principal of such debt over 30 years.

Potential acquisitions are reviewed and approved by our investment committee. Approval requires the assent of not less than five of the eight members of this committee, all of whom are our executive officers. Board of director approval is required for any single multi-family property acquisition in which our equity investment exceeds \$40 million.

From time-to-time we have pursued development opportunities with joint venture partners when we believe the potential higher returns justify the additional risks. The factors considered in pursuing these opportunities generally include the factors considered in evaluating a standard acquisition opportunity, and we place additional emphasis on our joint venture partner's ability to execute a development project. In 2022, we acquired, for \$3.5 million, a 17.45% interest in a planned 240-unit development property located in Johns Island, SC and in 2023, in response to capital calls, invested an additional \$316,000 in this project. This project is our only development project. At December 31, 2023, this project is substantially complete and lease-up has begun at this property. We estimate that for 2024, we will record approximately \$350,000 to \$500,000 of equity in loss from unconsolidated ventures related to this property because the venture will begin recognizing revenue and expenses (and in particular depreciation and interest which had been capitalized during the development phase). We do not anticipate development properties will constitute a significant part of our portfolio.

In light of the challenging acquisition environment and the limited funds available to us to acquire properties, we may, in the near term, pursue alternative investments in the multi-family property arena, such as rescue capital, which includes preferred equity investments (*e.g.*, an investment entitling the investor to a fixed rate of return prior to distributions to more junior investors) or bridge loans (*e.g.*, a loan secured by a first mortgage on the subject property). We can provide no assurance that we will pursue such investments or that if we do, such investments will be profitable for us. We do not anticipate that these type of alternative investments will constitute a significant part of our portfolio.

It is our policy, and the policy of our affiliated entities (as described below), that any investment opportunity presented to us or to any of our affiliated entities that involves the acquisition of a multi-family property with more than 100 units, will first be offered to us and may not be pursued by any of our affiliated entities unless we decline the opportunity. Our affiliated entities include Gould Investors L.P., a master limited partnership involved primarily in the ownership and operation of a diversified portfolio of real estate assets, One Liberty Properties, Inc., a NYSE listed net lease industrial focused REIT, and Majestic Property Management Corp., a property management company, which is wholly owned by Fredric H. Gould, a director. Gould Investors has purchased multifamily properties in the Southeast United States; all of such properties have less than 100 units. We have not been interested in acquiring any of the properties purchased by Gould Investors.

#### *Property and Joint Venture Dispositions*

We monitor our portfolio to identify properties that should be sold. Factors considered in deciding whether to sell a property generally include our evaluation of the current market price of such property compared to its projected economics (including the age of the property and anticipated maintenance costs), changes in the factors considered by us in acquiring such property, the ability to reinvest net proceeds from a sale into a more favorable acquisition opportunity or other productive purpose (*e.g.*, repayment of debt), our liquidity requirements and, with respect to properties that are owned by unconsolidated joint ventures, our partners' desires with respect thereto. If our partners deem it in their own economic interest to dispose of a property at an earlier date than we would otherwise dispose of a property, we may accommodate such request and agree to sell the property to a third party or attempt to purchase our partner's interest.



## Dispositions of Joint Venture Property

Set forth below is information regarding the sale by an unconsolidated joint venture of a property in 2023 (dollars in thousands):

Property	Location	Units	BRT Equity Interest	Sale Date	Sale Price	Gain	BRT Portion of Gain	BRT Portion of Net Sale Proceeds
Chatham Court and Reflections	Dallas, TX	494	50 %	May 2023	\$ 73,000	\$ 38,418	\$ 14,744	\$ 19,384

## *Joint Venture Arrangements*

The arrangements with our multi-family property joint venture partners are deal-specific and vary from transaction-to-transaction. Generally, these arrangements provide for us and our joint venture partner to receive net cash flow available for distribution and/or profits in the following order of priority: (i) a preferred return of 8% to 10% on each party's unreturned capital contributions, until such preferred return has been paid in full; and (ii) the return in full of each party's capital contribution (and together with the preferred return, the "Mandatory Return"). Thereafter, distributions to, and profit sharing between, joint venture partners, is determined pursuant to the applicable agreement governing the relationship between the parties. The allocation and distribution of cash and profits to BRT after the Mandatory Return is generally less than that implied by BRT's percentage equity interest in the venture/property as a result of allocation/distribution provisions of our joint venture operating agreements.

Although as noted above each joint venture operating agreement contains different terms, such agreements may limit our right to vote and receive dividends and distributions. Further, such agreements generally provide for a buy-sell procedure under specified circumstances, including, (i) if the partners are unable to agree on major decisions or (ii) upon a change in control of our subsidiary owning the interest in the joint venture. Further, these arrangements may also allow us, and in some cases, our joint venture partner, to force the sale of the property after it has been owned by the joint venture for a specified period (e.g., four to five years after the acquisition).

## *Property Management*

The day-to-day management of our multi-family properties is overseen by property management companies operating in the market in which the property is located. (Four of our seven joint venture properties are managed by management companies that are owned by a joint venture partner or its affiliates). The property management companies that manage our properties are paid fees ranging from 2% to 4% of revenues generated by the applicable property. Generally, we can terminate these management companies upon specified notice or for cause, subject to the approval of the mortgage lender and, in some cases, our joint venture partner. We believe satisfactory replacements for property managers are available, if required.

## *Mortgage Debt and Other Real Estate Financings*

In acquiring properties, we use fixed rate mortgage debt to pay from 50% to 65% of the purchase price. Although fixed rate mortgage debt is typically more expensive and less flexible than variable rate mortgage debt (e.g., the interest rate is higher at origination and there are typically high prepayment penalties, yield maintenance payments and/or defeasance penalties when refinancing the debt prior to maturity), we prefer using such debt as it caps our exposure to fluctuating interest rates. We also from time to time obtain supplemental mortgage debt on an acquired property which, among other things, allows us to generate additional cash resulting from the appreciation of the value of the property. As of December 31, 2023, 18 of our 21 wholly owned properties are subject to fixed-rate mortgage debt; our interests in the three remaining wholly-owned properties have been pledged to our credit facility lender. At December 31, 2023, the weighted average annual interest rate on these mortgages was 4.02% and the weighted average remaining term to maturity of such debt is 7.0 years.

Each of our seven unconsolidated multi-family properties are subject to fixed-rate mortgage debt and our development project is subject to a variable-rate construction loan. As of December 31, 2023, the weighted average annual interest rate of the mortgage and construction debt on these multi-family properties is 4.32% and the weighted average remaining term to maturity of such debt is 5.0 years.

The following table sets forth scheduled principal (including amortization) mortgage payments due for all of our multi-family properties as of December 31, 2023 (dollars in thousands):

YEAR	Principal Payments Due for Consolidated Properties (1)	Principal Payments Due for Unconsolidated Joint Ventures (2)	Total Principal Payments Due
2024	\$ 3,887	\$ 3,424	\$ 7,311
2025	20,362	3,585	23,947
2026	74,835	57,142	131,977
2027	46,162	26,246	72,408
2028	40,697	68,734	109,431
Thereafter	241,879	88,970	330,849
Total	<u>\$ 427,822</u>	<u>\$ 248,101</u>	<u>\$ 675,923</u>

(1) Does not give effect to mortgage fair value adjustments of \$1.4 million.

(2) Includes all of the mortgage debt on properties owned by such joint venture.

The mortgage debt associated with our multi-family properties, including the mortgage debt at our significant subsidiaries generally contain covenants, including covenants that require, (i) the guarantor of the mortgage debt to maintain a certain level of net worth and liquid assets or (ii) in connection with the sale or other transfer of the property, the mortgage debt to be paid off (or assumed by the buyer with the consent of the mortgage lender). The mortgage debt is generally non-recourse to us and the entity that owns the property, subject to standard carve-outs. We, at the parent entity level (*i.e.*, BRT Apartments Corp.), are the standard carve-out guarantor with respect to our wholly owned properties. (The term "standard carve-outs" refers to recourse items to an otherwise non-recourse mortgage and are customary to mortgage financing. While carve-outs vary from lender to lender and transaction to transaction, the carve-outs may include, among other things, a voluntary bankruptcy filing, environmental liabilities, the sale, financing or encumbrance of the property in violation of loan documents, damage to property as a result of intentional misconduct or gross negligence, failure to pay valid taxes and other claims which could create a lien on a property and the conversion of security deposits, insurance proceeds or condemnation awards). At December 31, 2023, the principal amount of mortgage debt outstanding with respect to the properties at which we are the carve-out guarantor is approximately \$419.3 million.

#### Corporate Level Financing Arrangements

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations - Corporate Level Financing Arrangements" for information about our corporate level financing arrangements.

#### Insurance

The multi-family properties are covered by all risk property insurance covering 100% of the replacement cost for each building and business interruption and rental loss insurance (covering up to twelve months of loss). On a case-by-case basis, based on an assessment of the likelihood of the risk, availability of insurance, cost of insurance and in accordance with standard market practice, we obtain earthquake, windstorm, flood, terrorism and boiler and machinery insurance. We carry comprehensive liability insurance and umbrella policies for each of our properties which generally provide no less than \$10 million to \$25 million of coverage per incident. We request certain extension of coverage, valuation clauses, and deductibles in accordance with standard market practice and availability.

Although we may carry insurance for potential losses associated with our multi-family properties, we may still incur losses due to uninsured risks, deductibles, co-payments or losses in excess of applicable insurance coverage and those losses may be material. In addition, insurance coverage at our unconsolidated properties is provided through blanket policies obtained by our joint venture partners or the property managers for such property. A consequence of obtaining insurance coverage in this manner is that losses on properties in which we have no ownership interest could reduce significantly or eliminate the coverage available on one or more properties in which we have an interest.

#### Our Other Real Estate Assets and Activities

In addition to our multi-family properties, we own assets, and in particular, real estate assets, with an aggregate carrying value of \$5.6 million at December 31, 2023. These assets include cooperative apartment units located in Lawrence and Washington Heights, NY, a leasehold position with two commercial tenants at a property in Yonkers, NY, an equity interest in a development project, which is substantially complete, in John's Island, SC and a nominal profit participation in an entity that

owns several multi-family properties in Newark, NJ. None of these assets generate significant net income or revenue other than the leasehold interest which generated \$1.3 million of rental income and \$1.1 million of cash flow from operation in 2023 before giving effect to the non-controlling interest. See notes 2 and 3 to our consolidated financial statements.

## **Competition**

We compete to acquire multi-family properties with pension and investment funds, real estate developers, private real estate investors and other owners and operators of such properties. Competition to acquire such properties, among other things, is based on price, the ability to secure financing on a timely basis to complete the acquisition, an extensive network able to introduce us to appropriate acquisition opportunities and the ability to absorb certain risks that we may be unwilling to absorb (and that larger competitors may be willing to absorb).

We compete for tenants at our multi-family properties—such competition depends upon various factors, including alternative housing options available in the applicable sub-market, rent, amenities provided and proximity to employment and quality of life venues.

Many of our competitors possess greater financial and other resources than we possess. To the extent that a potential joint venture introduces us to a multi-family acquisition opportunity, we compete with other sources of equity capital to participate in such joint venture based on the financial returns we are willing to offer such potential partner and the other terms and conditions of the such arrangement.

## **Government Regulation**

Multifamily properties are subject to various laws, ordinances and regulations, including regulations relating to common areas, such as swimming pools, activity centers, and recreational facilities. We believe that each of our properties has the necessary permits and approvals to operate its business.

### *Americans with Disabilities Act*

Our properties must comply with applicable provisions of the Americans with Disabilities Act, which we refer to as the "ADA". Among other things, the ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. We believe that our properties are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, noncompliance with the ADA could result in imposition of fines or an award of damages to private litigants. Our obligations under the ADA are ongoing and we will continue to assess our properties and make alterations as appropriate.

### *Fair Housing Act*

The Fair Housing Act, which we refer to as the "FHA", its state law counterparts and the regulations promulgated by the U.S. Department of Housing and Urban Development and various state agencies, prohibit discrimination in housing on the basis of race or color, national origin, religion, sex, familial status or handicap (disability) and, in some jurisdictions, financial capability or other bases. Our failure to comply with these laws could result in litigation, fines, penalties or other adverse claims, or could result in limitations or restrictions on our ability to operate, any of which could materially and adversely affect us. We believe that we operate our properties in substantial compliance with the FHA.

### *Environmental Matters*

We are subject to regulation at the federal, state and municipal levels and are exposed to potential liability should our properties or actions result in damage to the environment or to other persons or properties. These conditions include the presence or growth of mold, potential leakage of underground storage tanks, breakage or leaks from sewer lines and risks pertaining to waste handling. The potential costs of compliance, property damage restoration and other costs for which we could be liable or which could occur without regard to our fault or knowledge, are unknown and could potentially be material. There are no material claims made or pending against us with regard to environmental damage, nor are we aware of any potential environmental hazards related to any of our properties which could reasonably be expected to result in a material loss.

## **Human Capital Resources**

As of December 31, 2023, we had 10 full-time employees who devote substantially all of their business time to us. In addition, part-time personnel (including part-time executive officers), perform certain executive, administrative, legal, accounting and clerical functions for us. The services of the part-time personnel as well as the provision to us of certain facilities and other resources are supplied pursuant to a shared services agreement between us and several affiliated entities, including Gould Investors L.P., the owner and operator of a diversified portfolio of real estate and other assets. The expenses

for the shared personnel, facilities and resources is allocated to us and the other affiliated entities in accordance with the shared services agreement. The allocation is based on the estimated time devoted by such part-time personnel to the affairs of the parties to this agreement.

We also retain several related parties, among other things, to analyze and approve multi-family property acquisitions and dispositions, develop and maintain banking and financing relationships and provide investment advice and long-term planning (the “Services”). The aggregate fees to be paid in 2024, and paid in 2023 and 2022, for the Services, are \$1.62 million, \$1.54 million and \$1.47 million, respectively. See note 10 to our consolidated financial statements for further information regarding the shared services agreement and the Services.

We provide a competitive benefits program to help meet the needs of our employees. In addition to salaries, the program includes annual cash bonuses, stock awards, pension plan contributions, healthcare and insurance benefits, health savings accounts, flexible spending accounts, paid-time off, family leave and an education benefit. Employees are offered flexibility to meet personal and family needs and regular opportunities to participate in professional development programs. Most of our employees have a long tenure with us, which we believe is indicative of the employee-friendly work environment we provide.

We maintain a work environment that is free from discrimination or harassment on the basis of color, race, sex, national origin, ethnicity, religion, age, disability, sexual orientation, gender identification or expression or any other status protected by applicable law, and our employees are compensated in a manner unrelated to their inclusion in any of the foregoing categories.

These workplace protections and compensation benefits are afforded to the part-time personnel providing services to us pursuant to the shared services agreement.

### Executive Officers of Registrant

Set forth below is a list of our executive officers whose terms will expire at our 2024 annual Board of Directors' meeting (the business history of officers who are also directors will be provided in our proxy statement to be filed not later than April 29, 2024):

Name	Age	Office
Israel Rosenzweig (1)	76	Chairman of the Board of Directors
Jeffrey A. Gould (2)	58	President, Chief Executive Officer and Director
Ryan Baltimore	32	Chief Operating Officer
George E. Zweier	60	Vice President and Chief Financial Officer
Mitchell K. Gould (3)	51	Executive Vice President
Matthew J. Gould (2)	64	Senior Vice President and Director
David W. Kalish (4)	76	Senior Vice President - Finance
Mark H. Lundy	61	Senior Vice President and Counsel
Steven Rosenzweig (1)	48	Senior Vice President - Legal
Isaac Kalish (4)	48	Senior Vice President and Treasurer

(1) Steven Rosenzweig is the son of Israel Rosenzweig.

(2) Jeffrey A. Gould and Matthew J. Gould are sons of Fredric H. Gould, the former chairman of our board of directors and currently a director.

(3) Mitchell K. Gould is a cousin of Fredric H. Gould.

(4) Isaac Kalish is the son of David W. Kalish.

Ryan Baltimore has been employed by us since 2013, served as Senior Vice President - Corporate Strategy and Finance from 2019 through 2022, and since 2022 as our Chief Operating Officer.

George E. Zweier, a certified public accountant, has served as our Chief Financial Officer and a Vice President since 1998.

Mitchell K. Gould has been employed by us since 1998, served as a Vice President from 1999 through 2007 and since 2007 Executive Vice President.

David W. Kalish, a certified public accountant, has served as our Vice President and Chief Financial Officer from 1990 to 1998, and as our Senior Vice President, Finance since 1998. From 1990 to 2023, he served as Chief Financial Officer of One Liberty Properties, Inc. and since 1990 has served as Chief Financial Officer of Georgetown Partners, LLC. Georgetown Partners is the managing general partner of Gould Investors, a related party.

Mark H. Lundy has been our Counsel and/or General Counsel since 2007, Senior Vice President since 2005 and Vice President from 1993 to 2005. He served as a Vice President of One Liberty Properties from 2000 to 2006 and has been its Assistant Secretary/Secretary and Senior Vice President since June 1993 and 2006, respectively. Since 2013, Mr. Lundy has served as President and Chief Operating Officer, and from 1990 through 2013 served as a Vice President/Senior Vice President, of Georgetown Partners. He is licensed to practice law in New York and Washington, D.C.

Steven Rosenzweig has been associated with us since 2013, served as a Vice President from 2015 through 2019 and as Senior Vice President - Legal since 2019. He has served as Vice President of Georgetown Partners since January 2016. Mr. Rosenzweig is licensed to practice law in New York.

Isaac Kalish, a certified public accountant, has been associated with us since 2004, served as Assistant Treasurer from 2007 through 2014, as Vice President and Treasurer since 2013 and 2014, respectively, and as Senior Vice President since 2022. He served as Vice President of One Liberty Properties from 2013 through 2022, as its Senior Vice President since 2022 and as its Chief Financial Officer since 2023. Mr. Kalish served as Assistant Treasurer of Georgetown Partners, LLC from 2012 through 2013, and as its Treasurer since 2013.

## **Item 1A. Risk Factors.**

*Set forth below is a discussion of certain risks affecting our business. The categorization of risks set forth below is meant to help you better understand the risks facing our business and is not intended to limit your consideration of the possible effects of these risks to the listed categories. Any adverse effects arising from the realization of any of the risks discussed, including our financial condition and results of operation, may, and likely will, adversely affect many aspects of our business.*

### **Risks Related to Real Estate Investments and Our Operations**

***Unfavorable market and economic conditions could adversely affect rental revenues, occupancy levels and the value of our properties.***

General economic conditions in the U.S. have fluctuated significantly in recent quarters with the U.S. experiencing negative macroeconomic conditions such as increasing inflationary and labor market concerns. Unfavorable market and economic conditions may significantly affect our occupancy levels, our rental rates and collections, the value of our properties and our ability to acquire or dispose of multifamily properties on economically favorable terms. Our ability to lease our multifamily properties at favorable rates is adversely affected by the increase in supply in the multifamily and other rental markets and is dependent upon the overall level in the economy, which may continue to be adversely affected by, among other things, inflationary conditions, job losses and unemployment levels, personal debt levels, a downturn in the housing market, stock market volatility, and uncertainty about the future. Some of our major expenses generally do not decline when related rents decline. We would expect that declines in our occupancy levels, rental revenues and/or the values of our multi-family properties would cause us to have less cash available to make payments on our debt and to pay dividends, which could adversely affect our financial condition or the market value of our securities.

***We may be unable to compete to acquire, finance or dispose of our properties or to lease rental units.***

We compete with many third parties including other REITs, specialty finance companies, public and private investors, investment and pension funds, in acquiring, obtaining financing for, and disposing of multi-family properties. Many of these competitors have substantially greater financial and other resources than we do. Larger and more established competitors enjoy significant competitive advantages that result from, among other things, enhanced operating efficiencies and more extensive networks providing greater and more favorable access to capital, financing and tax credit allocations and more favorable acquisition opportunities.

In attracting and retaining residents to occupy our multi-family properties, we compete with numerous other housing providers. Our multi-family properties compete directly with other rental apartments, as well as condominiums and single-family homes that are available for rent or purchase in the markets in which our properties are located. Principal factors of competition include rent or price charged, attractiveness of the location of multi-family properties, and the quality and breadth of services. The number of competitive properties relative to demand in a particular area has a material effect on our ability to lease our properties and on the rents we charge.

***Increasing real estate taxes, utilities and insurance premiums may negatively impact operating results***

The cost of real estate taxes, utilities and insurance is a significant component of real estate operating expense. These expenses are subject to significant increases and fluctuations, including the impact of inflation, which we may be unable to control. For example, our real estate taxes have increased and will continue to increase as our properties are reassessed by

taxing authorities and as property tax rates increase. Further, our real estate taxes have fluctuated and may not be comparable year-over-year because of, among other things, (i) the timing difference as to when we accrue real estate taxes and the results of any tax appeals with respect to such accrued taxes and (ii) determinations, over which we have no control, by governmental authorities to increase tax rates, assessments or procedures. We anticipate that our insurance costs will continue to increase because of our implementation, in 2022, of a master insurance program that directly covers our wholly-owned properties (as opposed to coverage obtained by our property managers), the casualty losses that we have sustained the past several years and general increases in the cost of insurance coverage for multi-family properties. In addition, our share of the insurance premiums at joint venture properties is determined by our joint venture partner at such properties. If the costs associated with real estate taxes, utilities and insurance premiums should rise, without being offset by a corresponding increase in revenues, our results of operations could be negatively impacted, and our ability to make payments on our debt and to make distributions could be adversely affected.

***Most of our multi-family properties are located in the Southeast and Texas which makes us susceptible to adverse developments in such markets.***

The operating performance and value of our multi-family properties is impacted by the economic environment and other conditions of the specific markets in which our properties are concentrated. As of December 31, 2023: (i) our wholly-owned properties generated approximately 75% and 10% of our 2023 revenues from properties located in the Southeast and Texas, respectively, and (ii) the properties owned by unconsolidated joint ventures at December 31, 2023, generated 53% and 47% of our 2023 JV Rental and Other Revenues at properties located in Texas and the Southeast, respectively. Accordingly, adverse developments in such markets, including economic developments, pandemics, or natural or man-made disasters, could adversely impact the cash flow and value of these properties. The concentration of our properties in the Southeast United States and Texas exposes us to risks of adverse developments which are greater than the risks of owning properties with a more geographically diverse portfolio.

***The failure of property management companies to properly manage our properties could adversely impact our results of operations.***

We rely on property management companies to manage our properties. These management companies are responsible for, among other things, leasing and marketing rental units, selecting tenants (including an evaluation of the creditworthiness of tenants), collecting rent, paying operating expenses and maintaining our properties. If these property management companies do not perform their duties properly, or, in the case of unconsolidated properties, we and/or our joint venture partners do not effectively supervise the activities of these managers, the occupancy rates and rental rates at the properties managed by such property managers may decline and the expenses at such properties may increase. At December 31, 2023, one property manager manages ten properties, a second property manager manages seven properties, and five other property managers manage four or fewer properties. Four properties are managed by a management company owned by or affiliated with a joint venture partner. The loss of our property managers, and in particular, the managers that manage multiple properties, could result in a decrease in occupancy rates, rental rates or both or an increase in expenses. Further, except for our multi-family properties covered by our master insurance program, property managers are also generally responsible for obtaining insurance coverage with respect to the properties they manage, which coverage is often obtained pursuant to blanket policies covering many properties in which we have no interest. Losses at properties managed by our property managers but in which we have no interest could reduce significantly the insurance coverage available at our properties managed by these property managers. It may be difficult to terminate a non-performing management company, particularly a management company owned or affiliated with a joint venture, because such termination may require the approval of the mortgagee, our joint venture partner or both. If we are unable to terminate an underperforming property manager on a timely basis, our occupancy and rental rates may decrease and our expenses may increase.

***Our efforts to buy properties directly may involve greater risks than buying properties with joint venture partners.***

Although historically we have acquired properties with joint venture partners with knowledge of the local markets in which we were acquiring properties, we are working to buy properties directly without joint venture partners. In buying properties directly, we do not have the benefit of a partner's understanding of the target markets nor the equity they would have contributed to the acquisition. We cannot provide any assurance that we will properly evaluate the acquisition opportunities we pursue in buying properties directly.

***Risks involved in conducting real estate activity through joint ventures.***

Seven of our multi-family properties are owned through joint ventures with other persons or entities. Joint venture investments involve risks not otherwise present when acquiring real estate directly, including the following:

- our joint venture partners may have economic or business interests or objectives which are or become inconsistent with our business interests or objectives, including differing objectives relating to the sale or refinancing of properties held by the joint venture or the timing of the termination or liquidation of the joint venture;
- the more successful a joint venture project, the more likely that profits or distributions generated above a negotiated threshold will be allocated disproportionately in favor of our joint venture partner at a rate greater than that implied by our partner's equity interest in the venture;
- several of our joint venture partners have other competing real estate interests in the markets in which our properties are located that could influence such partners to take actions favoring their properties to the detriment of the jointly owned properties;
- our joint venture partners obtain blanket property casualty and business interruption insurance insuring properties we own jointly and other properties in which we have no ownership interest and as a result, claims or losses with respect to properties owned by our joint venture partners but in which we have no interest could significantly reduce or eliminate the insurance available to properties in which we have an interest;
- our joint venture partner might become bankrupt, insolvent or otherwise refuse or be unable to meet their obligations to us or the venture (including their obligation to make capital contributions or property distributions when due);
- we may incur liabilities as a result of action taken by our joint venture partner;
- our joint venture partner may not perform its property oversight responsibilities;
- our joint venture partner may be in a position to take action or withhold consent contrary to our instructions or requests, including actions that may make it more difficult to maintain our qualification as a REIT;
- our joint venture partner might engage in unlawful or fraudulent conduct with respect to our jointly owned properties or other properties in which they have an ownership interest;
- changes in personnel managing our joint venture partners have resulted in greater difficulty in working with the new personnel;
- our joint venture partner may trigger a buy-sell arrangement, which could cause us to sell our interest, or acquire our partner's interest, at a time when we otherwise would not have initiated such a transaction;
- disputes between us and our joint venture partners may result in litigation or arbitration that would increase our expenses and divert management's attention from operating our business; and
- disagreements with our joint venture partners with respect to property management (including with respect to whether a property should be sold, refinanced, or improved) could result in an impasse resulting in the inability to operate the property effectively.

Joint venture partners have acted without our authorization (*e.g.*, a partner modified a mortgage term without our consent). We also have had, and expect to continue to have, disagreements with joint venture partners over various issues including, among others, as to whether, and the extent to which, value add programs should be implemented at a property, whether a mortgage debt on a property should be refinanced and the terms and conditions of such refinancing, and, because our joint venture structure may incentivize our joint venture partner to sell the property sooner than we would otherwise desire, the timing and terms and conditions of property sales.

***Our operating results are significantly influenced by demand for multi-family properties generally, and a decrease in such demand will likely have a greater adverse effect on our revenues than if we owned a more diversified real estate portfolio.***

Our current portfolio is focused on multi-family properties, and we expect that going forward we will continue to focus on the acquisition, disposition and operation of such properties. As a result, we are subject to risks inherent in investments in a single industry, and a decrease in the demand for multi-family properties would likely have a greater adverse effect on our rental revenues than if we owned a more diversified real estate portfolio.

***Our operating results and assets may be negatively affected if our insurance coverage is insufficient to compensate us for casualty events occurring at our properties.***

Our multi-family properties, including the properties owned by the joint ventures in which we are members, carry all risk property insurance covering the property and improvements thereto for the cost of replacement in the event of a casualty. Though we maintain insurance coverage, such coverage may be insufficient to compensate us for losses sustained as a result of a casualty because, among other things:

- the amount of insurance coverage maintained for a property may be insufficient to pay the full replacement cost following a casualty event;
- the rent loss coverage under a policy may not extend for the full period of time that a tenant or tenants may be entitled to a rent abatement that is a result of, or that may be required to complete restoration following, a casualty event;
- certain types of losses, such as those arising from earthquakes, floods, hurricanes and terrorist attacks, and losses arising out of claims for exemplary or punitive damages, may be uninsurable or may not be economically feasible to insure;
- changes in zoning, building codes and ordinances, environmental considerations and other factors may make it impossible or impracticable, to use insurance proceeds to replace damaged or destroyed improvements at a property;
- insurance coverage is part of blanket insurance policies in which losses on properties in which we have no ownership interest could reduce significantly or eliminate the coverage available on our properties; and
- the deductibles applicable to one or more buildings at a property may be greater than the losses sustained at such buildings.

If our insurance coverage is insufficient to cover losses sustained as a result of one or more casualty events, our operating results and the value of our portfolio will be adversely affected.

***We may be adversely effected if we are unable to maintain a satisfactory working relationship with any one or more of our joint venture partners.***

Two of our joint venture partners or their affiliates own an aggregate of six of the eight properties we own through unconsolidated joint ventures. This concentration of ownership of properties with a limited number of joint venture partners exposes us to risks of adverse developments, and in particular, disputes or disagreements with such joint venture partners, which are greater than the risks of owning properties with a more diverse group of joint venture partners.

***Short-term leases expose us to the effects of declining market rents and we may be unable to renew leases or relet units as leases expire.***

Our multi-family leases are generally for a term of one year or less. The short-term nature of these leases generally serves to reduce our risk to adverse effects of inflation as our leases allow for adjustments in the rental rate at the time of renewal, which may enable us to seek rent increases. However, since our leases typically permit the residents to leave at the end of the lease term without penalty, our revenues are impacted by declines in market rents more quickly than if our leases were for longer terms. If we are unable to promptly renew the leases or relet the units, or if the rental rates upon renewal or reletting are significantly lower than expected rates, then our financial condition and results of operations may be adversely affected.

## **Risks Related to Our Financing Activities, Indebtedness and Capital Resources**

***If we are unable to refinance \$138.5 million in balloon payments on mortgage debt maturing through 2026, we may be forced to sell properties on disadvantageous terms.***

As of December 31, 2023, we have balloon payments of \$138.5 million on mortgage debt (including \$53.5 million of mortgage debt on properties owned by unconsolidated joint ventures) due in 2025 and 2026 (*i.e.*, \$15.3 million and \$123.0 million due in 2025 and 2026, respectively). The weighted average interest rate of this debt is 4.85%. Our operating cash flow and funds available under our credit facility will be insufficient to discharge all of this debt when due. Accordingly, we will seek to refinance this debt or sell the related property prior to the maturity of such debt. Increases in interest rates, or reduced access to credit markets due, among other things, to more stringent lending requirements or our high level of leverage, may make it difficult for us to refinance this mortgage debt on terms as favorable as the current debt. If we are unsuccessful in refinancing such debt, or if the terms of the refinanced debt are less favorable than the current debt, we may be forced to



dispose of properties on disadvantageous terms or convey properties secured by such mortgages to the mortgagees, which would reduce our income and impair the value of our portfolio.

***Our acquisition, development and value-add activities are limited by the funds available to us.***

Our ability to acquire additional multi-family properties, develop new properties and improve the properties in our portfolio is limited by the funds available to us (including funds available pursuant to our credit facility) and our ability to obtain, on acceptable terms, mortgage debt. At March 1, 2024, we had approximately \$ 21.2 million of cash and cash equivalents (of which a significant portion is at the property level for day-to-day operating expenses) and up to \$60 million available to us under our credit facility. Our multi-family acquisition and value-add activities are constrained by funds available to us which will limit growth in our revenues and operating results.

***Our failure to comply with our obligations under our debt instruments may reduce our stockholders' equity, and adversely affect our net income and ability to pay dividends.***

Several of our debt instruments include covenants that require us to maintain certain financial ratios, including various coverage ratios, and comply with other requirements. Failure to meet interest and other payment obligations under our debt instruments or a breach by us of the covenants to comply with certain financial ratios would place us in non-compliance under such instruments. If the lender called a default and required us to repay the full amount outstanding under such instrument, we might be required to rapidly dispose of our properties, including properties securing such debt instruments, which could have an adverse impact on the amounts we receive on such disposition. From time to time we have failed to comply with certain debt covenants. If we are unable to satisfy the covenants of our debt obligations, the lender could exercise remedies available to it under the applicable debt instrument and as otherwise provided by law, including the possible appointment of a receiver to manage the property, application of deposits or reserves maintained under the debt instrument for payment of the debt, or foreclose and/or cause the forced sale of the property or asset securing such debt. A foreclosure or other forced disposition of our assets could result in the disposition of same at below the carrying value of such asset. The disposition of our properties or assets at below our carrying value may adversely affect our net income, reduce our stockholders' equity and adversely affect our ability to pay dividends.

***We may not have sufficient funds to make required or desired capital improvements.***

Our multi-family properties face competition from newer and updated properties. At December 31, 2023 the weighted average age (based on the number of units) of our multi-family properties is approximately 20 years. To remain competitive and increase occupancy at these properties and/or make them attractive to potential tenants or purchasers, we may have to make significant capital improvements and/or incur deferred maintenance costs with respect to these properties. The cost of future improvements and deferred maintenance is uncertain and the amounts earmarked for specific properties may be insufficient to effectuate needed improvements. Our results of operations and financial conditions may be adversely affected if we are required to expend significant funds (other than funds earmarked for such purposes) to repair or improve our properties.

***If we are required to make payments under any "bad boy" carve out guarantees that we have provided in connection with certain mortgages and related loans, our business and financial results could be materially adversely affected.***

In obtaining certain non-recourse loans, we have provided our lenders with standard carve out guarantees. These guarantees are only applicable if and when the borrower directly, or indirectly through an agreement with an affiliate, joint venture partner or other third party, voluntarily files a bankruptcy or similar liquidation or reorganization action or takes other actions that are fraudulent or improper (commonly referred to as "bad boy" guarantees). Although we believe that "bad boy" carve out guarantees are not guarantees of payment in the event of foreclosure or other actions of the foreclosing lender that are beyond the borrower's control, some lenders in the real estate industry have recently sought to make claims for payment under such guarantees. In the event such a claim were made against us under a "bad boy" carve out guarantee, following foreclosure on mortgages or related loans, and such claim were successful, our business and financial results could be materially adversely affected.

***We could be negatively impacted by changes in our relationship with Fannie Mae or Freddie Mac, changes in the condition of Fannie Mae or Freddie Mac and by changes in government support for multi-family housing.***

Fannie Mae and Freddie Mac have been a major source of financing for multi-family real estate in the United States and we have used loan programs sponsored by these agencies to finance most of our acquisitions of multi-family properties. There have been ongoing discussion by the government and other interested parties with regard to the long term structure and viability of Fannie Mae and Freddie Mac, which could result in adjustments to guidelines for their loan products. Should these agencies have their mandates changed or reduced, lose key personnel, be disbanded or reorganized by the government or otherwise discontinue providing liquidity for the multi-family sector, our ability to obtain financing through loan programs sponsored by

the agencies could be negatively impacted. In addition, changes in our relationships with Fannie Mae and Freddie Mac, and the lenders that participate in these loan programs, with respect to our existing mortgage financing could impact our ability to obtain comparable financing for new acquisitions or refinancing for our existing multi-family real estate investments. Should our access to financing provided through Fannie Mae and Freddie Mac loan programs be reduced or impaired, it would significantly reduce our access to debt capital and/or increase borrowing costs and could significantly limit our ability to acquire properties on acceptable terms and reduce the values to be realized upon property sales.

***We depend on our subsidiaries for cash flow and will be adversely impacted if these subsidiaries are prohibited from distributing cash to us.***

We conduct, and intend to conduct, substantially all of our business operations through our subsidiaries, including our unconsolidated subsidiaries. Accordingly, our only source of cash to fund our operations and pay our obligations are distributions from our subsidiaries. We cannot assure you that our subsidiaries will be able to, or be permitted to, make distributions to us that will enable us to fund our operations. Each of our subsidiaries is or will be a distinct legal entity and, under certain circumstances, legal and contractual restrictions (e.g., restrictions imposed pursuant to mortgage debt on a property), limit our ability to obtain cash from such entities. In addition, because we operate through our subsidiaries, your claims as stockholders will be structurally subordinated to all existing and future liabilities and obligations of our subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of our subsidiaries will be able to satisfy your claims as stockholders only after all our and our subsidiaries' liabilities and obligations have been paid in full.

### **Regulatory and Tax Risks**

***Changes to the U.S. federal income tax laws could have an adverse impact on our business and financial results.***

At any time, the U.S. federal income tax laws governing REITs or the administrative interpretations of those laws may be amended. We cannot predict when or if any new U.S. federal income tax law, regulation or administrative interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative interpretation, will be adopted, promulgated or become effective and any such law, regulation, or interpretation may take effect retroactively. We and our stockholders could be adversely affected by any such change in the U.S. federal income tax laws, regulations or administrative interpretations.

***Liabilities relating to environmental matters may impact the value of our properties.***

We may be subject to environmental liabilities arising from the ownership of properties. Under various federal, state and local laws, an owner or operator of real property may become liable for the costs of removal of certain hazardous substances released on its property. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such hazardous substances.

The presence of hazardous substances on our properties may adversely affect our ability to finance or sell the property and we may incur substantial remediation costs. The discovery of material environmental liabilities attached to such properties could have a material adverse effect on our results of operations and financial condition.

***Compliance or failure to comply with the ADA or other safety regulations and requirements could result in substantial costs.***

The ADA generally requires that public buildings, including the public areas at our properties, be made accessible to disabled persons. Non-compliance could result in the imposition of fines by governmental authorities or the award of damages to private litigants. From time-to-time claims may be asserted against us with respect to some of our properties under the ADA. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, it could adversely affect our financial condition and results of operations.

Our properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these requirements, we could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect our cash flow and results of operations.

## **Risks Associated with the Real Estate Industry and REITs.**

*We face numerous risks associated with the real estate industry that could adversely affect our results of operations through decreased revenues or increased costs.*

As a real estate company, we are subject to various changes in real estate conditions, and any negative trends in such real estate conditions may adversely affect our results of operations through decreased revenues or increased costs. These conditions include:

- changes in national, regional and local economic conditions, which may be negatively impacted by concerns about inflation, deflation, government deficits, unemployment rates and decreased consumer confidence particularly in markets in which we have a high concentration of properties;
- increases in interest rates, which could adversely affect our ability to obtain financing or to buy or sell properties on favorable terms or at all;
- the inability of tenants to pay rent;
- the existence and quality of the competition, such as the attractiveness of our properties as compared to our competitors' properties based on considerations such as convenience of location, rental rates, amenities and safety record;
- increased operating costs, including increased real property taxes, maintenance, insurance and utility costs (including increased prices for fossil fuels);
- weather conditions that may increase or decrease energy costs and other weather-related expenses;
- oversupply of apartments or single-family housing or a reduction in demand for real estate in the markets in which our properties are located;
- a favorable interest rate environment that may result in a significant number of residents or potential residents of our multi-family properties deciding to purchase homes instead of renting;
- changes in, or increased costs of compliance with, laws and/or governmental regulations, including those governing usage, zoning, the environment and taxes; and
- rent control or stabilization laws, or other laws regulating rental housing, which could prevent us from raising rents to offset increases in operating costs.

Moreover, other factors may adversely affect our results of operations, including potential liability under environmental and other laws and other unforeseen events, many of which are discussed elsewhere in the following risk factors. Any or all of these factors could materially adversely affect our results of operations through decreased revenues or increased costs.

### ***Compliance with REIT requirements may hinder our ability to maximize profits.***

We must continually satisfy tests concerning, among other things, our sources of income, the amounts we distribute to our stockholders and the ownership of our common stock, to qualify as a REIT for Federal income tax purposes. We may also be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. Accordingly, compliance with REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

To qualify as a REIT, we must also ensure that at the end of each calendar quarter at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets. The remainder of our investment in securities 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 such issuer. In addition, no more than 5% of the value of our assets can consist of the securities of any one issuer, other than a qualified REIT security. If we fail to comply with these requirements, we must dispose of the portion of our assets in excess of such amounts within 30 days after the end of the calendar quarter in order to avoid losing our REIT status and suffering adverse tax consequences. This requirement could cause us to dispose of assets for consideration of less than their true value and could lead to a material adverse impact on our results of operations and financial condition.

***Because real estate investments are illiquid, we may not be able to reconfigure our portfolio on a timely basis.***

Real estate investments generally cannot be sold quickly. We may not be able to reconfigure our portfolio promptly in response to economic or other conditions. Further, even if we are able to sell properties, we may be unable to reinvest the proceeds of such sales in opportunities that are as favorable as the properties sold. Our inability to reconfigure our portfolio to profitably reinvest the proceeds of property sales promptly could adversely affect our financial condition and results of operations.

***We may incur impairment charges in 2024.***

We evaluate on a quarterly basis our real estate portfolio for indicators of impairment. Impairment charges reflect management's judgment of the probability and severity of the decline in the value of real estate assets we own. These charges and provisions may be required in the future as a result of factors beyond our control, including, among other things, changes in the economic environment and market conditions affecting the value of real property assets or natural or man-made disasters.

***If we do not continue to pay cash dividends, the price of our common stock may decline.***

REIT's are generally required to distribute annually at least 90% of their ordinary taxable income to maintain our REIT status under the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated thereunder, which we refer to as the Code. Because we continue to generate operating losses primarily due to the impact of depreciation, we are not currently required, and may not be required in the future, to pay dividends to maintain our REIT status. Accordingly, we cannot assure you that we will pay dividends in the future. If we do not continue to pay cash dividends, the price of our common stock will decline.

***Our business and operations are subject to physical and transition risks related to climate change.***

Several of our multi-family properties are located along or near coastal areas that have historically been subject to the risk of extreme weather events. To the extent climate change causes changes in weather patterns, areas where many of our properties are located could experience more frequent and intense extreme weather events and rising sea levels, which may cause significant damage to our properties, disrupt our operations and adversely impact our residents. Over time, such conditions could result in reduced demand for housing in areas where our properties are located and increased costs related to further developing our properties to mitigate the effects of climate change or repairing damage related to the effects of climate change that may or may not be fully covered by insurance. Likewise, such conditions also may negatively impact the types and pricing of insurance we are able to procure.

Changes in federal, state and local laws and regulations on climate change could result in increased operating costs and/or capital expenditures to improve the energy efficiency of our existing properties without a corresponding increase in rental revenues. The imposition of such requirements could increase the costs of maintaining or improving our existing properties (for example by requiring retrofits of existing multi-family properties to improve their energy efficiency and/or resistance to inclement weather) without creating corresponding increases in rental revenues, which would have an adverse impact on our operating results.

**Risks Related to BRT's Organization, Structure and Ownership of its Stock**

***Our transactions with affiliated entities involve conflicts of interest***

Entities affiliated with us and with certain of our executive officers provide services to us and on our behalf. Among other things, we retain certain executive officers and others to provide the Services. The aggregate fees to be paid for the Services in 2024, and paid in 2023 and 2022, are \$1.62 million, \$1.54 million and \$1.47 million, respectively. We obtain certain executive, administrative, legal, accounting and clerical personnel and the use of certain facilities pursuant to the shared services agreement. During 2023 and 2022, we reimbursed Gould Investors \$642,000 and \$739,000, respectively, for the personnel and facilities provided pursuant to the shared services agreement. We also obtain certain insurance in conjunction with Gould Investors and reimbursed Gould Investors \$22,000 and \$67,000, in 2023 and 2022, respectively, for our share of the insurance cost. These transactions may not be on terms as favorable as those that we would receive if the transactions were entered into with unaffiliated entities and persons.

Gould Investors from time-to time buys multi-family properties, including properties located in the Southeast United States. Although the properties purchased by Gould Investors are much smaller than the properties in which we are interested, a conflict of interest could arise should Gould Investors or we decide to pursue the acquisition of similar sized properties in such regions. See "Item 1 - Business - Our Acquisition Approach"

***Senior management and other key personnel are critical to our business and our future success may depend on our ability to retain them.***

We depend on the services of Jeffrey A. Gould, our president and chief executive officer, and other members of senior management to carry out our business and investment strategies. Although Jeffrey A. Gould devotes substantially all of his business time to our affairs, he devotes a portion of his business time to entities affiliated with us. In addition to Jeffrey A. Gould, only three other executive officers, Mitchell Gould, our executive vice president, Ryan Baltimore, chief operating officer, and George Zweier, vice president and chief financial officer, devote all or substantially all of their business time to us. Many of our executives (i) also provide the Services (see "*Item 1. Business-Human Capital Resources*") and (ii) provide their services on a part-time basis pursuant to the shared services agreement. We rely on part-time executive officers to provide certain services to us, including legal and certain accounting services, since we do not employ full-time executive officers to handle all of these services. If the shared services agreement is terminated or the executives performing Services are unwilling to continue to do so, we will have to obtain such services from other sources or hire employees to perform them. We may not be able to replace these services or hire such employees in a timely manner or on terms, including cost and level of expertise, that are equivalent to or better than those we receive pursuant to the Services and the shared services agreement.

In addition, in the future we may need to attract and retain qualified senior management and other key personnel, both on a full-time and part-time basis. The loss of the services of any of our senior management or other key personnel or our inability to recruit and retain qualified personnel in the future, could impair our ability to carry out our business and our investment strategies.

We do not carry key man life insurance on members of our senior management.

***Certain provisions of our Articles of Incorporation, our Bylaws and Maryland law may inhibit a change in control that stockholders consider favorable and could also limit the market price of our common stock***

Certain provisions of our Articles of Incorporation (the "Charter"), our Bylaws and Maryland law may impede, or prevent, a third party from acquiring control of us without the approval of our board of directors. These provisions:

- provide for a staggered board of directors consisting of three classes, with one class of directors being elected each year and each class being elected for three-year terms and until their successors are duly elected and qualify;
- impose restrictions on ownership and transfer of our stock (such provisions being intended to, among other purposes, facilitate our compliance with certain requirements under the Internal Revenue Code of 1986, as amended (the "Code"), relating to our qualification as a REIT under the Code);
- prevent our stockholders from amending the Bylaws;
- limit who may call special meetings of stockholders;
- establish advance notice and informational requirements and time limitations on any director nomination or proposal that a stockholder wishes to make at a meeting of stockholders;
- provide that directors may be removed only for cause and only by the vote of at least two-thirds of all votes generally entitled to be cast in the election of directors;
- do not permit cumulative voting in the election of our board of directors, which would otherwise permit holders of less than a majority of outstanding shares to elect one or more directors; and
- authorize our board of directors, without stockholder approval, to amend the Charter to increase or decrease the aggregate number of shares of our stock or the number of shares of stock of any class or series that we have authority to issue and classify or reclassify any unissued shares of common or preferred stock and set the preferences, rights and other terms of the classified or reclassified shares.

Certain provisions of the Maryland General Corporation Law (the "MGCL") may impede a third party from making a proposal to acquire us or inhibit a change of control under circumstances that otherwise could be in the best interest of holders of shares of our common stock, including:

- “business combination” provisions that, subject to certain exceptions and limitations, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our outstanding voting stock or an affiliate or associate of BRT who, at any time within the two-year period immediately prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then outstanding voting stock) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose two super-majority stockholder voting requirements on these combinations;
- “control share” provisions that provide that, subject to certain exceptions, holders of “control shares” of BRT (defined as voting shares which, when aggregated with other shares controlled by the stockholder, entitle the holder to exercise voting power in the election of directors within one of three increasing ranges) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of issued and outstanding “control shares,” subject to certain exceptions) have no voting rights with respect to the control shares except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares; and
- additionally, Title 3, Subtitle 8 of the MGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in the Charter or the Bylaws, to implement certain corporate governance provisions.

We have (1) exempted all business combinations between us and any other person, provided that each such business combination is first approved by our board of directors (including a majority of directors who are not affiliates or associates of such other person), from the Maryland Business Combination Act and (2) opted out of the Maryland Control Share Acquisition Act.

***Ownership of less than 6.0% of our outstanding shares or less than 6.0% of the aggregate outstanding shares of all classes and series of our stock could violate the restrictions on ownership and transfer in our Charter, which would result in the transfer of the shares owned or acquired in violation of such restrictions to a trust for the benefit of a charitable beneficiary and loss of the right to receive dividends and other distributions on, and the economic benefit of any appreciation of, such shares, and you may not have sufficient information to determine at any particular time whether an acquisition of our shares will result in the loss of the economic benefit of such shares.***

In order for us to qualify as a real estate investment trust under the Code, no more than 50% of the value of the outstanding shares of our stock may be owned, directly or indirectly or through application of certain attribution rules, by five or fewer “individuals” (as defined in the Code) at any time during the last half of a taxable year. To facilitate our qualification as a REIT under the Code, among other purposes, the Charter generally prohibits any person from actually or constructively owning more than 6.0%, in value or number of shares, whichever is more restrictive, of our outstanding shares of common stock, or more than 6.0% in value of the aggregate outstanding shares of all classes and series of our stock, which we refer to as the “ownership limits,” unless our board of directors exempts the person from such ownership limit. In addition, the Charter prohibits any person from beneficially or constructively owning shares of our stock that would result in more than 50% of the value of the outstanding shares of our stock to be beneficially owned by five or fewer individuals, regardless of whether such ownership is during the last half of any taxable year, which we refer to as the “Five or Fewer Limit.” Shares owned or acquired in violation of either of these restrictions will be transferred automatically to a trust for the benefit of a charitable beneficiary selected by us. The person that owned or acquired our stock in violation of the restrictions in the Charter will not be entitled to any dividends or distributions paid after the date of the transfer to the trust and, upon a sale of such shares by the trust, will generally be entitled to receive only the lesser of the market value on the date of the event that resulted in the transfer to the trust or the net proceeds of the sale by the trust to a person who could own the shares without violating the ownership limits.

Our board of directors has exempted Gould Investors, Fredric H. Gould, Matthew J. Gould and Jeffrey A. Gould from the ownership limits and has not established a limitation on ownership for such persons. Based on information supplied to us, as of December 31, 2023, Gould Investors owns approximately 19.1% of the outstanding shares of common stock and, by virtue of the applicable attribution rules under the Code, these individuals beneficially own approximately 23.3% of outstanding shares of common stock. As a result, the acquisition by each of four other individuals of 6.0% of our outstanding common stock, when combined with the ownership of our common stock of Gould Investors, Fredric H. Gould, Matthew J. Gould and Jeffrey A. Gould, generally would not result in a violation of the Five or Fewer Limit. However, there is no limitation on Gould Investors,

Fredric H. Gould, Matthew J. Gould or Jeffrey A. Gould acquiring additional shares of our common stock or otherwise increasing their percentage of ownership of our common stock, meaning that the amount of our stock that other persons or entities may acquire without violating the Five or Fewer Limit could be reduced in the future and without notice. To the extent that Gould Investors, Fredric H. Gould, Matthew J. Gould and Jeffrey A. Gould, or their affiliates, acquire additional shares of our stock, or any other event occurs (including a repurchase of shares of our stock), that results in an individual beneficially or constructively owning 26.0% or more of the outstanding shares of our stock within the meaning of the Charter, the acquisition by four other individuals of 6.0% or less of our outstanding stock would violate the Five or Fewer Limit and, therefore, could cause the stock acquired by one or more of these other individuals to be transferred to the charitable trust, despite their compliance with the 6.0% ownership limits. If any of the foregoing occurs, compliance with the 6.0% ownership limit will not ensure that your ownership of our stock does not cause a violation of the Five or Fewer Limit or that your shares of our stock are not transferred to the charitable trust.

Gould Investors, Fredric H. Gould, Matthew J. Gould and Jeffrey A. Gould will be required by the Exchange Act and regulations promulgated thereunder to report, with certain exceptions, their acquisition of additional shares of our stock within two days of such acquisitions, and all holders of our stock will be required to file reports of their acquisition of beneficial ownership (as defined in the Exchange Act) of more than 5% of our outstanding stock. However, beneficial ownership for purposes of the reporting requirements under the Exchange Act is calculated differently than beneficial ownership for purposes of determining compliance with the Five or Fewer Limit. Further, to the extent that any one or more of Gould Investors, Fredric H. Gould, Matthew J. Gould or Jeffrey A. Gould acquires 30% or more of our outstanding stock, ownership of five percent or less of our outstanding stock could still result in a violation of the Five or Fewer Limit and, therefore, cause newly-acquired stock in our company to be transferred to the charitable trust. As a result, you may not have enough information currently available to you at any time to determine the percentage of ownership of our stock that you can acquire without violating the Five or Fewer Limit and losing the economic benefit of the ownership of such newly-acquired shares.

***The stock market is volatile, and fluctuations in our operating results, removal from various indices and other factors could cause our stock price to decline.***

The stock market has experienced, and may continue to experience, fluctuations that significantly impact the market prices of securities issued by many companies. Market fluctuations could adversely affect our stock price. These fluctuations have often been unrelated or disproportionate to the operating performance of particular companies. These broad market fluctuations, as well as general economic, systemic, political and market conditions, such as pandemics, recessions, loss of investor confidence, interest rate changes, government shutdowns, or trade wars, may negatively affect the market price of our common stock. Moreover, our operating results may fluctuate and vary from period to period due to the risk factors set forth herein.

Although our common stock is quoted on the New York Stock Exchange, the volume of trades on any given day has been limited historically, as a result of which stockholders might not have been able to sell or purchase our common stock at the volume, price or time desired. In June 2018, our common stock was added to the Russell 3000® Index. If our common stock is removed from the Russell 3000® Index because it does not meet the criteria for continued inclusion in such index, index funds, institutional investors, or other holders attempting to track the composition of that index may be required to sell our common stock, which would adversely impact the price and frequency at which it trades.

## **General Business Risks**

***Breaches of information technology systems could materially harm our business and reputation.***

We, our joint venture partners and the property managers managing our properties, collect and retain, through information technology systems, financial, personal and other sensitive information provided by third parties, including tenants, vendors and employees. Such persons also rely on information technology systems for the collection and distribution of funds. Our information technology systems have been breached though, to our knowledge, none of our properties nor tenants have suffered any material damages therefrom. There can be no assurance that we, our joint venture partners or property managers will be able to prevent unauthorized access to sensitive information or the unauthorized distribution of funds. Any loss of this information or unauthorized distribution of funds as a result of a breach of information technology systems may result in loss of funds to which we are entitled, legal liability and costs (including damages and penalties), as well as damage to our reputation, that could materially and adversely affect our business and financial performance.

## **Item 1B. Unresolved Staff Comments.**

Not applicable.

## **Item 1C. Cybersecurity**

Our information technology, communication networks, enterprise applications, accounting and financial reporting platforms and related systems are integral to our operations. We use these systems, among others, for internal communications, for accounting and record-keeping functions, and for many other key aspects of our business. Our operations rely on securing, collecting, storing, transmitting, and processing of proprietary and confidential data.

We have deployed various safeguards designed to protect our information technology (“IT”) systems from cybersecurity threats, including firewalls, intrusion prevention and detection systems, anti-malware functionality and access controls. At the management level, these cybersecurity defense systems are overseen by our network administrator who performs services for us on a part-time basis pursuant to the shared services agreement. Our network administrator has more than 20 years of experience with IT systems and holds various IT certifications. Our network administrator reports to, and is in regular contact with, our Senior Vice President-Finance and Senior Vice President. These officers do not have formal IT or cybersecurity training. In the event of a cybersecurity incident, among other things, the network administrator and these officers would consult with one another and, as needed or appropriate, other members of management to determine the appropriate course of action (including whether such incident should be reported to other members of management and/or the audit committee and whether public disclosure should, or is, required to be made).

Our internal auditor perform certain procedures to test the integrity and functionality of our IT systems (which includes a high-level review of our cybersecurity defenses). In addition, we have retained a third-party cybersecurity consulting firm that (i) advises us as to cybersecurity matters (including prevailing cybersecurity threats), (ii) performs, on a periodic basis, assessments of our cybersecurity defenses and (iii) on a continuous basis, monitors our IT systems for cybersecurity threats and intrusions.

We are not aware of any risks from cybersecurity threats that have materially affected or are reasonably likely to materially affect us. See “*Item 1A. Risk Factors*” in this Annual Report for additional discussion about cybersecurity-related risks.

To operate our business, we use certain third-party service providers to perform a variety of functions. We seek to engage reliable, reputable service providers that maintain cybersecurity programs and we generally rely on such providers to maintain appropriate cybersecurity practices.

At the Board level, our cybersecurity practices are overseen by the audit committee as part of its oversight of our risk management activities. The committee meets periodically with , among others, our internal auditor and network administrator to review and discuss cybersecurity matters.

## **Item 2. Properties.**

Our principal executive office is located at 60 Cutter Mill Road, Suite 303, Great Neck, NY. We believe that this facility is satisfactory for our current and projected needs.

See “*Item 1—Business*” for additional information regarding our properties.

## **Item 3. Legal Proceedings.**

As previously reported, a wholly-owned subsidiary of ours that owns a property in Houston, TX was named as a defendant, along with multiple other defendants, in a wrongful death action entitled *Takakura et al. v. Houston Pizza Venture, LP, and Papa John’s USA., Inc. et al.*, 129th Judicial District, Harris County, TX, Cause No. 2019-42425 (the “Takakura Lawsuit”). The lawsuit has been settled, all claims against us were released and our share of the settlement costs were covered by our insurance policy.

From time to time, we are party to legal proceedings that arise in the ordinary course of our business, and in particular, personal injury claims involving the operations of our properties. Although we believe that the primary and umbrella insurance coverage maintained with respect to our properties is sufficient to cover claims for compensatory damages, many of these personal injury claims also assert exemplary(*i.e.*; punitive) damages. Generally, insurance does not cover claims for exemplary damages and we may be adversely affected if claims for exemplary damages are asserted successfully. See Note 12 of our Consolidated Financial Statements.

## **Item 4. Mine Safety Disclosures.**

Not applicable.



## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### *Market Information; Holders*

Our shares of common stock are listed on the New York Stock Exchange, or the NYSE, under the symbol "BRT." As of March 1, 2024, there were approximately 713 holders of record of our common stock.

#### *Issuer Purchases of Equity Securities*

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2023	98,014	\$ 17.23	98,014	\$ 4,277,693
November 1 - November 30, 2023	67,005	17.25	67,005	3,121,741
December 1 - December 31, 2023	41,086	18.69	41,086	9,584,218 (1)
Total	206,105	\$ 17.53	206,105	

(1) On December 4, 2023, the Board of Directors authorized the the replenishment of the stock repurchase plan to \$10 million.

From January 1, 2024 through March 1, 2024 we purchased, pursuant to our publicly announced repurchase program, 123,061 shares at a weighted average price of \$18.43 per share. As of March 1, 2024, we are authorized to purchase \$7.3 million of shares through December 31, 2025.

### Item 6. [Reserved]

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### Overview

We are an internally managed real estate investment trust, also known as a REIT, that owns, operates and to a lesser extent holds interest in joint ventures that own and operate multi family properties. At December 31, 2023, we: (i) wholly-own 21 multi-family properties with an aggregate of 5,420 units and a carrying value of \$634.0 million, (ii) have ownership interests, through unconsolidated entities, in seven multi-family properties with an aggregate of 2,287 units, with a carrying value of \$30.4 million and (iii) own other assets, through consolidated and unconsolidated entities, with a carrying value of \$5.6 million. The 28 multi-family properties are located in 11 states; primarily in the Southeast United States and Texas.

During 2023:

- The unconsolidated joint venture that owned Chatham Court and Reflections, a 494 unit multi-family property located in Dallas, TX, and in which we had a 50% interest, sold such property. Our share of the (i) gain from this sale was \$14.7 million, (ii) the related early extinguishment of debt charge was \$212,000, and (iii) proceeds from the sale were \$19.4 million. In 2023 and 2022, this property accounted for \$54,000 and \$753,000, respectively, of equity in earnings from unconsolidated joint ventures.
- We paid off our credit facility debt of \$19.0 million - we accomplished this by using the proceeds of new mortgage debt of \$21.2 million placed on our Silvana Oaks - North Charleston, SC multi-family property; such mortgage debt matures in March 2033, bears an interest rate of 4.45% and is interest only for the term of the mortgage.
- We repurchased 779,423 shares of our common stock for an aggregate purchase price of approximately \$14.4 million (*i.e.*, an average price per share of \$18.47).
- Entered into an amendment (the "Amendment") to our amended and restated credit facility (the "Facility") with VNB New York, LLC, an affiliate of Valley National Bank ("VNB"), which converted the Facility's interest rate to one-month term SOFR plus 250 basis points, and increased the interest rate floor to 6%. Immediately prior to the amendment, the interest rate on the facility was 8.5%; immediately thereafter, the interest rate was 7.82%

From January 1, 2024 through March 1, 2024, we purchased 123,061 shares of our common stock for an aggregate purchase price of approximately \$2.3 million (*i.e.*, an average price of \$18.43 per share).

### *Challenges and Uncertainties as a Result of the Volatile Economic Environment; Impact of Development Property*

During the past two years, there has been a significant economic uncertainty due, among other things, to volatile interest rates and the challenges presented by an inflationary/potential recessionary environment. Due to this uncertainty and our belief that pricing for acquisition opportunities did not appropriately reflect market conditions, we were especially cautious in pursuing acquisition opportunities in 2023 and may continue to be cautious in pursuing such opportunities in the near future. Further, the competitive environment in several of our markets as well as anticipated expense increases create uncertainty as to our ability to improve income from continuing operations.

We have a 17.45% interest in a 240-unit development property located in Johns Island, SC. As of December 31, 2023, this project is substantially complete and lease-up has begun. We estimate that for 2024, we will record approximately \$350,000 to \$500,000 of equity in loss from unconsolidated ventures related to this property because the venture will begin recognizing revenue and expenses (and in particular depreciation and interest which had been capitalized during the development phase).

## Results of Operations

### Comparison of Years Ended December 31, 2023 and 2022

The term "same store properties" refers to ten multi-family properties with an aggregate of 2,576 units that were owned for all of 2023 and 2022. The term "unconsolidated same store properties" with an aggregate of 2,287 units refers to seven properties that were owned for all of 2023 and 2022. As used in the comparison of the year ended December 31, 2023 and 2022, the term "Partner Buyouts" refers to our purchase in 2022 of the interests of our joint venture partners at 11 properties.

### Revenues

The following table compares our revenues for the years indicated:

(Dollars in thousands):	2023	2022	Change	% Change
Rental and other revenue from real estate properties	\$ 93,069	\$ 70,515	\$ 22,554	32.0 %
Other income	548	12	536	N/M
Total revenues	<u>\$ 93,617</u>	<u>\$ 70,527</u>	<u>\$ 23,090</u>	32.7 %

*Rental and other revenue from real estate properties.* The components of the increase include:

- \$20.8 million from the Partner Buyouts; and
- \$2.6 million from same store properties, substantially all of which is due to higher average rental rates.

Offsetting the increase is a \$1.0 million decrease due to a decline in occupancy from 96.4% to 93.6% at same store properties, including \$343,000 at Bells Bluff-West Nashville, TN, which experienced a decline in occupancy due to increased supply in the market and change in demand for certain unit types.

### *Other Income*

The increase is due primarily to increased earnings on our cash balances due to higher interest rates.

### Expenses

The following table compares our expenses for the periods indicated:

(Dollars in thousands)	2023	2022	Change	% Change
Real estate operating expenses	\$ 41,821	\$ 30,558	\$ 11,263	36.9 %
Interest expense	22,161	15,514	6,647	42.8 %
General and administrative	15,433	14,654	779	5.3 %
Depreciation and amortization	28,484	24,812	3,672	14.8 %
Total expenses	<u>\$ 107,899</u>	<u>\$ 85,538</u>	<u>\$ 22,361</u>	26.1 %

*Real estate operating expenses.* The components of the increase include:

- \$9.4 million from the Partner Buyouts; and
- \$1.8 million from same store properties, including:
  - \$880,000 due to the master insurance program implemented in December 2022 and increases in insurance costs overall;
  - \$295,000 in real estate taxes due to increases primarily at four properties; and
  - general cost increases, including \$228,000 in property level payroll costs, \$201,000 in utilities costs and \$211,000 across other expense categories.

### *Interest expense*

The components of the increase include:

- \$5.2 million due to the Partner Buyouts;
- \$1.3 million due to the increase in the interest rate on our floating rate junior subordinated notes; and
- \$372,000 of interest expense on the Silvana Oaks mortgage which was obtained in February 2023.

The increase was offset by a \$139,000 decrease in interest expense on our credit facility primarily due to the payoff of the facility in February 2023 in connection with the receipt of proceeds from the Silvana Oaks mortgage.

### *General and administrative.*

The components of the increase include:

- \$379,000 due to the amortization expense related to the restricted stock granted in January 2023 (as a result of the higher fair value of the shares granted in 2023 in comparison to the restricted stock granted in 2018); and
- \$232,000 of cash compensation and related payroll expense due to higher levels of compensation and increased employee headcount.

### *Depreciation and amortization*

The increase is due \$5.8 million from the Partner Buyouts, offset by a \$2.1 million decrease due to reduced depreciation related to lease intangibles resulting from such buyouts.

*Equity in earnings (loss) of unconsolidated joint ventures and equity in earnings from sale of unconsolidated joint venture properties.*

Please see a detailed explanation of these categories in the next section entitled "*Unconsolidated Joint Ventures - Results of Operations*".

### *Casualty loss*

During the year ended December 31, 2023, we settled the Takakura Lawsuit for \$323,000. During the year ended December 31, 2022, we settled a personal injury lawsuit for \$850,000

### *Insurance recovery of casualty loss*

During 2023, we received insurance proceeds of (i) \$323,000 in connection with the settlement of the Takakura Lawsuit and (ii) \$470,000 as reimbursement for expenses incurred related to a winter storm in December 2022. During 2022, we received \$850,000 in insurance proceeds upon the settlement of a personal injury lawsuit.

### *Gain on Sale of Real Estate*

In 2023, we sold a cooperative apartment in New York for a sales price of \$785,000 and recognized a gain of \$604,000.

### *Loss on extinguishment of debt*

In 2022, we incurred \$563,000 of loss on extinguishment of debt related to the mortgage refinancing affected in connection with the buyout of our joint venture partner's interest in Brixworth at Bridge Street - Huntsville, AL.

### *Income tax provision*

Income tax provision in the year ended December 31, 2023, decreased \$767,000 (*i.e.*, from \$821,000 in 2022 to \$54,000 in 2023). The decrease reflects the inclusion, in 2022 of increased tax provision related to gains from the sale of properties by several joint ventures and the reversal, in 2023, of approximately \$200,000 due to the over-accrual of taxes.

## Unconsolidated Joint Ventures - Results of Operations.

### *Equity in (loss) earnings of unconsolidated joint ventures*

The table below reflects the condensed income statements of our unconsolidated properties included in note 6 of our consolidated financial statements. In accordance with US generally accepted accounting principles, each of the line items in the chart below is presented as if these properties are wholly owned by us, although as reflected under " *Item 1. Business - Our Multi-Family Properties*", our equity interests in these properties range from 32% to 80% (dollars in thousands):

	<u>Year Ended December 31,</u>		<u>Increase (Decrease)</u>	<u>% change</u>
	<u>2023</u>	<u>2022</u>		
Rental revenues from unconsolidated joint ventures	\$ 44,785	\$ 72,873	\$ (28,088)	(38.5)%
Real estate operating expense from unconsolidated joint ventures	20,577	33,086	(12,509)	(37.8)%
Interest expense from unconsolidated joint ventures	9,268	16,269	(7,001)	(43.0)%
Depreciation from unconsolidated joint ventures	10,403	17,798	(7,395)	(41.5)%
Total expenses from unconsolidated joint ventures	40,248	67,153	(26,905)	(40.1)%
Total revenues less total expenses from unconsolidated joint ventures	4,537	5,720	(1,183)	(20.7)%
Other equity in earnings from unconsolidated joint ventures	126	121	5	4.1 %
Impairment of assets	—	(8,553)	8,553	N/A
Insurance recoveries from unconsolidated joint ventures	—	8,553	(8,553)	N/A
Gain on insurance proceeds from unconsolidated joint ventures	65	567	(502)	(88.5)%
Gain on sale of real estate from unconsolidated joint ventures	38,418	118,270	(79,852)	(67.5)%
Loss on extinguishment of debt from unconsolidated joint ventures	(561)	(3,491)	2,930	(83.9)%
Net income	<u>\$ 42,585</u>	<u>\$ 121,187</u>	<u>\$ (78,602)</u>	(64.9)%
Equity in earnings (loss) and gain on sale of real estate of unconsolidated joint ventures	<u>\$ 17,037</u>	<u>\$ 66,426</u>		

Set forth below is an explanation of the most significant changes in the components of the equity in earnings of unconsolidated joint ventures and equity in earnings from sale of unconsolidated joint venture properties. Same store properties at Unconsolidated Properties represent seven properties that were owned for the entirety of the periods being compared.

### *Rental revenue from unconsolidated joint ventures*

The decrease is due to:

- \$18.4 million from the Partner Buyouts;
- \$7.5 million primarily from the sale, in 2022, of Verandas at Shavano-San Antonio, TX, Cinco Ranch-Katy, TX, Vive at Kellswater-Kannapolis, NC and Water's Edge-Columbia, SC (collectively, the "2022 Sales"); and
- \$4.4 million from the Chatham Sale.

The decrease was offset by a \$2.7 million increase in rental revenue from unconsolidated same store properties, primarily due an increase in rental rates offset by a \$729,000 decrease due to reduced occupancy.

*Real estate operating expenses from unconsolidated joint ventures*

The components of the decrease include:

- \$7.8 million from the Partner Buyouts;
- \$4.2 million from the 2022 Sales;
- \$1.8 million from the Chatham Sale.

The decrease was offset by an aggregate \$1.2 million increase in such expenses including increases of \$279,000 in utility costs, \$260,000 in insurance costs, \$245,000 in payroll and leasing commissions, and \$191,000 in real estate taxes.

*Interest expense from unconsolidated joint ventures.*

The components of the decrease are:

- \$4.5 million due to the Partner Buyouts;
- \$1.8 million from the 2022 Sales; and
- \$631,000 from the Chatham Sale.

*Depreciation from unconsolidated joint ventures.*

The components of the decrease are:

- \$5.1 million due to the Partner Buyouts;
- \$1.2 million from the 2022 Sales; and
- \$878,000 from the Chatham Sale.

*Impairment of assets from unconsolidated joint ventures.* During 2022, the venture recognized \$8.6 million of impairment charges related to a fire at Stono Oaks, a development project located in Johns Island, SC.

*Insurance recoveries from unconsolidated joint ventures.* During 2022, the venture recognized \$8.6 million of insurance recoveries related to the Stono Oaks fire.

*Gain on insurance recoveries from unconsolidated joint ventures*

During 2022, we recognized \$567,000 in gains primarily due to our receipt of insurance recoveries from claims on two properties located in Texas that were damaged in a February 2021 ice storm, which receipts exceeded the assets previously written off.

*Gain on sale of real estate from unconsolidated joint ventures*

During 2023, we recognized a gain on the sale of real estate of \$38.4 million from the Chatham Sale. During 2022, we recognized gains on the sale of real estate of \$118.3 million from the 2022 Sales.

*Loss on extinguishment of debt from unconsolidated joint ventures*

During 2023 and 2022, we recognized loss on the early extinguishment of debt in connection with the Chatham Sale and the 2022 Sales, respectively.

*Comparison of Years Ended December 31, 2022 and 2021*

As we are a smaller reporting company, this comparison is omitted in accordance with Instruction 1 to Item 303(a) of Regulation S-K.

## **Funds from Operations; Adjusted Funds from Operations; Net Operating Income.**

In view of our multi-family property activities, we disclose funds from operations ("FFO"), adjusted funds from operations ("AFFO") and net operating income ("NOI") because we believe that such metrics are a widely recognized and appropriate measure of the performance of a multi-family REIT.

We compute FFO in accordance with the "White Paper on Funds From Operations" issued by the National Association of Real Estate Investment Trusts ("NAREIT") and NAREIT's related guidance. FFO is defined in the White Paper as net income (calculated in accordance with GAAP), excluding depreciation and amortization related to real estate, gains and losses from the sale of certain real estate assets, gains and losses from change in control, impairment write-downs of certain real estate assets and investments in entities where the impairment is directly attributable to decreases in the value of depreciable real estate held by the entity. Adjustments for unconsolidated partnerships and joint ventures are calculated to reflect funds from operations on the same basis. In computing FFO, we do not add back to net income the amortization of costs in connection with our financing activities or depreciation of non-real estate assets.

We compute AFFO by adjusting FFO for loss on extinguishment of debt, our straight-line rent accruals, restricted stock and RSU compensation expense, fair value adjustment of mortgage debt, gain on insurance recovery, insurance recovery from casualty loss and deferred mortgage and debt costs (including, in each case as applicable, from our share from our unconsolidated joint ventures). Since the NAREIT White Paper does not provide guidelines for computing AFFO, the computation of AFFO may vary from one REIT to another.

We believe that FFO and AFFO are useful and standard supplemental measures of the operating performance for equity REITs and are used frequently by securities analysts, investors and other interested parties in evaluating equity REITs, many of which present FFO and AFFO when reporting their operating results. FFO and AFFO are intended to exclude GAAP historical cost depreciation and amortization of real estate assets, which assures that the value of real estate assets diminish predictability over time. In fact, real estate values have historically risen and fallen with market conditions. As a result, we believe that FFO and AFFO provide a performance measure that, when compared year-over-year, should reflect the impact to operations from trends in occupancy rates, rental rates, operating costs, interest costs and other matters without the inclusion of depreciation and amortization, providing a perspective that may not be necessarily apparent from net income. We also consider FFO and AFFO to be useful to us in evaluating potential property acquisitions.

FFO and AFFO do not represent net income or cash flows from operations as defined by GAAP. FFO and AFFO should not be considered to be an alternative to net income as a reliable measure of our operating performance; nor should FFO and AFFO be considered an alternative to cash flows from operating, investing or financing activities (as defined by GAAP) as measures of liquidity.

FFO and AFFO do not measure whether cash flow is sufficient to fund all of our cash needs, including principal amortization and capital improvements. FFO and AFFO do not represent cash flows from operating, investing or financing activities as defined by GAAP.

Management recognizes that there are limitations in the use of FFO and AFFO. In evaluating our performance, management is careful to examine GAAP measures such as net income (loss) and cash flows from operating, investing and financing activities. Management also reviews the reconciliation of net income (loss) to FFO and AFFO.

The table below provides a reconciliation of net income determined in accordance with GAAP to FFO and AFFO for each of the indicated years (amounts in thousands):

	<u>2023</u>	<u>2022</u>
GAAP Net income attributable to common stockholders	\$ 3,873	\$ 49,955
Add: depreciation of properties	28,484	24,812
Add: our share of depreciation in unconsolidated joint venture properties	5,292	10,677
Add: our share of impairment charge in unconsolidated joint venture properties	—	1,493
Add: casualty loss	323	850
Deduct: gain on sales of real estate and partnership interests	(604)	(6)
Deduct: our share of earnings in earnings from sale of unconsolidated joint venture properties	(14,744)	(64,531)
<b>Adjustment for non-controlling interests</b>	<u>(16)</u>	<u>(16)</u>
Funds from operations	22,608	23,234
Adjust for: straight-line rent accruals	93	24
Add: loss on extinguishment of debt	—	563
Add: our share of loss on extinguishment of debt from unconsolidated joint venture properties	212	1,880
Add: amortization of restricted stock and RSU expense	4,768	4,487
Add: amortization of deferred mortgage and debt costs	1,072	628
Add: our share of deferred mortgage costs from unconsolidated joint venture properties	106	227
Add: amortization of fair value adjustment for mortgage debt	613	148
Less: insurance recovery of casualty loss	(323)	(850)
Less: our share of insurance recovery from unconsolidated joint ventures	—	(1,493)
Less: gain on insurance recovery	(240)	(62)
Less: our share of gain on insurance proceeds from unconsolidated joint venture properties	(30)	(432)
Adjustment for non-controlling interests	<u>(15)</u>	<u>(4)</u>
<b>Adjusted funds from operations</b>	<u>\$ 28,864</u>	<u>\$ 28,350</u>



The table below provides a reconciliation of net income per common share (on a diluted basis) determined in accordance with GAAP to FFO and AFFO.

	2023	2022
Net income attributable to common stockholders	\$ 0.20	\$ 2.66
Add: depreciation of properties	1.50	1.33
Add: our share of depreciation from unconsolidated joint venture properties	0.28	0.57
Add: our share of impairment charge in unconsolidated joint ventures	—	0.08
Add: casualty loss	0.02	0.05
Deduct: gain on sales of real estate and partnership interest	(0.03)	—
Deduct: our share of earnings from sale of unconsolidated joint venture properties	(0.78)	(3.45)
Adjustment for non-controlling interests	—	—
<b>Funds from operations</b>	<b>1.19</b>	<b>1.24</b>
Adjustment for: straight-line rent accruals	—	—
Add: loss on extinguishment of debt	—	0.03
Add: our share of loss on extinguishment of debt from unconsolidated joint ventures	0.01	0.10
Add: amortization of restricted stock and RSU expense	0.25	0.25
Add: amortization of deferred mortgage and debt costs	0.06	0.03
Add: our share of amortization of deferred mortgage and debt costs from unconsolidated ventures	0.01	0.01
Add: amortization of fair value adjustment for mortgage debt	0.03	0.01
Less: insurance recovery of casualty loss	(0.02)	(0.05)
Deduct: our share of insurance recovery from unconsolidated joint ventures	—	(0.08)
Deduct: gain on insurance recovery	(0.01)	—
Deduct: our share of gain on insurance proceeds from unconsolidated joint ventures	—	(0.02)
Adjustment for non-controlling interests	—	—
<b>Adjusted funds from operations</b>	<b>\$ 1.52</b>	<b>\$ 1.52</b>
Diluted shares outstanding for FFO and AFFO	<u>18,931,026</u>	<u>18,782,695</u>

FFO for 2023 decreased \$626,000, or 2.7%, to \$22.6 million from \$23.2 million in 2022. Contributing to the change was a:

- \$1.5 million decrease in insurance recovery from a casualty loss at an unconsolidated joint venture;
- \$1.2 million increase in interest expense (including \$465,000 of amortization of mortgage fair value costs);
- \$499,000 increase in general and administrative expense (excluding non cash-amortization of restricted stock and RSU expense); and
- \$402,000 decrease in gains from insurance proceeds.

The decrease was offset by a:

- \$2.2 million decrease in early extinguishment of debt;
- \$767,000 decrease in income tax expense; and
- \$536,000 increase in other income.

AFFO increased \$514,000 or 1.8%, to \$28.9 million in 2023 from \$28.4 million in 2022. Contributing to this increase was a:

- \$767,000 decrease in income tax expense;
- \$536,000 increase in other income; and
- \$470,000 of insurance recoveries

The increase was offset by a:

- \$725,000 increase in interest expense; and
- \$499,000 increase in general and administrative expense .

See “—Comparison of Years Ended December 31, 2023 and 2022” for further information regarding these changes.

NOI is a non-GAAP measure of performance. NOI is used by our management and many investors to evaluate and compare the performance of our properties to other comparable properties, to determine trends at our properties and to determine the estimated fair value of our properties. The usefulness of NOI may be limited in that it does not take into account, among other things, general and administrative expense, interest expense, loss on extinguishment of debt, casualty losses, insurance recoveries and gains or losses as determined by GAAP. NOI is a property specific performance metric and does not measure our performance as a whole. Same store NOI reflects the operations of seven of our ten wholly-owned properties.

We compute NOI by adjusting net income (loss) to (a) add back (1) interest expense, (2) general and administrative expenses, (3) depreciation expense, (4) impairment charges, (5) provision for taxes, (6) loss on extinguishment of debt, (7) equity in loss of unconsolidated joint ventures, (8) casualty loss and (9) the impact of non-controlling interests, and (b) deduct (1) other income, (2) gain on sale of real estate (3) gain on sale of partnership interest, (4) equity in earnings from sale of consolidated joint venture properties, (5) insurance recovery of casualty loss and (6) gain on insurance recoveries. Other REIT’s may use different methodologies for calculating NOI, and accordingly, our NOI may not be comparable to other REIT’s. We believe NOI provides an operating perspective not immediately apparent from GAAP operating income or net income (loss). NOI is one of the measures we use to evaluate our performance because it (i) measures the core operations of property performance by excluding corporate level expenses and other items unrelated to property operating performance and (ii) captures trends in rental housing and property operating expenses. However, NOI should only be used as an alternative measure of our financial performance.

The following table provides a reconciliation of net income attributable to common stockholders as computed in accordance with GAAP to NOI for the periods presented (dollars in thousands):

	<u>For the year ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
GAAP Net income attributable to common stockholders	\$ 3,873	\$ 49,955
Less: Other Income	(548)	(12)
Add: Interest expense	22,161	15,514
General and administrative	15,433	14,654
Depreciation	28,484	24,812
Provision for taxes	54	821
Less: Gain on sale of real estate	(604)	(6)
Add: Loss on extinguishment of debt	—	563
Equity in (earnings) loss of unconsolidated joint venture properties	(2,293)	(1,895)
Casualty loss	323	850
Less: Equity in earnings from sale of unconsolidated joint venture properties	(14,744)	(64,531)
Insurance recovery of casualty loss	(793)	(850)
Gain on insurance recovery	(240)	(62)
Add: Net income attributable to non-controlling interests	142	144
<b>Net Operating Income</b>	<b>\$ 51,248</b>	<b>\$ 39,957</b>
Less: Non same store and non multi family (1)		
Revenues	45,695	24,911
Operating Expenses	20,140	10,692
	<u>\$ 25,555</u>	<u>\$ 14,219</u>
<b>Same Store Net Operating Income</b>	<b>\$ 25,693</b>	<b>\$ 25,738</b>

(1) Prior year amounts have been adjusted to reflect the current year composition to reflect only those properties that were same store for both the current and the prior year.

In 2023, NOI increased by \$11.3 million from 2022 primarily due to a \$20.8 million increase in rental revenues resulting from the Partner Buyouts. The increase was offset by a \$9.4 million increase, primarily due to the Partner Buyouts, in real estate operating expenses. Same store NOI remained flat in 2023 from 2022 due to a \$1.8 million increase in rental revenues (and in particular, the increase in average rental rates) offset by a \$1.8 million increase in real estate operating expenses. See “- Results of Operations - Year Ended December 31, 2023 Compared to the Year Ended December 31, 2022” for a discussion of these changes.

## Liquidity and Capital Resources

We require funds to pay operating expenses and debt service obligations, acquire properties, make capital and other improvements, fund capital contributions, pay dividends and repurchase shares of our common stock. Generally, in 2023, our primary sources of capital and liquidity were the operations of our multi-family properties (including distributions of \$6.3 million from the operations of our unconsolidated joint ventures), our \$19.4 million share of the net proceeds from the Chatham Sale, and our available cash. Excluding funds held at our unconsolidated subsidiaries, at December 31, 2023 and March 1, 2024, our available liquidity was approximately \$83.5 million and \$81.2 million, respectively, including \$23.5 million and \$21.2 million, respectively, of cash and cash equivalents, and subject to compliance with borrowing base and other requirements, up to \$60 million and \$60 million, respectively, available under our credit facility. A significant amount of our cash and cash equivalents is maintained at our properties for general working capital purposes.

We anticipate that for the four years beginning January 1, 2024, our operating expenses, \$127.8 million of mortgage amortization and interest expense (including \$50.4 million from unconsolidated joint ventures) and \$204.4 million of balloon payments due with respect to mortgages maturing through 2027 (including \$76.7 million from unconsolidated joint ventures), anticipated capital expenditures (for 2024 only) of \$10.1 million for both consolidated and unconsolidated properties (including an estimated \$2.7 million for our value add program), estimated cash dividend payments of at least \$74.0 million (assuming (i) the current quarterly dividend rate of \$0.25 per share and (ii) 18.5 million shares outstanding) will be funded from cash generated from operations (including distributions from unconsolidated joint ventures), mortgage financings and re-financings, sales of properties, the issuance of additional equity and, if available, our \$60 million credit facility. Our operating cash flow and available cash is insufficient to fully fund the \$204.4 million of balloon payments, and if we are unable to refinance such debt on acceptable terms, we may need to issue additional equity or dispose of properties, in each case on potentially unfavorable terms.

Our ability to acquire multi-family properties and implement value-add projects is limited by our available cash and our ability to (i) draw on our credit facility, (ii) obtain, on acceptable terms, mortgage debt and (iii) raise capital from the sale of our common stock. Further, if and to the extent we generate ordinary taxable income, we will be required to make distributions to stockholders to maintain our REIT status and as a result, will be limited in our ability to use gains, if any, from property sales, as a source of funds for operating expenses, debt service and property acquisitions.

### Disclosure of Known Material Contractual Obligations

The following table sets forth as of December 31, 2023 our known material contractual obligations:

(Dollars in thousands)	Payment Due by Period				Total
	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years	
Long-Term Debt Obligations (1)	\$ 37,669	\$ 211,328	\$ 222,229	\$ 435,591	\$ 906,817
Operating Lease Obligations	242	507	528	2,977	4,254
Purchase Obligations (2)(3)	6,595	13,190	13,190	—	32,975
Total	\$ 44,506	\$ 225,025	\$ 235,947	\$ 438,568	\$ 944,046

(1) Reflects payments of principal (including amortization payments) and interest and excludes deferred costs. Includes all of the debt of unconsolidated joint ventures. See the following table for information regarding same. Assumes that the interest rate on the junior subordinated notes will be 7.65% per annum, which was the rate in effect at December 31, 2023.

(2) Assumes that \$966,000 will be paid annually for the next five years pursuant to the shared services agreement and \$1.6 million will be paid annually through December 31, 2027 for the Services. See “Item 1. Business—Our Structure.”

(3) Assumes that approximately \$2.5 million of property management fees will be paid annually to the property managers of our multi-family properties, including \$1.5 million related to unconsolidated joint ventures. Such sum reflects the amount we anticipate paying in 2024 on the multi-family properties we own at December 31, 2023. These fees are typically charges based on a percentage of rental revenues from a property. No amount has been reflected as payable pursuant thereto after five years as such amount is not determinable. Excludes \$10.1 million of anticipated capital expenditures in 2024, including \$2.7 million in connection with our value add program. Such expenditures subsequent to 2024 are not determinable.

The following table sets forth as of December 31, 2023 information regarding the components of our long-term debt obligations:

(Dollars in thousands)	Payment due by Period				Total
	Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years	
Mortgages on consolidated properties (1)	\$ 20,683	\$ 126,006	\$ 109,792	\$ 281,670	\$ 538,151
Mortgages on unconsolidated properties (1)	14,125	79,600	106,715	95,549	295,989
Junior subordinated notes and credit facility(2)	2,861	5,722	5,722	58,372	72,677
Total	<u>\$ 37,669</u>	<u>\$ 211,328</u>	<u>\$ 222,229</u>	<u>\$ 435,591</u>	<u>\$ 906,817</u>

(1) Includes payments of principal (including amortization payments), and interest and excludes deferred financing costs.

(2) Assumes that the interest rate on the junior subordinated notes will be 7.65% per annum.

### *Corporate Level Financing Arrangements*

#### Junior Subordinated Notes

As of December 31, 2023, \$37.4 million (excluding deferred costs of \$257,000) in principal amount of our junior subordinated notes is outstanding. These notes mature in April 2036, contain limited covenants (including covenants prohibiting us from paying dividends or repurchasing capital stock if there is an event of default (as defined therein) on these notes), are redeemable at our option and bear an interest rate, which resets and is payable quarterly, of three-month term SOFR plus 226 basis points. At December 31, 2023 and 2022, the interest rate on these notes was 7.65% and 6.41%, respectively.

#### Credit Facility

Our credit facility with VNB New York, LLC, an affiliate of Valley National Bank (collectively, "VNB"), allows us to borrow, subject to compliance with borrowing base requirements and other conditions, up to \$60 million, (i) for the acquisition of, and investment in, multi-family properties, (ii) to repay mortgage debt secured by multi-family properties and (iii) for Operating Expenses (*i.e.*, working capital (including dividend payments) and operating expenses); provided, that not more than \$25 million may be used for Operating Expenses. The credit facility is secured by cash accounts maintained by us at VNB (and we are required to maintain substantially all of our bank accounts at VNB), and the pledge of our interests in the entities that own three unencumbered multi-family properties used in calculating the borrowing base. The credit facility bears an annual interest rate, which resets monthly, equal to one-month term SOFR plus 250 basis points, with a floor of 6.00%. The interest rate at December 31, 2023 and March 1, 2024, was 7.85% and 7.82% respectively. There is an annual fee of 0.25% on the total amount committed by VNB and unused by us. The credit facility matures in September 2025. As of March 1, 2024, there was no balance outstanding and up to \$60 million was available to be borrowed thereunder.

The terms of the credit facility include certain restrictions and covenants which, among other things, limit the incurrence of liens, require that we maintain and include in the collateral securing the facility at least three unencumbered properties with an aggregate value (as calculated pursuant to the facility) of at least \$75 million, and require compliance with financial ratios relating to, among other things maintaining a minimum tangible net worth of \$140 million, the minimum amount of debt service coverage with respect to the properties (and amounts drawn on the credit facility) used in calculating the borrowing base. Net proceeds received from the sale, financing or refinancing of wholly-owned properties are generally required to be used to repay amounts outstanding under the credit facility.

As of December 31, 2023, we were in compliance in all material respects with the requirements of the facility.

#### **Other Financing Sources and Arrangements**

At December 31, 2023, we are joint venture partners in unconsolidated joint ventures which own seven multi-family properties which distributed \$5.2 million to us in 2023. We may be required to make capital contributions with respect to these properties. At December 31, 2023, our investment in these joint venture properties have a net equity carrying value of \$30.4 million and are subject to mortgage debt, which is not reflected on our consolidated balance sheet, of \$247.0 million. Although BRT Apartments Corp. is not the obligor with respect to such mortgage debt, the loss of any of these properties due to mortgage foreclosure or similar proceedings would have a material adverse effect on our results of operations and financial condition. See note 6 to our consolidated financial statements.

See Item 1. "*Business-Mortgage Debt*" for information regarding our mortgage debt at consolidated and unconsolidated subsidiaries.

## **Inflation**

Substantially all of our multi-family property leases are for periods of one-year or less. The short-term nature of these leases generally serves to reduce our risk to adverse effects of inflation on our revenue. During 2023, we experienced inflationary pressures that drove higher operating expenses, primarily in personnel, repairs and maintenance, insurance and real estate taxes; such increases may continue in 2024 and thereafter, which would adversely affect our operating results.

Inflation affects the overall cost of our debt. We mitigate the risks presented by inflation through the use of long-term fixed interest rate debt and interest rate hedges and by paying down, when we deem appropriate, our credit facility debt. However, increasing interest rates, which generally correlates to increasing inflation, increases the interest expense on our junior subordinated notes and may make it less attractive to obtain mortgage debt or use our credit facility in connection with acquisition, refinancing and value add activities.

## **Cash Distribution Policy**

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended. Accordingly, we must, among other things, meet a number of organizational and operational requirements, including a requirement that we distribute currently at least 90% of our ordinary taxable income to our stockholders. It is our current intention to comply with these requirements and maintain our REIT status. As a REIT, we generally will not be subject to corporate federal, state or local income taxes on taxable income we distribute currently (in accordance with the Internal Revenue Code and applicable regulations) to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to federal, state and local income taxes at regular corporate rates and may not be able to qualify as a REIT for four subsequent tax years. Even if we qualify for federal taxation as a REIT, we may be subject to certain state and local taxes on our income and to federal income taxes on our undistributed taxable income (*i.e.*, taxable income not distributed in the amounts and in the time frames prescribed by the Internal Revenue Code and applicable regulations thereunder) and are subject to Federal excise taxes on our undistributed taxable income.

It is our intention to pay to our stockholders within the time periods prescribed by the Internal Revenue Code no less than 90%, and, if possible, 100% of our annual taxable income, including taxable gains from the sale of real estate. It will continue to be our policy to make sufficient distributions to stockholders in order for us to maintain our REIT status under the Internal Revenue Code.

We anticipate that if we do not sell any multi-family properties this year, that a significant amount of the dividends we will pay in 2024 will be treated for federal income tax purposes as a return of capital.

Our board of directors will continue to evaluate, on a quarterly basis, the amount of dividend payments based on its assessment of, among other things, our short and long-term cash and liquidity requirements, prospects, debt maturities, net income, funds from operations, and adjusted funds from operations.

## **Critical Accounting Estimates**

Our discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. On an ongoing basis, we reconsider and evaluate our estimates and assumptions.

We base our estimates on historical experience, current trends and various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could materially differ from any of our estimates under different assumptions or conditions. Our significant accounting policies are discussed in Note 1 of our consolidated financial statements in this report. We believe the accounting estimates listed below are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain.

### *Equity method investments*

We report our investments in unconsolidated entities, over whose operating and financial policies we do not control, under the equity method of accounting. Under this method of accounting, our *pro rata* share of the applicable entity's earnings or losses is included in our consolidated statements of operations. We initially record our investments based on either the carrying value for properties contributed or the cash invested.

We evaluate our equity-method investments for impairment whenever events or changes in circumstances indicate that the carrying value of our investments may exceed the fair value. If it is determined that a decline in the fair value of our investments is not temporary, and if such reduced fair value is below its carrying value, an impairment is recorded. Determining fair value involves significant judgment. Our estimates consider available evidence including the present value of the expected future cash flows discounted at market rates, general economic conditions and other relevant factors.

#### *Carrying Value of Real Estate Portfolio*

We conduct a quarterly review of each real estate asset owned by us and through our joint ventures. This review is conducted in order to determine if indicators of impairment are present on the real estate.

In reviewing the value of the real estate assets owned, if there is an indicator of impairment and the carrying value of the real estate asset is determined to be unrecoverable, we seek to arrive at the fair value of each real estate asset by using one or more valuation techniques, such as comparable sales, discounted cash flow analysis or replacement cost analysis. A real estate asset is considered to be unrecoverable when an analysis suggests that the undiscounted cash flows to be generated by the property will be insufficient to recover our investment. Any impairment taken with respect to our real estate assets reduces our net income, assets and stockholders' equity to the extent of the amount of the allowance, but it will not affect our cash flow until such time as the property is sold.

#### *Purchase Price Allocations*

We allocate the purchase price of properties, including acquisition costs and assumed debt, when appropriate, to the tangible and identified intangible assets and liabilities acquired based on their relative fair values. In making estimates of fair values for purposes of allocating purchase price, we use a number of sources, including independent appraisals that may be obtained in connection with the acquisition or financing of the respective property, our own analysis of recently acquired and existing comparable properties in our portfolio and other market data. We also consider information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired.

#### *Equity-Based Compensation*

We grant shares of restricted stock and restricted stock units ("RSUs") to eligible plan participants, subject to the recipient's continued service over a specified period and, with respect to the RSUs, the satisfaction of specified conditions over a specified period. A portion of the RSUs vest based upon satisfaction of specified metrics with respect to (i) total stockholder return ("TSR Awards") and (ii) adjusted funds from operations ("AFFO Awards"), in each case as calculated pursuant to the applicable award agreement. We account for the restricted stock awards and RSUs in accordance with ASC 718, Compensation - Stock Compensation, which requires that such compensation be recognized in the financial statements based on its estimated grant-date fair value. The value of such awards is recognized as compensation expense in general and administrative expenses in the accompanying consolidated statements of operations over the applicable service periods. Grant date fair value is determined with respect to the (i) the restricted stock awards, by the closing stock price on the date of grant, (ii) TSR Awards, by using a Monte Carlo simulation relying upon various assumptions and (iii) AFFO Awards, by using the closing stock price on the grant date, subject to quarterly adjustment based upon management's projection as to the achievability of the specified metrics related to the AFFO Awards. See Note 9 to our consolidated financial statements.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk.**

All of our mortgage debt bears interest at fixed rates. Our credit facility bears interest at 30 day term SOFR plus 250 basis points, with an interest rate floor of 6%. At December 31, 2023, no amounts were drawn on the facility. Our junior subordinated notes bear interest at the rate of three-month term SOFR plus 226 basis points. At December 31, 2023, the interest rate on these notes was 7.65%. A 100 basis point increase in the rate would result in an increase in interest expense in 2023 of \$374,000 (all of which would be due to the change in rate on the junior subordinated notes) and a 100 basis point decrease in the rate would result in a \$374,000 decrease (all of which would be due to the change in rate on the junior subordinated notes) in interest expense in 2023.

### **Item 8. Financial Statements and Supplementary Data.**

The information required by this item appears in a separate section of this Report following Part IV.

### **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

Not applicable.

## **Item 9A. Controls and Procedures.**

### *Evaluation of Disclosure Controls and Procedures*

A review and evaluation was performed by our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of the end of the period covered by this Annual Report on Form 10-K. Based on that review and evaluation, our CEO and CFO have concluded that our disclosure controls and procedures, as designed and implemented as of December 31, 2023, were effective.

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

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, a company's principal executive and principal financial officers and effected by a company's board, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of a company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of a company are being made only in accordance with authorizations of management and the board of directors of a company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a company's assets that could have a material effect on the financial transactions.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, our management used criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013).

Based on its assessment, our management concluded that, as of December 31, 2023, our internal control over financial reporting was effective based on these criteria.

### *Changes in Internal Controls over Financial Reporting*

There have been no changes in our internal controls over financial reporting, as defined in in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act, that occurred during the three months ended December 31, 2023 that materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

## **Item 9B. Other Information.**

None of our officers or directors had any contract, instruction, or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement" in effect at any time during the three months ended December 31, 2023."

## **Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.**

Not applicable

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance.

Apart from certain information concerning our executive officers which is set forth in Part I of this report, the other information required by Item 10 will be incorporated herein by reference to the applicable information to be in the proxy statement to be filed by April 29, 2024 for our 2024 Annual Meeting of Stockholders.

### Item 11. Executive Compensation.

The information concerning our executive compensation required by Item 11 is incorporated herein by reference to the proxy statement to be filed by April 29, 2024 with respect to our 2024 Annual Meeting of Stockholders.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Except as set forth below, the information required by Item 12 is incorporated herein by reference to the proxy statement to be filed by April 29, 2024 with respect to our 2024 Annual Meeting of Stockholders.

#### *Equity Compensation Plan Information*

The following table provides information as of December 31, 2023 about shares of our common stock that may be issued upon the exercise of options, warrants and rights under our 2018 Amended and Restated Incentive Plan (the “2018 Plan”), our 2020 Amended and Restated Incentive Plan (the “2020 Plan”; and together with the 2018 Plan, the “Prior Plans”) and our 2022 Incentive Plan (the “2022 Plan”; and together with the Prior Plans, the “Incentive Plans”). No further awards may be granted under the Prior Plans.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (1)		Weighted-average exercise price of outstanding options, warrants and rights		Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (2))
	(a)		(b)		(c)
Equity compensation plans approved by security holders	634,490	(1)	—		411,488
Equity compensation plans not approved by security holders	—		—		—
<b>Total</b>	<b>634,490</b>	<b>(1)</b>	<b>—</b>		<b>411,488</b>

(1) Includes up to 209,322 shares, 211,417 and 213,751 shares of common stock issuable pursuant to restricted stock units (“RSUs”) that vest as of March 31, 2024, June 30, 2025 and June 30, 2026, respectively, if and to the extent specified conditions are satisfied by such vesting dates. RSUs granted pursuant to the 2020 Plan and the 2022 Plan account for 209,322 shares and 425,168 shares, respectively. Excludes 951,839 shares of restricted stock issued pursuant to the Incentive Plans as such shares, although subject to forfeiture, are outstanding. See Note 10 to our consolidated financial statements.

(2) Does not give effect to 166,439 shares of restricted stock granted January 11, 2024 pursuant to the 2022 Plan.

### Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information concerning relationships and certain transactions required by Item 13 is incorporated herein by reference to the proxy statement to be filed by April 29, 2024 with respect to our 2024 Annual Meeting of Stockholders.

### Item 14. Principal Accounting Fees and Services.

The information concerning our principal accounting fees required by Item 14 is incorporated herein by reference to the proxy statement to be filed by April 29, 2024 with respect to our 2024 Annual Meeting of Stockholders.



## PART IV

### Item 15. Exhibits, Financial Statement Schedules.

(a)

1. All Financial Statements.

The response is submitted in a separate section of this report following Part IV.

2. Financial Statement Schedules.

The response is submitted in a separate section of this report following Part IV.

3. Exhibits:

In reviewing the agreements included as exhibits to this Annual Report on Form 10-K, please remember they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. Certain agreements contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Exhibit No.	Title of Exhibits
<u>1.1</u>	Form of Equity Distribution Agreement dated May 12, 2023 (incorporated by reference to Exhibit 1.1 to our Current Report on Form 8-K filed on May 12, 2023).
<u>2.1</u>	Plan of Conversion dated December 8, 2016 (incorporated by reference to Annex B of Amendment No. 1 to our Registration Statement on Form S-4 filed January 12, 2017 (the "S-4 Registration") (Reg. No. 333-215221).
<u>3.1</u>	Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 filed with our Current Report on Form 8-K on March 20, 2017).
<u>3.2</u>	By-laws of the Registrant effective as of December 6, 2022 (incorporated by reference to Exhibit 3.2 filed with our Current Report on Form 8-K on December 6, 2022).
<u>4.1</u>	Junior Subordinated Supplemental Indenture, dated as of March 15, 2011, between us and the Bank of New York Mellon (incorporated by reference to Exhibit 4.1 filed with our Current Report on Form 8-K on March 18, 2011).
<u>4.2</u>	Description of Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.2 filed with our Annual Report on Form 10-K for the year ended December 31, 2020).
<u>10.1</u> *	Shared Services Agreement, dated as of January 1, 2002, by and among Gould Investors L.P., us, One Liberty Properties, Inc., Majestic Property Management Corp., Majestic Property Affiliates, Inc. and REIT Management Corp. (incorporated by reference to Exhibit 10.2 filed with our Annual Report on Form 10-K for the year ended September 30, 2008).
<u>10.2</u> *	Form of Indemnification Agreement between the Registrant on the one hand, and its executive officers and directors, on the other hand (incorporated by reference to Exhibit 10.5 to our Annual Report of Form 10-K for the year ended September 30, 2017).
<u>10.3</u>	Membership Interest Purchase Agreement dated as of February 23, 2016 entered into between TRB Newark Assemblage, LLC ("TRB") and TRB Newark TRS, LLC ("TRB REIT" and together with TRB, collectively, the "Seller") and RBH Partners III, LLC, and joined by RBH-TRB Newark Holdings, LLC and GS-RBH Newark Holdings, LLC (incorporated by reference to exhibit 10.2 filed with our Quarterly Report on Form 10-Q for the period ended March 31, 2016).
<u>10.4</u> *	2018 Amended and Restated Incentive Plan (incorporated by reference to Exhibit 10.6 filed with our Current Report on Form 8-K on June 15, 2023).

Exhibit No.	Title of Exhibits
<u>10.5</u>	* Form of Restricted Shares Agreement for the 2018 Incentive Plan (incorporated by reference to Exhibit 10.10 filed with our Annual Report on Form 10-K filed December 10, 2018).
<u>10.6</u>	* 2020 Amended and Restated Incentive Plan (incorporated by reference to Exhibit 10.8 filed with our Current Report on Form 8-K on June 15, 2023).
<u>10.7</u>	* Form of Performance Awards Agreement granted in 2021 pursuant to the 2020 Incentive Plan (incorporated by reference to exhibit 10.1 of our Current Report on Form 8-K filed on June 11, 2021)
<u>10.8</u>	Amended and Restated Loan Agreement (the "Loan Agreement") made as of November 18, 2021, by and among us and VNB New York, LLC. (incorporated by reference to Exhibit 10.1 filed with our Current Report on Form 8-K on November 18, 2021).
<u>10.9</u>	Unlimited guaranty given by us in favor of VNB (incorporated by reference to Exhibit 10.2 filed with our Current Report on Form 8-K on November 18, 2021).
<u>10.10</u>	Form of Pledge Agreement (incorporated by reference to Exhibit 10.3 filed with our Current Report on Form 8-K on November 18, 2021).
<u>10.11</u>	Form of Negative Pledge Agreement (incorporated by reference to Exhibit 10.4 filed with our Current Report on Form 8-K on November 18, 2021).
<u>10.12</u>	Letter agreement dated as of November 19, 2021 with respect to the Loan Agreement. (incorporated by reference to exhibit 10.14 filed with our Annual Report on Form 10-K for the year ended December 31, 2021).
<u>10.13</u>	Amendment dated September 14, 2022 to the Loan Agreement (incorporated by reference to Exhibit 10.1 filed with our Current Report on Form 8-K on September 16, 2022).
<u>10.14</u>	* 2022 Incentive Plan (incorporated by reference to Exhibit 10.1 filed with our Current Report on Form 8-K on June 10, 2022).
<u>10.15</u>	Second amendment dated as of August 22, 2023 to the Amended and Restated Loan Agreement made as of November 18, 2021, as amended, by and between us and VNB New York, LLC. (incorporated by reference to Exhibit 10.1 filed with our Quarterly Report on Form 10-Q on November 6, 2023).
<u>10.16</u>	* Form of Performance Awards Agreement granted in 2022 pursuant to the 2022 Incentive Plan (incorporated by reference to Exhibit 10.5 filed with our Quarterly Report on Form 10-Q for the period ended September 30, 2022).
<u>10.17</u>	Form of Membership Interest Purchase Agreement used to effectuate the purchase of the interests of our joint venture partners (incorporated by reference to Exhibit 10.1 filed with our Quarterly Report on Form 10-Q for the period ended March 31, 2022).
<u>10.18</u>	* Form of Restricted Share Agreement awarded in 2022 for the 2022 Incentive Plan (incorporated by reference to Exhibit 10.19 filed with our Annual Report on Form 10-K for the year ended December 31, 2022).
<u>10.19</u>	Form of Performance Awards Agreement granted in 2023 pursuant to the 2022 Incentive Plan (incorporated by reference to Exhibit 10.1 filed with our Quarterly Report on Form 10-Q for the period ended June 30, 2023).
<u>21.1</u>	Subsidiaries of the Registrant.
<u>23.1</u>	Consent of Ernst & Young, LLP.
<u>31.1</u>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (the "Act").
<u>31.2</u>	Certification of Senior Vice President—Finance pursuant to Section 302 of the Act.
<u>31.3</u>	Certification of Chief Financial Officer pursuant to Section 302 of the Act.
<u>32.1</u>	Certification of Chief Executive Officer pursuant to Section 906 of the Act.
<u>32.2</u>	Certification of Senior Vice President—Finance pursuant to Section 906 of the Act.
<u>32.3</u>	Certification of Chief Financial Officer pursuant to Section 906 of the Act.
<u>97.1</u>	Registrant's Clawback Policy effective October 2, 2023.
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.

\* Indicates management contract or compensatory plan or arrangement.

(b) Exhibits.

See Item 15(a)(3) above. Except as otherwise indicated with respect to a specific exhibit, the file number for all of the exhibits incorporated by reference is: 001-07172.

(c) Financial Statements.

See Item 15(a)(2) above.

**Item 16. Form 10-K Summary**

Not applicable.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date March 14, 2024

**BRT APARTMENTS CORP.**  
By:                                 /s/ Jeffrey A. Gould                                  
                                Jeffrey A. Gould  
                                *Chief Executive Officer and President*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>                /s/ Israel Rosenzweig                </u> Israel Rosenzweig	Chairman of the Board	March 14, 2024
<u>                /s/ Jeffrey A. Gould                </u> Jeffrey A. Gould	Chief Executive Officer, President and Director (Principal Executive Officer)	March 14, 2024
<u>                /s/ Carol Cicero                </u> Carol Cicero	Director	March 14, 2024
<u>                /s/ Alan Ginsburg                </u> Alan Ginsburg	Director	March 14, 2024
<u>                /s/ Fredric H. Gould                </u> Fredric H. Gould	Director	March 14, 2024
<u>                /s/ Matthew J. Gould                </u> Matthew J. Gould	Director	March 14, 2024
<u>                /s/ Louis C. Grassi                </u> Louis C. Grassi	Director	March 14, 2024
<u>                /s/ Gary Hurand                </u> Gary Hurand	Director	March 14, 2024
<u>                /s/ Jeffrey Rubin                </u> Jeffrey Rubin	Director	March 14, 2024
<u>                /s/ Jonathan Simon                </u> Jonathan Simon	Director	March 14, 2024
<u>                /s/ Elie Weiss                </u> Elie Weiss	Director	March 14, 2024
<u>                /s/ George E. Zweier                </u> George E. Zweier	Chief Financial Officer and Vice President (Principal Financial and Accounting Officer)	March 14, 2024

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**Item 8, Item 15(a)(1) and (2)**

Index to Consolidated Financial Statements and Consolidated Financial Statement Schedules

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All other schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or the notes thereto.

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of BRT Apartments Corp.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of BRT Apartments Corp. and subsidiaries (the Company) as of December 31, 2023 and 2022, the related consolidated statements of operations, stockholders' equity and cash flows for each of the two years in the period ended December 31, 2023 and the related notes and financial statement schedule listed in the Index at Item 15(a) (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 at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosures to which it relates.



***Valuation of Investments in Real Estate***

*Description of the Matter*

At December 31, 2023, the Company's investments in real estate totaled approximately \$636 million. As described in Notes 1 and 11 to the consolidated financial statements, the Company reviews its investments in real estate when events or circumstances change indicating the carry value of the investment may not be recoverable.

Auditing the Company's impairment analysis involved a high degree of subjectivity due to the judgment used by management to determine when indicators of impairment exist.

*How We Addressed the Matter in Our Audit*

For investments in real estate, we obtained and reviewed management's analysis of whether any indicators of impairment were identified, evaluated whether the list of indicators of impairment was complete, and evaluated whether conclusions reached by management were reasonable based on property-specific factors.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2020

New York, New York

March 14, 2024

**BRT APARTMENTS CORP. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS**

**(Amounts in thousands, except per share data)**

	December 31,	
	2023	2022
<b>ASSETS</b>		
Real estate properties, net of accumulated depreciation of \$80,499 and \$55,195	\$ 635,836	\$ 651,603
Investment in unconsolidated joint ventures	34,242	42,576
Cash and cash equivalents	23,512	20,281
Restricted cash	632	872
Other assets	15,741	17,284
<b>Total Assets</b>	<b>\$ 709,963</b>	<b>\$ 732,616</b>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Mortgages payable, net of deferred costs of \$4,009 and \$4,166	\$ 422,427	\$ 403,792
Junior subordinated notes, net of deferred costs of \$257 and \$277	37,143	37,123
Credit facility	—	19,000
Accounts payable and accrued liabilities	21,948	22,631
<b>Total Liabilities</b>	<b>481,518</b>	<b>482,546</b>
Commitments and contingencies		
Equity:		
BRT Apartments Corp. stockholders' equity:		
Preferred shares \$0.01 par value 2,000 shares authorized, none outstanding	—	—
Common stock, \$0.01 par value, 300,000 shares authorized, 17,536 and 18,006 shares issued at December 31, 2023 and 2022	175	180
Additional paid-in capital	267,271	273,863
Accumulated deficit	(38,986)	(23,955)
<b>Total BRT Apartments Corp. stockholders' equity</b>	<b>228,460</b>	<b>250,088</b>
Non-controlling interests	(15)	(18)
<b>Total Equity</b>	<b>228,445</b>	<b>250,070</b>
<b>Total Liabilities and Equity</b>	<b>\$ 709,963</b>	<b>\$ 732,616</b>

See accompanying notes to consolidated financial statements.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Dollars in thousands, except per share data)

	Year Ended December 31,	
	2023	2022
Revenues:		
Rental and other revenue from real estate properties	\$ 93,069	\$ 70,515
Other income	548	12
Total revenues	93,617	70,527
Expenses:		
Real estate operating expenses—including \$34 and \$36 to related parties	41,821	30,558
Interest expense	22,161	15,514
General and administrative—including \$642 and \$739 to related party	15,433	14,654
Depreciation and amortization	28,484	24,812
Total expenses	107,899	85,538
Total revenues less total expenses	(14,282)	(15,011)
Equity in earnings from unconsolidated joint ventures	2,293	1,895
Equity in earnings from sale of unconsolidated joint venture properties	14,744	64,531
Gain on sale of real estate	604	6
Casualty loss	(323)	(850)
Insurance recovery of casualty loss	793	850
Gain on insurance recovery	240	62
Loss on extinguishment of debt	—	(563)
Income from continuing operations	4,069	50,920
Provision for taxes	54	821
Income from continuing operations, net of taxes	4,015	50,099
Income attributable to non-controlling interests	(142)	(144)
Net income attributable to common stockholders	<u>\$ 3,873</u>	<u>\$ 49,955</u>
Weighted average number of shares of common stock outstanding:		
Basic	<u>17,918,270</u>	<u>17,793,035</u>
Diluted	<u>17,948,276</u>	<u>17,852,951</u>
Per share amounts attributable to common stockholders		
Basic	<u>\$ 0.16</u>	<u>\$ 2.67</u>
Diluted	<u>\$ 0.16</u>	<u>\$ 2.66</u>

See accompanying notes to consolidated financial statements.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

**Years Ended December 31, 2023 and 2022**

**(Dollars in thousands, except per share data)**

	Shares of Common Stock	Additional Paid-In Capital	(Accumulated Deficit)	Non- Controlling Interests	Total
Balances, December 31, 2021	\$ 173	\$ 258,161	\$ (55,378)	\$ (5)	\$ 202,951
Distributions - Common Stock - \$0.98 per share	—	—	(18,532)	—	(18,532)
Restricted stock and restricted stock units vesting	2	(2)	—	—	—
Compensation expense—restricted stock and restricted stock units	—	4,486	—	—	4,486
Distributions to non-controlling interests	—	—	—	(157)	(157)
Shares issued through equity offering program, net	5	9,940	—	—	9,945
Shares issued through DRIP	—	1,278	—	—	1,278
Net income	—	—	49,955	144	50,099
Other comprehensive income	—	—	—	—	—
Comprehensive income	—	—	—	—	50,099
Balances, December 31, 2022	<u>\$ 180</u>	<u>\$ 273,863</u>	<u>\$ (23,955)</u>	<u>\$ (18)</u>	<u>\$ 250,070</u>
Distributions - Common Stock - \$1.00 per share	—	—	(18,904)	—	(18,904)
Restricted stock and restricted stock units vesting	2	(2)	—	—	—
Compensation expense—restricted stock and restricted stock units	—	4,768	—	—	4,768
Distributions to non-controlling interests	—	—	—	(139)	(139)
Shares issued through DRIP	—	3,034	—	—	3,034
Shares repurchased	(7)	(14,392)	—	—	(14,399)
Net income	—	—	3,873	142	4,015
Balances, December 31, 2023	<u>\$ 175</u>	<u>\$ 267,271</u>	<u>\$ (38,986)</u>	<u>\$ (15)</u>	<u>\$ 228,445</u>

See accompanying notes to consolidated financial statements

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Dollars in Thousands)

	Year Ended December 31,	
	2023	2022
<b>Cash flows from operating activities:</b>		
Net Income	\$ 4,015	\$ 50,099
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	28,484	24,812
Amortization of deferred financing fees	1,072	628
Amortization of debt fair value adjustment	613	137
Amortization of restricted stock and restricted stock units	4,768	4,486
Equity in earnings of unconsolidated joint ventures	(2,293)	(1,895)
Equity in earnings on sale of real estate of unconsolidated ventures	(14,744)	(64,531)
Gain on sale of real estate	(604)	(6)
Gain on insurance recovery	(240)	(62)
Loss on extinguishment of debt	—	563
Increases and decreases from changes in other assets and liabilities:		
(Increase) decrease in other assets	(787)	5,142
Decrease in accounts payable and accrued liabilities	(678)	(3,923)
Net cash provided by operating activities	<u>19,606</u>	<u>15,450</u>
<b>Cash flows from investing activities:</b>		
Improvements to real estate owned	(9,643)	(6,295)
Purchase and consolidation of joint venture properties	—	(101,666)
Proceeds from the sale of real estate owned	711	4,385
Distributions from unconsolidated joint ventures	25,687	91,239
Contributions to unconsolidated joint ventures	(316)	(3,500)
Proceeds from insurance recoveries	240	62
Net cash provided by (used in) investing activities	<u>16,679</u>	<u>(15,775)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from mortgages payable	21,173	18,953
Mortgage payoffs	—	(41,666)
Mortgage principal payments	(3,308)	(2,219)
Proceeds from credit facility	—	43,000
Repayment of credit facility	(19,000)	(24,000)
Increase in deferred financing costs	(683)	(693)
Dividends paid	(18,909)	(17,863)
Distributions to non-controlling interests	(139)	(157)
Proceeds from the sale of common stock	—	9,945
Proceeds from the issuance of DRP shares	3,034	1,278
Repurchase of shares of common stock	(14,399)	—
Net cash used in financing activities	<u>(32,231)</u>	<u>(13,422)</u>
Net increase (decrease) in cash, cash equivalents, restricted cash and escrows:	4,054	(13,747)

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Dollars in Thousands)**

	<b>Year Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
Cash, cash equivalents, restricted cash and escrows at beginning of year	27,721	41,468
Cash, cash equivalents, restricted cash and escrows at end of year	<u>\$ 31,775</u>	<u>\$ 27,721</u>
Supplemental disclosures of cash flow information:		
Cash paid during the year for interest expense	<u>\$ 20,433</u>	<u>\$ 14,086</u>
Cash paid during the year for income and excise taxes	<u>\$ 689</u>	<u>\$ 283</u>
Consolidation on buyout of partnership interest:		
Increase in real estate assets	\$ —	(370,513)
Increase in other assets	—	(13,893)
Increase in mortgage payable	—	231,896
Increase in deferred loan costs	—	(3,892)
Increase in accounts payable and accrued liabilities	—	6,278
Decrease in investment in unconsolidated joint ventures	—	48,458
	<u>\$ —</u>	<u>\$ (101,666)</u>

See accompanying notes to consolidated financial statements.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Dollars in Thousands)**

The following table provides a reconciliation of cash, cash equivalents, and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows.

	December 31,	
	2023	2022
Cash and cash equivalents	\$ 23,512	\$ 20,281
Restricted cash	632	872
Escrows (Other assets)	7,631	\$ 6,568
Total cash, cash equivalents, restricted cash and escrows shown in consolidated statement of cash flows	<u>\$ 31,775</u>	<u>\$ 27,721</u>

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 1—ORGANIZATION, BACKGROUND AND SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Background**

BRT Apartments Corp. (“BRT” or the “Company”) owns, operates and, to a lesser extent, develops multi-family properties. These multi-family properties may be wholly owned by us or by unconsolidated joint ventures in which the Company contributes a significant portion of the equity. At December 31, 2023, BRT: (i) wholly-owns 21 multi-family properties located in 11 states with an aggregate of 5,420 units and a carrying value of \$634,046,000; (ii) has ownership interests, through unconsolidated entities, in seven multi-family properties located in four states with an aggregate of 2,287 units, and the carrying value of its net equity investment is \$30,418,000; and (iii) owns other assets, through consolidated and unconsolidated subsidiaries, with a carrying value of \$5,615,000. The Company's 28 multi-family properties are located in 11 states primarily in the Southeast United States and Texas.

BRT conducts its operations to qualify as a real estate investment trust, or REIT, for Federal income tax purposes.

Substantially all of the Company's assets are comprised of multi-family real estate assets generally leased to tenants on a one-year basis. Therefore, the Company aggregates real estate assets for reporting purposes and operates in one reportable segment.

**Principles of Consolidation**

The consolidated financial statements include the accounts and operations of the Company and its wholly-owned subsidiaries.

The joint venture that owns a commercial property in Yonkers, NY was determined not to be a variable interest entity (“VIE”) but is consolidated because the Company has controlling rights in such entity.

The Company accounts for its investments in unconsolidated joint ventures under the equity method of accounting. For each joint venture, the Company evaluated the rights provided to each party in the venture to assess the consolidation of the venture. All investments in unconsolidated joint ventures have sufficient equity at risk to permit the entity to finance its activities without additional subordinated financial support and, as a group, the holders of the equity at risk have power through voting rights to direct the activities of these ventures. As a result, none of these joint ventures are VIEs. Additionally, the Company does not exercise substantial operating control over these entities, and therefore the entities are not consolidated. These investments are recorded initially at cost, as investments in unconsolidated joint ventures, and subsequently adjusted for their share of equity in earnings, cash contributions and distributions. The distributions to each joint venture partner are determined pursuant to the applicable operating agreement and may not be pro-rata to the percentage equity interest each partner has in the applicable venture.

Certain items on the consolidated financial statements for the year ended December 31, 2022, have been reclassified to conform with the current year's presentation including reclassifying (i) Credit Facility deferred fees to Other assets and (ii) Deposit and escrows within Cash and Restricted Cash on the statement of cash flows.

**Income Tax Status**

The Company qualifies as a real estate investment trust under sections 856-860 of the Internal Revenue Code of 1986, as amended. The board of directors may, at its option, elect to revoke or terminate the Company's election to qualify as a real estate investment trust.

The Company will not be subject to federal, and generally state and local taxes on amounts it distributes to stockholders, provided it distributes 90% of its ordinary taxable income and meets other conditions.



**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 1—ORGANIZATION, BACKGROUND AND SIGNIFICANT ACCOUNTING POLICIES (continued)**

In accordance with Accounting Standards Codification ("ASC") Topic 740 - "Income Taxes", 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 the Company's financial position or results of operations. The Company's income tax returns for the tax years 2020 through 2022 are subject to review by the Internal Revenue Service.

**Revenue Recognition**

Rental revenue from multi-family properties is recorded when due from residents and is recognized monthly as it is earned. Rental payments are due in advance. Leases on residential properties are generally for terms that do not exceed one year.

Rental revenue from commercial properties, including the base rent that each tenant is required to pay in accordance with the terms of their respective leases, net of any rent concessions and lease incentives, is reported on a straight-line basis over the non-cancellable term of the lease.

**Real Estate Properties**

Real estate properties are stated at cost, net of accumulated depreciation, and include properties acquired through acquisition or development.

When the Company purchases real estate assets from third-parties, the Company allocates the purchase price of real estate, including direct transaction costs applicable to an asset acquisition, among land, building, improvements and intangibles (e.g., the value of above, below and at market leases, and origination costs associated with in-place leases and above or below-market mortgages assumed at the acquisition date). The value, as determined, is allocated to the gross assets acquired based on management's determination of the relative fair values of these assets and liabilities.

Whenever the Company buys out the remaining interest from joint venture partners, the Company follows a cost-accumulation approach, wherein the Company allocates the cost basis of its existing interest and the purchase price to the Company of its partners' remaining interest, to the real estate acquired (including land, buildings and improvements, and identified intangibles such as acquired in-place leases) and acquired liabilities.

Depreciation for multi-family properties is computed on a straight-line basis over an estimated useful life of 30 years. Intangible assets (and liabilities) are amortized over the remaining life of the related leases at the time of acquisition and is usually less than one year. Expenditures for maintenance and repairs are charged to operations as incurred.

Real estate is classified as held for sale when management has determined that the applicable criteria have been met. Real estate assets that are expected to be disposed of are valued at the lower of their carrying amount or their fair value less costs to sell on an individual asset basis. Real estate classified as held for sale is not depreciated.

The Company accounts for the sale of real estate when title passes to the buyer, sufficient equity payments have been received, there is no continuing involvement by the Company and there is reasonable assurance that the remaining receivable, if any, will be collected.

**Asset Impairments**

The Company reviews each real estate asset owned quarterly to determine if there are indicators of impairment. If such indicators are present, the Company determines whether the carrying amount of the asset can be recovered. Recognition of impairment is required if the undiscounted cash flows estimated to be generated by the asset are less than the asset's carrying amount and that carrying amount exceeds the estimated fair value of the asset. The impairment recognized is the difference between the carrying value and the fair value. The estimated fair value is determined using a discounted cash flow model of the expected future cash flows through the useful life of the property. The analysis includes an estimate of the future cash flows that are expected to result from the real estate investment's use and eventual disposition. These cash flows consider factors such as expected future operating income, trends, the effects of leasing demands, and other factors. In evaluating a property for impairment, various factors are considered, including estimated current and expected operating cash flow from the property during the projected holding period, costs necessary to extend the life or improve the asset, expected capitalization rates, projected stabilized net operating income, selling costs, and the ability to hold and dispose of such real estate in the ordinary course of business. Valuation adjustments may be necessary in the event that effective interest rates, rent-up periods, future economic conditions, and other relevant factors vary significantly from those assumed in valuing the property. If future evaluations result in a decrease in the value of the property below its carrying value, the reduction will be recognized as an

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
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**December 31, 2023**

**NOTE 1—ORGANIZATION, BACKGROUND AND SIGNIFICANT ACCOUNTING POLICIES (continued)**

impairment charge. The fair values related to the impaired real estate assets are considered to be a level 3 valuation within the fair value hierarchy because they are based on unobservable inputs and are subjective in nature.

For investment in real estate ventures, if indicators of impairment are present, the Company determines if the fair value of the investment is less than its carrying value. Fair value is determined using a discounted cash flow model of the expected future cash flows through the useful life of the asset. The fair values related to the impaired investments in real estate ventures are considered to be a level 3 valuation within the fair value hierarchy.

**Equity Based Compensation**

Compensation expense for grants of restricted stock, restricted stock units ("RSUs") and dividend equivalent rights are amortized over the vesting period of such awards, based upon the estimated fair value of such award at the grant date. The Company recognizes the effect of forfeitures when they occur and previously recognized compensation expense is reversed in the period the grant or unit is forfeited. The deferred compensation related to the performance based RSUs to be recognized as expense is net of certain performance assumptions which are re-evaluated quarterly. For accounting purposes, the shares of restricted stock and the RSUs are not included in the outstanding shares shown on the consolidated balance sheets until they vest; however, the restricted stock is included in the calculation of basic and diluted earnings per share as it participates in the earnings of the Company.

**Per Share Data**

Basic earnings (loss) per share is determined by dividing net income (loss) applicable to holders of common stock for the applicable year by the weighted average number of shares of common stock outstanding during such year. Net income is also allocated to the unvested restricted stock outstanding during each period, as the restricted stock is entitled to receive dividends and is therefore considered a participating security. The RSU's are excluded from the basic earnings per share calculation, as they are not participating securities.

Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue shares of common stock were exercised or converted into shares of common stock or resulted in the issuance of shares of common stock that share in the earnings of the Company. Diluted earnings per share is determined by dividing net income applicable to common stockholders for the applicable period by the weighted average number of shares of common stock deemed to be outstanding during such period.

In calculating diluted earnings per share, the Company includes only those shares underlying the RSUs that it anticipates will vest based on management's estimates which are evaluated quarterly. The Company excludes any shares underlying the RSUs from such calculation if their effect would have been anti-dilutive.

**Cash Equivalents**

Cash equivalents consist of highly liquid investments; primarily, direct United States treasury obligations with maturities of three months or less when purchased.

**Restricted Cash**

Restricted cash consists of cash held for construction costs and property improvements for specific joint venture properties as may be required by contractual arrangements.

**Other Assets**

Other assets consist of real estate tax, insurance and replacement escrows (classified as restricted cash within the consolidated statement of cash flows), lease intangibles, tenant receivables, prepaid expenses and other receivables.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
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**NOTE 1—ORGANIZATION, BACKGROUND AND SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Deferred Costs**

Fees and costs incurred in connection with multi-family property financings are deferred and amortized over the term of the related debt obligations. Fees and costs paid related to the successful negotiation of commercial leases are deferred and amortized on a straight-line basis over the terms of the respective leases.

**Use of Estimates**

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

**Reclassifications**

*Immaterial Error Correction*

During the preparation of financial statements for the current year, it was determined that we were not correctly including the escrow accounts classified within other assets within cash flows from operating activities and cash flows from investing activities on the Consolidated Statements of Cash Flows. As a result, we have made an immaterial error correction to the prior period to reclassify the deposits and escrows within Cash and Restricted Cash on the Statement of Cash Flows resulting in an increase in net cash from operating activities of \$425,000 and a decrease in net cash used in investing activities of \$3,596,000 from what was previously reported.

**NOTE 2—REAL ESTATE PROPERTIES**

Real estate properties consist of the following (dollars in thousands):

	December 31,	
	2023	2022
Land	\$ 74,246	\$ 74,246
Building	616,979	617,041
Building improvements	25,110	15,511
Real estate properties	716,335	706,798
Accumulated depreciation	(80,499)	(55,195)
Total real estate properties, net	<u>\$ 635,836</u>	<u>\$ 651,603</u>

A summary of activity in real estate properties, net, for the year ended December 31, 2023 follows (dollars in thousands):

	December 31, 2022 Balance	Improvements	Depreciation	Asset Sale	December 31, 2023 Balance
Multi-family	\$ 649,701	\$ 9,537	\$ (25,193)	\$ —	\$ 634,045
Retail shopping center - Yonkers, NY/Other	1,902	106	(111)	(106)	1,791
Total real estate properties	<u>\$ 651,603</u>	<u>\$ 9,643</u>	<u>\$ (25,304)</u>	<u>\$ (106)</u>	<u>\$ 635,836</u>

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
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**NOTE 2—REAL ESTATE PROPERTIES (continued)**

The following summarizes, by state, information for the year ended December 31, 2023 regarding consolidated properties (dollars in thousands):

Location	Number of Properties	Number of Units	2023 Rental and Other Revenue	% of 2023 Rental and Other Revenue
Tennessee	2	702	\$ 14,088	15 %
Mississippi	2	776	12,184	13 %
Alabama	3	740	11,194	12 %
Georgia	3	688	10,571	11 %
Florida	2	518	9,428	10 %
Texas	3	600	9,231	11 %
South Carolina	2	474	8,585	9 %
Virginia	1	220	4,586	5 %
North Carolina	1	264	4,168	4 %
Missouri	1	174	3,802	4 %
Ohio	1	264	3,751	4 %
Other (a)	—	—	1,481	2 %
	<u>21</u>	<u>5,420</u>	<u>\$ 93,069</u>	

(a) Represents non-multi-family revenues.

Future minimum rentals to be received pursuant to non-cancellable operating leases with terms in excess of one year, from a commercial property owned by the Company at December 31, 2023, are as follows (dollars in thousands):

Year Ending December 31,	Amount
2024	\$ 1,289
2025	1,319
2026	1,319
2027	1,319
2028	887
Thereafter	4,837
Total	<u>\$ 10,970</u>

Leases at the Company's multi-family properties are generally for a term of one year or less and are not reflected in this table.

**NOTE 3—ACQUISITIONS AND DISPOSITIONS**

*Acquisitions of Interests in Joint Ventures*

During 2023, the Company did not acquire any partnership interests. During 2022, the Company purchased its partners' remaining interests in 11 joint ventures. The Company determined that in each acquisition the gross assets acquired are concentrated in a single identifiable asset. Therefore, these transactions do not meet the definition of a business and are accounted for as asset acquisitions.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
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**December 31, 2023**

**NOTE 3—ACQUISITIONS AND DISPOSITIONS (continued)**

The following table summarizes these purchases (dollars in thousands):

Buyout Date	Property Name	Location	Units	Remaining Interest Purchased	Purchase Price (1)
03/23/2022	Verandas at Alamo	San Antonio, TX	288	28 %	\$ 8,721
04/07/2022	Vanguard Heights	Creve Coeur, MO	174	22 %	4,880
05/11/2022	Jackson Square	Tallahassee, FL	242	20 %	7,215
05/24/2022	Brixworth at Bridge Street	Huntsville, AL	208	20 %	10,697
05/26/2022	Woodland Apartments	Boerne, TX	120	20 %	3,881
06/30/2022	Grove at River Place	Macon, GA	240	20 %	7,485
07/12/2022	Civic I	Southaven, MS	392	25 %	18,233
07/12/2022	Civic II	Southaven, MS	384	25 %	17,942
07/14/2022	Abbotts Run	Wilmington, NC	264	20 %	9,010
07/19/2022	Somerset at Trussville	Trussville, AL	328	20 %	10,558
08/03/2022	Magnolia Pointe	Madison, AL	204	20 %	7,246
		Total	<u>2,844</u>		<u>\$ 105,868</u>

(1) The purchase price reflects the Company's purchase of its joint venture partner's promote interest in the venture. Includes \$3,596 escrows but excludes closing costs of \$2,191 and operating cash acquired from the joint venture of \$2,797.

During 2022, the Company assessed the fair value of the tangible assets of each acquired property as of the applicable acquisition date using estimated building costs between \$90 and \$215 per square foot, with a weighted average square foot cost of \$158 and estimated land costs between \$4.11 and \$50.14 per square foot with a weighted average square foot cost of \$6.65, which are Level 3 unobservable input in the fair value hierarchy.

The following table summarizes the purchase price allocation of the book values of those properties whose remaining interest was purchased and consolidated in 2022 and is based on the proportionate share of the estimated fair value of the property on the acquisition date (dollars in thousands):

Property	Land	Building and Improvements	Total Land and building	Acquisition related lease intangible	Total Assets	Acquisition related mortgage intangible
Verandas at Alamo	\$ 3,336	\$ 33,465	\$ 36,801	\$ 797	\$ 37,598	\$ (61)
Vanguard Heights	5,466	30,826	36,292	508	36,800	578
Jackson Square	3,398	27,167	30,565	634	31,199	283
Brixworth at Bridge Street	1,959	20,080	22,039	321	22,360	—
Woodland Apartments	1,289	12,853	14,142	233	14,375	—
Grove at River Place	2,866	16,416	19,282	396	19,678	136
Civic I	3,646	45,554	49,200	913	50,113	562
Civic II	3,847	46,452	50,299	1,013	51,312	1,254
Abbotts Run	3,468	37,312	40,780	701	41,481	481
Somerset at Trussville	4,095	42,943	47,038	869	47,907	1,090
Magnolia Pointe	2,052	22,023	24,075	503	24,578	396
	<u>\$ 35,422</u>	<u>\$ 335,091</u>	<u>\$ 370,513</u>	<u>\$ 6,888</u>	<u>\$ 377,401</u>	<u>\$ 4,719</u>

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
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**NOTE 3—ACQUISITIONS AND DISPOSITIONS (continued)**

*Property Dispositions*

During the year ended December 31, 2023, the Company sold a cooperative apartment unit located in New York, NY for a sales price of \$785,000 and after closing costs, recognized a gain of \$604,000 on the sale.

During the year ended December 31, 2022, the Company sold a land parcel located in Daytona, FL for a sales price of \$4,700,000 and after closing costs, recognized a nominal gain.

**NOTE 4—RESTRICTED CASH**

The restricted cash reflected on the consolidated balance sheets represents funds held by the Company specifically allocated for capital improvements at joint venture multi-family properties; such funds are not generally available for general corporate purposes.

**NOTE 5 - LEASES**

*Lessor Accounting*

The Company owns a commercial property which is leased to two tenants under operating leases with current expirations ranging from 2028 to 2035, with options to extend or terminate the leases. Revenues from such leases are reported as rental income, net, and are comprised of (i) lease components, which includes fixed lease payments and (ii) non-lease components, which includes reimbursements of property level operating expenses. The Company does not separate non-lease components from the related lease components as the timing and pattern of transfer are the same, and accounts for the combined component in accordance with ASC 842.

*Lessee Accounting*

The Company is a lessee under a ground lease in Yonkers, NY which is classified as an operating lease. The ground lease which was set to expire September 30, 2024, provided for one 21-year renewal option. The renewal option was exercised in 2023 and the ground lease is scheduled to expire on June 30, 2045. There are no further renewal options. As of December 31, 2023, the remaining lease term is 21.5 years.

The Company is a lessee under a corporate office lease in Great Neck, NY, which is classified as an operating lease. The lease expires on December 31, 2031 and provides a five-year renewal option. As of December 31, 2023, the remaining lease term, including renewal options deemed exercised, is 13.0 years.

As of December 31, 2023, the Company's right-of-use ("ROU") assets and lease liabilities were \$2,183,000 and \$2,318,000, respectively and as of December 31, 2022, the Company's ROU assets and lease liabilities were \$2,371,000 and \$2,472,000, respectively. The ROU assets and lease liabilities are reported on the consolidated balance sheets in Other assets and Accounts payable and accrued liabilities, respectively.

The discount rate applied to measure each ROU asset and lease liability is based on the Company's incremental borrowing rate ("IBR"). The Company considers the general economic environment and its historical borrowing rate activity and factors in various financing and asset specific adjustments to ensure the IBR is appropriate to the intended use of the underlying lease. As the Company did not elect to apply the hindsight practical expedient, lease term assumptions determined under ASC 840 were carried forward and applied in calculating the lease liabilities recorded under ASC 842.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
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**NOTE 5 - LEASES (continued)**

As of December 31, 2023, the minimum future lease payments related to the operating ground and office leases are as follows (dollars in thousands):

Year Ending December 31,	Amount
2024	\$ 243
2025	252
2026	256
2027	261
2028	268
Thereafter	2,974
Total undiscounted cash flows	\$ 4,254
Present value discount	(1,936)
Lease liability	<u>\$ 2,318</u>

**NOTE 6—INVESTMENT IN UNCONSOLIDATED VENTURES**

At December 31, 2023 and 2022, the Company owned interests in unconsolidated joint ventures that owned seven multi-family properties and an interest in a development property (the "Unconsolidated Properties"), respectively. The condensed balance sheets below presents information regarding such properties (dollars in thousands):

	December 31,	
	2023	2022
<b>ASSETS</b>		
Real estate properties, net of accumulated depreciation of \$69,970 and \$66,945	\$ 275,874	\$ 318,304
Cash and cash equivalents	6,447	6,591
Other Assets (1)	54,715	35,372
Total Assets	<u>\$ 337,036</u>	<u>\$ 360,267</u>
<b>LIABILITIES AND EQUITY</b>		
Liabilities:		
Mortgages payable, net of deferred costs of \$1,135 and \$1,421	\$ 246,966	\$ 255,261
Accounts payable and accrued liabilities	8,751	8,222
Total Liabilities	255,717	263,483
Commitments and contingencies		
Equity:		
Total unconsolidated joint venture equity	81,319	96,784
Total Liabilities and Equity	<u>\$ 337,036</u>	<u>\$ 360,267</u>
Company equity interest in all joint venture equity	<u>\$ 34,242</u>	<u>\$ 42,576</u>

(1) Includes work-in-process at December 31, 2023 and 2022 of approximately \$46,509 and \$24,335, respectively, related to the Stono Oaks development project.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 6—INVESTMENT IN UNCONSOLIDATED VENTURES (continued)**

The condensed income statements below presents information regarding the Unconsolidated Properties (dollars in thousands):

	<u>Year Ended December 31,</u>	
	<u>2023</u>	<u>2022</u>
<b>Revenues:</b>		
Rental and other revenue	\$ 44,785	\$ 72,873
Total revenues	44,785	72,873
<b>Expenses:</b>		
Real estate operating expenses	20,577	33,086
Interest expense	9,268	16,269
Depreciation	10,403	17,798
Total expenses	40,248	67,153
Total revenues less total expenses	4,537	5,720
Other equity earnings	126	121
Impairment of assets	—	(8,553)
Insurance recoveries	—	8,553
Gain on insurance recoveries	65	567
Gain on sale of real estate properties	38,418	118,270
Loss on extinguishment of debt	(561)	(3,491)
Net income from joint ventures	<u>\$ 42,585</u>	<u>\$ 121,187</u>
BRT equity in earnings and equity in earnings from sale of unconsolidated joint venture properties	<u>\$ 17,037</u>	<u>\$ 66,426</u>

*Purchase of Interest in a Joint Venture*

On March 10, 2022, the Company acquired for \$3,500,000, a 17.45% interest in a planned 240-unit development property located in Johns Island, SC. In 2023, the Company contributed an additional \$316,000 to this venture. In December 2022, the venture recorded an impairment charge of \$8,553,000 due to a fire at the development. This loss is covered by insurance and accordingly, the venture recorded an insurance recovery of \$8,553,000. The Company recorded its proportionate share of the impairment charge and the insurance recovery. As of December 31, 2023, the property is substantially complete and leasing has commenced.



**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
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**NOTE 6—INVESTMENT IN UNCONSOLIDATED VENTURES (continued)**

*Dispositions of Properties*

The table below provides information regarding the disposition of real estate properties by unconsolidated joint ventures in the year ended December 31, 2023 and 2022 (dollars in thousands):

Location	Sale Date	Number of Units	Sale Price	Gain on Sale	BRT Share of Gain on Sale	BRT Share of Loss of Extinguishment on Debt
<i>2023</i>						
Chatham Court and Reflections - Dallas, TX	5/12/2023	494	\$ 73,000	\$ 38,418	\$ 14,744	\$ 212
<i>2022</i>						
Verandas at Shavano - San Antonio, TX	2/8/2022	288	\$ 53,750	\$ 23,652	\$ 12,961	\$ —
Reatreat at Cinco Ranch - Katy, TX	6/14/2022	268	68,300	30,595	17,378	686
The Vive - Kannapolis, NC	6/30/2022	312	91,250	47,086	22,720	787
Waters Edge - Columbia, SC	8/31/2022	204	32,400	16,937	11,472	388
Total 2022		<u>1,072</u>	<u>\$ 245,700</u>	<u>\$ 118,270</u>	<u>\$ 64,531</u>	<u>\$ 1,861</u>

*Joint Venture Buyouts*

In 2022, the Company purchased its venture partners' remaining interests in joint ventures that owned 11 multi-family properties. The operations and accounts of these joint ventures which, as a result of such purchases, are wholly-owned by the Company are consolidated into the operations and accounts of the Company as of their respective acquisition dates. See Note 3 for information regarding these buyouts.

**NOTE 7—DEBT OBLIGATIONS**

Debt obligations consist of the following (dollars in thousands):

	December 31,	
	2023	2022
Mortgages payable	\$ 426,436	\$ 407,958
Junior subordinated notes	37,400	37,400
Credit facility	—	19,000
Deferred loan costs (1)	(4,266)	(4,443)
Total debt obligations	<u>\$ 459,570</u>	<u>\$ 459,915</u>

(1) Excludes \$289 and \$498 at December 31, 2023 and 2022, respectively, of deferred fees related to our credit facility which is reflected in Other Assets

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 7—DEBT OBLIGATIONS (continued)**

A summary of activity in property debt, net of deferred loan fees, for the year ended December 31, 2023 is as follows (dollars in thousands):

Balance at December 31, 2022	\$	403,792
New mortgage		21,173
Amortization of fair value adjustment		613
Principal amortization		(3,308)
Changes in deferred fees		157
Balance at December 31, 2023	<u>\$</u>	<u>422,427</u>

At December 31, 2023, \$426,436,000 of mortgage debt with a weighted average interest rate of 4.02% and a weighted average remaining term to maturity of 7.0 years is outstanding on 18 of the Company's multi-family properties. Scheduled principal repayments for the periods indicated are as follows (dollars in thousands):

Year Ending December 31,	Scheduled Principal Payments
2024	\$ 3,331
2025	19,860
2026	74,622
2027	46,189
2028	40,697
Thereafter	241,737
	<u>\$ 426,436</u>

The following table summarizes the information regarding the mortgages relating to the properties in which BRT purchased the remaining interests of its joint venture partners during the twelve months ended December 31, 2022 (dollars in thousands):

Property Name	Location	Debt at Purchase Date (a)	Interest Rate	Maturity Date	Interest only through
Verandas at Alamo	San Antonio, TX	\$ 27,000	3.64%	Oct 2029	Oct 2024
Vanguard Heights	Creve Coeur, MO	29,700	4.41%	July 2031	June 2025
Jackson Square	Tallahassee, FL	21,524	4.19%	Sept 2027	Sept 2022
Brixworth at Bridge Street (b)	Huntsville, AL	11,147	4.25%	June 2032	Maturity
The Woodland Apartments	Boerne, TX	7,914	4.74%	Feb 2026	N/A
Grove at River Place (c)	Macon, GA	11,426	4.39%	Feb 2026	N/A
Civic I	Southaven, MS	27,389	4.24%	March 2026	N/A
Civic II	Southaven, MS	30,105	3.73%	Sept 2026	N/A
Abbotts Run	Wilmington, NC	23,160	4.71%	July 2030	July 2025
Somerset at Trussville	Trussville, AL	32,250	4.19%	June 2029	May 2025
Magnolia Pointe	Madison, AL	15,000	4.08%	Jan 2028	Dec 2022
		<u>\$ 236,615</u>			

(a) Excludes fair value adjustments of \$4,719 determined as part of the purchase price allocation.

(b) The original mortgage debt of \$11,147 was refinanced with new ten-year mortgage debt of \$18,952 immediately following the buyout. The interest rate, maturity date and interest - only terms reflect the new mortgage.

(c) Includes a supplemental mortgage of \$1,056 which was paid off immediately following the buyout.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 7—DEBT OBLIGATIONS (continued)**

The unamortized balance of acquisition related mortgage intangibles, which is included in mortgages payable in the consolidated balance sheet, was \$1,387,000 at December 31, 2023 and will be amortized as follows (dollars in thousands):

Year Ending December 31,	Amount
2024	\$ 556
2025	501
2026	215
2027	(29)
2028	1
Thereafter	143
<b>Total</b>	<b>\$ 1,387</b>

On February 24, 2023, the Company obtained mortgage debt of \$21,173,000 on its Silvana Oaks - North Charleston, SC multi-family property; such mortgage debt matures in March 2033, bears an interest rate of 4.45% and is interest only for the term of the mortgage.

The Company paid off the following debt during the year ended December 31, 2022 (dollars in thousands):

Property Name	Location	Mortgage Payoff	Interest Rate	Payoff Date	Maturity Date
<i>2022</i>					
Avalon	Pensacola, FL	\$ 14,558	4.29 %	1/26/2022	3/1/2022
Silvana Oaks	N. Charleston, SC	14,904	3.79 %	10/28/2022	11/1/2022
Total		<u>\$ 29,462</u>			

*Credit Facility*

The Company's credit facility with an affiliate of Valley National Bank ("VNB"), as amended, allows the Company to borrow, subject to compliance with borrowing base requirements and other conditions, up to \$60,000,000. The facility can be used to facilitate the acquisition of multi-family properties, repay mortgage debt secured by multi family properties and for operating expense (*i.e.*, working capital (including dividend payments)); provided that no more than \$25,000,000 may be used for operating expenses. The facility, which was amended in August 2023 to change the interest rate from a prime based rate to a SOFR based rate, is secured by the cash available in certain cash accounts maintained by the Company at VNB and the Company's pledge of its interests in the entities that own the unencumbered properties used in calculating the borrowing base. The interest rate, which adjusts monthly and is subject to a floor of 6.00%, equals one-month term SOFR plus 250 basis points. The interest rate in effect as of December 31, 2023 and March 1, 2024 was 7.85% and 7.82%, respectively. There is an unused facility fee of 0.25% per annum on the total amount committed by VNB and unused by the Company. The facility matures in September 2025. At December 31, 2023, the Company is in compliance in all material respects with its obligations under the facility.

At December 31, 2023, and March 1, 2024, there was no outstanding balance on the facility and \$60,000,000 was available to be borrowed. At December 31, 2022, there was an outstanding balance of \$19,000,000 on the facility. The average balance outstanding on the facility for 2023 and 2022 was \$2,811,000 and \$7,907,000, respectively. Interest expense for the years ended December 31, 2023 and 2022, which includes amortization of deferred financing costs and unused fees, was \$574,000 and \$713,000, respectively. Deferred costs of \$289,000 and \$498,000 are recorded in Other Assets on the consolidated balance sheets at December 31, 2023 and 2022, respectively.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 7—DEBT OBLIGATIONS (continued)**

*Junior Subordinated Notes*

At December 31, 2023 and 2022, the outstanding principal balance of the Company's junior subordinated notes was \$37,400,000, before deferred financing costs of \$257,000 and \$277,000, respectively. The interest rate on the outstanding balance resets quarterly and is based on three month term SOFR + 2.26%. The rate in effect at December 31, 2023 and 2022 was 7.65% and 6.41%, respectively. The notes mature April 30, 2036.

The notes require interest only payments through the maturity date, at which time repayment of all outstanding principal and unpaid interest is due. Interest expense for the years ended December 31, 2023 and 2022, which includes amortization of deferred costs, was \$2,768,000 and \$1,478,000, respectively.

**NOTE 8—INCOME TAXES**

The Company elected to be taxed as a REIT pursuant to the Code. As a REIT, the Company is generally not subject to Federal income taxes at the corporate level if it distributes 100% of its REIT taxable income, as defined, to its stockholders. To maintain its REIT status, the Company must distribute at least 90% of its ordinary taxable income; however, if it does not distribute 100% of its taxable income, it will be taxed on undistributed income. There are a number of organizational and operational requirements the Company must meet to remain a REIT. If the Company fails to qualify as a REIT in any taxable year, its taxable income will be subject to Federal income tax at regular corporate tax rates and it may not be able to qualify as a REIT for four subsequent tax years. Even if it is qualified as a REIT, the Company is subject to certain state and local income taxes and to Federal income and excise taxes on undistributed taxable income. For income tax purposes, the Company reports on a calendar year basis. As of December 31, 2023, tax returns for the calendar years 2020 through 2022 remain subject to examination by the Internal Revenue Service and various state and local tax jurisdictions.

During the years ended December 31, 2023 and 2022, the Company recorded \$54,000 and \$821,000, respectively, of state franchise tax expense, net of refunds, relating to the 2023 and 2022 calendar years.

Earnings and profits, which determine the taxability of dividends to stockholders, differs from net income reported for financial statement purposes due to various items, including timing differences related to impairment charges, depreciation methods and carrying values.

**NOTE 9—STOCKHOLDERS' EQUITY**

*Common Stock Dividend Distribution*

During the years ended December 31, 2023 and 2022, the Company declared an aggregate of \$1.00 and \$0.98 per share in cash dividends, respectively.

*Stock Based Compensation*

In 2022, the Company's board of directors adopted and the stockholders' approved the 2022 Incentive Plan (the "2022 Plan"). This plan permits the Company to grant: (i) stock options, restricted stock, restricted stock units, performance shares awards and any one or more of the foregoing, up to a maximum of 1,000,000 shares; and (ii) cash settled dividend equivalent rights in tandem with the grant of restricted stock units and certain performance based awards.

Each of the Company's Amended and Restated 2020 Incentive Plan (the "2020 Plan") and the Amended and Restated 2018 Incentive Plan (the "2018 Plan"; and together with the 2020 Plan, the "Prior Plans") authorized the Company to grant up to 1,000,000 and 600,000, respectively, of shares of common stock pursuant to the same type of awards available under the 2022 Plan. No further awards may be granted pursuant to the Prior Plans.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 9—STOCKHOLDERS' EQUITY (continued)**

<i>Incentive Plan</i>	<b>2022 Plan</b>	<b>2020 Plan</b>	<b>2018 Plan</b>
Maximum shares	1,000,000	1,000,000	600,000
Restricted shares issued	(163,914)	(475,747)	(459,495)
RSUs issued	(427,459)	(210,375)	—
Restricted shares and RSUs forfeited	2,861	2,303	1,000
Expired shares	—	(316,181)	(141,505)
Remaining shares available to be issued	<u>411,488</u> (1)	<u>—</u>	<u>—</u>

(1) Excludes 166,439 shares of restricted shares issued in January 2024.

*Restricted Stock*

In January 2023 and January 2022, the Company granted shares of restricted stock pursuant to the 2022 Plan and 2020 Plan. The shares of restricted stock generally vest five years from the date of grant and under specified circumstances, including a change in control, may vest earlier. For financial statement purposes, the restricted stock is not included in the outstanding shares shown on the consolidated balance sheets until they vest, but are included in the basic and diluted earnings per share computation. The weighted average remaining vesting period of the outstanding restricted stock is 2.1 years. Subsequent to December 31, 2023, the Company granted 166,439 stock of restricted stock pursuant to the 2022 Plan.

The tables below presents information regarding the changes in the number of shares of restricted stock outstanding under the Company's equity incentive plans, compensation expense and unearned compensation for the periods indicated (dollars in thousands):

	<b>Year Ended December 31,</b>	
	<b>2023</b>	<b>2022</b>
<i>Restricted Stock Grants:</i>		
Unvested at beginning of the year	934,092	922,619
Grants	163,914	158,973
Forfeitures	(1,670)	(250)
Vested during the year	(144,497)	(147,250)
Unvested at the end of the year	<u>951,839</u>	<u>934,092</u>
Amounts charged to compensation expense	<u>\$ 3,360</u>	<u>\$ 2,978</u>
Unearned compensation at period end	<u>\$ 7,484</u>	<u>\$ 7,728</u>

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 9—STOCKHOLDERS' EQUITY (continued)**

*Restricted Stock Units*

In June 2023 and June 2022, the Company issued restricted stock units (the "RSUs") to acquire shares of common stock. The RSUs granted entitle the recipients, subject to continued service during the applicable performance period, to (i) shares of common stock, (the "TSR Award"), based on achieving, during the three-year performance period (the "Measurement Period"), specified levels in compounded annual growth rate ("CAGR") in total stockholder return ("TSR"), and (ii) shares of common stock based on achieving, during the Measurement Period, specified levels in CAGR in adjusted funds from operations (the "AFFO Award"), in each case as determined pursuant to the award agreement. In addition, with respect to each of the RSUs granted in 2023 and 2022, additional shares (the "Peer Group Adjustment") may be added to or subtracted from the TSR Award based on attaining or failing to attain, as the case may be, during the Measurement Period, of specified levels of CAGR in TSR in comparison to the REITs that comprise, with specified exceptions, the FTSE NAREIT Equity Apartment Index.

The RSU recipients also received dividend equivalent rights entitling them to an amount equal to cash dividends they would have received with respect to the shares of common stock underlying their RSUs as if the underlying shares were outstanding during the Measurement Period, if, when, and to the extent, the related RSUs vest. The shares underlying the RSUs are not participating securities but are contingently issuable shares.

The tables below presents activity and changes in the number of RSUs under the Company's equity incentive plans, compensation expense and unearned compensation for the periods indicated (dollars in thousands):

	Year Ended December 31,	
	2023	2022
<b>RSUs:</b>		
Unvested units at beginning of year	420,739	210,375
Grants - TSR Awards	95,550	94,431
Grants - TSR Peer group adjustment	23,890	23,608
Grants - AFFO Awards	95,550	94,431
Total RSUs granted in applicable year	214,990	212,470
Forfeitures	(1,239)	(2,106)
Total unvested RSUs at end of year	634,490	420,739
Amounts charged to compensation expense	\$ 1,408	\$ 1,508
Unearned compensation at period end	\$ 1,999	\$ 4,269

For the TSR Awards, a third party appraiser prepared a Monte Carlo simulation pricing model to assist management in determining fair value. The Monte Carlo valuation consisted of computing the grant date fair value of the awards using the Company's simulated stock price. For these TSR awards, the per unit of share fair value was estimated using the following assumptions:

Award Year	Expected Life ( yrs)	Dividend Rate	Risk-Free Interest Rate	Expected Price Volatility
2023	3	5.08%	4.42% to 5.28%	28.99% to 37.97%
2022	3	4.57%	2.23% to 3.11%	35.60% to 47.40%

For the AFFO Awards granted, fair value is based on the market value on the date of grant. Expense is not recognized on RSUs which the Company does not expect to vest because the performance conditions are not expected to be satisfied.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
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**NOTE 9—STOCKHOLDERS' EQUITY (continued)**

Performance assumptions are re-evaluated quarterly. The total amount recorded at the grant date as deferred compensation with respect to the AFFO awards granted in 2023 and 2022 was \$1,879,000 and \$2,068,000 respectively.

The following table reflects the compensation expense recorded for all incentive plans (dollars in thousands):

	Year Ended December 31,	
	2023	2022
Restricted stock	\$ 3,360	\$ 2,978
RSUs	1,408	1,508
Total compensation	<u>\$ 4,768</u>	<u>\$ 4,486</u>

***Earnings Per Share***

The following table sets forth the computation of basic and diluted earnings per share (dollars in thousands):

	Year Ended December 31,	
	2023	2022
Numerator for basic and diluted earnings per share:		
Net income	\$ 4,015	\$ 50,099
Deduct (earnings) attributable to non-controlling interests	(142)	(144)
Deduct (earnings) allocated to unvested restricted stock	(953)	(2,472)
Net income available for common stockholders: basic and diluted	<u>\$ 2,920</u>	<u>\$ 47,483</u>
Denominator for basic earnings per share:		
Weighted average number of common shares outstanding	17,918,270	17,793,035
Effect of dilutive securities:		
RSUs	30,006	59,916
Denominator for diluted earnings per share:		
Weighted average number of shares	<u>17,948,276</u>	<u>17,852,951</u>
Earnings per common share, basic	<u>\$ 0.16</u>	<u>\$ 2.67</u>
Earnings per common share, diluted	<u>\$ 0.16</u>	<u>\$ 2.66</u>

***Equity Distribution Agreements***

Effective as of May 12, 2023, the Company (i) terminated the equity distribution agreements dated March 18, 2022 and (ii) entered into equity distribution agreements with three sales agents to sell up to \$40,000,000 of shares of its common stock from time-to-time in an at-the-market offering. During the year ended December 31, 2023, the Company did not sell any shares. During the year ended December 31, 2022 the Company sold 347,815 shares, for an aggregate sales price of \$7,870,000, before commissions and fees of \$98,000. At December 31, 2023, the Company is authorized to sell an aggregate of \$32,131,000 of shares pursuant to the equity distribution agreements.

***Share Repurchase***

Pursuant to the Company's repurchase program(s), as amended from time to time, the Company is authorized to repurchase shares of its common stock through open-market transactions, privately negotiated transactions, or otherwise.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 9—STOCKHOLDERS' EQUITY (continued)**

In June 2023, the Board of Directors extended the term of the Company's share repurchase program from December 31, 2023 to December 31, 2025 and increased the existing repurchase authorization from \$5,000,000 to \$10,000,000 of shares. In August 2023 and December 2023, the Board of Directors, replenished the authorization by approximately \$6,750,000 and \$7,230,000, respectively, to increase the repurchase authorization as of such date to \$10,000,000 of shares.

During the year ended December 31, 2023, the Company repurchased 779,423 shares of common stock for total consideration of approximately \$14,397,000, net of commissions of \$44,000. As of December 31, 2023, the Company is authorized to repurchase approximately \$9,584,000 of shares of common stock.

From January 1, 2024 through March 1, 2024, the Company repurchased 123,061 shares of common stock at an average price per share of \$18.43 for an aggregate cost of \$2,268,000. At March 1, 2024, the Company is authorized to repurchase up to \$7,316,000 of shares of common stock.

During the twelve months ended December 31, 2022, the Company did not repurchase any shares of common stock.

***Dividend Reinvestment Plan***

The Dividend Reinvestment Plan (the "DRP"), among other things, provides stockholders with the opportunity to reinvest all or a portion of their cash dividends paid on the Company's common stock in additional shares of its common stock, at a discount, determined in the Company's sole discretion, of up to 5% from the market price for the common stock (as such price is calculated pursuant to the DRP). The discount from the market price as of December 31, 2023 was 3%. In the year ended December 31, 2023 and 2022, the Company issued 165,228 and 62,360 shares in lieu of cash dividends of \$3,034,000 and \$1,279,000, respectively. In March 2024, the Board of Directors reauthorized the DRP.

**NOTE 10—RELATED PARTY TRANSACTIONS**

The Company has retained certain of its part time executive officers and Fredric H. Gould, a director, to provide, among other things, the following services: participating in the Company's multi-family property analysis and approval process (which includes service on an investment committee), providing investment advice, and long-term planning and consulting with executives and employees with respect to other business matters, as required. The aggregate fees paid in 2023 and 2022 for these services were \$1,541,000 and \$1,468,000, respectively.

Management of certain properties owned by the Company and certain joint venture properties is provided by Majestic Property Management Corp. ("Majestic Property"), a company wholly owned by Fredric H. Gould, under renewable year-to-year agreements. Certain of the Company's officers and directors are also officers and directors of Majestic Property. Majestic Property provides real property management, real estate brokerage and construction supervision services for these properties. For the years ended December 31, 2023 and 2022, fees for these services were \$34,000 and \$36,000, respectively.

Pursuant to a shared services agreement between the Company and several affiliated entities, including Gould Investors L.P., the owner and operator of a diversified portfolio of real estate and other assets and One Liberty Properties, Inc., a NYSE listed equity REIT ("One Liberty"), the (i) services of the part time personnel that perform certain executive, administrative, legal, accounting and clerical functions and (ii) certain facilities and other resources, are provided to the Company. The allocation of expenses for the facilities, personnel and other resources shared by, among others, the Company and Gould Investors, is computed in accordance with such agreement and is included in general and administrative expense on the consolidated statements of operations. During the years ended December 31, 2023 and 2022, allocated general and administrative expenses reimbursed by the Company to Gould Investors pursuant to the shared services agreement aggregated \$642,000 and \$739,000, respectively. As of December 31, 2023 and 2022, \$142,000 and \$126,000, respectively, remains unpaid and is included in accounts payable and accrued liabilities on the consolidated balance sheets. At December 31, 2023, Gould Investors owned approximately 19.1% of BRT's outstanding common stock. Certain of the Company's officers and directors are also officers and directors of One Liberty and Georgetown Partners, LLC, the managing general partner of Gould Investors.

The Company obtains certain insurance in conjunction with Gould Investors and reimburses Gould Investors for the Company's share of the insurance cost. Insurance reimbursements to Gould Investors for the years ended December 31, 2023 and 2022 were \$22,000 and \$67,000, respectively.



**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 11—FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company estimates the fair value of financial assets and liabilities based on the framework established in fair value accounting guidance. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The hierarchy described below prioritizes inputs to the valuation techniques used in measuring the fair value of assets and liabilities. This hierarchy maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring the most observable inputs to be used when available. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

- Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets and liabilities in active markets
- Level 2— inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3— inputs to the valuation methodology are unobservable and significant to fair value.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments that are not reported at fair value on the consolidated balance sheets:

*Cash and cash equivalents, restricted cash, accounts receivable (included in other assets), accounts payable and accrued liabilities:* The carrying amounts reported on the balance sheets for these instruments approximate their fair value due to the short term nature of these accounts.

*Junior subordinated notes:* At December 31, 2023, and 2022, the estimated fair value of the Company's junior subordinated notes is less than their carrying value by approximately \$3,613,000 and \$4,695,000, respectively, based on market interest rates of 8.60% and 7.91%, respectively.

*Mortgages payable:* At December 31, 2023, the estimated fair value of the Company's mortgages payable is less than their carrying value by approximately \$34,195,000, assuming market interest rates between 4.88% and 6.23%. At December 31, 2022, the estimated fair value was less than the carrying value by \$37,500,000, assuming market interest rates between 5.18% and 6.23%. Market interest rates were determined using current financing transaction information provided by third party institutions.

Considerable judgment is necessary to interpret market data and develop estimated fair value. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value assumptions. The fair values of debt obligations are considered to be Level 2 valuations within the fair value hierarchy.

*Financial Instruments Measured at Fair Value*

The Company's fair value measurements are based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, there is a fair value hierarchy that distinguishes between markets participant assumptions based on market data obtained from sources independent of the reporting entity and the reporting entity's own assumptions about market participant assumptions. Level 1 assets/liabilities are valued based on quoted prices for identical instruments in active markets, Level 2 assets/liabilities are valued based on quoted prices in active markets for similar instruments, on quoted prices in less active or inactive markets, or on other "observable" market inputs and Level 3 assets/liabilities are valued based significantly on "unobservable" market inputs. The Company does not currently own any financial instruments that are classified as Level 3.

At December 31, 2023 and 2022, the Company had no financial assets or liabilities measured at fair value.

**Long-lived assets**

The Company reviews its investments in real estate when events or circumstances change indicating the carry value of the investment may not be recoverable. In the evaluation of an investment for impairment, many factors are considered, including estimated current and expected cash flows from the asset during the projected hold period, costs necessary to extend the life of the asset, expected capitalization rates, and projected stabilized net operating income and the ability to hold or dispose of the asset in the ordinary course of business.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 12—COMMITMENT AND CONTINGENCIES**

From time to time, the Company and/or its subsidiaries are parties to legal proceedings that arise in the ordinary course of business, and in particular, personal injury claims involving the operations of the Company's properties. Although management believes that the primary and umbrella insurance coverage maintained with respect to such properties is sufficient to cover claims for compensatory damages, many of these personal injury claims also assert claims for exemplary (*i.e.* punitive) damages. Generally, insurance does not cover claims for punitive or exemplary damages.

The Company was one of several defendants in a wrongful death lawsuit which was settled. In connection with the settlement, the Company paid \$325,000 which payment was funded by the Company's insurance carrier.

The Company maintains a non-contributory defined contribution pension plan covering eligible employees and officers. Contributions by the Company are made through a money purchase plan and the amounts of such contributions are based upon a percent of qualified employees' total salary as defined therein. Pension expense approximated \$473,000 and \$424,000 during the years ended December 31, 2023 and 2022, respectively. At December 31, 2023 and 2022, \$73,000 and \$125,000, respectively, remains unpaid and is included in accounts payable and accrued liabilities on the consolidated balance sheets.

At December 31, 2023, the Company is the carve-out guarantor with respect to mortgage debt in principal amount of \$419,349,000 at 18 multi-family properties.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 13—QUARTERLY FINANCIAL DATA (Unaudited)**

	2023				
	1st Quarter Jan - March	2nd Quarter April - June	3rd Quarter July - September	4th Quarter Oct - Dec	Total For Year
<b>Revenues:</b>					
Rental and other revenue	\$ 22,939	\$ 23,255	\$ 23,510	\$ 23,365	\$ 93,069
Other income	—	63	342	143	548
Total revenues	22,939	23,318	23,852	23,508	93,617
<b>Expenses:</b>					
Real estate operating expenses	10,434	10,548	10,583	10,256	41,821
Interest expense	5,483	5,513	5,581	5,584	22,161
General and administrative	4,055	3,848	4,017	3,513	15,433
Depreciation	8,008	7,543	6,544	6,389	28,484
Total expenses	27,980	27,452	26,725	25,742	107,899
Total revenues less total expenses	(5,041)	(4,134)	(2,873)	(2,234)	(14,282)
Equity in earnings of unconsolidated joint ventures	815	464	426	588	2,293
Equity in earnings from sale of unconsolidated joint venture properties	—	14,744	—	—	14,744
Gain on sale of real estate	—	—	604	—	604
Casualty loss	—	—	—	(323)	(323)
Insurance recovery of casualty loss	—	215	261	317	793
Gain on insurance recoveries	240	—	—	—	240
Income (loss) income from continuing operations	(3,986)	11,289	(1,582)	(1,652)	4,069
Provision for taxes	76	51	(122)	49	54
Net (loss) income from continuing operations, net of taxes	(4,062)	11,238	(1,460)	(1,701)	4,015
Income attributable to non-controlling interests	(36)	(36)	(34)	(36)	(142)
Net (loss) income attributable to common stockholders	<u>\$ (4,098)</u>	<u>\$ 11,202</u>	<u>\$ (1,494)</u>	<u>\$ (1,737)</u>	<u>3,873</u>
<b>Basic and diluted and per share amounts attributable to common stockholders</b>					
Basic (loss) income per share	<u>\$ (0.21)</u>	<u>\$ 0.59</u>	<u>\$ (0.08)</u>	<u>\$ (0.11)</u>	<u>\$ 0.16</u>
Diluted (loss) income per share	<u>\$ (0.21)</u>	<u>\$ 0.58</u>	<u>\$ (0.08)</u>	<u>\$ (0.11)</u>	<u>\$ 0.16</u>

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**Notes to Consolidated Financial Statements**  
**December 31, 2023**

**NOTE 13—QUARTERLY FINANCIAL DATA (Unaudited) (Continued)**

	2022				
	1st Quarter Jan - March	2nd Quarter April - June	3rd Quarter July - September	4th Quarter Oct - Dec	Total For Year
Revenues:					
Rental and other revenue	\$ 11,430	\$ 14,683	\$ 21,691	\$ 22,711	\$ 70,515
Other income	4	2	6	—	12
Total revenues	11,434	14,685	21,697	22,711	70,527
Expenses:					
Real estate operating expenses	4,753	6,348	9,195	10,262	30,558
Interest expense	2,021	2,912	5,061	5,520	15,514
General and administrative	3,633	3,533	3,673	3,815	14,654
Impairment charge	—	—	—	—	—
Depreciation	3,606	5,010	8,165	8,031	24,812
Total expenses	14,013	17,803	26,094	27,628	85,538
Total revenues less total expenses	(2,579)	(3,118)	(4,397)	(4,917)	(15,011)
Equity in earnings (loss) of unconsolidated joint ventures	1,230	(50)	135	580	1,895
Equity in earnings from sale of unconsolidated joint venture properties	12,961	40,098	11,472	—	64,531
Gain on sale of real estate	6	—	—	—	6
Casualty loss	—	—	—	(850)	(850)
Insurance recovery of casualty loss	—	—	—	850	850
Gain on insurance recoveries	—	—	62	—	62
Loss on extinguishment of debt	—	(563)	—	—	(563)
Income (loss) from continuing operations	11,618	36,367	7,272	(4,337)	50,920
Provision (benefit) for taxes	74	724	178	(155)	821
Income (loss) from continuing operations, net of taxes	11,544	35,643	7,094	(4,182)	50,099
Income attributable to non-controlling interests	(36)	(36)	(35)	(37)	(144)
Net income (loss) income attributable to common stockholders	<u>\$ 11,508</u>	<u>\$ 35,607</u>	<u>\$ 7,059</u>	<u>\$ (4,219)</u>	<u>\$ 49,955</u>
Basic and per share amounts attributable to common stockholders					
Basic income (loss) per share	<u>\$ 0.62</u>	<u>\$ 1.91</u>	<u>\$ 0.37</u>	<u>\$ (0.22)</u>	<u>\$ 2.67</u>
Diluted income (loss) per share	<u>\$ 0.62</u>	<u>\$ 1.91</u>	<u>\$ 0.37</u>	<u>\$ (0.22)</u>	<u>\$ 2.66</u>

**NOTE 14—SUBSEQUENT EVENTS**

Subsequent events have been evaluated and any significant events, relative to our consolidated financial statements as of December 31, 2023 that warrant additional disclosure have been included in the notes to the consolidated financial statements.

**BRT APARTMENTS CORP. AND SUBSIDIARIES**  
**SCHEDULE III—REAL ESTATE PROPERTIES AND ACCUMULATED DEPRECIATION**  
**DECEMBER 31, 2023**  
**(Dollars in thousands)**

Description	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition		Gross Amount At Which Carried at December 31, 2023			Accumulated Depreciation	Date of Construction	Date Acquired	Depreciation Life
		Land	Buildings and Improvements	Land	Improvements	Land	Buildings and Improvements	Total (a)				
<b>Commercial</b>												
Yonkers, NY.	\$ —	—	\$ 4,000	—	\$ 320	—	\$ 4,320	\$ 4,320	\$ 2,529	(b)	Aug-2000	39 years
<b>Multi-Family Residential</b>												
North Charleston, SC	21,173	2,435	18,970	—	1,928	2,435	20,897	23,332	8,253	2010	Oct-2012	30 years
Decatur, GA	—	1,698	8,676	—	3,091	1,698	11,767	13,465	4,671	1954	Nov-2012	30 years
Columbus, OH	8,473	1,372	12,678	—	913	1,372	13,591	14,963	4,963	1999	Nov-2013	30 years
Pensacola, FL	—	2,758	25,192	—	2,051	2,758	27,243	30,001	8,616	2008	Dec-2014	30 years
San Marcos, TX	15,951	2,303	17,605	—	512	2,303	18,117	20,420	3,206	2014	Oct-2019	30 years
LaGrange, GA	—	832	21,969	—	1,183	832	23,152	23,984	6,676	2009	Nov-2015	30 years
Fredericksburg, VA	25,486	7,540	33,196	—	1,552	7,540	34,748	42,288	7,511	2005	Jul-2018	30 years
Nashville, TN	52,000	6,172	77,532	—	1,088	6,172	78,620	84,792	7,167	2017	Sept -2021	30 years
Greenville, SC	26,392	4,033	34,052	—	761	4,033	34,813	38,846	3,023	1998	Oct-2021	30 years
Nashville, TN	37,680	9,679	29,114	—	2,435	9,679	31,549	41,228	2,545	1985	Dec-2021	30 years
San Antonio, TX	27,000	3,336	33,437	—	421	3,336	33,858	37,194	2,467	2018	March-2022	30 years
Creve Coeur, MO	29,700	5,466	30,826	—	250	5,466	31,076	36,542	2,148	2019	April-2022	30 years
Tallahassee, FL	21,078	3,398	27,167	—	482	3,398	27,649	31,047	1,858	1997	May-2022	30 years
Huntsville, AL	18,952	1,959	20,079	—	924	1,959	21,003	22,962	1,334	1992	May-2022	30 years
Boerne, TX	7,712	1,289	12,852	—	523	1,289	13,375	14,664	809	2008	May-2022	30 years
Macon, GA	10,045	2,866	16,423	—	148	2,866	16,571	19,437	977	1989	June-2022	30 years
Southaven, MS	26,701	3,646	45,554	—	1,335	3,646	46,889	50,535	2,855	2003	July-2022	30 years
Southaven, MS	29,300	3,847	46,452	—	1,612	3,847	48,064	51,911	2,947	2006	July-2022	30 years
Wilmington, NC	23,160	3,468	37,311	—	1,216	3,468	38,527	41,995	2,322	2003	July-2022	30 years
Trussville, AL	32,250	4,095	42,943	—	547	4,095	43,490	47,585	2,354	2007	July-2022	30 years
Madison, AL	14,769	2,054	22,023	—	747	2,054	22,770	24,824	1,268	1992	Aug-2022	30 years
<b>Total</b>	<b>\$ 427,822</b>	<b>\$ 74,246</b>	<b>\$ 618,051</b>	<b>\$ —</b>	<b>\$ 24,039</b>	<b>\$ 74,246</b>	<b>\$ 642,089</b>	<b>\$ 716,335</b>	<b>\$ 80,499</b>			

**BRT REALTY TRUST AND SUBSIDIARIES**  
**SCHEDULE III—REAL ESTATE PROPERTIES AND ACCUMULATED DEPRECIATION**  
**DECEMBER 31, 2023**  
**(Dollars in thousands)**

Notes to the schedule:

(a)	Total real estate properties	\$ 716,335
	Less: Accumulated depreciation	(80,499)
	Net real estate properties	<u>\$ 635,836</u>
(b)	Information not readily obtainable.	

A reconciliation of real estate properties is as follows:

	<u>2023</u>	<u>2022</u>
Balance at beginning of year	\$ 651,603	\$ 297,929
Additions:		
Acquisitions	—	370,513
Capital improvements	9,643	6,295
	<u>9,643</u>	<u>376,808</u>
Deductions:		
Sales	106	4,379
Depreciation	25,304	18,755
	<u>25,410</u>	<u>23,134</u>
Balance at end of year	<u>\$ 635,836</u>	<u>\$ 651,603</u>

# Corporate Directory

## ISRAEL ROSENZWEIG

Chairman of the Board of Directors; Senior Vice President of Georgetown Partners, LLC; Senior Vice President of One Liberty Properties, Inc.

## JEFFREY A. GOULD

Director, President and Chief Executive Officer; Senior Vice President and Manager of Georgetown Partners, LLC; Director and Senior Vice President of One Liberty Properties, Inc.

## MATTHEW J. GOULD

Director and Senior Vice President; Chairman of the Board and Chief Executive Officer and Manager of Georgetown Partners LLC; Chairman of the Board of Directors of One Liberty Properties, Inc.; Managing General Partner of Gould Investors, LP; Chairman of Rainbow Realty Group; Director of Halsa Holdings, Inc.; Director of MJ Real Estate Investment Trust

## DAVID W. KALISH

Senior Vice President – Finance; Senior Vice President and Chief Financial Officer of Georgetown Partners, LLC; Senior Vice President – Finance of One Liberty Properties, Inc.

## MARK H. LUNDY

Senior Vice President; President and Chief Operating Officer of Georgetown Partners LLC; Senior Vice President of One Liberty Properties, Inc.

## GEORGE E. ZWEIER

Vice President and Chief Financial Officer

## MITCHELL K. GOULD

Executive Vice President

## ISAAC KALISH

Senior Vice President and Treasurer – Finance; Vice President and Treasurer of Georgetown Partners, LLC; Senior Vice President and Chief Financial Officer of One Liberty Properties, Inc.

## STEVEN ROSENZWEIG

Senior Vice President, Legal; Vice President of Georgetown Partners LLC

## RYAN BALTIMORE

Chief Operating Officer

## ALAN H. GINSBURG

Director; Chairman of The CED Companies and AHG Group of Companies

## FREDRIC H. GOULD

Director; Vice Chairman of the Board of Directors of One Liberty Properties Inc.

## LOUIS C. GRASSI

Director; Chief Executive Officer and Managing Director, Grassi Advisory Group, Inc.

## GARY J. HURAND

Director; President of Management Diversified Inc.

## JEFFREY RUBIN

Director; Chief Executive Officer and President of the JR Group; Chief Executive Officer of Summit Processing Group, LLC; Chief Executive Officer and President of Excel Payments

## JONATHAN H. SIMON

Director; Chief Executive Officer of The Simon Development Group

## ELIE WEISS

Director; Chief Executive Officer of Five Forty Investments

## CAROL CICERO

Director

## REGISTRAR AND TRANSFER

Equiniti  
55 Challenger Road  
Ridgefield Park, NJ 07660  
877-814-9664  
www.equiniti.com

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young, LLP  
1 Manhattan West  
New York, NY 10001

## FORM 10-K AVAILABLE

A copy of the annual report (Form 10-K) filed with the Securities and Exchange Commission may be obtained by writing to BRT Apartments Corp., 60 Cutter Mill Road, Suite 303, Great Neck, New York 11021, Attn: Secretary.

## COMMON STOCK

The Company's common stock is listed on the New York Stock Exchange under the ticker symbol BRT.

## WEB SITE ADDRESS

www.brtapartments.com

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www.brtapartments.com





**BRT APARTMENTS CORP.**

60 Cutter Mill Road, Suite 303

Great Neck, New York 11021

(516) 466-3100

[www.brtapartments.com](http://www.brtapartments.com)

**BRT APARTMENTS CORP.**  
**60 Cutter Mill Road**  
**Suite 303**  
**Great Neck, New York 11021**  
**(516) 466-3100**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**June 11, 2024**

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The annual meeting of stockholders of BRT Apartments Corp., a Maryland corporation (“we”, “us”, “our”, or the “Company”) will be held at our offices, located at 60 Cutter Mill Road, Great Neck, NY on Tuesday, June 11, 2024, at 9:00 a.m., local time, to consider and vote on the following matters:

1. The election of three Class I Directors, each to serve until the 2027 Annual Meeting of Stockholders and until his or her successor is duly elected and qualifies;
2. A proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2024;
3. A proposal to approve the BRT Apartment Corp. 2024 Incentive Plan; and
4. Any other business properly brought before the meeting.

The Board of Directors recommends that you vote “**FOR**” the election of each of the nominees listed in the accompanying proxy statement, “**FOR**” proposal 2 to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2024, and “**FOR**” proposal 3 to approve the BRT Apartments Corp. 2024 Incentive Plan.

Holders of record of our common stock at the close of business on March 15, 2024 are entitled to notice of and to vote at the annual meeting and any adjournment or postponement thereof.

It is important that your shares be represented and voted at the meeting. To assure that your vote will be counted, please complete, date and sign the enclosed proxy card and return it in the enclosed prepaid envelope, whether or not you plan to attend the meeting. Most stockholders can also vote by telephone or via the internet. Telephone and internet voting information is provided on the accompanying proxy card. Your proxy may be revoked in the manner described in the accompanying proxy statement at any time before it has been voted at the meeting.

By order of the Board of Directors

S. Asher Gaffney



*Vice President and Corporate Secretary*

Great Neck, New York  
April 22, 2024

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## BRT APARTMENTS CORP.

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### PROXY STATEMENT

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#### GENERAL

Our Board of Directors is furnishing you with this proxy statement to solicit proxies on its behalf to be voted at the 2023 annual meeting of stockholders of BRT Apartments Corp. The meeting will be at our offices, 60 Cutter Mill Road, Suite 303, Great Neck, New York, at 9:00 a.m., local time, on Tuesday, June 11, 2024. Our telephone number is (516) 466-3100. The proxies will be voted at the meeting and at any adjournments or postponements of the meeting. All properly executed proxy cards, and all properly completed proxies submitted by telephone or by the internet, that are delivered pursuant to this solicitation, will be voted at the meeting in accordance with your directions, unless the proxy is properly revoked before the meeting.

In this proxy statement, we refer to BRT Apartments Corp. as “BRT,” “we,” “our,” “us,” “our company,” to our Board of Directors as the “board of directors,” “Board” or “board”, and to our shares of common stock as “common stock” or “shares.”

#### QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

*What is the purpose of the annual meeting?*

At our annual meeting, stockholders will consider and vote on the following matters:

- the election of three Class I directors, each to hold office until the 2027 annual meeting and until their respective successors are duly elected and qualify;
- the ratification of the appointment of Ernst & Young LLP, which we refer to as “E&Y”, as our independent registered public accounting firm for the year ending December 31, 2024;
- the proposal to approve the BRT Apartments Corp. 2024 Incentive Plan, which we refer to as the “Plan” or the “2024 Incentive Plan”; and
- such other matters as may properly come before the meeting.

*How does the Board recommend I vote at the Annual Meeting?*

Our Board recommends that you vote:

- **“FOR”** the election of each of the nominees listed in this proxy statement as a director (each, a “nominee” and collectively, the “nominees”);
- **“FOR”** the proposal to ratify the appointment of E&Y as our independent registered public accounting firm for the year ending December 31, 2024; and
- **“FOR”** the approval of the BRT Apartments Corp. 2024 Incentive Plan.

The persons named as proxies will vote in their discretion or any other matter properly brought before the annual meeting.

*Who is entitled to vote?*

We are mailing this proxy statement on or about April 26, 2024 to holders of record of our common stock as of the close of business on March 15, 2024, which we refer to as the “record date”. The record date was established by our board. Stockholders of record as of the close of business on the record date are entitled to notice of and to vote their shares at the meeting. At the close of business on the record date, there were 18,582,627 shares of common stock outstanding and entitled to vote. Each outstanding share of common stock entitles the holder to cast one vote on each director to be elected and each other matter to be considered at the meeting. Shares of our common stock constitute our only outstanding class of voting securities and will vote as a single class on all matters to be considered at the annual meeting.

*What constitutes a quorum?*

A quorum is the presence in person or by proxy of stockholders entitled to cast a majority of the votes entitled to be cast at the meeting on any matter. In order to carry on the business at the meeting, holders of a majority of our outstanding shares must be present in person or by proxy. This means that at least 9,291,314 shares of common stock must be present at the meeting, either in person or by proxy, to constitute a quorum. Generally, action cannot be taken at the meeting unless a quorum is present.

Abstentions and brokers non-votes, as described herein, will be considered present for the purpose of determining the presence of a quorum.

*How do I vote?*

If your shares are registered directly in your name with our transfer agent, Equiniti Trust Company, LLC (formerly known as American Stock Transfer & Trust Company, LLC), you are considered the stockholder of record with respect to those shares and the proxy card was sent directly to you by the transfer agent. In that case, you may instruct the proxy holders named in the proxy card how to vote your shares of common stock in one of the following ways:

- *Vote online.* You may vote [www.voteproxy.com](http://www.voteproxy.com) online at vote online, you must have your control number provided in the proxy card.
- *Vote by telephone.* You may vote by telephone by calling 1-800-PROXIES (1-800-776-9437). To vote by telephone, you must have the control number provided in your proxy card.
- *Vote by regular mail.* If you would like to vote by mail, please mark, sign and date your proxy card and return it promptly in the postage-paid envelope provided.
- *Vote by attending the meeting in person.*

Proxies submitted over the internet, by telephone or by mail must be received by 11:59 p.m. New York City time, on June 10, 2024. If you vote by telephone or via the internet, it is not necessary to return your proxy card.

If your shares are held in an account at a brokerage firm, bank, broker-dealer, or other similar organization (collectively, an “Agent”), then you are the beneficial owner of shares held in “street name,” and a voting instruction form was forwarded to you by your Agent. As a beneficial owner, you have the right to instruct your Agent on how to vote the shares held in your account. You should instruct your Agent how to vote your shares by following the voting instructions provided by the Agent. If you wish to vote in person at the annual meeting, you must obtain a legal proxy from your Agent.

*How will my shares be voted?*

If you are a stockholder of record as of the close of business on the record date and you do not mark any selections but return the signed proxy card, your shares will be voted by the proxies named on the proxy card “**FOR**” each of the nominees listed in this proxy statement, “**FOR**” the proposal to ratify the appointment of E&Y as our independent registered public accounting firm for the year ending December 31, 2024, and “**FOR**” the proposal to approve the 2024 Incentive Plan. If you are a stockholder of record as of the close of business on the record date and you return the signed proxy card, the proxy holders may vote in their discretion with respect to any other matters that properly come before the meeting. If any nominee named in this proxy statement is unwilling or unable to serve as a director, our board may nominate another individual for election as a director at the annual meeting, and the persons named as proxy holders will vote “**FOR**” the election of any substitute nominee.

If you are a stockholder of record as of the close of business on the record date and you wish to name as a proxy someone other than the proxies named on the proxy card, you may do so by crossing out the name of the designated proxies and inserting the name of another person. In that case, it will be necessary to sign the proxy card and deliver it to the person so named and for the person so named to be present at and vote at the meeting with the properly executed and marked proxy card. Proxy cards so marked should not be mailed to us or to Equiniti Trust Company, LLC, which we refer to as “Equiniti”.

*If my shares are held in “street name” by my Agent, will the Agent vote my shares without specific instructions from me?*

Not in most circumstances. In the absence of your voting instructions, your Agent may only vote your shares in its discretion on “routine matters” and your Agent may not vote your shares on proposals that are not “routine.” We believe that the proposal to ratify the selection of E&Y is a routine matter on which your Agent can vote on your behalf if you do not furnish voting instructions. All of the other proposals may be considered non-routine matters so your Agent may not be entitled to vote your shares on these proposals without your instructions. A broker non-vote occurs when an Agent does not vote on a particular proposal because the Agent does not have discretionary voting power for that particular matter and has not received instructions from the beneficial owner. If you hold your shares in street name and do not give your Agent specific voting instructions on the proposals to be submitted to stockholders for their approval (other than the proposal with respect to E&Y), your shares will not be voted on such proposals, and a broker non-vote will occur. If your shares are held in “street name” by your Agent, you should follow the directions provided by your Agent in order to instruct them to how to vote your shares.

*Is my vote important?*

If you do not submit a proxy or vote in person at the annual meeting, it may be more difficult for us to obtain the necessary quorum to hold the annual meeting.

*How many votes are needed to approve each of the proposals assuming that a quorum is present at the annual meeting?*

The affirmative vote of a majority of the total votes cast “for” and “against” as to a nominee is required for the election of such nominee as director. Abstentions, if any, and broker non-votes, will not be counted as votes cast and will have no effect on the results of the election of any director.

The affirmative vote of a majority of all of the votes cast on the proposal is required to ratify the selection of E&Y and to approve the 2024 Incentive Plan. For purpose of such votes, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the results of the vote on either proposal. Agents are not prohibited from voting shares held in street name in their discretion on the proposal relating to the selection of E&Y, and we do not expect to receive any broker non-votes on this proposal.

*Who will count the vote?*

A representative of our transfer agent, Equiniti, or another person designated by or at the direction of our board, will tabulate the votes and act as inspector of elections.

*Can I revoke my proxy before it is exercised?*

If you hold stock directly in your name, you can revoke your proxy at any time before it is voted at the annual meeting by filing a written revocation with our Office of the Corporate Secretary, or delivering to Equiniti a properly executed proxy bearing a later date. You may also revoke your proxy with a timely and valid later telephone or Internet vote or by attending the meeting and voting in person. If not so revoked, the shares represented by such proxy will be voted.

If your shares are held in the name of an Agent, you must contact the Agent and comply with its procedures if you want to revoke or change the instructions that you previously provided to the Agent. Attendance at the meeting will not by itself automatically revoke a previously granted proxy.

*Who is soliciting my vote and who pays the cost?*

We are soliciting proxies and will pay the entire cost of soliciting proxies, including preparing and mailing this proxy statement and related soliciting materials. In addition to the solicitation of proxies by mail and through our and our affiliates full-time and part-time employees, we will request Agents and other stockholders of record to forward copies of the proxy statement and other soliciting materials to persons for whom they hold shares and to request instruction on how to vote the shares. We will reimburse such record holders for their reasonable out-of-pocket expenses in forwarding proxies and proxy materials to stockholders. We have retained DF King for a fee of \$7,000 and the reimbursement of certain expenses, to aid in the solicitation of proxies from our

stockholders. To the extent necessary in order to ensure sufficient representation at the meeting, we or our proxy solicitor may solicit the return of proxies by personal interview, mail, telephone, facsimile, Internet or other means of communication or electronic transmission. The extent to which this will be necessary depends upon how promptly proxies are returned. We urge you to send in your proxy without delay.

*What is householding?*

Stockholders who share the same address and last name may receive only one copy of the proxy materials unless we, in the case of stockholders of record, or such stockholder's broker, bank or nominee, in the case of stockholders whose shares are held in street name, receive contrary instructions. This practice, known as "householding," is designed to reduce printing and mailing costs. Stockholders desiring to discontinue householding and receive a separate copy of the proxy materials, may (1) if their shares are held in street name, notify their broker, bank or nominee or (2) if they are stockholders of record, direct a written request to: BRT Apartments Corp., 60 Cutter Mill Road, Suite 303, Great Neck, NY 11021, Attn: Office of the Corporate Secretary.

*When are stockholder proposals due for the 2025 annual meeting?*

We expect that our 2025 annual meeting of stockholders will be held in June 2025.

Our bylaws require that we be given advance written notice of nominations for election to our board and other matters which stockholders wish to present for action at an annual meeting of stockholders (other than matters included in our proxy materials in accordance with Rule 14a-8(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Office of the Corporate Secretary must receive such notice, as well as the information and other materials required by our bylaws, at our principal executive office not later than 5:00 PM, Eastern Time, on December 27, 2024 and no earlier than November 27, 2024 for matters or nominations to be properly presented at the 2025 annual meeting of our stockholders.

Stockholders who wish to have proposals considered for inclusion in the proxy statement and form of proxy for our 2025 annual meeting pursuant to Rule 14a-8 under the Exchange Act must cause their proposals to be received in writing by the Office of the Corporate Secretary at the address set forth on the cover page of this proxy statement no later than December 27, 2024. Any proposal should be addressed to the Office of the Corporate Secretary and may be included in next year's proxy materials for our 2025 annual meeting of stockholders only if such proposal complies with the rules and regulations promulgated by the Securities and Exchange Commission, which we refer to as the "SEC." We are not required to include in our proxy statement or our proxy card relating to any annual meeting any nominee for director or stockholder proposal that does not meet all of the requirements for inclusion established by the SEC.

*What other information about us is available?*

Stockholders can call (516) 466-3100 or write to us at 60 Cutter Mill Road, Suite 303, Great Neck, NY 11021, Attention: Office of the Corporate Secretary, to request a copy of our Annual Report on Form 10-K for the year ended December 31, 2023. This and other important information about us is also available on our web site which is located at [www.brtapartments.com](http://www.brtapartments.com). Our 2023 Annual Report to Stockholders (the "Annual Report") accompanies this proxy statement.

## GOVERNANCE OF OUR COMPANY

### General

Our business, property and affairs are managed by or under the direction of our board and its committees. Directors are kept informed about our business through discussions with our chairman, our chief executive officer and our other officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. During 2023, the board held four meetings, and each director, other than Mr. Ginsburg who missed several meetings due to illness, attended at least 75% of the aggregate number of meetings of the board and all committees on which such director served during such year. We typically schedule a board meeting in conjunction with our annual meeting of stockholders and encourage our directors to attend such meeting—73% of our directors attended our 2023 annual meeting of stockholders.

### Code of Business Conduct and Ethics

We have adopted an amended and restated code of business conduct and ethics, which we refer to as the “Conduct Code”, that applies to all of our directors, officers and employees. The Conduct Code covers a variety of topics, including conflicts of interest, confidentiality of information, and compliance with laws and regulations. See “*Additional Information and Notice of Internet Availability of Proxy Materials*” to obtain access for or copies of our Conduct Code. During 2023, there were no waivers of the provisions of the Conduct Code with respect to any of the persons subject thereto. We will post any amendments to, or waivers of, the Conduct Code on our website.

### Risk Oversight

Management is responsible for the day-to-day management of risks we face. Our board has overall responsibility for overseeing risk management with a focus on the more significant risks facing us. Our audit committee oversees risk policies and processes related to our financial statements, financial reporting processes and liquidity risk, and other risks presented to it from time-to-time by management; our nominating and corporate governance committee, which we refer to as the “nominating committee,” oversees corporate governance risks; and our compensation committee oversees risks relating to the compensation of our full-time executive officers. The compensation committee does not believe that the compensation programs which are in place give rise to any risk that is reasonably likely to have a material adverse effect on us.

A portion of each quarterly meeting of the audit committee is devoted to reviewing the status of our properties and other matters (including related party transactions) which might have a material adverse impact on current or future operations. An executive officer reports to the committee regarding the activities of our disclosure controls and procedures committee – this committee is comprised primarily of the individuals responsible for our financial and regulatory reporting, meets approximately four times a year and is responsible for identifying areas of risk and in particular, risks with respect to disclosure controls and internal controls over financial reporting. In addition, an executive officer, our internal auditor and the independent registered public accounting firm reviewing or auditing, as the case may be, our financial statements, reports or is available to report, to the committee with respect to our compliance with our internal control policies in order to ascertain that no failures of a material nature have occurred. This process assists the audit committee in overseeing the risks related to our financial statements and the financial reporting process.

At board meetings, the directors review significant risk issues brought to their attention by management and committees of the board.

Our compensation committee, among other things, reviews our incentive compensation arrangements to ensure that such arrangements do not encourage unnecessary risk taking. The compensation committee believes that the compensation programs which are in place do not give rise to any risk that is reasonably likely to have a material adverse effect on us.

### Leadership Structure

Our company is led by Israel Rosenzweig, Chairman of our Board, whom we refer to as our Chairman, and Jeffery A. Gould, President and Chief Executive Officer, whom we refer to as our Chief Executive Officer. Jeffery A. Rubin has been designated by the board of directors as its “Independent Lead Director.” Among other



things, the Independent Lead Director presides over, and proposes the topics to be discussed at, executive sessions of the independent directors, recommends to the chairman of the board matters to be considered and materials to be reviewed by the board, participates in meetings of the committees of the board, serves as an independent point of contact for stockholders desiring to communicate with the board and performs such other duties and responsibilities as are assigned to him by a majority of the non-management directors.

### Committees of the Board

Our board has three standing committees: audit, compensation and nominating. The board has adopted charters for these committees which require that they be comprised of at least three independent directors and, in the case of the audit committee, also requires that at least one member of such committee qualify as a “financial expert.” All of the members of each committee were independent during their period of service on such committee and in the case of the audit committee, each such member was also financially literate. The board has also adopted corporate governance guidelines that address the make-up and functioning of the board and its committees. See “*Additional Information and Notice of Internet Availability*” to obtain access for or copies of our corporate governance guidelines and committee charters.

The table below provides membership and meeting information for each of our committees for 2023:

<u>Name</u>	<u>Audit</u>	<u>Compensation</u>	<u>Nominating</u>
Carol Cicero . . . . .			
Alan H. Ginsburg . . . . .		✓	
Louis C. Grassi . . . . .	Chair*		✓
Gary Hurand . . . . .	✓		Chair
Jeffrey Rubin . . . . .		Chair	
Jonathan H. Simon . . . . .		✓	
Elie Y. Weiss . . . . .	✓		✓
Number of Meetings . . . . .	4	5	3

\* Audit committee financial expert.

#### *Audit Committee*

This committee is responsible for assisting the board in overseeing, among other things, (i) the integrity of our financial statements, (ii) our compliance with legal and regulatory requirements, (iii) our independent registered public accounting firm’s qualification and independence, (iv) the performance of our independent registered public accounting firm, (v) the performance of the accounting firm performing our internal control audit function, (vi) its responsibilities described under “— *Risk Oversight*”, and (vii) the preparation of the audit committee report required by the SEC for inclusion in this proxy statement. This committee is also responsible for the selection and engagement of our independent registered public accounting firm, for approving the fees payable to such firm, and for approving related party transactions.

#### *Compensation Committee*

This committee (i) determines the base salary, annual bonus and perquisites paid to our full-time executive officers, the fees paid to our directors, the fees for the Services (as described in “*Executive Compensation – Compensation Setting Process – Part Time Executive Officers – Services*”), the grant of awards pursuant to our equity based plans and (ii) performs the risk oversight function described in “— *Risk Oversight*”.

#### *Nominating Committee*

This committee’s principal responsibilities include proposing a slate of nominees for election to the board at the annual meeting of stockholders, recommending committee assignments to the board of directors, making recommendations with respect to the independence of each director and nominee for directors, identifying and recommending candidates to fill vacancies on the board or committees thereof, overseeing board performance evaluations, proposing a slate of officers for election at the annual meeting of the board, overseeing compliance with our stock ownership guidelines, monitoring and recommending changes to our corporate governance guidelines, and its risk oversight responsibilities described in “— *Risk Oversight*”.

## **Director Qualifications**

The board believes that it should be comprised of directors with complementary backgrounds, and that directors should, at a minimum, have expertise that may be useful to us. Our nominating committee considers the personal and professional attributes and the business experience of each candidate for director to promote diversity of expertise and experience among our directors. Additionally, directors should possess the highest personal and professional ethics and should be willing and able to devote the required amount of time to our business.

When considering candidates for director, the nominating committee will take into account various factors, including the following:

- the candidate's ability to qualify as an independent director;
- whether the candidate has relevant business experience;
- the candidate's judgment, skill, integrity and reputation;
- whether the candidate has a background in accounting or finance or other skills deemed relevant by the board; and
- the size and composition of the existing board.

The nominating committee will consider candidates for director suggested by stockholders, applying the criteria for candidates described above, and considering the additional information referred to below. Stockholders wishing to suggest a candidate for nomination for election as a director should write to the Office of the Corporate Secretary and include:

- a statement that the writer is a stockholder and is proposing a candidate for consideration by the committee;
- the name of and contact information for the candidate;
- a statement of the candidate's business and educational experience;
- information regarding each of the factors listed above sufficient to enable the committee to evaluate the candidate;
- a statement detailing any relationship between the candidate and any of our competitors;
- detailed information about any relationship or understanding between the proposing stockholder and the candidate; and
- a statement that the candidate is willing to be considered and willing to serve as a director if nominated and elected.

When seeking candidates for director, the nominating committee may solicit suggestions from management, incumbent directors or others. The committee or its chairperson will interview a candidate if it is believed the candidate might be suitable to be a director. The nominating committee may also ask the candidate to meet with management.

The nominating committee generally intends to recommend that the Board nominate incumbent directors who the committee believes will continue to make important contributions to us, inasmuch as the committee believes that the continuing service of qualified incumbents promotes stability and continuity, giving us the benefit of the familiarity and insight into our affairs that such directors have accumulated during their tenure, while contributing to the board's ability to work as a collective body.

## **Independence of Directors**

The Board affirmatively determined that for the purposes of the corporate governance requirements of the New York Stock Exchange and applicable SEC requirements, each of (i) Carol Cicero, Alan H. Ginsburg, Louis C. Grassi, Gary Hurand, Jeffrey Rubin, Jonathan H. Simon and Elie Y. Weiss, constituting approximately 64% of our directors, and (ii) the members of our audit, compensation and nominating committees, are independent. The

Board based these determinations primarily on a review of the responses of our directors to questions regarding employment and compensation history, affiliations and family and other relationships, discussions with directors and relevant facts and circumstances provided to management of any relationships bearing on the independence of a director.

In evaluating independence, the board applied the independence standards of Sections 303A.01 and 303A.02 of the New York Stock Exchange Listed Company Manual (the “NYSE Manual”), as well as our categorical independence standard included in our corporate governance guidelines. The board also applied, with respect to the: (i) audit committee, the independence standards imposed by Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Section 303A.07(a) of the NYSE Manual, and (ii) compensation committee, the independence standards imposed by Rule 10C-1 promulgated under the Exchange Act and Section 303A.02(a)(ii) of the NYSE Manual. See “*Additional Information and Notice of Internet Availability of Proxy Materials*” for information about accessing our corporate governance guidelines.

In evaluating Gary Hurand’s independence, the Board was aware that a family entity in which his wife has a significant interest owns a preferred limited partnership interest in Gould Investors L.P. with a stated redemption value of approximately \$2.9 million and that several of Mr. Hurand’s family members and their affiliates have invested an aggregate of approximately \$1.3 million in investment funds managed by affiliates of Gould Investors. In concluding that Mr. Hurand is independent, the Board took into account, among other things, the limited voting rights associated with these interests and that no member of the Hurand family, including Mr. Hurand, has any management involvement in Gould Investors. Gould Investors is a significant stockholder of ours and is primarily engaged in the ownership and operation of real estate properties held for investment. See “*Certain Relationships and Related Transactions*.”

## Compensation of Directors

The following table sets forth the cash compensation paid in 2023 to the directors for service on the board and its committees, all of whom, except as indicated in footnote 1 below, are non-management directors (*i.e.*, directors who are not employees or officers of ours or our affiliates):

	Board	Committee		
		Audit	Compensation	Nominating
Annual retainer . . . . .	\$ 23,000	\$ 5,750	\$ 4,600	\$3,450
Presence in-person at meeting . . . . .	1,450	1,150	1,150	1,150
Presence by telephone at meeting . . . . .	875	875	875	875
Chairman’s annual retainer . . . . .	282,225 <sup>(1)</sup>	14,500 <sup>(2)</sup>	14,500 <sup>(2)</sup>	4,600 <sup>(2)</sup>
Independent lead director’s annual retainer . . . . .	10,000 <sup>(3)</sup>			

(1) Reflects the compensation paid to Israel Rosenzweig, a management director, for his service as chairman of our board. See “*Executive Compensation—Chairman of the Board’s Compensation*” and “*Certain Relationships and Related Transactions*.”

(2) The committee chairman receives the annual retainer and the annual retainer for serving as chairman of such committee.

(3) Commenced September 2023.

In addition, on an annual basis, non-management directors are awarded shares of restricted stock. The restricted stock has a five-year vesting period, subject to acceleration upon the occurrence of specified events, during which the holder is entitled to vote and receive distributions, if any, on such shares. In each of 2023 and 2024, each non-management director was issued 4,100 shares of restricted stock. Non-management directors who reside outside of the local area in which our executive office is located are reimbursed for travel expenses incurred in attending Board and committee meetings.

The following table sets forth the cash and non-cash compensation paid to our directors for their service in such capacity in 2023, all of whom, except for Israel Rosenzweig, are non-management directors:

	Fees Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	Total (\$)
Carol Cicero . . . . .	28,225	78,638	106,863
Alan Ginsburg . . . . .	32,850	78,638	111,488
Louis C. Grassi . . . . .	54,675	78,638	133,313
Gary Hurand . . . . .	45,550	78,638	124,188
Israel Rosenzweig . . . . .	282,225 <sup>(3)</sup>	205,481 <sup>(4)</sup>	487,700
Jeffrey Rubin . . . . .	44,675	78,638	123,313
Jonathan H. Simon . . . . .	37,775	78,638	116,413
Elie Y. Weiss . . . . .	42,375	78,638	121,013

- (1) This table does not reflect: (a) the compensation we paid Jeffrey A. Gould, our President, Chief Executive Officer and a director; Fredric H. Gould, a director; and Matthew J. Gould, an executive officer and director; and (b) compensation paid to Fredric H. Gould, Matthew J. Gould and Israel Rosenzweig by Majestic Property Management Corp. (“Majestic Property”), which is wholly-owned by Fredric H. Gould. See “*Executive Compensation—Summary Compensation Table*” and “*Certain Relationships and Related Transactions*” for information regarding the compensation paid these individuals.
- (2) Represents the aggregate grant date fair value computed in accordance with Accounting Standards Codification Topic 718 – Stock Compensation, which we refer to as “ASC Topic 718”. These amounts reflect our accounting expense and do not correspond to the actual value that will be realized by these directors.
- (3) Reflects the retainer paid for serving as Chairman of the Board. Excludes fees for Services of \$53,840 for 2023. See “*Executive Compensation—General*” and “*Certain Relationships and Related Transactions*.”
- (4) Reflects the grant date fair value of 2,581 shares of restricted stock and 10,500 shares subject to restricted stock units, which we refer to as RSUs (excluding the peer group adjustment as described in “*Executive Compensation – Grant of Plan Based Awards*”) that vest in three-years subject to the satisfaction of performance and/or market conditions.

The table below shows the aggregate number of unvested stock awards held by the named directors and the value thereof as of December 31, 2023:

Name	Unvested Stock Awards (#)	Market Value of Unvested Stock Awards (\$) <sup>(1)</sup>
Carol Cicero . . . . .	4,100	76,219
Alan H. Ginsburg <sup>(2)</sup> . . . . .	20,300	377,377
Louis C. Grassi <sup>(2)</sup> . . . . .	20,300	377,377
Gary Hurand <sup>(2)</sup> . . . . .	20,300	377,377
Israel Rosenzweig <sup>(3)</sup> . . . . .	57,683	1,072,308
Jeffrey Rubin <sup>(2)</sup> . . . . .	20,300	377,377
Jonathan H. Simon <sup>(2)</sup> . . . . .	20,300	377,377
Elie Y. Weiss <sup>(2)</sup> . . . . .	20,300	377,377

- (1) The closing price on the NYSE on December 29, 2023 for a share of our common stock was \$18.59.
- (2) In January 2024, 2025, 2026, 2027 and 2028, 3,900 shares, 4,200 shares, 4,000 shares, 4,100 shares, and 4,100 shares are scheduled to vest, respectively.
- (3) Mr. Rosenzweig is the Chairman of our Board. In January 2024, 2025 and 2026, June 2026, and January 2027 and 2028, the following shares of restricted stock are scheduled to vest: 3,185 shares, 3,055 shares, 2,803 shares, 12,000 shares, 2,734 shares and 2,581 shares, respectively. In March 2024, June 2025 and June 2026, 10,412 shares, 10,412 shares and 10,500 shares (excluding the peer group adjustment), respectively, underlying RSUs are scheduled to vest, subject to the satisfaction of market and/or performance conditions. RSUs include dividend equivalents rights. See “*Executive Compensation – Components of Executive Compensation—Long-Term Equity and Long-Term Equity Incentive Awards*”, “*Executive Compensation—Outstanding Equity Awards at Fiscal Year-End*” and note 9 of our consolidated financial statements included in our Annual Report.

### **Non-Management Director Executive Sessions**

In accordance with New York Stock Exchange listing standards, our non-management directors meet regularly in executive sessions without management and our independent lead director presides over such sessions.

### **Communications with Directors**

Stockholders and interested persons who want to communicate with our board or any individual director can write to:

BRT Apartments Corp.  
60 Cutter Mill Road, Suite 303  
Great Neck, NY 11021  
Attention: Office of the Corporate Secretary

Your letter should indicate that you are a stockholder of BRT Apartments Corp. Depending on the subject matter, the Office of the Corporate Secretary will:

- Forward the communication to the director or directors to whom it is addressed;
- Attempt to handle the inquiry directly; for example where it is a request for information about our company or it is a stock-related matter; or
- Not forward the communication if it is primarily commercial in nature or if it relates to an improper or irrelevant topic.

At each Board meeting, the Secretary will present a summary of communications received, if any, since the last meeting and make those communications available to the directors on request.

In the event that a stockholder, employee or other interested person would like to communicate with our non-management directors confidentially, they may do so by sending a letter to “Non-Management Directors” at the address set forth above. Please note that the envelope should contain a clear notation that it is confidential.

**INFORMATION REGARDING BENEFICIAL OWNERSHIP OF PRINCIPAL  
STOCKHOLDERS, DIRECTORS AND MANAGEMENT**

The following table sets forth information concerning our shares owned as of the close of business on March 25, 2024 by (i) each person beneficially owning five percent or more of our outstanding shares, (ii) each director, (iii) each executive officer named in the Summary Compensation Table, and (iv) all directors and executive officers as a group:

<u>Name of Beneficial Owner</u>	<u>Number of Shares Beneficially Owned<sup>(1)</sup></u>	<u>Percent of Class</u>
Carol Cicero	8,200	*
Alan H. Ginsburg	62,430	*
Fredric H. Gould <sup>(2)</sup>	437,361	2.3
Jeffrey A. Gould <sup>(3)</sup>	4,133,025	22.1
Matthew J. Gould <sup>(4)</sup>	4,119,641	22.2
Mitchell Gould <sup>(5)</sup>	164,533	*
Louis C. Grassi	72,102	*
Gary Hurand <sup>(6)</sup>	160,638	*
David W. Kalish <sup>(7)</sup>	583,434	3.1
Israel Rosenzweig <sup>(8)</sup>	766,122	4.1
Jeffrey Rubin <sup>(9)</sup>	69,160	*
Jonathan H. Simon <sup>(10)</sup>	62,429	*
Elie Y. Weiss <sup>(11)</sup>	88,386	*
George Zweier <sup>(12)</sup>	128,911	*
Gould Investors L.P. <sup>(13)</sup>	3,536,672	18.9
All directors and executive officers as a group (18 persons) <sup>(14)</sup>	7,534,306	40.2
BlackRock, Inc. <sup>(15)</sup>	1,021,715	5.5

\* Less than 1%

- (1) Shares are listed as beneficially owned by a person who directly or indirectly holds or shares the power to vote or to dispose of the shares. A person is deemed a beneficial owner if he or she has the right to acquire beneficial ownership of shares within 60 days of March 25, 2024. The percentage of beneficial ownership is based on 18,723,197 shares outstanding as the close of business on March 25, 2024, including an aggregate of 140,570 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions.
- (2) Includes 11,500 shares in a trust of which he is the trustee and the beneficiary is his spouse and 14,757 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions. Excludes (i) 10,012 shares owned by his spouse and (ii) 2,468 shares held by him as custodian for a grandson, as to each of which he disclaims beneficial ownership.
- (3) Includes 24,139 shares owned by a charitable foundation of which he is a director, as to which shares he has shared voting and investment power, 36,448 shares owned by a trust for the benefit of his children and other relatives of which he is a trustee (as to which he disclaims beneficial ownership), 27,681 shares owned by a limited liability company of which he is a manager, 14,757 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions, and 3,536,673 shares owned by Gould Investors. He is a manager of the managing general partner of Gould Investors.
- (4) Includes 114,832 shares owned directly which are pledged as collateral for a personal loan, 20,874 shares owned by a pension trust over which he has shared voting and investment power, 24,139 shares owned by a charitable foundation of which he is a director, as to which shares he has shared voting and investment power, 36,448 shares owned by a trust for the benefit of his children and other relatives, of which he is a trustee (as to which he disclaims beneficial ownership), 27,681 shares owned by a limited liability company of which he is a manager, 14,757 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions, and 3,536,673 shares owned by Gould Investors. He is a manager of the managing general partner of Gould Investors.
- (5) Includes 7,771 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions.
- (6) Includes 5,152 shares owned by a limited liability company in which Mr. Hurand is a member, and 5,152 shares in a trust of which Mr. Hurand is a trustee. Mr. Hurand shares voting and investment power with respect to the shares owned by these entities. Excludes 253,394 shares owned by a trust, of which his spouse is both trustee and beneficiary and as to which he disclaims beneficial ownership.
- (7) Includes 312,634 shares owned by the pension and profit sharing trusts of BRT Apartments Corp., REIT Management Corp. and Gould Investors as to which he, as trustee, has shared voting and investment power and 12,013 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions. Excludes up to 5,333 shares owned by his spouse, as to which shares she has sole voting and investment power and as to which he disclaims beneficial ownership.

- (8) Includes 41,194 shares owned by the pension trust of Gould Investors, 250,566 shares owned by REIT Management Corp. pension and profit sharing trusts, as to which he, as trustee, has shared voting and investment power and 7,867 shares subject to RSUs that vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions.
- (9) Includes 34,410 shares pledged as collateral for a line of credit. No amounts are outstanding on such credit line.
- (10) Excludes 425 shares held by his spouse in trust for a minor.
- (11) Excludes 271 shares owned by his spouse, as to which shares he disclaims beneficial ownership.
- (12) Includes 7,771 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions.
- (13) Such person's address is: 60 Cutter Mill Road, Suite 303, Great Neck, NY 11021.
- (14) Includes 115,350 shares subject to RSUs that we assume will vest as of March 31, 2024, subject to the satisfaction of market and/or performance conditions.
- (15) As of December 31, 2023, based (other than with respect to percentage ownership) on information set forth in Schedule 13G filed with the SEC on January 31, 2024 by this reporting person whose business address is 50 Hudson Yards, New York, NY 10001. This reporting person reported that it has sole voting power with respect to 1,008,225 shares and sole dispositive power with respect to 1,021,715 shares and that it does not share voting or dispositive power with respect to the shares it beneficially owns.

**PROPOSAL 1  
ELECTION OF DIRECTORS**

The board is divided into three classes, each of which is elected for a staggered term of three years. Our Articles of Incorporation provides for ten directors, subject to increase or decrease as determined by the board. The board may, following the annual meeting, increase the size of the board and fill any resulting newly created directorships.

At the annual meeting of stockholders, three Class I Directors will be elected to our board. Each nominee identified below has been recommended to our board by the nominating and corporate governance committee for election at the annual meeting and each nominee has been nominated by our board to stand for election at the annual meeting, to hold office until our 2027 annual meeting and until his or her successor is elected and qualified. Class II Directors and Class III Directors will continue to serve as directors until our 2025 and 2026 annual meetings, respectively, and until their respective successors are duly elected and qualify. Proxies will not be voted for a greater number of persons than the number of nominees named in the proxy statement.

It is contemplated that all the nominees will stand for election. Should any nominee become unavailable for election, all proxies (except proxies marked to the contrary) will be voted for the election of a substitute nominee recommended by the board of directors.

In an uncontested election, each nominee for director will be elected only if he or she receives the affirmative vote of a majority of the total votes cast “for” and “against” for such nominee. As set forth in our corporate governance guidelines, any nominee for director who is an incumbent director but who is not elected by the vote required in the Bylaws, and with respect to whom no successor has been elected, is required to promptly tender his offer to resign to the board for its consideration. The nominating committee will recommend to the board whether to accept the offer to resign. No later than the next regularly scheduled board meeting to be held at least ten days after the date of the election, the board will decide whether to accept such offer and promptly and publicly disclose its decision. If the resignation is not accepted, the director will continue to serve until the next annual meeting of stockholders and until the director’s successor is duly elected and qualified or until the director’s earlier resignation or removal. If the resignation is accepted, the board will either leave such position vacant, reduce the size of the board or elect another individual to serve in place of the resigning director. The nominating committee and the board may consider any factors they deem relevant in deciding whether to accept a director’s resignation.

The following table sets forth information concerning the directors who (i) are nominees for election at this year’s annual meeting of stockholders and (ii) whose terms are not expiring.

**Nominees for Election as Directors**

<u>Name</u>	<u>Class</u>	<u>Term to Expire at Annual Meeting in</u>
Alan Ginsburg . . . . .	I	2027
Jeffrey A. Gould . . . . .	I	2027
Jonathan H. Simon . . . . .	I	2027

**Directors Whose Terms are not Expiring**

<u>Name</u>	<u>Class</u>	<u>Term to Expire at Annual Meeting in</u>
Matthew J. Gould . . . . .	II	2025
Louis C. Grassi . . . . .	II	2025
Israel Rosenzweig . . . . .	II	2025
Jeffrey Rubin . . . . .	II	2025
Carol Cicero . . . . .	III	2026
Fredric H. Gould . . . . .	III	2026
Gary Hurand . . . . .	III	2026
Elie Y. Weiss . . . . .	III	2026



*Nominees for Election as Directors*

<u>Name and Age</u>	<u>Principal Occupation for the past Five Years and other Directorships or Significant Affiliations</u>
Alan H. Ginsburg 85 Years	Director since 2006; since 1987, Chief Executive Officer of The CED Companies, a private company which develops, builds and manages multi-family apartment communities. His expertise and in-depth knowledge of the multi-family property industry garnered through more than 35 years as chief executive officer of a multi-family real estate developer/manager, led our nominating committee to conclude that he should continue to serve on our board.
Jeffrey A. Gould 58 years	Director since 1997, Chief Executive Officer since 2002, President from 1996 and Chief Operating Officer from 1996 to 2001; since 1999, Senior Vice President and director of One Liberty Properties, Inc. an NYSE listed real estate investment trust focused on net lease commercial properties; since 1996, Senior Vice President of and since 2013, Director/ Manager of Georgetown Partners, the managing general partner of Gould Investors. He is the son of Fredric H. Gould and brother of Matthew J. Gould. His broad range of real experience, including experience with respect to real estate lending, management, acquisitions and dispositions, and his 22 years and 28 years of service as our Chief Executive Officer and President, respectively, led our nominating committee to conclude that he should continue to serve on our board.
Jonathan H. Simon 58 years	Director since 2006; since 1994, President and Chief Executive Officer of The Simon Development Group and predecessors, a private company which develops, owns and manages a diverse portfolio of residential, retail and commercial real estate, primarily in New York City. His more than 30 years of experience in the real estate industry led our nominating committee to conclude that he should continue to serve on our board.

**THE BOARD RECOMMENDS A VOTE FOR THE ELECTION OF ALAN H. GINSBURG, JEFFREY A. GOULD AND JONATHAN H. SIMON.**

*Continuing Directors*

<u>Name and Age</u>	<u>Principal Occupation for the past Five Years and other Directorships or Significant Affiliations</u>
Carol Cicero 64 years	Director since January 2022; From 2014 through 2021, Group Vice President and from 2000 through 2013, Area Vice President of RAM Partners, LLC, a full service real estate management firm that provides property management services (including services for several of our multi-family properties); from 2013 through 2014, director of asset management at Arenda Capital Management, a real estate focused private investment firm. Ms. Cicero's more than 30 years of multi-family property management experience provides our board with an in-depth understanding of the day-to-day challenges in operating multi-family properties.
Fredric H. Gould 89 Years	Director since 1983 and Chairman of our Board from 1984 through 2013; Chairman of the Board of Directors from 1989 to 2013, Vice Chairman of the Board since 2013, Chief Executive Officer from 2005 to 2007, and President from 2005 to 2006 of One Liberty Properties; Chairman of the Board of Georgetown Partners from 1997 to 2012 and director from 2013 through 2021; Director of EastGroup Properties, Inc., from 1998 through 2019. Mr. Gould brings to our board his knowledge of our company and his knowledge and experience in business, finance, real estate, tax, and accounting matters gained from his more than 50 years of experience in the real estate and finance industries, as the chief executive officer of publicly traded real estate companies, as a director of four REITs, and as a director and a member of the loan committee of two savings and loan associations.
Matthew J. Gould 64 years	Director since 2001 and Senior Vice President since 1993; from 1999 through 2011, Director and Senior Vice President, from 1989 through 1999, President, from 2011 through 2013, Vice Chairman and since 2013, Chairman of the Board of Directors of One Liberty Properties; from 1996 through 2012, President, and since 2013, Chairman of the Board/Manager of Georgetown Partners. Since 2019, Chief Executive Officer of Rainbow MJ Advisors, which manages real estate loans and investments in the cannabis industry, since 2021, a Director of Halsa Holdings LLC, which is engaged in commercial activities in such industry, and since 2022, a Director of MJ Real Estate Investment Trust, a private REIT that acquires interests in, or originates loans secured by, real estate assets operated by state licensed cannabis operators. He brings to the board his more than 35 years of real estate experience as an executive in the real estate industry with expertise in evaluating, managing, financing, acquiring and selling various types of properties.
Louis C. Grassi 68 years	Director since 2003; Since 2023, CEO and Managing Director of Grassi Advisory Group, Inc, a firm engaged in providing consulting services to businesses and individuals; From 1980 through 2023, Managing Partner of Grassi & Co. CPAs, P.C., a national firm providing tax and accounting services; Director of Flushing Financial Corp. since 1998 and serves as chairman of its audit committee. Mr. Grassi has been involved for more than 28 years in accounting and auditing issues and has extensive management and leadership in the private and public company environment. His knowledge of financial and accounting matters and his experience as a director and member of the audit committee of a publicly traded financial institution provides him with the accounting and governance background and the skill needed to serve as the chairman and financial expert of our audit committee and as a member of our nominating committee.

*Continuing Directors*

<u>Name and Age</u>	<u>Principal Occupation for the past Five Years and other Directorships or Significant Affiliations</u>
Gary Hurand 77 Years	Director since 1990; since 1987 President of Management Diversified, Inc., a real property management and development company; Director of Citizens Republic Bancorp Inc. and predecessor from 1990 through 2013. He is the father-in-law of Elie Y. Weiss. Mr. Hurand's extensive experience in commercial real estate and in business operations, and as a former director and member of the audit committee of a publicly traded financial institution, provides our board with a knowledgeable and experienced chair of its nominating committee and member of the audit committee.
Israel Rosenzweig 76 years	Chairman of the Board since 2013, Director and Vice Chairman of the Board from 2012 through 2013, and Senior Vice President from 1998 through 2012; Vice President of Georgetown Partners since 1997; Senior Vice President of One Liberty Properties since 1989. His experience as a lending officer at a major financial institution, his knowledge and experience in business, finance and accounting matters and his more than 34 years of experience in the real estate industry provides our board with an experienced and knowledgeable chairman.
Jeffrey Rubin 56 years	Director since 2004 and independent lead director since 2023; since 2009, President and CEO of The JR Group, which provides consulting services to the electronic payment processing industry; since 2023, CEO of Excel Payments, a provider of credit card processing services to merchants throughout the United States; since 2008, Chief Executive Officer of Summit Processing Group LLC and since 2023, Partner at Finance ERC LLC, both of which provide financial products to businesses; President and Chief Executive Officer of Premier Payments, a provider of credit card processing services for merchants throughout the United States, from 2012 until its sale in 2015; President and director of Newtek Business Services, Inc., a provider of business services and financial products to small and medium sized businesses, from 1999 to 2008. Mr. Rubin's experiences as the president and director of a public company and in business and financial matters contribute to his ability to serve as the chairman of our compensation committee and as our independent lead director.
Elie Y. Weiss 51 years	Director since 2007; engaged in real estate development since 1997; since 2007, Mr. Weiss has served as CEO of Five Forty Real Estate, a family office that manages various investments, and since 2017, he has been a principal at Ponsky Capital Partners, a real estate private equity sponsor at which he is chair of the investment committee; from 1997 to 2007, Executive Vice President of Robert Stark Enterprises, Inc., a company engaged in the development and management of retail, office and multi-family residential properties; President of Real Estate for American Greetings from 2013 to 2017. Mr. Weiss brings to our board his real estate and entrepreneurial business experiences.

## HIGHLIGHTS OF OUR COMPENSATION PROGRAM AND GOVERNANCE PRACTICES

The following features of our executive compensation and corporate governance programs are evidence of our commitment to good corporate governance and compensation practices—we encourage you to read the more detailed information set forth herein:

### WHAT WE DO

- ✓ *Use rigorous performance goals.* Only 24.4% of the RSUs awarded to our executive officers in 2021, 2022 and 2023, excluding the impact of the peer group adjustment, would have vested as of December 31, 2023, demonstrating the rigorous conditions established for our equity incentive awards.
- ✓ *Emphasize equity awards as a significant portion of the performance/incentive component of compensation.* The grant date fair value of long-term equity awards (i.e., the restricted stock awarded in 2024 for 2023 performance) and equity incentive awards (i.e., the RSUs awarded in 2023; the long-term equity awards and equity incentive awards are referred to collectively as the “Equity Awards”) accounted for 32%, 45% and 38% of the performance/incentive-based component of compensation awarded to Jeffrey A. Gould, our CEO, Mitchell Gould, our Executive Vice President and George Zweier, our Chief Financial Officer, respectively, for 2023.
- ✓ *Equity awards as a significant component of annual base compensation.* In 2023, the grant date fair value of Equity Awards, as a percentage of base annual compensation (i.e., salary, cash bonus and the grant date fair value of the Equity Awards), was 32%, 44% and 39% for Jeffrey A. Gould, Mitchell Gould and George Zweier, respectively.
- ✓ *Mitigate undue risk in compensation programs.* The executive compensation program includes features that reduce the possibility of our executive officers, either individually or as a group, making excessively risky business decisions that could maximize short-term results at the expense of longer-term value.
- ✓ *Balance of short-term and long-term incentives.* Our incentive programs provide an appropriate balance between shorter and longer-term incentives.
- ✓ *Capped equity award payouts.* The number of shares that can be earned under our long-term equity incentive program are capped.
- ✓ *Independent compensation committee.* Our compensation committee is comprised entirely of independent directors and it oversees risks with respect to our compensation practices.
- ✓ *Clawback policy.* We are entitled to recoup compensation or cause the forfeiture of compensation as more fully described under “—Clawbacks.”
- ✓ *Stock ownership guidelines.* All of our named executive officers and non-management directors own a meaningful amount of our stock as required by these guidelines – see “– Stock Ownership Guidelines.”
- ✓ *Diversity; Responsiveness to Stockholders’ Corporate Governance Comments.* We are responsive to comments and concerns raised by our stockholders. In response to comments raised by stockholders regarding (i) the appointment of an independent lead director, in 2023 we appointed Jeffrey Rubin to serve in such position and (ii) board diversity, in 2022 we appointed Carol Cicero, a highly-qualified woman, to serve as a director.

#### **WHAT WE DON'T DO**

- ✘ *No employment agreements.* None of our officers have employment agreements. Employment of all of our full-time executive officers is “at will.”
- ✘ *No severance arrangements.* There are no severance or similar arrangements for our executive officers, other than accelerated vesting of shares of restricted stock and RSUs upon the occurrence of specified events (e.g., death, disability, retirement or change of control).
- ✘ *No golden parachute tax gross-ups.* There are no excise tax gross ups or similar arrangements for our executive officers.
- ✘ *No dividends on unearned equity incentive awards.* No dividends are paid on the RSUs until the underlying shares are earned.
- ✘ *No hedging.* We prohibit our directors, officers, employees and others from engaging in short sales involving our shares or hedging transactions — see “— Policy Prohibiting Hedging of our Securities.”
- ✘ *No multi-year or guaranteed bonuses or equity grants.* We do not pay guaranteed bonuses to anyone and currently have no guaranteed commitments to grant any equity-based awards. This ensures that we are able to base all compensation awards to measurable performance factors and business results.
- ✘ *No costly defined benefit pension or supplemental retirement plans.* We do not provide costly retirement benefits to our executive officers that reward longevity rather than contributions to our performance.

## EXECUTIVE COMPENSATION

### General

We describe below our compensation objectives and policies as applied to our executive officers named in the Summary Compensation Table (collectively, the “named executive officers”). This discussion focuses on the information contained in the compensation tables that appear in this proxy statement but also describes our historic compensation structure and practices to enhance an understanding of our executive compensation program.

Historically, except with respect to equity based awards which were determined by our compensation committee, compensation determinations (*i.e.*, the compensation of our full-time executive officers, the annual fee paid to the chairman of our board of directors, the grants of Equity Awards, and the fee for Services (as such term is described in “ – *Compensation Setting Process – Part Time Executive Officers – Services*”), were made by our Board after taking into account the recommendations of the compensation and/or audit committee. In late 2023, our board delegated to the compensation committee the authority to make these compensation determinations. As a result (i) base salary, perquisites and fees for Services to be paid in 2023 were approved by such committee and ratified by the board in late 2022, (ii) bonuses for 2023, which were paid in early 2024, were determined by the compensation committee in late 2023 and (iii) equity grants for 2023 were approved in mid-2023 and early 2024.

We use the following compensation structure with respect to the compensation paid by us to our executive officers:

- executive officers who devote all, or substantially all, their business time to our affairs are compensated directly by us. The named executive officers who fit into this category are Jeffrey A. Gould, our President and Chief Executive Officer, Mitchell Gould, our Executive Vice President and George Zweier, our Vice President and Chief Financial Officer. These named executive officers are generally involved on a full-time basis in our multi-family property activities, management of our other real estate assets, and/or financial reporting;
- executive officers who devote their time to us on a part-time basis, whose basic annual compensation (base salary, bonus, if any, and perquisites) is allocated to us under a shared services agreement based upon the estimated time each devotes to our business activities compared to the estimated time each devotes to the other parties to the shared services agreement. These executive officers perform services for us related primarily to legal, accounting, insurance and tax matters, corporate governance, SEC and New York Stock Exchange reporting and other regulatory matters, and consult with our executives and employees in areas involving multi-family property acquisitions, dispositions and financings, property management, and capital raising. These executive officers are also compensated by us for their provision of the Services. See “*Certain Relationships and Related Transactions.*” David W. Kalish, Senior Vice President, Finance is the only named executive officer who fits into this category in 2023; and
- executive officers who devote their time to us on a part-time basis, who are compensated for the Services, but do *not* receive basic annual compensation from us and whose basic annual compensation is not allocated to us under the shared services agreement. Matthew J. Gould is our only named executive officer who fit into this category in 2023.

### The Role of Say-on-Pay

In reviewing our compensation practices and determinations and in approving base salaries and perquisites for 2023, the compensation committee was aware of the results of our June 2020 “say-on-pay” vote in which approximately 96% of the shares that voted on such proposal voted to approve our executive compensation determinations and practices. In approving the bonuses and equity awards for 2023 performance, the compensation committee was aware of the results of our June 2023 “say-on-pay” vote in which approximately 98% of the shares that voted on such proposal voted to approve our executive compensation determinations and practices. The compensation committee viewed such results as supportive of our compensation practices and determinations.

## Compensation Consultant

Our compensation committee is authorized by its charter to retain independent counsel, compensation and benefits consultants, and other outside experts or advisors. In 2022, our compensation committee retained Ferguson Partners Consulting L.P., which we refer to as “Ferguson”, to analyze the competitiveness of our compensation practices in a benchmarking study. Ferguson, a nationally recognized compensation consulting firm specializing in the real estate industry, has no relationship with us or any of our affiliates. (Ferguson also serves as the independent compensation consultant for One Liberty Properties).

As part of its benchmarking evaluation, Ferguson compared our compensation practices to the following REITs, which we refer to as the “Compensation Peer Group”: Armada Hoffer Properties, Inc., CatchMark Timber Trust, Centerspace, Community Healthcare Trust Incorporated, CTO Realty Growth, Inc., Farmland Partners, Inc., Hersha Hospitality Trust, INDUS Realty Trust, Inc., Postal Realty Trust, Inc., UMH Properties, Inc., and Urstadt Biddle Properties Inc. The Compensation Peer Group is comprised of the following types of REITs: three diversified, one healthcare, one hotel, one land, one manufactured home, one multi-family, one shopping center, one specialized and one timber. The Compensation Peer Group was selected by Ferguson using the peer group it previously used in preparing its last report for the compensation committee, as adjusted in 2022 in consultation with management and the compensation committee. These adjustments generally eliminated certain companies that were in the process of being acquired or were significantly larger than us, and added REITs that were similar in size or based in New York.

Ferguson’s report, which was presented to the compensation committee in November 2022, analyzed BRT’s executive team in a variety of ways, including benchmarking each individual compared to an appropriate benchmark (either by similar role and/or pay ranking level) as well as the executive team in the aggregate. The findings indicated that BRT’s executive team, overall, was generally in line with the median of our Compensation Peer Group (in line defined as being +/- 10% of the median). The compensation committee used the Ferguson Report as a “market check” to confirm its belief that on an overall basis, our compensation program and practices were not inappropriate.

## Objectives of our Executive Compensation Program

The principal objectives of our compensation program for full-time executive officers are to: (a) retain highly experienced officers who have worked together for a long time and contribute to our success, (b) motivate these officers to contribute to the achievement of our success, (c) ensure that the total compensation paid to such officers is fair and competitive both internally (*i.e.*, within our company), and externally (*i.e.*, with respect to our peers), and (d) align the interests of these executives and our stockholders. The compensation committee believes that relying on these objectives permits us to retain and motivate these officers.

With respect to senior executive officers whose compensation is allocated to us under the shared services agreement (*i.e.*, part-time officers) it is our objective that each of these officers receives compensation which, as allocated to us, is reasonable for the services they perform on our behalf, and that these executives provide us with sufficient time and attention to meet our needs and to perform their duties on our behalf. The compensation committee believes that:

- our part-time executive officers perform valuable services on our behalf, devote sufficient time and attention to our business needs, are able to fully meet our needs and perform their duties effectively; and
- using part-time executive officers pursuant to the shared services agreement enables us to benefit from access to, and the services of, a group of senior executives with experience and knowledge in real estate acquisitions and dispositions, real estate management, finance (including mortgage financing), banking, legal (including SEC reporting), accounting and tax matters that an organization our size could not otherwise afford.

## Compensation Setting Process

### *Full-Time Executive Officers*

We determine compensation for our full-time named executive officers on a case-by-case basis and our compensation decisions include subjective determinations. We do not use formal quantitative performance targets to determine compensation, except with respect to RSUs which are equity based incentive awards that vest upon

the satisfaction of market and/or performance based conditions. Base salaries are determined immediately preceding the year in which such salaries are to be paid, cash bonuses, which are paid after taking into account the Performance Criteria (as described in the following paragraph) are determined at the end of the year in which services are rendered and paid in the following year, restricted stock is awarded for service in a particular year and granted in the following the year and RSUs are granted in June/July of each year as an additional three-year performance incentive.

In considering base compensation and bonuses, we assess an individual's performance, which assessment is highly subjective, and our overall performance for the preceding year including, without limitation, the progress of our business in general, our multi-family property acquisition and disposition activities, our revenues, results of operations, funds from operations, adjusted funds from operations, total stockholder return, gains on property sales, the management of our real estate portfolio and subjective considerations (collectively, the "Performance Criteria"). The weight assigned to any particular element of the Performance Criteria changes over time, and varies based on, among other things, subjective factors and the officer's specific responsibilities.

### *Part-Time Executive Officers*

#### Shared Services Agreement

The annual base compensation of our part-time executive officers to be paid in the aggregate by one or more of the entities which are parties to the shared services agreement is determined by the senior officers (including one or more of Fredric H. Gould, Jeffrey A. Gould and Matthew J. Gould) of the entities which are parties to such agreement. Our audit committee reviews the allocations made under the shared services agreement to determine that the allocations have been made in accordance with the terms of this agreement and its conclusions are reported to the board. See "*Certain Relationships and Related Transactions.*"

#### Services

Several of our part-time executive officers and a management director perform Services on our behalf. The term "Services" refers to the following: participating in our property analysis and approval process, property disposition consultation and review, developing and maintaining banking and financing relationships, providing investment advice, and long-term planning and consulting with our executives and employees in other aspects of our business, as required. Our Chief Executive Officer, in connection with other senior executive officers and a management director, recommends to the compensation and/or audit committee(s) and such committee determines the compensation to be paid for performing the Services.

### **Components of Executive Compensation**

The principal elements of our compensation program for our full-time executive officers in 2023 were:

- base salaries;
- annual cash bonuses, which are available only to full-time executive officers and are provided in the form of a cash payment (and to the extent part-time executive officers are awarded cash bonuses by any of our affiliates that are party to the shared services agreement, our share of such bonuses is allocated to us pursuant to such agreement (see "*Certain Relationships and Related Transactions—Related Party Transactions*");
- compensation paid to part-time executive officers in connection with their performance of the Services;
- long-term equity in the form of restricted stock and long-term equity awards in the form of RSUs; and
- special benefits and perquisites (*i.e.*, contributions to defined contribution plan, additional disability insurance, long term care insurance, payment of education benefits and an automobile allowance (including insurance, maintenance and repairs)).

In determining 2023 compensation, the compensation committee did not have a specific allocation goal between cash and equity-based compensation.



## *Base Salary*

### Full-Time Executive Officers

Base salary is the basic, least variable form of compensation for the job an executive officer performs and provides each full-time executive officer with a guaranteed annual income. Base salaries of executive officers compensated by us directly are generally targeted to be competitive with the salaries paid to executives performing substantially similar functions at other REITs with a market capitalization similar to ours, taking into consideration the region in which our executive officers are located. Any increase in base salary is determined on a case-by-case basis, is not based upon a structured formula and is based upon, among other considerations, (i) such executive's current base salary, (ii) the recommendation of the Chief Executive Officer and other senior executive officers, (iii) our performance in the preceding year (*e.g.*, acquisition, disposition and financing activities, revenues, net income, funds from operations, adjusted funds from operations, stock price performance, dividends and any one or more of the foregoing), (iv) the individual's performance, (v) years of service, (vi) job responsibilities, and (vii) subjective factors.

### Part-Time Executive Officers

Their annual base salaries are allocated to the entities which are parties to the shared services agreement, including us, based on the estimated time devoted by them to each entity that is a party to such agreement.

## *Bonus*

### Full-Time Executive Officers

We provide the opportunity for our full-time executive officers to earn an annual cash bonus. We provide this opportunity both to reward these individuals for past performance and to motivate and retain talented people. We recognize that annual bonuses are almost universally provided by other companies with which we might compete for talent. Annual cash bonuses for our executive officers (including the three named executive officers who devote substantially all of their business time to our affairs) are determined on an individual basis taking into account the Performance Criteria. These determinations are highly subjective.

### Part-Time Executive Officers

Their bonuses are allocated in the same manner as their base salaries are allocated as described above under “— *Part-Time Executive Officers.*”

## *Services*

Our management directors and certain part-time executive officers, including two named executive officers (*i.e.*, David W. Kalish and Matthew J. Gould), provide Services. The other individuals performing Services are: Fredric H. Gould, Isaac Kalish, Israel Rosenzweig, Steven Rosenzweig and Mark H. Lundy. See “*Certain Relationships and Related Transactions.*”

## *Long-Term Equity and Long-Term Equity Incentive Awards*

We provide the opportunity for our full-time and part-time executive officers to receive long-term equity (*i.e.*, restricted stock) and long-term equity incentive awards (*i.e.*, RSUs). These compensation programs are designed to recognize responsibilities, reward performance, retain our executive officers, motivate future performance and align the interests of our executive officers with our stockholders' interests. The compensation committee reviews annually management's recommendations for long-term equity awards for all our officers, directors and employees and makes determinations with respect to the grant of such awards. In making these determinations, the compensation committee considers the factors it considers relevant, including our performance and an individual's performance. Existing ownership levels are not a factor in award determinations.

In 2023, we adopted a long-term pay-for-performance equity incentive program (the “2023 Performance Plan”) pursuant to which we issued to 17 individuals, including all our named executive officers, RSUs exchangeable for up to an aggregate of 214,990 shares of common stock. Generally, these RSUs vest if and to the extent pre-established market or performance conditions are met for the three-years ending June 30, 2026. Further, the awards tied to market performance are subject to increase or decrease, which we refer to as the

“peer group adjustment”, based upon our market performance compared to the market performance of a peer group. Finally, recipients are entitled to an amount equal to the cumulative dividends that would have been paid on the shares underlying the RSUs that vest had the shares been outstanding during the performance cycle (the “RSU Dividend Equivalents”). See “ — *Grant of Plan Based Awards*” for further information. We use RSUs as an element of our long-term equity incentive compensation program with the expectation that in light of the three-year vesting period and the need to satisfy market and/or financial performance conditions, these awards will further align the interests of our executive officers with our stockholders and reward long-term market and financial performance.

The conditions that must be satisfied to earn the performance-based compensation are tied to the achievement of rigorous, sustained performance and/or market goals – as further described below, 50% of the award is based on adjusted funds from operation (“AFFO”) and 50% on total stockholder return (“TSR”), in each case as calculated pursuant to the applicable award agreement. The specific goals and the other material terms and conditions of the 2023 Performance Plan are as follows:

Long-Term Equity Incentive Awards Performance Criteria	Weight	Minimum Performance Criteria	Target Performance Criteria	Maximum Performance Criteria
Adjusted Funds from Operations (AFFO)	50%	Compounded annual growth rate of 4%	Compounded annual growth rate of 6%	Compounded annual growth rate of 8%
Total Stockholder Return (TSR)	50% <sup>(1)</sup>	Compounded annual growth rate of 5%	Compounded annual growth rate of 8%	Compounded annual growth rate of 11% or greater

(1) Does not give effect to the increase or decrease in the number of shares subject to the award as a result of the peer group adjustment.

The RSUs granted during the three years ended December 31, 2023 are, as of such date, at the 24.4% level (excluding the impact of the peer group adjustment), of the full payout of the objectives at which the RSUs vest. See Note 9 of our consolidated financial statements included in our Annual Report and “— *Grant of Plan Based Awards During 2023*” for a more extensive description of the metrics applicable to the 2023 Performance Plan.

We do not have a formal policy with respect to whether equity compensation should be paid in the form of stock options, restricted stock or RSUs. We generally grant on an annual basis, restricted stock awards which vest after five years of service and RSUs that vest after three years subject to the satisfaction of market and/or performance conditions. The compensation committee generally believes restricted stock awards and RSUs are more effective than options in achieving our compensation objectives. Restricted stock has a greater retention value than options because of the five-year cliff vesting requirement and because before vesting, dividends are paid on restricted stock as an additional element of compensation. Executive officers also realize value upon the vesting of the restricted stock, with the value potentially increasing during the five-year vesting period if our stock price increases. RSUs provide an additional incentive component to equity based awards in that the units only vest if, and to the extent, performance or market conditions are satisfied. Restricted stock and RSUs align the interests of our officers with our stockholders and, because fewer shares are normally awarded than in connection with the grant of options, they are potentially less dilutive than option grants.

Generally, our grants of restricted stock are made in January of each year in recognition of services provided for the prior year and the RSUs are granted in June/July of each year. We do not have a formal policy on timing these grants in connection with the release of material non-public information and in view of, among other things, the three-year and five-year cliff vesting requirements with respect to RSUs and restricted stock awards, respectively, we do not believe such a formal policy is necessary.

#### *Executive Benefits and Perquisites*

We provide our executive officers and our employees with a competitive benefits and perquisites program. For 2023, the executive benefits and perquisites we provided to executive officers generally accounted for a small percentage of the compensation provided by, or allocated to, us for our executive officers. In addition to the benefits and perquisites provided to all our full-time employees, we provided to certain of our full-time executive officers an automobile allowance (including payments for automobile maintenance and repairs), the payment of college tuition expense and the payment of premiums for additional disability insurance and/or

long-term care insurance. The cost of the executive benefits and perquisites provided to our part-time executive officers, which benefits are similar to those provided to our full-time executive officers, is allocated among us and the other entities pursuant to the shared services agreement.

#### *Employment and Severance Agreements; Post-Employment Benefits; Change of Control*

None of our named executive officers has employment or severance agreements with us. They are “at will” employees who serve at the pleasure of our Board.

We do not provide for any post-employment benefits to our named executive officers other than their entitlement to the benefits payable pursuant to our defined contribution pension plan and, as described below and under “ — *Potential Payments Upon Termination or Change-in-Control*,” the accelerated vesting of our restricted stock awards and RSUs. Set forth below is a summary of the accelerated vesting provisions with respect to our RSUs and restricted stock awards:

#### Accelerated Vesting of RSUs

##### *RSUs Granted in 2022 and 2023*

Upon the occurrence of a:

- DDR Event (as described below), these RSUs vest proportionally (*i.e.*, if the participant retires one-year into the three-year performance cycle, they only get 1/3 of the award) if and to the extent the performance metrics are met at the end of the three-year cycle, and
- Change of control, these RSUs vest proportionately (based on the time elapsed) if the change takes place during the first half of the performance cycle and thereafter, vest in full.

##### *RSUs Granted in 2021*

Upon the occurrence of a:

- DDR Event, subject to the satisfaction of the applicable performance criteria proportionately adjusted to give effect to a reduction in the three-year performance cycle, which we refer to as the “adjusted performance conditions”, a *pro rata* portion (based on the percentage of days in the performance cycle that have elapsed) of these RSUs will vest, and
- change of control, these RSUs will vest to the extent the applicable as adjusted market and/or performance conditions have been met.

#### Accelerated Vesting of Restricted Stock Awards

Generally, a person’s restricted stock award will vest fully in the event of such person’s death, disability (*i.e.*, the inability to engage in gainful activity due to a life threatening or long lasting mental or physical impairment), or retirement (having reached the age of 65 and worked for us for at least ten consecutive years; death, disability and retirement referred to collectively as a “DDR Event”) or in the event of a change of control in our company. Subject to the specific terms and conditions of the applicable plan and award agreement, a change of control is generally deemed to occur if (i) any person, with specified exceptions, becomes the “beneficial owner” of securities representing 20% or more of the combined voting power of our then outstanding securities, (ii) a business combination or sale of all or substantially all of our assets is completed or (iii) there is a change in the composition of a majority of our Board, other than changes approved by incumbent directors.

#### **Chairman of the Board’s Compensation**

For each of 2022 and 2023, our Chairman of the Board earned fees of \$282,225, and in 2024, he will earn a fee of \$282,225. Our Chairman does not receive any additional direct compensation from us, other than fees for the Services and Equity Awards. Our Chairman also receives compensation from one or more other entities that are parties to the shared services agreement. For additional information regarding payments to our Chairman, see “*Certain Relationships and Related Transactions*.”

## Policy Prohibiting Hedging of Our Securities

The board believes that transactions in our securities engaged in by Covered Persons (as defined below) (i) that are designed to hedge (*i.e.*, eliminate or reduce), the risks of ownership of our securities, or (ii) allow for the profit from any decrease in the value of our securities, are inappropriate.

Accordingly, the board has adopted an anti-hedging policy that applies to transactions in securities by directors, officers, employees, persons performing services pursuant to our shared services agreement and certain relatives of the foregoing (collectively, the “Covered Persons”). Under the policy, Covered Persons are prohibited from:

- engaging in short sale transactions in our securities,
- engaging in hedging or monetizing transactions through transactions in our securities or through the use of financial instruments designed for such purposes,
- engaging in any transaction in securities where a reasonable investor would conclude that such transaction is for short-term gain or is speculative, and
- owning financial instruments (other than those issued by us) or participating in investment strategies that represent a direct or indirect hedge of the economic risk of owning our securities or any other that give the holder any rights to acquire any such securities.

## Clawbacks

We maintain a policy required by the rules of NYSE providing that, subject to certain exemptions provided by the NYSE rules, if we are required to restate our financial results due to material noncompliance with financial reporting requirements under the securities laws, the compensation committee will seek recovery of any cash- or equity-based incentive compensation (including vesting and unvested equity) paid or awarded to the executive officer, to the extent the compensation was based on erroneous financial data and exceeded what would have been paid under the restatement.

In addition, we are entitled to clawback or obtain reimbursement of an executive’s compensation under the following circumstances:

- in the event we are required to restate our financial statements due to our material non-compliance, as a result of misconduct, with any financial reporting requirement under the securities laws, our chief executive officer and chief financial officer are required to reimburse us for (i) any bonus or other incentive based compensation or equity based compensation they receive from us during the 12 months following the initial public issuance of the financial document embodying such financial reporting requirement and (ii) profits from the sale of our common stock during such 12 months;
- if an executive officer’s relationship with us is terminated for cause (*e.g.*, insubordination, dishonesty, incompetence, moral turpitude, the refusal to perform such person’s duties and responsibilities and other misconduct of any kind, as determined by the compensation committee) then (i) all options (except to the extent exercised) immediately terminate and (ii) the officer’s rights to all restricted stock, RSUs and performance share awards (except to the extent such awards have vested) are forfeited immediately; and
- in accordance with any additional claw-back policy implemented by us, whether implemented prior to or after the grant of an award pursuant to our equity incentive plans.

## Stock Ownership Guidelines

Because we believe that the ownership by our named executive officers and non-employee directors of a meaningful financial stake in us serves to align their interests with those of our stockholders, we adopted stock ownership guidelines. Our guidelines reflect that the individuals identified below should own shares of common stock with a value not less than:

<u>Title</u>	<u>Minimum Ownership Requirement</u>
Chief Executive Officer	4 times current base salary
Full-Time NEO	2 times current base salary
Part-Time NEO	2 times allocated base salary
Non-Management Directors	3 times annual base retainer

All shares deemed to be beneficially owned as determined under Rule 13d-3 promulgated pursuant to the Exchange Act (including shares as to which beneficial ownership is disclaimed), are counted towards meeting the guidelines. The individuals subject to these guidelines generally have five years from the date they assume such title to achieve the requisite ownership, which will be measured as of December 31 of each year. The stock price used in determining satisfaction of the guidelines is the most favorable price during the two years ending on the December 31 measurement date. “Allocated base salary” refers to the amount reflected in the salary column of the summary compensation table of our proxy statement for the preceding year.

## Analysis

### *Base Salary, Bonus and Equity Awards*

#### Full-Time Executive Officers

In accordance with the compensation setting process described above, base salary, cash bonuses and equity awards were approved for our full-time named executive officers for the periods indicated:

	Base Salary			Cash Bonus			Equity Grants		
	2023 (\$)	2022 (\$)	% Change	2023 \$( <sup>2</sup> )	2022 \$( <sup>2</sup> )	% Change	2023 \$( <sup>3</sup> )	2022 \$( <sup>4</sup> )	Change
Jeffrey A. Gould <sup>(1)</sup> . . . . .	931,109	886,471	5.0	300,000	300,000	—	576,106	641,607	(10.2)
Mitchell Gould <sup>(1)</sup> . . . . .	467,224	467,851	—	55,100	55,100	—	322,667	347,025	(7.2)
George Zweier <sup>(1)</sup> . . . . .	361,294	344,236	5.5	37,900	37,900	—	315,247	337,435	(6.6)

(1) Messrs. Jeffrey Gould, Mitchell Gould and George Zweier’s base salaries for 2024 are \$970,169, \$467,224 and \$382,622, respectively.

(2) Reflects the cash bonuses paid in recognition of performance for such year, which are paid in the following year.

(3) Represents the aggregate grant date fair value of the (i) shares of restricted stock granted in 2024 for 2023 performance and (ii) RSUs granted in 2023. Messrs. J. Gould, M. Gould and G. Zweier were granted (i) in 2024, for 2023 performance, 14,068, 8,500 and 8,900 shares of restricted stock, respectively, and (ii) in 2023, without giving effect to the additional shares potentially issuable pursuant to the peer group adjustment, RSUs to acquire 21,000, 10,500 and 10,500 shares of common stock, respectively.

(4) Represents the aggregate grant date fair value of shares of the (i) restricted stock granted in 2023 for 2022 performance and (ii) RSUs granted in 2022. Messrs. J. Gould, M. Gould and G. Zweier’s were granted (i) in 2023, for 2022 performance, 14,206, 8,900 and 8,400 shares of restricted stock, respectively, and (ii) in 2022, without giving effect to the additional shares potentially issuable pursuant to the peer group adjustment, RSUs to acquire 21,534, 10,286 and 10,286 shares of common stock, respectively.

In determining 2023 base salaries, the compensation committee determined in late 2022, which determination was subsequently ratified by the board, that increases in base salaries for Messrs. J. Gould and Zweier were appropriate in recognition of their performance in 2022 and as a general cost of living increase.

In determining in late 2023, the cash bonuses to be paid in early 2024 to these executive officers (including Mr. Jeffrey A. Gould) for their 2023 performance, the Compensation Committee determined that increases in bonuses (from the bonuses that were provided for performance in 2022) were not needed to further incentivize or reward performance.

#### Part-Time Named Executive Officers

David W. Kalish, Senior Vice President, Finance, has overall responsibility for implementation and enforcement of our internal controls, performs oversight and guidance in connection with our annual audit and our quarterly reports, performs oversight and guidance related to tax matters, including REIT compliance, is involved in banking relationships, is a member of our investment and disclosure control and procedures committees and participates in the preparation and review of our press releases and our disclosures under the Exchange Act.

Matthew J. Gould, Senior Vice President is a member of our investment committee and as such is involved in analyzing and reviewing operating results of each property in our portfolio and in analyzing, reviewing and approving each of our acquisition, disposition and financing transactions.

### *Long-Term Equity and Equity Incentive Awards*

We believe that our long-term equity and equity incentive compensation programs, using RSUs that vest after three years subject to the satisfaction of market or performance-based conditions, and restricted stock awards with five-year cliff vesting, provide an appropriate incentive for our executive officers and are a

beneficial retention tool. In determining the awards to be granted to the named executive officers, the compensation committee took into account our performance in 2022, the responsibilities and performance of each named executive officer and the committee's desire to emphasize equity-based awards as a significant component of total compensation for our full-time named executive officers while minimizing stockholder dilution.

We believe the cumulative effect of the restricted stock awards and RSUs is not overly dilutive and has created significant incentives for our officers and employees. We intend to continue to award restricted stock and RSUs as we believe such awards (i) align management's interests and goals with stockholders' interests and goals and (ii) are an excellent motivator and employee retention tool.

Although we granted to our named executive officers approximately the same number of Equity Awards for 2023 as we had in 2022, the grant date fair value of the 2023 awards was less than the grant date fair value of the 2022 awards. However, this decrease did not impact our decision-making process because we place greater emphasis on the quantity of shares awarded rather than their grant date accounting value. We believe this is appropriate because the (i) grant date accounting value may never be realized as these shares vest after several years and with respect to RSUs, only vest to the extent that specified conditions are satisfied and (ii) anticipated dividends (including dividend equivalent rights), payable with respect to these awards are a more important retention feature than the unknown market value of the shares several years in the future.

#### *Perquisites*

The perquisites we provide to our executive officers, which are in addition to the benefits we provide to all our employees, generally account for a small percentage of the compensation paid by us to or allocated to us for our executive officers. We believe that such perquisites are appropriate.

#### *Fees for Services*

The aggregate fee paid to seven individuals for Services in 2023 was \$1,541,188. See "*Certain Relationships and Related Transactions.*"

## Summary Compensation Table

The following table discloses the compensation paid and accrued for services rendered in all capacities to us for our named executive officers for each of the three years ended December 31, 2023:

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)<sup>(1)(2)</sup></u>	<u>Bonus (\$)<sup>(1)(3)</sup></u>	<u>Stock Awards (\$)<sup>(4)</sup></u>	<u>All Other Compensation (\$)<sup>(5)(6)</sup></u>	<u>Total (\$)</u>
Jeffrey A. Gould . . . . . President and CEO	2023	931,109	300,000	587,616	64,166 <sup>(7)</sup>	1,882,891
	2022	886,471	300,000	672,629	65,134	1,924,234
	2021	864,004	200,000	778,898	148,386	1,991,288
George Zweier . . . . . Vice President and CFO	2023	361,294	37,900	318,684	55,055 <sup>(8)</sup>	772,933
	2022	344,236	37,900	354,823	51,305	788,264
	2021	321,004	35,200	424,714	87,521	868,439
Mitchell Gould . . . . . Executive Vice President	2023	467,224	55,100	328,274	120,947 <sup>(9)</sup>	971,545
	2022	467,851	55,100	365,448	115,275	1,003,674
	2021	436,296	51,255	446,647	212,053	1,146,251
David W. Kalish . . . . . Senior Vice President, Finance	2023	272,629	—	388,982	261,473 <sup>(10)</sup>	923,084
	2022	249,026	—	441,976	262,227	953,229
	2021	256,827	—	600,212	323,215	1,180,254
Matthew J. Gould . . . . . Senior Vice President	2023	—	—	587,616	278,020 <sup>(11)</sup>	865,636
	2022	—	—	672,629	255,256	927,885
	2021	—	—	778,898	314,788	1,093,686

- (1) The salary and bonus for each of Jeffrey A. Gould, George Zweier and Mitchell Gould is paid directly by us. David W. Kalish and Matthew Gould do not receive salary or bonus directly from us but receive an annual salary and bonus from Gould Investors and related companies; a portion of Mr. Kalish's salary and bonus are allocated to us pursuant to the shared services agreement. See "*—Compensation Setting Process—Part-time Executive Officers.*" The amount of salary and bonus that is allocated to us is set forth under the "Salary" column in the Summary Compensation Table. See "*Certain Relationships and Related Transactions*" for a discussion of additional compensation paid to Messrs. Jeffrey A. Gould, Kalish and Matthew J. Gould from other entities with which we are affiliated or for which there is common ownership.
- (2) The annual base salaries in 2024 for each of Jeffrey A. Gould, George Zweier and Mitchell Gould are \$970,169, \$382,622 and \$467,224, respectively.
- (3) The table sets forth the year in which the bonus was earned, not the year it was paid. The bonus for 2023, 2022 and 2021 reflects our performance and the performance of our named executive officers for such years and was paid in January 2024, 2023 and 2022, respectively.
- (4) Represents restricted stock and RSUs granted in 2023, 2022, and 2021 at the grant date fair value of such awards calculated in accordance with Item 402 of Regulation S-K and ASC Topic 718. Assumes that the maximum number of shares subject to RSUs will vest and does not give effect to the additional shares potentially issuable pursuant to the peer group adjustment. These amounts do not correspond to the actual values that will be realized by the named executives. Grant date fair value assumptions are consistent with those disclosed in Note 10 — Stockholders' Equity, in the consolidated financial statements included in our Annual Report. See "*—Grant of Plan Based Awards During 2023*" for additional information. On January 5, 2024, we granted Jeffrey A. Gould, George Zweier, Mitchell Gould, David W. Kalish and Matthew J. Gould, 14,068, 8,900, 8,500, 8,619 and 14,068 shares of restricted stock, respectively, with a grant date fair value of \$18.55 per share.
- (5) We maintain a tax qualified defined contribution plan for all of our full-time officers and full and part-time employees, and entities which are parties with us to a shared services agreement (including Gould Investors) maintain substantially similar defined contribution plans for their officers and employees. We make an annual contribution to the plan for each officer and employee whose base salary is paid directly by us (and entities which are parties to the shared services agreement make annual contributions to their respective plans for their respective employees, which amounts are allocated to the parties to the shared service agreement in accordance with its terms) equal to 15% of such person's annual earnings, not to exceed \$49,500, for any person in 2023. The estimated amount payable as of December 31, 2023 to Jeffrey A. Gould, George Zweier and Mitchell Gould pursuant to this plan upon termination of their employment is \$4.0 million, \$1.7 million, and \$2.0 million, respectively. The method of payment upon termination of employment is determined solely by the participant who may elect a lump sum payment, the purchase of an annuity or a rollover into an individual retirement account.
- (6) Except with respect to dividend equivalents paid in 2021 upon the vesting of RSUs granted in 2016, excludes dividends and dividend equivalents paid or payable on stock and similar awards as such amounts are reflected in the grant date fair value of such awards.
- (7) Includes our contribution of \$49,500 paid for his benefit to our defined contribution plan and perquisites totaling \$14,666, of which \$3,110 represents an automobile allowance, \$4,236 represents a premium paid for additional disability insurance, and \$7,320 represents a premium paid for long-term care insurance.
- (8) Includes our contribution of \$49,500, paid for his benefit to our defined contribution plan and a \$5,555, automobile allowance.
- (9) Includes an education benefit of \$63,730, our contribution of \$49,500 paid for his benefit to our defined contribution plan and a \$7,717 automobile allowance.
- (10) Includes \$243,100 for the Services, our contribution of \$11,958 paid for his benefit to the Gould Investors defined contribution plan,

and perquisites of \$6,415, of which \$1,921, and \$4,494, represent our share of the amounts incurred by Gould Investors for insurance benefits and an automobile allowance, respectively. The amounts reflected as contributions to the defined contribution plan and as perquisites are allocated to us pursuant to the shared services agreement. In 2024 he is to be paid \$257,687 for the Services.

(11) Includes \$278,020 for the Services. In 2024, he is to be paid \$291,919 for the Services.

## Grants of Plan-Based Awards

The table below discloses the grants of plan-based awards during 2023 to our named executive officers. The restricted stock awards, which are referred to in such table as “RS”, and the restricted stock units, which are referred to in the table as “RSUs”, were issued pursuant to our 2022 Incentive Plan.

### Restricted Stock

Vesting of the restricted stock occurs, with certain exceptions, subject to the continuation of an employment, consulting or similar relationship with us through 2028. Upon vesting, each restricted stock award entitles the recipient to one share of common stock. Holders of restricted stock are entitled to the dividends paid on, and to vote, their shares.

### RSUs

Vesting of the RSUs occurs, with certain exceptions, subject to the continuation of an employment, consulting or similar relationship with us through 2026, upon the satisfaction of benchmarks related to the compounded annual growth rate from 2023 through 2026 in (i) total stockholder return (as calculated pursuant to the applicable award agreement), which awards are referred to in the table below as “RSU-TSR” and (ii) adjusted funds from operations (as presented in our filings with the SEC), which awards are referred to in the table below as “RSU-AFFO.” Generally, we compute adjusted funds from operations, or AFFO, by adjusting funds from operations, or FFO (as FFO is calculated in accordance with the “White Paper on Funds From Operations” issued by the National Association of Real Estate Investment Trusts (“NAREIT”) and NAREIT’s related guidance), for loss on extinguishment of debt, our straight-line rent accruals, restricted stock and RSU compensation expense, fair value adjustment of mortgage debt, gain on insurance recovery, insurance recovery from casualty loss and deferred mortgage and debt costs (including, in each case as applicable, from our share from our unconsolidated joint ventures).

The RSU – TSR awards are subject to an increase or decrease, which we refer to as the peer group adjustment, depending on our performance relative to a peer group (*i.e.*, the FTSE Nareit Equity Apartment Index, excluding companies whose primary focus is the provision of housing for college/graduate students). Specifically, if the compounded annual growth rate in total stockholder return during the performance cycle is in the (i) top quartile of our peer group, the recipient is entitled to additional RSUs equal to 25% of the RSU-TSR awards that vest at the applicable threshold, target and maximum levels and (ii) in the bottom quartile of the peer group, the recipient will forfeit 25% of the RSU-TSR awards that vest at the applicable threshold, target and maximum levels. The additional shares potentially issuable pursuant to the peer group adjustment are not reflected in the table below.

Each RSU is coupled with a dividend equivalent right entitling the holder to an amount in cash equal to the aggregate amount of cash dividends that would have been paid in respect of the shares underlying such RSUs, if and to the extent such RSU vest, had such shares been outstanding during the performance cycle applicable to such RSU.

Name	Estimated Future Payouts under Equity Incentive Plan Awards: <sup>(1)</sup> (#)					All Other Stock Awards: Number of Shares of Stocks or Units (#)	Grant Date Fair Value of Stock Awards (\$) <sup>(4)</sup>
	Grant Date	Grant Type	Threshold <sup>(1)</sup>	Target <sup>(2)</sup>	Maximum <sup>(3)</sup>		
Jeffrey A. Gould. . . . .	1/5/23	RS	—	—	—	14,206	272,471
	6/27/23	RSU-TSR	2,625	5,250	10,500	—	108,610
	6/27/23	RSU-AFFO	2,625	5,250	10,500	—	206,535



**Estimated Future Payouts  
under Equity Incentive Plan Awards:<sup>(1)</sup>(#)**

Name	Grant Date	Grant Type	Threshold <sup>(1)</sup>	Target <sup>(2)</sup>	Maximum <sup>(3)</sup>	All Other Stock Awards:	
						Number of Shares of Stocks or Units (#)	Grant Date Fair Value of Stock Awards (\$) <sup>(4)</sup>
George Zweier . . . . .	1/5/23	RS	—	—	—	8,400	161,112
	6/27/23	RSU-TSR	1,313	2,625	5,250	—	54,305
	6/27/23	RSU-AFFO	1,313	2,625	5,250	—	103,268
Mitchell Gould . . . . .	1/5/23	RS	—	—	—	8,900	170,702
	6/27/23	RSU-TSR	1,313	2,625	5,250	—	54,305
	6/27/23	RSU-AFFO	1,313	2,625	5,250	—	113,268
David W. Kalish . . . . .	1/5/23	RS	—	—	—	8,153	156,375
	6/27/23	RSU-TSR	1,938	3,875	7,750	—	80,164
	6/27/23	RSU-AFFO	1,938	3,875	7,750	—	152,443
Matthew J. Gould . . . . .	1/5/23	RS	—	—	—	14,206	272,471
	6/27/23	RSU-TSR	2,625	5,250	10,500	—	108,610
	6/27/23	RSU-AFFO	2,625	5,250	10,500	—	206,535

- (1) To achieve the threshold award, a compounded annual growth rate of 5% and 4% is required during the Performance Cycle with respect to the RSU-TSR awards and RSU-AFFO awards, respectively.
- (2) To achieve the target award, a compounded annual growth rate of 8% and 6% is required during the Performance Cycle with respect to the RSU-TSR awards and RSU-AFFO awards, respectively.
- (3) To achieve the maximum award, a compounded annual growth rate of 11% and 8% is required during the Performance Cycle with respect to the RSU-TSR awards and RSU-AFFO awards, respectively.
- (4) The per share grant date fair value of the: (a) restricted stock is \$19.18, and (b) RSU – TSR and RSU – AFFO awards are \$10.34 and \$19.67, respectively. These amounts do not correspond to the actual values that will be realized by the executives. The aggregate grant date fair value for the RSU-AFFO awards gives effect to management’s assessment of the probable outcome as to whether, and the extent to which, the RSU-AFFOs will vest. The values for the RSUs assume that the maximum number of such units vest.

**Outstanding Equity Awards at Fiscal Year-End**

The following table discloses the number and value (based on the closing price per common share of common stock of \$18.59 on December 29, 2023) of the outstanding equity awards at December 31, 2023 for our named executive officers:

Name	Stock Awards			
	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares Subject to RSUs That Have Not Vested (#) <sup>(1)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Share, That Have Not Vested (\$) <sup>(1)</sup>
Jeffrey A. Gould <sup>(2)</sup> . . . . .	86,302	1,604,354	69,824	1,298,033
George Zweier <sup>(3)</sup> . . . . .	47,850	889,532	34,956	649,832
Mitchell Gould <sup>(4)</sup> . . . . .	56,150	1,043,829	34,956	649,832
David W. Kalish <sup>(5)</sup> . . . . .	51,809	963,129	53,215	989,262
Matthew J. Gould <sup>(6)</sup> . . . . .	86,302	1,604,354	69,824	1,298,033

- (1) Reflects the maximum number of shares subject to RSUs (including the additional shares potentially issuable as a result of the peer group adjustment) scheduled to vest in 2024, 2025 and 2026 upon the satisfaction of market and/or performance based conditions.

- (2) In January 2024, 2025, 2026, June 2026, and January 2027 and 2028, restricted stock awards with respect to 14,374, 14,320, 14,320, 14,800, 14,282 and 14,206 shares, respectively, are scheduled to vest. In March 2024, June 2025 and June 2026, subject to the satisfaction of specified conditions, a maximum (including the peer group adjustment) of 21,974 shares, 24,226 shares and 23,625 shares, respectively, subject to RSUs are scheduled to vest.
- (3) In January 2024, 2025, 2026, June 2026, and January 2027 and 2028, restricted stock awards with respect to 7,300, 7,500, 8,250, 8,000, 8,400 and 8,400 shares, respectively, are scheduled to vest. In March 2024, June 2025 and June 2026, subject to the satisfaction of specified conditions, a maximum (including the peer group adjustment) of 11,572 shares, 11,572 shares and 11,813 shares, respectively, subject to RSUs are scheduled to vest.
- (4) In January 2024, 2025, 2026, June 2026, and January 2027 and 2028 restricted stock awards with respect to 10,800, 10,000, 8,750, 8,800, 8,900 and 8,900 shares, respectively, are scheduled to vest. In March 2024, June 2025 and June 2026, subject to the satisfaction of specified conditions, a maximum (including the peer group adjustment) of 11,572 shares, 11,572 shares and 11,813 shares, respectively, subject to RSUs are scheduled to vest.
- (5) In January 2024, 2025, 2026, June 2026, and January 2027 and 2028, restricted stock awards with respect to 7,000, 7,421, 7,864, 13,400, 7,971 and 8,153 shares, respectively, are scheduled to vest. In March 2024, June 2025 and June 2026, subject to the satisfaction of specified conditions, a maximum (including the peer group adjustment) of 17,888 shares, 17,890 shares and 17,438 shares, respectively, subject to RSUs are scheduled to vest.
- (6) In January 2024, 2025, 2026, June 2026, and January 2027 and January 2028, restricted stock awards with respect to 14,474, 14,320, 14,320, 14,800, 14,282 and 14,206 shares, respectively, are scheduled to vest. In March 2024, June 2025 and June 2026, subject to the satisfaction of specified conditions, a maximum (including the peer group adjustment) of 21,974 shares, 24,226 shares and 23,625 shares, respectively, subject to RSUs are scheduled to vest.

### Option Exercises and Stock Vested

The following table discloses information with respect to the shares of restricted stock that vested in 2023 (\$18.78 per share on March 20, 2023):

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Jeffrey A. Gould	13,225	248,365
George Zweier	7,000	131,460
Mitchell Gould	10,500	197,190
David W. Kalish	7,163	134,521
Matthew J. Gould	13,225	248,365

### Potential Payments Upon Termination or Change-in-Control

We do not provide for any post-employment benefits to our named executive officers other than their entitlement to the benefits payable pursuant to our defined contribution pension plan and the accelerated vesting of our restricted stock awards and RSUs as a result of death, disability, retirement, or a change of control. See “ — *Employment and Severance Agreements; Post Employment Benefits; Change of Control.*” The following table sets forth the value (based on the closing price of our stock on December 29, 2023 of \$18.59 per share) of equity awards held by our named executive officers that would have vested upon a DDR Event or a change in control as of December 31:

Name	Upon Death, Disability or Retirement		Upon a Change of Control	
	Restricted Stock (\$)	RSUs (\$) <sup>(2)</sup>	Restricted Stock (\$)	RSUs (\$) <sup>(2)</sup>
Jeffrey A. Gould	1,604,354	266,536	1,604,354	314,199
George Zweier	889,532	135,503	889,532	159,739
Mitchell Gould	1,043,829	135,503	1,043,829	159,739
David W. Kalish <sup>(1)</sup>	963,129	209,385	963,129	245,709
Matthew J. Gould	1,604,354	266,536	1,604,354	314,199

- (1) Because Mr. Kalish is over 65 and has satisfied the period of service requirement, upon his retirement (i) a *pro rata* portion of his RSUs (A) granted in 2021 would vest upon his retirement as and to the extent adjusted performance conditions were satisfied as of his retirement, (B) granted in 2022 and 2023 would vest in 2025 and 2026, respectively, as and to the extent the performance conditions are satisfied as of the end of the measurement period and (ii) all of the restricted stock would vest. The market value of his restricted stock and RSUs are reflected in the applicable column.

- (2) Assumes that the target performance criteria is achieved and that there is no peer group adjustment. See “—*Components of Executive Compensation—Long-Term Equity and Long-Term Equity Incentive Awards*” and “—*Outstanding Equity Awards at Fiscal Year End*” and note 9 of our consolidated financial statements included in the Annual Report.

Our incentive plans generally provide, among other things, that if any payment or benefit that a participant in such plan would otherwise receive from us constitutes a “parachute payment” within the meaning of Section 280G of the Code and as a result would be subject to the excise tax imposed by Section 4999 of the Code (the “Excise Tax”), then such payment will either (i) be reduced to an amount equal to the largest portion of such payment that would result in no portion of such payment (after reduction) being subject to the Excise Tax or (ii) not be reduced, whichever approach, after taking into account all applicable taxes (including the Excise Tax), results in such participant’s receipt, on an after-tax basis, of the greatest amount of such payment.

## PAY RATIO

We provide below a reasonable estimate of the relationship of the annual total compensation of Jeffrey A. Gould, our Chief Executive Officer and President, to the median annual total compensation of our employees (other than the CEO). For 2023:

- the annual total compensation of our CEO, as reported in the Summary Compensation Table, was \$1,882,891;
- the median annual total compensation of all our employees (other than our CEO) was \$466,816; and
- our CEO's annual total compensation was 4.03 times that of the median of the annual total compensation of all our employees (other than our CEO).

In calculating this estimate, we included as our employees as of the December 31, 2023 measurement date, only those individuals to whom we are required by the Internal Revenue Code of 1986, as amended, to issue a Form W-2. We identified our median employee by calculating our employees' total annual compensation in the same manner that the CEO's total annual compensation is calculated for the Summary Compensation Table.

Companies adopt a variety of methodologies and apply various assumptions in presenting this ratio. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio we report.

## PAY VERSUS PERFORMANCE

The following table sets forth information concerning the compensation of Jeffrey A. Gould, our principal executive officer (“PEO”), and our other named executive officers (*i.e.*, Mitchell Gould, David W. Kalish, Matthew J. Gould and George Zweier, collectively referred to as the “NEOs”) and our financial and market performance for each indicated year:

Year	Summary Compensation Table Total for PEO (\$)	Compensation Actually Paid to PEO <sup>(1)</sup> (\$)	Average Summary Compensation Table Total for NEOs (\$)	Average Compensation Actually Paid to NEOs <sup>(2)</sup> (\$)	Value of Initial Fixed \$100 Investment Based On:	
					Total Stockholder Return (\$)	Net Income (millions)
2023	1,882,891	1,319,498	883,300	563,173	142.01	3.9
2022	1,924,234	1,471,371	918,263	598,520	142.11	50.0
2021	1,991,288	2,817,458	1,072,158	1,648,934	165.76	29.1

- (1) See Note 6 to the Summary Compensation Table for information regarding the treatment of dividends and dividend equivalents payable on stock and similar awards.
- (2) Represents the amount of “compensation actually paid” to Jeffrey A. Gould, as computed in accordance with SEC requirements. Such amounts do not reflect the actual amount of compensation earned by or paid to Mr. Gould. See table immediately below for a reconciliation showing how “compensation actually paid” was calculated.
- (3) Represents the average amount of “compensation actually paid” to the NEOs as a group as computed in accordance with SEC requirements. Such amounts do not reflect the actual average amount of compensation earned by or paid to these NEOs as a group. See “– Compensation of NEOs.”

In accordance with SEC requirements, the following adjustments were made to Jeffrey A. Gould’s total compensation for the applicable year to determine the “compensation actually paid”:

Year	Reported Summary Compensation Table Total for PEO (\$)	Reported Value of Equity Awards (\$)	Equity Award Adjustments (\$)	Compensation Actually Paid to PEO (\$)
2023	1,882,891	(587,616)	24,223	1,319,498
2022	1,924,234	(672,629)	219,766	1,471,371
2021	1,991,288	(778,898)	1,605,068	2,817,458

The table below sets forth the manner in which Equity Award Adjustments in the immediately preceding table were calculated (see footnotes (1) – (6) below for the assumptions made in the valuations that differ materially from those disclosed as of the grant date of such equity awards:

Year	Year End Fair Value of Equity Awards (\$)	Year over Year Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Year over Year Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Total Equity Award Adjustments (\$)
2023	386,940 <sup>(1)</sup>	(351,343) <sup>(2)</sup>	(11,374)	24,223
2022	617,198 <sup>(3)</sup>	(388,124) <sup>(4)</sup>	(9,308)	219,766
2021	1,148,488 <sup>(5)</sup>	483,705	(27,125) <sup>(6)</sup>	1,605,812

- (1) With respect to the 2023 RSU-AFFO awards, assumes that none of such awards would have vested at year-end 2023.
- (2) With respect to the (A) 2022 RSU-AFFO awards, assumes that as of year-end (i) 2023, none of such awards would have vested and (ii) 2022, 99.65% of such awards would have vested and (B) the 2021 RSU-AFFO awards, assumes that 100% of such awards would have vested at the 2023 and 2022 year-end.
- (3) With respect to 2022 RSU-AFFO awards, assumes that 99.65 % of such awards will vest at year-end 2023.
- (4) With respect to the 2021 RSU-AFFO awards, assumes that 100% of such awards would vest at each of year-end 2023 and 2022.
- (5) With respect to 2021 RSU-AFFO awards, assumes that 100 % of such awards would vest at year-end 2023.
- (6) With respect to the 2016 RSU-AFFO awards, assumed that none of such awards would vest at year-end 2021 - none of such awards vested.

### Compensation of NEOs

In accordance with SEC requirements, the following adjustments were made to average total compensation for the NEOs for each year to determine the “compensation actually paid” to this group:

Year	Average Reported Summary Compensation Table Total for NEOs (\$)	Average Reported Value of Equity Awards (\$)	Total Average Equity Award Adjustments (\$) <sup>(1)</sup>	Average Compensation Actually Paid to NEOs (\$)
2023	883,300	(341,054)	20,927	563,173
2022	918,263	(458,719)	138,976	598,520
2021	1,072,158	(562,618)	1,139,394	1,648,934

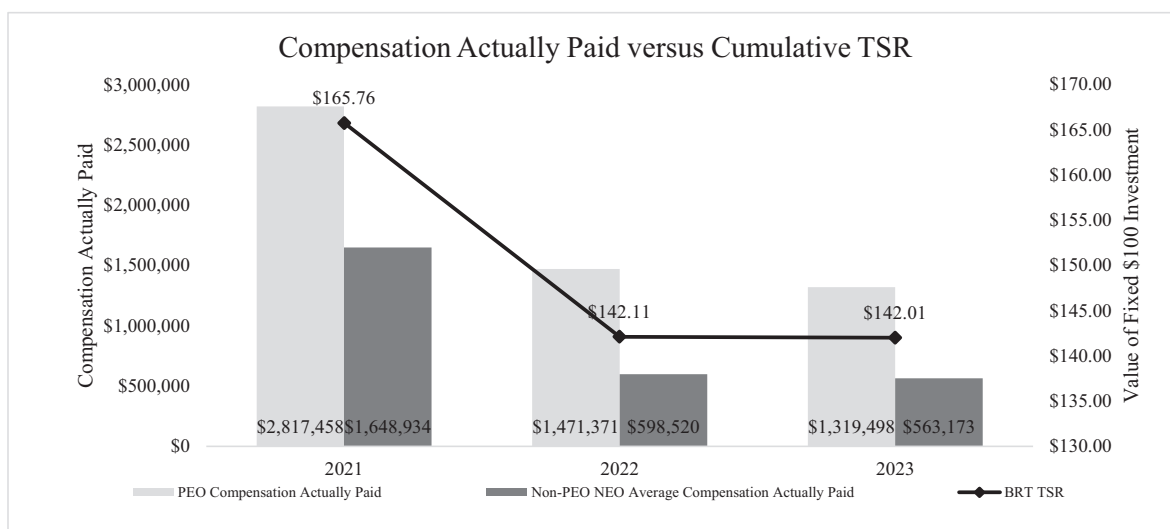
(1) Although the vesting of David Kalish’s restricted stock would accelerate upon his retirement, as he has not retired, and consistent with the disclosure elsewhere in this proxy statement (except as otherwise indicated), we have not accelerated the vesting of such awards.

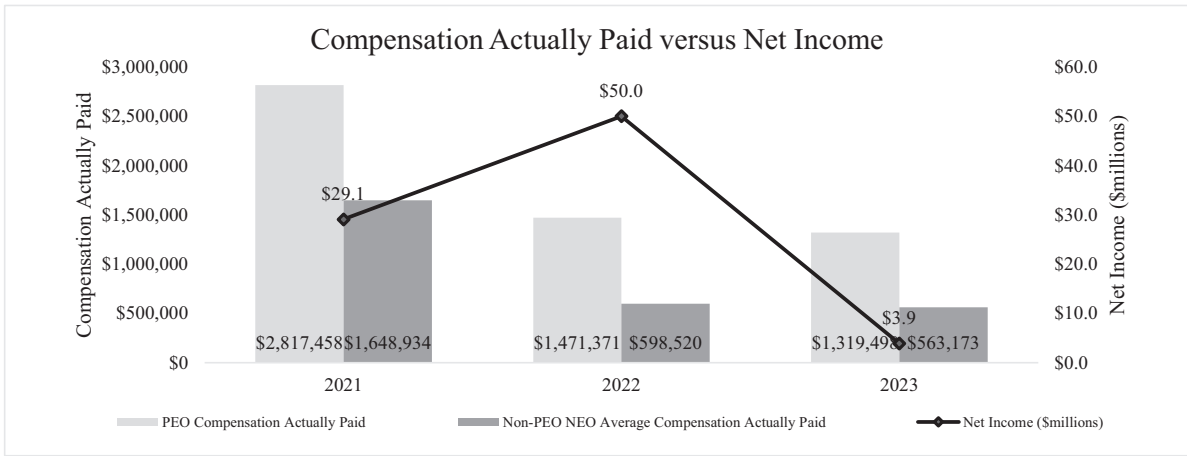
The table below sets forth the manner in which Average Equity Award Adjustments in the immediately preceding table were calculated:

Year	Average Year End Fair Value of Equity Awards (\$)	Year over Year Average Change in Fair Value of Outstanding and Unvested Equity Awards (\$)	Year over Year Average Change in Fair Value of Equity Awards Granted in Prior Years that Vested in the Year (\$)	Total Average Equity Award Adjustments (\$)
2023	268,410	(239,337)	(8,146)	20,927
2022	420,955	(275,059)	(6,920)	138,976
2021	818,041	341,905	(20,551)	1,139,394

### Relationship between TSR and Net Income to Compensation Actually Paid

The following charts show the relationship of the compensation actually paid to our CEO and the average compensation actually paid to our NEOs to our cumulative TSR and net income for the periods indicated (TSR amounts reported in the graph assume an initial fixed investment of \$100 and that all dividends, if any, were reinvested):





## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

### Introduction

Israel Rosenzweig, Chairman of our Board, is a Senior Vice President of One Liberty Properties, Inc. (“One Liberty”) and a Senior Vice President of the managing general partner of Gould Investors. (One Liberty and Gould Investors are described below). He is the father of Steven Rosenzweig, Senior Vice President – Legal, of BRT and an executive officer of the managing general partner of Gould Investors and Alon Rosenzweig, our employee. Fredric H. Gould, a director and former Chairman of our Board, is Vice Chairman of the Board of Directors of One Liberty and the sole owner of Majestic Property. He is the father of Jeffrey A. Gould and Matthew J. Gould. Jeffrey A. Gould, a director and our President and Chief Executive Officer, is a Senior Vice President and a director of One Liberty, a Senior Vice President of Majestic Property, and a Manager/Director of the managing general partner of Gould Investors. He is also the father of Ryan Gould, our employee. Matthew J. Gould, a director and our Senior Vice President, is the Chairman of the Board of Directors of One Liberty, a Manager/Director of the managing general partner of Gould Investors and a Senior Vice President of Majestic Property. David W. Kalish, Isaac Kalish and Mark H. Lundy, each of whom is an executive officer of our company, are executive officers of One Liberty and of the managing general partner of Gould Investors. Messrs. D. Kalish, I. Kalish and Lundy are also officers of Majestic Property. David W. Kalish is the father of Isaac Kalish.

One Liberty is a real estate investment trust listed on the New York Stock Exchange that is engaged in the ownership of a diversified portfolio of income-producing real properties that are net leased to tenants. Gould Investors is a limited partnership that owns and operates a diversified portfolio of real estate and invests in other companies active in the real estate and finance industries. As of March 25, 2024, Gould Investors beneficially owns approximately 19% of our outstanding shares of common stock.

### Related Party Transactions

#### *Our 2022 and 2023 Equity Awards and Equity Incentive Awards*

The grant date fair value of the equity awards (*i.e.*, restricted stock and RSUs) granted to our executive officers (other than our named executive officers) and certain related parties in 2022 and 2023, respectively, are as follows: Fredric H. Gould— \$556,727 and \$474,843; Steven Rosenzweig— \$259,297 and \$236,824; Mark H. Lundy—\$453,564 and \$385,000; Israel Rosenzweig— \$236,581 and \$207,076; and Isaac Kalish \$416,291 and \$375,213. The grant date fair value of these awards was calculated in the manner described in note 4 of the Summary Compensation Table and excludes, with respect to the RSUs, the effect of the additional shares potentially issuable pursuant to the peer group adjustment. These amounts reflect our accounting expense for these awards and do not correspond to the actual value, if, any that may be realized by these individuals.

#### *Services*

For performing Services in 2022 and 2023, the following executive officers and/or directors received, and it is anticipated will receive for performing Services in 2024, respectively, the compensation indicated: Fredric H. Gould, \$210,000, \$210,000 and \$210,000; Steven Rosenzweig, \$298,148, \$334,415 and \$374,293; Isaac Kalish, \$287,200, \$311,561 and \$330,225; Israel Rosenzweig, \$63,840, \$53,840 and \$43,840; and Mark H. Lundy, \$110,250, \$110,250 and \$110,250. See “*Executive Compensation—General*” and, for information regarding named executive officers compensated for performing Services, see “*Executive Compensation—Summary Compensation Table*.”

#### *Shared Services Agreement*

We and certain related entities, including Gould Investors, One Liberty Properties, and Majestic Property, occupy common office space and share certain services and personnel in common. The allocation of these general and administrative expenses among these entities is computed in accordance with a shared services agreement based on the estimated time devoted by executive, administrative and clerical personnel to the affairs of each participating entity to such agreement. In 2022 and 2023, the amount of general and administrative expenses allocated to us represents approximately 22.4% and 22.3%, respectively, of the total expenses allocated to all entities which are parties to the shared services agreement. Specifically, in 2022 and 2023, we paid \$735,000 and \$642,000, respectively, for common general and administrative expenses, including telecommunication services, computer services, bookkeeping, secretarial and other clerical services and legal and



accounting services. Other than the executive officers identified in the Summary Compensation Table, Isaac Kalish and Steven Rosenzweig were the only executive officers engaged by us on a part-time basis in 2022 and 2023 whose salary, bonus and benefits allocated to us in either of such years exceeded \$120,000. The amounts allocated to us in 2022 and 2023 for the services of Isaac Kalish were \$127,947 and \$122,858, respectively and Steven Rosenzweig were \$281,908 and \$236,698, respectively.

We obtain certain insurance (primarily property insurance) with Gould Investors and its affiliates and in 2022 and 2023, we reimbursed Gould Investors \$67,000 and \$22,000, respectively, for our share of insurance premiums.

#### *Majestic Property*

Majestic Property, which is wholly-owned by Fredric H. Gould, provides real property management services, real estate brokerage, and construction supervision services for us and affiliated entities, as well as companies that are non-affiliated entities. In 2022 and 2023, we paid Majestic Property fees of \$36,000 and \$42,000, respectively, representing, in the aggregate, less than 2% of the revenues of Majestic Property for each such period. Each of Fredric H. Gould, Jeffrey A. Gould, Matthew J. Gould, David W. Kalish, Mark H. Lundy, Israel Rosenzweig, Steven Rosenzweig and Isaac Kalish received compensation from Majestic Property for such periods, which compensation is not included in the Summary Compensation Table. The fees paid by us to Majestic Property and the expenses reimbursed to Gould Investors under the shared services agreement were reviewed by our audit committee. These individuals also receive compensation from other entities owned or controlled (including shared controlled) by one or more by Fredric H. Gould, Jeffrey A. Gould and Matthew J. Gould and parties to the shared services agreement, none of which provided services to us or received compensation from us in 2022 or 2023.

#### *Miscellaneous*

Alon Rosenzweig received compensation of \$673,963 and \$661,663 in 2022 and 2023, respectively (including \$227,125 and \$242,939 in base salary for 2022 and 2023, respectively, bonuses of \$30,000 and \$35,000 for 2022 and 2023, respectively, which were paid in 2023 and 2024, respectively, \$365,448 and \$328,274 for 2022 and 2023, respectively, representing the grant date fair value of awards of restricted stock and RSUs granted for service in such years, and perquisites of \$51,390 and \$55,450 for 2022 and 2023, respectively (including \$45,750, and \$49,500 of contributions to a defined contribution plan for 2022 and 2023, respectively)). His annual base compensation for 2024 is \$258,506.

Ryan Gould, received compensation in (i) 2022 of \$26,250 (including \$21,250 in base salary and a bonus of \$5,000 for 2022, which was paid in 2023 and (ii) \$172,008 in 2023 (including \$95,192 in base salary and a bonus of \$12,000 for 2023, which was paid in 2024) and \$49,816 of the grant date fair value of equity awards). His annual base salary for 2024 is \$125,000. He began working for us in September 2022.

Messrs. A. Rosenzweig and R. Gould participate in the welfare and other benefit plans generally made available to our employees.

## PROPOSAL 2

### INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

#### General

The audit committee and the board of directors is seeking ratification of the appointment of Ernst & Young LLP (“E&Y”), as our independent registered public accounting firm for 2024. A representative of E&Y is expected to be present at our annual meeting and will have the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

We are not required to have our stockholders ratify the selection of E&Y as our independent registered public accounting firm. We are doing so because we believe it is good corporate practice. If the stockholders do not ratify the selection, the audit committee will reconsider whether to retain E&Y, but may, in its discretion, decide to retain such firm. Even if the selection is ratified, the audit committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in our interest.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2024.**

#### Audit and Other Fees

The following table presents E&Y’s fees for the services in the indicated years:

	<u>2023</u>	<u>2022</u>
Audit fees <sup>(1)</sup> .....	\$613,500	\$576,108
Audit-related fees .....	—	—
Tax fees .....	—	17,600
All other fees .....	—	—
Total fees .....	<u>\$613,500</u>	<u>\$593,708</u>

(1) Includes fees for the audit of our annual consolidated financial statements, the review of the consolidated financial statements included in our quarterly reports on Form 10-Q and for services rendered in connection with registration statements filed with the SEC.

#### Approval Policy for Audit and Non-Audit Services

The audit committee annually reviews and approves the retention of our independent registered public accounting firm for each fiscal year and the audit of our financial statements for such fiscal year, including the fee associated with the audit. In addition, the audit committee approves the provision of tax related and other non-audit services. Any fees for the audit and any fees for non-audit services in excess of those approved by the audit committee must receive the prior approval of the audit committee.

Proposals for any non-audit services to be performed by our independent registered public accounting firm must be approved in advance by the audit committee.

For 2023, the audit committee pre-approved all of the audit, tax and non-audit services rendered by our independent registered public accounting firm.

## REPORT OF THE AUDIT COMMITTEE

The information contained in this Report of the Audit Committee shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing (except to the extent that we specifically incorporate this information by reference) and shall not otherwise be deemed “soliciting material” or “filed” with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act (except to the extent that we specifically incorporate this information by reference).

The role of the audit committee is to, among other things, select and engage our independent registered public accounting firm and to oversee and monitor our financial reporting process, the independence and performance of the independent registered public accounting firm and the functioning of our internal controls. It is management’s responsibility to prepare financial statements in accordance with generally accepted accounting principles and for the independent registered public accounting firm to perform an independent audit of the financial statements and to express an opinion on the conformity of those financial statements with generally accepted accounting principles.

In performing its duties, the audit committee:

- reviewed and discussed our audited consolidated financial statements for the year ended December 31, 2023 (the “Audited Financial Statements”) with management and E&Y;
- discussed with E&Y the matters required to be discussed by the Public Company Accounting Oversight Board (the “PCAOB”);
- received from E&Y the written disclosures and the letter from E&Y regarding E&Y’s independence required by the applicable requirements of the PCAOB, and discussed with such firm its independence; and
- based on the reviews and discussions referred to above, the audit committee recommended that the Audited Financial Statements be included in its Annual Report on Form 10-K for the year ended December 31, 2023 for filing with the SEC.

Louis C. Grassi (Chairman)  
Gary Hurand  
Elie Y. Weiss

## BRT APARTMENTS CORP. 2024 INCENTIVE PLAN (PROPOSAL 3)

### Highlights of the Plan

Set forth below are some of the highlights of the Plan:

- Options, restricted stock, restricted stock units, and performance based awards may be granted to acquire up to an aggregate of 1,000,000 shares of common stock and dividend equivalent rights may be granted in tandem with RSUs and certain other performance based awards;
- A non-management director may not be granted awards with respect to more than 10,000 shares in any year;
- Options may not be granted at an exercise price per share that is less than 100% of the fair market value per share on the date of the grant;
- Participants may not be granted more than 100,000 shares in any year pursuant to each type of award other than with respect to stock options as to which no more than 50,000 shares may be granted in each year;
- Provides for a default two-year cliff vesting schedule; and we anticipate that, consistent with past practice, new awards of restricted stock and RSUs will be subject to five-year and three-year cliff vesting, respectively, and, for RSUs, satisfaction of market and/or performance conditions;
- No default “single-trigger” vesting of awards; and
- Without stockholder approval, we will not (i) reprice, replace or regrant, an outstanding option either in connection with the cancellation of such option or by amending an award agreement to lower the exercise price of such option, (ii) cancel outstanding options in exchange for cash or other awards; and (iii) repurchase outstanding unvested restricted stock or unvested RSUs in exchange for cash.

### General

The Board has approved, subject to stockholder approval, the adoption of the BRT Apartments Corp. 2024 Incentive Plan. The Board believes that granting equity based compensation is an important component of our compensation structure. The purpose of the Plan is to motivate, retain and attract employees, officers and directors of experience and ability and to further our financial success by aligning the interests of participants in the Plan, through the ownership of shares of common stock, with the interests of our stockholders.

As of the close of business on the record date, an aggregate of 1,593,346 shares of restricted stock and shares subject to RSUs (*i.e.*, 962,229 shares of restricted stock and 631,114 shares subject to RSUs, including 70,124 shares issuable pursuant to the peer group adjustment) issued pursuant to the Prior Plans are outstanding. Approximately 20% of the outstanding restricted stock granted under the Prior Plans vests annually in approximately equal amounts (*i.e.*, each award of restricted stock vests, with specified exceptions, five years after the grant) and, subject to satisfaction of performance and/or market based conditions, the shares subject to RSUs granted under the (i) 2020 Plan vest in 2024 and (ii) 2022 Plan vests in 2024 and 2025. See “*Executive Compensation – Long-Term Equity and Long-Term Equity Incentive Awards*” and “*Executive Compensation – Outstanding Equity Awards at Fiscal Year End.*” There are 248,425 shares available to be awarded pursuant to our 2022 Incentive Plan, which we refer to as the 2022 Plan, and if stockholders adopt the Plan, **no further awards will be made under the 2022 Plan.** The closing price of a share of our common stock on the New York Stock Exchange on April 16, 2024 was \$16.82.

The following summary of major features of the Plan is qualified in its entirety by reference to the actual text of the Plan, set forth as Annex A.

### Shares Subject to the Plan

The total number of shares available for grant under the Plan will not exceed 1,000,000 shares. The Plan authorizes the discretionary grant of (i) incentive stock options intended to qualify under Section 422 of the Internal Revenue Code of 1986, as amended, which we refer to as the “Code”, (ii) non-qualified stock options, (iii) restricted stock, (iv) restricted stock units, (v) dividend equivalent rights and (vi) performance-based awards.

The shares available for issuance under the Plan will be authorized but unissued common shares. Shares related to awards that are forfeited, cancelled, terminated or expire unexercised will be available for grant under the Plan. Neither shares tendered by a participant to pay the exercise price of an award, nor any shares withheld by us for taxes, will be available for future grants under the Plan. In the event of a stock dividend or stock split affecting our shares, the number of shares issuable and issued under the Plan and the number of shares covered by and the exercise price and other terms of outstanding awards will be adjusted proportionally or as otherwise determined by the compensation committee.

### **Administration of the Plan**

The Plan will be administered by our compensation committee which, to the extent deemed necessary by the Board, will consist of two or more persons who satisfy the requirements for a “non-employee director” under Rule 16(b) under the Exchange Act. The compensation committee has authority to administer and construe the Plan in accordance with its provisions, including the power to (a) determine persons eligible for awards, (b) prescribe the terms and conditions of awards granted under the Plan, (c) adopt rules for the administration, interpretation and application of the Plan which are consistent with the Plan and (d) establish, interpret, amend or revoke any such rules. A non-management director may not be granted awards with respect to more than 10,000 shares in any calendar year.

### **Options**

Stock options entitle the holder to purchase a specified number of shares at a specified exercise price subject to the terms and conditions of the option grant. The purchase price per share for each stock option is determined by the compensation committee, but must be at least 100% of the fair market value per share on the date of grant. The aggregate fair market value of shares with respect to which incentive stock options are exercisable for the first time by an individual during any calendar year cannot exceed \$100,000. To the extent that the fair market value of shares with respect to which incentive stock options become exercisable for the first time during any calendar year exceeds \$100,000, the portion in excess of \$100,000 will be treated as a non-qualified option. Options granted under the Plan may be exercisable for a term up to ten years. If a participant owns more than 10% of the total voting power of all classes of our shares at the time the participant is granted an incentive stock option, the purchase price per share for such option cannot be less than 110% of the fair market value per share on the date of grant and the term of such option cannot exceed five years.

### **Restricted Stock and RSUs**

Restricted stock are shares that may not be sold, transferred, gifted, bequeathed, pledged, assigned or otherwise disposed of until the end of a specified restriction period. Restricted stock units, or RSUs, represent the right, upon satisfaction of specified conditions, to receive shares and are subject to the same restrictions on transferability applicable to restricted stock. RSUs and shares of restricted stock will be issued at the beginning of the restriction period and the compensation committee shall set restrictions and other conditions applicable to the vesting of such award, including restrictions based on the achievement of specific performance goals, time based restrictions or any other basis determined by the compensation committee.

Generally, recipients of restricted stock have the right to vote such shares and to receive and retain cash dividends and other distributions, if any, paid thereon. Recipients of RSUs are not entitled to dividends (except to the extent a dividend equivalent right is granted in tandem with an RSU) or vote with respect to the underlying shares until such units vest. Recipients of these awards will not be entitled to delivery of the stock certificate (or its equivalent) representing the shares until the applicable restrictions have been satisfied. The Plan provides that except as otherwise determined by the compensation committee, shares of restricted stock will vest in full on the second anniversary of the date of grant, subject to the recipient’s continued service with us, or upon the recipient’s earlier death, disability or retirement. Restricted stock or RSUs that do not vest as provided in the applicable award agreement will be forfeited and the recipient of such award will not have any rights after such forfeiture with respect to such award other than, with respect to shares of restricted stock, to retain dividends paid prior thereto.

### **Dividend Equivalent Rights**

The Plan allows the compensation committee to grant dividend equivalents rights in tandem with the grant of RSUs and performance based awards (other than restricted stock and options). These rights entitle the holder to receive an amount of cash equal to the cash distributions that would have been paid on shares underlying the

award to which such right relates, as if such shares were outstanding during the period beginning with the grant date (or if otherwise determined by the compensation committee, the beginning of the performance cycle) of the award to which such dividend equivalent right relates through the vesting date (or if otherwise determined by the compensation committee, the conclusion of the performance cycle) of such award. Dividend equivalents rights will only vest to the extent the related award vests.

### **Performance Based Awards**

Performance based awards will be made by the issuance of RSUs or other awards, or a combination thereof, contingent upon the attainment, as established by the compensation committee, of one or more performance goals (described below) over a specified period. The maximum number of shares with respect to which a participant may be granted performance based awards in any calendar year is 100,000 shares.

The terms and conditions of a performance based award will provide for the vesting of the award to be contingent upon the achievement of one or more specified performance goals that the compensation committee establishes. For this purpose, “performance goals” means, for a performance cycle, the specific goals that the compensation committee establishes that may be based on one or more of the following performance criteria:

- pre-tax income,
- after-tax income,
- net income (meaning net income as reflected in our financial reports for the applicable period),
- operating income (including net operating income),
- any one or more of cash flow, cash flow from operations, and free cash flow,
- return on any one or more of equity, capital, invested capital and assets,
- funds available for distribution,
- occupancy rate at any one or more of our properties,
- total stockholder return,
- funds from operations (“FFO”), as computed in accordance with standards established by the National Association of Real Estate Investment Trusts,
- adjusted FFO (*i.e.*, adjusting FFO to give effect to any one or more of the following: straight-line rent, amortization of lease tangibles, lease termination fee income, amortization of restricted stock or other non-cash compensation expense, amortization and/or write-off of deferred financing costs, deferred mortgage and debt prepayment costs),
- stock appreciation (meaning an increase in the price or value of the shares after the date of grant of an award and during the applicable period),
- gains and/or losses on property sales,
- revenues,
- assets,
- earnings before any one or more of the following items: interest, taxes, impairment charges, depreciation or amortization for the applicable period, as reflected in our financial reports for the applicable period,
- reduction in expense levels,
- operating cost management and employee productivity,
- strategic business criteria consisting of one or more objectives based on meeting specified revenue, market share, market penetration, geographic business expansion goals, objectively identified project milestones, cost targets and goals relating to acquisition or divestitures,
- achievement of business or operational goals such as market share and/or business development; and
- such other metrics or criteria as the compensation committee may establish or select.

The performance goals need not be the same with respect to all participants and may be in the aggregate or on a per share basis (whether diluted or undiluted), may be based on an absolute or relative basis, may be based on our performance compared to the performance of businesses or indices specified by the compensation committee, may be compared to any prior period, may be based on a company-wide basis or in respect of any one or more business units, may be adjusted for non-controlling interests, and any one or more of the foregoing.

### **Amendment and Termination of the Plan**

No awards may be made under the Plan on or after the tenth anniversary of the Plan's effective date. Our Board may amend, suspend or terminate the Plan at any time for any reason provided that no amendment, suspension or termination may impair rights or obligations under any outstanding award without the participant's consent or violate the Plan's prohibition on repricing (*i.e.*, the replacing or regranteeing of an option in connection with the cancellation of the option or by amending an award agreement to lower the exercise price of an option or the cancellation of any award in exchange for cash). The stockholders must approve any amendment: (i) if such approval is required under applicable law or stock exchange requirements; or (ii) that changes the no-repricing provisions of the Plan.

### **Clawbacks; Compliance with Laws; Compliance with REIT Requirements**

The grant of awards and the issuance of shares under the Plan is subject to all applicable laws, rules and regulations, approvals by governmental and quasi-governmental authorities and the applicable provisions of any claw-back policy implemented by us, whether implemented prior to or after the grant of such award.

If a recipient's relationship with us is terminated for cause (*e.g.*, insubordination, dishonesty, incompetence, moral turpitude, the refusal to perform such person's duties and responsibilities and other misconduct, as determined by the compensation committee), then (i) all options (except to the extent exercised) immediately terminate and (ii) the recipient's rights to all restricted stock, RSUs and performance share awards (except to the extent such awards have vested) are forfeited immediately.

Awards are not exercisable if such award or its exercise could cause the participant to be in violation of any restrictions on ownership and transfer of our securities, or if, in the discretion of the compensation committee, such award could otherwise impair our status as a real estate investment trust under the Code.

### **Change in Control**

The Plan does not provide for the automatic vesting of awards upon a change in control of the Company. If the compensation committee determines that a change in control has occurred, such committee and the board of directors or other managing body of the surviving or acquiring entity may make appropriate provisions for the continuation or assumption of outstanding awards granted pursuant to the Plan, or may provide for the acceleration of vesting with respect to existing awards.

### **Federal Income Tax Consequences**

The federal tax rules applicable to awards granted under the Plan are summarized below. This summary omits the tax laws of any municipality, state, or foreign country in which a recipient resides.

Stock option grants under the Plan may be intended to qualify as incentive stock options under Section 422 of the Code or may be non-qualified stock options governed by Section 83 of the Code. Generally, federal income tax is not due from a recipient upon the grant of a stock option, and a deduction is not taken by us. Under current tax laws, if a recipient exercises a non-qualified stock option, he or she will have taxable income equal to the difference between the market price of the common shares on the exercise date and the stock option exercise price. We are entitled to a corresponding deduction on our income tax return.

A recipient will not have any taxable income upon exercising an incentive stock option (except that the alternative minimum tax may apply), and we will not receive a deduction when an incentive stock option is exercised. The tax treatment of a disposition of shares acquired through the exercise of a stock option depends on how long the shares were held and whether the shares were acquired by exercising an incentive stock option or a non-qualified stock option. We may be entitled to a deduction in the case of a disposition of shares acquired under an incentive stock option before the applicable holding periods have been satisfied.

Generally, taxes are not due from the recipient or owed by us when a grant of restricted stock, RSUs or performance based awards is initially made (unless the recipient of a restricted stock award makes an election under Section 83(b) of the Code in which case it is taxed at the time of grant), but the award becomes taxable when it is no longer subject to a “substantial risk of forfeiture” (*i.e.*, it becomes vested or transferable), in the case of restricted stock, or when shares are issuable in connection with vesting, in the case of an RSU or performance based award. Except with respect to awards for which a Section 83(b) election is made, income tax is paid on the value of the stock units or awards at ordinary rates when the restrictions lapse, and then at capital gain rates on any additional appreciation when the shares are sold (if the applicable holding period has been satisfied). Generally, we will be entitled to a deduction equal to the amount of ordinary income recognized by the recipient at the time the recipient recognizes such income for tax purposes.

The grant of dividend equivalents rights generally will have no federal income tax consequences for the recipient. Generally, the recipient will recognize ordinary income on the amount distributed to the recipient pursuant to such dividend equivalent rights. Generally, we will be entitled to a deduction equal to the amount of ordinary income recognized by the recipient at the time the recipient recognizes such income for tax purposes.

Section 409A of the Code:

- affects taxation of awards to employees but does not affect our ability to deduct deferred compensation,
- does not apply to incentive stock options, non-qualified stock options (that are not discounted), and restricted stock, provided that there is no deferral of income beyond the vesting date and
- applies to RSUs, dividend equivalent rights and performance units, if payment or settlement is deferred beyond the “short-term deferral period” under the Section 409A regulations.

### **New Plan Benefits Table**

We have not determined the type, amount or recipients of awards under the 2024 Plan. Accordingly, we provide the following table which reflects the awards granted in 2023 pursuant to the 2022 Plan to the persons and groups indicated as if such grants were made pursuant to the 2024 Plan. These awards were in the form of restricted stock that vest on a “cliff-vesting” basis five years after grant and RSUs that vest after three years subject to the achievement of market and/or performance goals. See “*Executive Compensation –Grant of Plan Based Awards*” for additional information regarding the equity awards granted in 2023.

<u>Name and Position</u>	<u>Dollar Value<sup>(1)</sup></u>	<u>Number of Units<sup>(1)</sup></u>
Jeffrey A. Gould, President and Chief Executive Office . . . . .	654,480	35,206
Mitchell Gould, Executive Vice President . . . . .	360,646	19,400
George Zweier, Chief Financial Officer and Vice President . . . . .	351,351	18,900
David W. Kalish, Senior Vice President – Finance . . . . .	439,709	23,653
Matthew J. Gould, Senior Vice President . . . . .	654,480	35,206
Executive group (10 individuals) . . . . .	4,196,098	225,718
Non-executive director group (8 individuals) . . . . .	1,062,530	57,156
Non-executive officer and employee group (33 individuals) . . . . .	1,264,864	68,040

(1) Reflects the number of units multiplied by \$18.59, the closing price of our common stock on December 31, 2023. Does not give effect to the additional shares potentially issuable pursuant to the peer group adjustment.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE IN FAVOR OF THE PROPOSAL TO ADOPT THE BRT APARTMENTS CORP. 2024 INCENTIVE PLAN.**



## DELINQUENT SECTION 16(a) REPORTS

The Form 3 filed by Elie Weiss underreported the number of shares he owned. From September 16, 2022 to October 10, 2022, Gould Investors filed eight reports with respect to 17 transactions (the “Gould Reports”) that either overreported or underreported the number of shares of our common stock that it purchased during such period. Jeffrey A. Gould and Matthew J. Gould, who may be deemed to control Gould Investors, filed reports contemporaneously therewith with respect to the same transactions, which reports also contained the same or similar errors as in the Gould Reports. Amendments correcting such errors have been filed.

## ADDITIONAL INFORMATION AND NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

As of the date of this proxy statement, we do not know of any business that will be presented for consideration at the meeting other than the items referred to in the Notice of the Meeting. Subject to applicable law, if any other matter is properly brought before the meeting for action by stockholders, the holders of the proxies will vote and act with respect to the business in accordance with their best judgment and discretionary authority to do so is conferred by the enclosed proxy. Our Conduct Code, corporate governance guidelines and the charters for our audit, compensation and nominating committees are available under the “Corporate Governance” tab at [www.brtapartments.com](http://www.brtapartments.com).

This proxy statement (including the notice of meeting), the proxy card and our Annual Report are available at [www.brtapartments.com/annualmeetingmaterials.pdf](http://www.brtapartments.com/annualmeetingmaterials.pdf).

By order of the Board of Directors,

A handwritten signature in black ink, appearing to read "S. Asher Gaffney", with a long horizontal line extending to the right.

S. Asher Gaffney,  
Corporate Secretary

April 22, 2024

**BRT APARTMENTS CORP.  
2024 INCENTIVE PLAN**

**SECTION 1  
EFFECTIVE DATE AND PURPOSE**

1.1 *Effective Date.* This Plan (as defined) shall become effective upon approval by the stockholders of the Company (as defined), as and to the extent required by the listing requirements of the New York Stock Exchange.

1.2 *Purpose of the Plan.* The Plan is designed to motivate, retain and attract Participants (as defined) of experience and ability and to further the financial success of the Company by aligning the interests of Participants through the ownership of Shares (as defined) with the interests of the Company's stockholders.

**SECTION 2  
DEFINITIONS**

The following terms shall have the following meanings (whether used in the singular or plural) unless a different meaning is plainly required by the context:

“1934 Act” means the Securities Exchange Act of 1934, as amended. Reference to a specific section of the 1934 Act or a regulation thereunder shall include any regulation promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.

“Affiliate” or “Affiliates” has the meaning ascribed to such term by Rule 501 promulgated under the Securities Act of 1933, as amended.

“Award” means, individually or collectively, a grant under the Plan of Nonqualified Stock Options, Incentive Stock Options, Restricted Stock, Restricted Stock Units, Dividend Equivalent Rights and Performance Share Awards.

“Award Agreement” means either (1) the written agreement setting forth the terms and provisions applicable to each Award granted under the Plan or (2) a statement (including an electronic communication) issued by the Company to a Participant describing the terms and provisions of such Award.

“Board” or “Board of Directors” means the Board of Directors of the Company, or any analogous governing body of any successor to the Company.

“Change in Control” means any of the following:

(i) the acquisition (other than from the Company) in one or more transactions by any person (as such term is used in Section 13(d) of the 1934 Act) of the beneficial ownership (within the meaning of Rule 13d-3 under the 1934 Act) of 25% or more of (A) the then outstanding Shares or (B) the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (the “Company Voting Stock”); *provided, however*, the provision of this clause (i) is not applicable to acquisitions made individually, or as a group, by Fredric H. Gould, Matthew J. Gould and Jeffrey A. Gould, and their respective spouses, lineal descendants and Affiliates;

(ii) individuals who, as of the date of the Award, constitute the Board of Directors (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board; *provided, however*, that any individual becoming a director subsequent to the date of such Award whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Regulation 14A promulgated under the 1934 Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Incumbent Board;

(iii) the closing of a sale or other conveyance of all or substantially all of the assets of the Company outside the ordinary course of the Company's business; or

(iv) the effective time of any merger, share exchange, consolidation, or other business combination involving the Company if immediately after such transaction persons who hold a majority of the outstanding voting securities entitled to vote generally in the election of directors of the surviving entity (or the entity owning 100% of such surviving entity) are not persons who, immediately prior to such transaction, held the Company's voting Shares.

Notwithstanding the foregoing, if the term "Change in Control" is being used in a context where it is required to meet the definition of such term under Section 409A of the Code, then a "Change in Control" shall not be deemed to have occurred under the foregoing definition unless the transaction or occurrence constitutes a change in control for purposes of Section 409A of the Code.

The Board shall have full and final authority, which shall be exercised in its sole discretion, to determine conclusively whether a Change in Control has occurred pursuant to the above definition, the date of the occurrence of such Change in Control and any incidental matters relating thereto; provided that any exercise of authority in conjunction with a determination of whether a Change in Control is a "change in control event" as defined in Treasury Regulation Section 1.409A-3(i)(5) shall be consistent with such regulation.

"Code" means the Internal Revenue Code of 1986, as amended from time to time, and the regulations thereunder.

"Committee" means the Compensation Committee of the Board or any other committee of the Board appointed to administer the Plan.

"Company" means BRT Apartments Corp., a Maryland corporation.

"Company Voting Stock" has the meaning ascribed to such term under the definition of Change in Control.

"Disability" or "Disabled" means the inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months.

"Dividend Equivalent Right" means an Award granted pursuant to Section 9, entitling the Participant to receive an amount of cash equal to the cash distributions that would have been paid on the Shares specified in the Award to which such Dividend Equivalent Right relates, as if such Shares had been issued to and held by the Participant holding such Dividend Equivalent Right during the period beginning with the grant date (or if otherwise determined by the Committee, the beginning of the Performance Cycle) of the Award to which the Dividend Equivalent Right relates through the vesting date of such award (or if otherwise determined by the Committee, the conclusion of such Performance Cycle).

"Exercise Price" means the price at which a Share may be purchased by a Participant pursuant to the exercise of an Option.

"Fair Market Value" means, as of any given date: (i) the closing sales price of the Shares on any national securities exchange on which the Shares are listed; (ii) the closing sales price if the Shares are listed on the OTCBB or other over the counter market; or (iii) if there is no regular public trading market for such Shares, the fair market value of the Shares as determined by the Committee.

"Grant Date" means, with respect to an Award, the effective date that such Award is granted to a Participant.

"Incentive Stock Option" means an Option to purchase Shares which is designated as an Incentive Stock Option and is intended to meet the requirements of Section 422 of the Code.

"Incumbent Board" has the meaning ascribed to such term under the definition of Change in Control.

"Non-management director" means a director who, in the applicable calendar year, was not compensated, directly or indirectly, by the Company, any Subsidiary or any of their Affiliates, other than compensation for service as a director or as a member of any committee of the Board.

"Non-qualified Stock Option" means an Option to purchase Shares which is not an Incentive Stock Option.

"Option" means an Incentive Stock Option or a Nonqualified Stock Option.

"Participant" means an officer, employee, director or consultant of the Company or any of its Subsidiaries.

“*Performance-Based Award*” means an Award granted pursuant to Section 8 of the Plan.

“*Performance Criteria*” shall mean any, a combination of, or all of the following: (i) pre-tax income, (ii) after-tax income, (iii) net income (meaning net income as reflected in the Company’s financial reports for the applicable period), (iv) operating income (including net operating income), (v) cash flow, cash flow from operations, free cash flow and any one or more of the foregoing, (vi) return on any one or more of equity, capital, invested capital and assets, (vii) funds available for distribution, (viii) occupancy rate at any one or more of the Company’s or its Subsidiaries’ properties, (ix) total stockholder return, (x) funds from operations (“FFO”), as computed in accordance with standards established by the National Association of Real Estate Investment Trusts, Inc. (“NAREIT”), (xi) adjusted FFO (*i.e.*, adjusting FFO to give effect to any one or more of the following: straight-line rent, amortization of lease intangibles, lease termination fee income, amortization of restricted stock or other non-cash compensation expense, amortization and/or write-off of deferred financing costs, deferred mortgage costs and debt prepayment costs), (xii) stock appreciation (meaning an increase in the price or value of the Shares after the date of grant of an award and during the applicable period), (xiii) revenues, (xiv) assets, (xv) earnings before any one or more of the following items: interest, taxes, impairment charges, depreciation or amortization for the applicable period, as reflected in the Company’s financial reports for the applicable period, (xvi) gains or losses on sales of properties, (xvii) reduction in expense levels, (xviii) operating cost management and employee productivity, (xix) strategic business criteria consisting of one or more objectives based on meeting specified revenue, market share, market penetration, geographic business expansion goals, objectively identified project milestones, cost targets and goals relating to acquisition or divestitures; (xx) achievement of business or operational goals such as market share and/or business development, and (xxi) such other metrics or criteria as the Committee may establish or select. Performance Criteria need not be the same with respect to all Participants and may be established on an aggregate or per share basis (diluted or undiluted), may be based on performance compared to performance by businesses or indices specified by the Committee, may be compared to any prior period, may be based on a company-wide basis or in respect of any one or more business units, may be measured on an absolute or relative basis, may be adjusted for non-controlling interests, and any one or more of the foregoing. All calculations and financial accounting matters relevant to this Plan shall be determined in accordance with GAAP, except as otherwise directed by the Committee.

“*Performance Cycle*” means one or more periods of time which may be of varying and overlapping durations, as the Committee may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Participant’s right to and the payment of a Restricted Stock Award, Restricted Stock Unit, Option or Performance Share Award.

“*Performance Goals*” means for a Performance Cycle, the applicable Performance Criteria.

“*Period of Restriction*” means the period during which an Award granted hereunder is subject to a substantial risk of forfeiture. Such restrictions may be based on the passage of time, the achievement of Performance Goals or the occurrence of other events as determined by the Committee.

“*Plan*” means the BRT Apartments Corp. 2022 Incentive Plan, as set forth in this instrument, and as hereafter amended from time to time.

“*Restricted Stock*” means an Award of Shares, the grant, issuance, retention and/or vesting of which is subject to such conditions as are expressed in the Award Agreement and as contemplated herein.

“*Restricted Stock Unit*” or “*RSU*” means an Award of a right to receive one Share, the grant, issuance, retention and/or vesting of which is subject to such conditions as are expressed in the Award Agreement and as contemplated herein.

“*Retirement*” means (i) a director who has attained the age of 65 years who resigns or retires from the Board or does not stand for re-election to the Board and has served continuously as a director of the Company for not less than six consecutive years, and (ii) an officer or employee of, or consultant to, the Company or one of its Subsidiaries who has attained the age of 65 years who resigns or retires from the Company or one of its Subsidiaries and has served in any such capacity with the Company or one of its Subsidiaries for not less than ten consecutive years at the time of retirement or resignation.

“*Shares*” means the shares of common stock, \$0.01 par value per share, of the Company, or any other security of the Company determined by the Committee pursuant to Section 5.3.

“*Subsidiary*” means (i) a corporation, association or other business entity of which 50% or more of the total combined voting power of all classes of capital stock is owned, directly or indirectly, by the Company or by one or more Subsidiaries of the Company or by the Company and one or more Subsidiaries of the Company, (ii) any partnership or limited liability company of which 50% or more of the capital and profit interests is owned, directly or indirectly, by the Company or by one or more Subsidiaries of the Company or by the Company and one or more Subsidiaries of the Company, or (iii) any other entity not described in clauses (i) or (ii) above of which 50% or more of the ownership and the power, pursuant to a written contract or agreement, to direct the policies and management or the financial and the other affairs thereof, are owned or controlled by the Company or by one or more Subsidiaries of the Company or by the Company and one or more Subsidiaries of the Company.

### **SECTION 3 ELIGIBILITY**

3.1 *Participants.* Awards may be granted in the discretion of the Committee to officers, employees, directors of, or consultants to the Company or its Subsidiaries.

3.2 *Non-Uniformity.* Awards granted hereunder need not be uniform among eligible Participants and may reflect distinctions based on title, compensation, responsibility or any other factor the Committee deems appropriate.

### **SECTION 4 ADMINISTRATION**

4.1 *The Committee.* The Plan will be administered by the Committee, which, to the extent deemed necessary by the Board, will consist of two or more persons who satisfy the requirements for a “non-employee director” under Rule 16b-3 promulgated under the 1934 Act. The members of the Committee shall be appointed from time to time by, and shall serve at the pleasure of, the Board of Directors. In the absence of such appointment, the Board of Directors shall serve as the Committee and shall have all of the responsibilities, duties, and authority of the Committee set forth herein.

4.2 *Authority of the Committee.* Subject to applicable law, the Committee shall have the exclusive authority to administer and construe the Plan in accordance with its provisions. The Committee’s authority shall include, without limitation, the power to (a) determine persons eligible for Awards, (b) prescribe the terms and conditions of the Awards, (c) construe and interpret the Plan, the Awards and any Award Agreement, (d) adopt rules for the administration, interpretation and application of the Plan as are consistent therewith, (e) establish, interpret, amend or revoke any such rules, and (f) in its sole discretion, provide for acceleration of vesting, exercisability or payment of any Award, including but not limited to in connection with a Change in Control. The Committee, in its sole discretion and on such terms and conditions as it may provide, may delegate all or any part of its authority and powers under the Plan to one or more officers of the Company to the extent permitted by law.

4.3 *Decisions Binding.* All determinations and decisions made by the Committee and any of its delegates pursuant to Section 4.2 shall be final, conclusive and binding on all persons, and shall be given the maximum deference permitted by law.

4.4 *Limitation on Awards Granted to Non-management directors.* The maximum number of Shares issuable pursuant to Awards that may be granted to a Non-management director in any calendar year shall not exceed 10,000 Shares.

### **SECTION 5 SHARES SUBJECT TO THE PLAN**

5.1 *Number of Shares.* Subject to adjustment as provided in Section 5.3, the total number of Shares available for grant under the Plan shall not exceed 1,000,000 Shares. The Shares available for issuance under the Plan shall be authorized but unissued Shares of the Company.

5.2 *Lapsed Awards.* Unless determined otherwise by the Committee, Shares related to Awards that are forfeited, cancelled, terminated or expire unexercised, shall be available for grant under the Plan. Shares that are

tendered by a Participant to the Company in connection with the exercise of an Award, withheld from issuance in connection with a Participant's payment of tax withholding liability, or settled in such other manner so that a portion or all of the Shares included in an Award are not issued to a Participant shall not be available for grant under the Plan.

5.3 *Adjustments in Awards and Authorized Shares.* In the event of a stock dividend or stock split, the number of Shares subject to the Plan, outstanding Awards and the numerical amounts set forth in Sections 5, 6, 7 and 8 shall automatically be adjusted proportionally, except to the extent directed otherwise by the Committee. In the event of a merger, reorganization, consolidation, recapitalization, separation, liquidation, combination or other similar change in the structure of the Company affecting the Shares, the Committee shall adjust the number and class of Shares which may be delivered under the Plan, the number, class and price of Shares subject to outstanding Awards, and the numerical limits of Sections 5, 6, 7 and 8, proportionally, or in such other manner as the Committee shall determine to be advisable or appropriate. Any such numerical limitations shall be subject to adjustment under this Section only to the extent such adjustment will not affect the ability to grant or the qualification of Incentive Stock Options under the Plan or subject the Participant to taxes, penalties and interest imposed under section 409A(a)(1) of the Code.

5.4 *Restrictions on Transferability.* The Committee may impose such restrictions on any Award, Award of Shares or Shares acquired pursuant to an Award as it deems advisable or appropriate, including, but not limited to, restrictions related to applicable Federal securities laws, the requirements of any national securities exchange or system upon which Shares are then listed or traded, and any blue sky or state securities laws.

## SECTION 6 STOCK OPTIONS

6.1 *Grant of Options.* Subject to the terms and provisions of the Plan, Options may be granted to Participants at any time and from time to time as determined by the Committee. The Committee shall determine the number of Shares subject to each Option. The Committee may grant Incentive Stock Options, Nonqualified Stock Options, or any combination thereof. The maximum aggregate number of Shares underlying Options granted in any one calendar year to an individual Participant is 50,000.

6.2 *Award Agreement.* Each Option shall be evidenced by an Award Agreement that shall specify the Exercise Price, the expiration date of the Option, the number of Shares to which the Option pertains, whether the Option is intended to be an Incentive Stock Option or a Nonqualified Stock Option, any conditions on exercise of the Option and such other terms and conditions as the Committee shall determine, including terms regarding forfeiture of Awards or continued exercisability of Awards in the event of a Change in Control or termination of employment by the Participant.

6.3 *Exercise Price.* The Exercise Price for each Option shall be determined by the Committee and shall be provided in each Award Agreement; *provided, however,* the Exercise Price for each Option may not be less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date. In the case of an Incentive Stock Option, the Exercise Price shall be not less than one hundred ten percent (110%) of the Fair Market Value of a Share if the Participant (together with persons whose stock ownership is attributed to the Participant pursuant to section 424(d) of the Code) owns on the Grant Date stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries.

6.4 *Expiration of Options.* Except as provided in Section 6.7(c) regarding Incentive Stock Options, each Option shall terminate upon the earliest to occur of (i) the date(s) for termination of the Option set forth in the Award Agreement or (ii) the expiration of ten (10) years from the Grant Date. Subject to such limits, the Committee shall provide in each Award Agreement when each Option expires and becomes un-exercisable. Except as set forth in an Award Agreement or as provided by the Committee, upon Retirement of a Participant, an Option may be exercised by such Participant to the extent it was exercisable on the effective date of the Retirement and shall be exercisable for a period of six months from the effective date of such Retirement, but not later than the expiration of the maximum term such Option. The Committee may not, after an Option is granted, extend the maximum term of the Option.

6.5 *Exercisability of Options.* Options granted under the Plan shall be exercisable, in whole or in part, at such times and be subject to such restrictions and conditions as the Committee shall determine. After an Option is granted, the Committee may accelerate or waive any condition constituting a substantial risk of forfeiture applicable to the Option.

6.6 *Payment.* Options shall be exercised by a Participant's delivery of a written notice of exercise to the Secretary of the Company (or his or her designee), setting forth the number of Shares with respect to which the Option is to be exercised, accompanied by full payment for the Shares. Upon the exercise of an Option, the Exercise Price shall be payable to the Company in full in cash or its equivalent. The Committee may permit exercise (a) by the Participant tendering previously acquired Shares having an aggregate Fair Market Value at the time of exercise equal to the total Exercise Price, (b) the Participant tendering a combination of cash and previously acquired Shares equal to total Exercise Price (the Shares tendered being valued at Fair Market Value at the time of exercise), or (c) by any other means which the Committee determines to provide legal consideration for the Shares, and to be consistent with the purposes of the Plan. As soon as practicable after receipt of a written notification of exercise and full payment for the Shares purchased, the Company shall deliver, or cause to be delivered, to the Participant, evidence of such Participant's ownership of such Shares. No right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the Shares as to which the Option has been exercised until the records of the Company or its transfer agent reflect the issuance of such Shares. No adjustment will be made for a dividend or other rights for which a record date is established prior to the date the records of the Company or its transfer agent reflect the issuance of the Shares upon exercise of the Options.

6.7 *Certain Additional Provisions for Incentive Stock Options.*

(a) *Exercisability.* The aggregate Fair Market Value (determined on the Grant Date(s)) of the Shares with respect to which Incentive Stock Options are exercisable for the first time by any Participant during any calendar year (under all plans of the Company, any parent and its Subsidiaries) shall not exceed \$100,000. The portion of the Option which is in excess of the \$100,000 limitation shall be treated as a Non-Qualified Option pursuant to Section 422(d)(1) of the Code.

(b) *Company and Subsidiaries Only.* Incentive Stock Options may be granted only to Participants who are officers or other employees of the Company or a Subsidiary on the Grant Date.

(c) *Expiration.* No Incentive Stock Option may be exercised after the expiration of ten (10) years from the Grant Date. In the case of an Incentive Stock Option that is granted to a Participant who (together with persons whose stock ownership is attributed to the Participant pursuant to Section 424(d) of the Code) owns on the Grant Date stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries, the term of such Incentive Stock Option shall be no more than five years from the Grant Date.

6.8 *Restriction on Transfer.* Except as otherwise determined by the Committee or as set forth in the Award Agreement, no Option may be transferred, gifted, pledged, assigned, or otherwise alienated or hypothecated, voluntarily or involuntarily. Upon the death or Disability of a Participant, an Option may be exercised by the duly appointed personal representative of the deceased Participant or in the event of a Disability by the Participant or the duly appointed attorney-in-fact, guardian or custodian of the Disabled Participant to the extent the Option was exercisable on the date of death or the date of Disability and shall be exercisable for a period of six months from the date of death or the date of Disability.

6.9 *Repricing of Options.* Without stockholder approval, (i) the Company will not reprice, replace or regrant an outstanding Option either in connection with the cancellation of such Option or by amending an Award Agreement to lower the exercise price of such Option, and (ii) the Company will not cancel outstanding Options in exchange for cash or other Awards.

6.10 *Voting Rights.* A Participant shall have no voting rights with respect to any Options granted hereunder.

## **SECTION 7 RESTRICTED STOCK AND RESTRICTED STOCK UNITS**

7.1 *Grant of Restricted Stock and Restricted Stock Units.* Subject to the terms and provisions of the Plan, the Committee, at any time and from time to time, may grant Shares of Restricted Stock and/or RSUs to Participants in such amounts as the Committee shall determine. The Committee shall determine the number of Shares of Restricted Stock and/or RSUs to be granted to each Participant and the time when each Award shall be granted. No more than 100,000 Shares of each of Restricted Stock and Shares underlying RSUs may be granted to any individual Participant in any one calendar year.

7.2 *Restricted Stock and RSU Agreements.* Each Award of Restricted Stock and RSUs shall be evidenced by an Award Agreement that shall specify the Period of Restriction, the number of Shares of Restricted Stock granted, the number of Shares subject to an RSU, any applicable Performance Goals and Performance Cycle, and such other terms and conditions as the Committee shall determine, including terms regarding forfeiture of Awards in the event of termination of employment by the Participant or termination of the Participant's relationship with the Company as a director, officer or consultant.

7.3 *Transferability.* Except as otherwise determined by the Committee or as set forth in the Award Agreement, Shares of Restricted Stock and RSUs (including Shares underlying RSUs) may not be sold, transferred, gifted, bequeathed, pledged, assigned, or otherwise alienated or hypothecated, voluntarily or involuntarily, until the end of the applicable Period of Restriction and the satisfaction, in whole or in part, of any applicable Performance Goals within the applicable Performance Cycle. Without stockholder approval, the Company will not, except as otherwise provided for in the Plan, repurchase outstanding unvested Restricted Stock or unvested RSUs in exchange for cash.

7.4 *Other Restrictions.* The Committee may impose such other restrictions on Shares of Restricted Stock and RSUs (including Shares underlying RSUs) as it may deem advisable or appropriate in accordance with this Section 7.4.

(a) *General Restrictions.* The Committee may set one or more restrictions based upon (a) the achievement of specific Performance Goals, (b) applicable Federal or state securities laws, (c) time-based restrictions, or (d) any other restrictions determined by the Committee, including the occurrence of a Change in Control. Unless otherwise provided in an Award Agreement, the Period of Restriction shall be two (2) year cliff vesting period, with accelerated full vesting upon death, Disability or Retirement.

(b) *Methods of Implementing Restrictions.* The Committee may take such action as it, in its sole discretion, deems appropriate to give notice to the Participant of, and implement, the restrictions imposed pursuant to Section 7.

7.5 *Removal of Restrictions.* After the end of the Period of Restriction, the Shares (including the Shares underlying the RSUs) shall be freely transferable by the Participant, subject to any other restrictions on transfer (including without limitation, limitations imposed pursuant to the Company's organizational documents) which may apply to such Shares.

7.6 *Voting Rights.* Participants holding (a) Shares of Restricted Stock shall have voting rights during the Period of Restriction and (b) RSUs shall not have voting rights during the Period of Restriction.

7.7 *Dividends and Other Distributions.* Except as otherwise determined by the Committee and set forth in the Award Agreement, Participants holding (a) Shares of Restricted Stock shall be entitled to receive all dividends and other distributions paid with respect to the Shares during the Period of Restriction and (b) except to the extent a Dividend Equivalent Right is granted in tandem with an RSU, RSUs shall not be entitled to receive any dividends or other distributions paid with respect to the underlying Shares during the Period of Restriction.

## **SECTION 8 PERFORMANCE-BASED AWARDS**

8.1 *Performance-Based Awards.* Participants selected by the Committee may be granted one or more Performance Awards in the form of Options, Restricted Stock, Restricted Stock Units, Dividend Equivalent Rights or Performance Share Awards payable upon the attainment of Performance Goals that are established by the Committee and related to one or more of the Performance Criteria, in each case on a specified date or dates or over a Performance Cycle as determined by the Committee. The Committee shall define the manner of calculating the Performance Criteria it selects to use for any Performance Cycle. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of an individual. The Committee, in its discretion, may adjust or modify the calculation of Performance Goals for such Performance Cycle in order to prevent the dilution or enlargement of the rights of an individual (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event or development, (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Company, or the financial statements of the Company, or (iii) in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions;



*provided, however*, that the Committee may not exercise such discretion in a manner that would increase the Performance-Based Award granted to a Participant. Performance Awards, other than Dividend Equivalent Rights, shall be paid in Shares.

8.2 *Grant of Performance-Based Awards.* With respect to each Performance-Based Award granted to a Participant, the Committee shall select, within the first 180 days of the beginning of a Performance Cycle, the Performance Criteria for such grant, and the Performance Goals with respect to each Performance Criterion (including, if applicable, a threshold level of performance below which no amount will become payable with respect to such Award). Each Performance-Based Award will specify the amount payable, or the formula for determining the amount payable, upon achievement of the various applicable performance targets. The Performance Criteria established by the Committee may be (but need not be) different for each Performance Cycle and different Performance Goals may be applicable to Performance-Based Awards to different Participants.

8.3 *Payment of Performance-Based Awards.* Following the completion of a Performance Cycle, the Committee shall meet to review and certify in writing whether, and to what extent, the Performance Goals for the Performance Cycle have been achieved and, if so, to calculate and certify in writing the amount of the Performance-Based Awards earned for the Performance Cycle.

8.4 *Maximum Award Payable.* The maximum Performance-Based Award payable to any one Participant under the Plan for a Performance Cycle is 100,000 Shares (subject to adjustment as provided in Section 5.3 hereof).

## **SECTION 9 DIVIDEND EQUIVALENT RIGHTS**

9.1 *Dividend Equivalent-Rights.* A Dividend Equivalent Right may be granted hereunder to any Participant only in tandem with an Award of RSUs or a Performance Based Award (other than an Award of Restricted Stock or Options). The terms and conditions of Dividend Equivalent Rights shall be specified in the Award Agreement which shall provide that such Dividend Equivalent Right shall (i) not be sold, transferred, gifted, pledged, assigned, or otherwise alienated or hypothecated, voluntarily or involuntarily (provided, that if permitted by the Committee, a Participant may designate a beneficiary to receive any proceeds of Dividend Equivalent Rights upon the Participant's death), and (ii) be settled upon settlement or payment of, or lapse of restrictions on, the Award to which it relates, and such Dividend Equivalent Right shall expire or be forfeited or annulled under the same conditions as such Award.

## **SECTION 10 AMENDMENT, TERMINATION, AND DURATION**

10.1 *Amendment, Suspension, or Termination.* The Board, in its sole discretion, may amend, suspend or terminate the Plan, or any part thereof, at any time and for any reason; *provided, however*, that if and to the extent required by law or to maintain the Plan's compliance with the Code, the rules of any national securities exchange (if applicable), or any other applicable law, any such amendment shall be subject to stockholder approval. The amendment, suspension or termination of the Plan shall not, without the consent of the Participant, alter or impair any rights or obligations under any Award theretofore granted to such Participant. No Award may be granted during any period of suspension or after termination of the Plan.

10.2 *Duration of the Plan.* The Plan shall become effective in accordance with Section 1.1, and subject to Section 10.1, shall remain in effect until the tenth anniversary of the effective date of the Plan.

## **SECTION 11 TAX WITHHOLDING**

11.1 *Withholding Requirements.* Prior to the delivery of any Shares pursuant to an Award (or the exercise thereof), the Company shall have the power and the right to deduct or withhold from any amounts due to the Participant from the Company, or require a Participant to remit to the Company, an amount sufficient to satisfy Federal, state and local taxes (including the Participant's FICA obligation) required or appropriate to be withheld with respect to such Award (or the exercise or vesting thereof).

11.2 *Withholding Arrangements.* The Company, pursuant to such procedures as it may specify from time to time, may permit a Participant to satisfy such tax withholding obligation, in whole or in part, by (a) electing to

have the Company withhold otherwise deliverable Shares, or (b) delivering to the Company, Shares then owned by the Participant. The amount of the withholding requirement shall be deemed to include any amount that the Company agrees may be withheld at the time any such election is made, not to exceed the amount determined by using the maximum federal, state and local marginal income tax rates applicable to the Participant with respect to the Award on the date that the amount of tax to be withheld is to be determined. The Fair Market Value of the Shares to be withheld or delivered shall be determined as of the date that the taxes are required to be withheld.

## SECTION 12 MISCELLANEOUS

12.1 *Deferrals.* To the extent consistent with the requirements of section 409A of the Code, the Committee may provide in an Award Agreement or another document that a Participant is permitted or required to defer receipt of the delivery of Shares that would otherwise be due to such Participant under an Award, other than an Option, any such deferral shall be subject to such rules and procedures as shall be determined by the Committee.

12.2 *Termination for Cause.* If a Participant's employment or relationship with the Company or a Subsidiary shall be terminated for cause by the Company or such Subsidiary during the Restriction Period or prior to the exercise of any Option (for these purposes, cause shall have the meaning ascribed thereto in any employment agreement or Award Agreement to which such Participant is a party or, in the absence thereof, shall include, but not be limited to, insubordination, dishonesty, incompetence, moral turpitude, the refusal to perform his duties and responsibilities for any reason (other than illness or incapacity) and other misconduct of any kind, as determined by the Committee), then, (i) all Options (whether or not then vested and exercisable) shall immediately terminate and (ii) such Participant's rights to all Restricted Stock, RSUs, Dividend Equivalent Rights and Performance Share Awards shall be forfeited immediately.

12.3 *No Effect on Employment or Service; Types of Service Recognized.* Nothing in the Plan, any Award or any Award Agreement, and no action of the Committee, shall confer or be construed to confer on any Participant any right to continue in the employ or service of the Company or any Subsidiary or shall interfere with or limit in any way the right of the Company or any Subsidiary to terminate any Participant's employment or service at any time, with or without cause. Employment with the Company or any Subsidiary is on an at-will basis only, unless otherwise provided by an applicable employment or service agreement between the Participant and the Company or any Subsidiary, as the case may be. Except as set forth in the following sentence, for purposes of the Plan and any Award, service as an employee, officer, director or consultant shall be recognized; references in the Plan and any Award Agreement to employment shall be construed more broadly to refer to service as an employee, officer, director or consultant. Notwithstanding the preceding sentence, for purposes of Incentive Stock Options, references in the Plan or any Award Agreement to employment shall be construed as referring only to employment, and not to other forms of service.

12.4 *Successors.* All obligations of the Company under the Plan, with respect to Awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect merger, consolidation or otherwise, or the purchase of all or substantially all of the business or assets of the Company.

12.5 *No Rights as Stockholder.* Except to the limited extent provided in Sections 7.6 and 7.7, no Participant (nor any beneficiary thereof) shall have any of the rights or privileges of a stockholder of the Company with respect to any Shares issuable pursuant to an Award (or the exercise or vesting thereof), unless and until the issuance of such Shares shall have been recorded on the records of the Company or its transfer agents or registrars.

12.6 *Uncertificated Shares.* Notwithstanding any provision of the Plan to the contrary, the ownership of Shares issued under the Plan may be evidenced in such a manner as the Committee, in its sole discretion, deems appropriate, including by book-entry or direct registration (including transaction advices) or the issuance of one or more share certificates, and to the extent that the Plan, applicable law or the Company's organizational documents, require or contemplate the imposition of a legend or other notation on one or more certificates evidencing Shares or an Award, the Committee shall have the sole discretion to determine the manner in which such legend or notation is implemented.

12.7 *Fractional Shares.* No fractional Shares shall be issued or delivered pursuant to the Plan or any Award. The Committee shall determine whether cash, or Awards, or other property shall be issued or paid in lieu of fractional Shares or whether such fractional Shares or any rights thereto shall be forfeited or otherwise eliminated.

12.8 *Severability.* In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

12.9 *Requirements of Law; Claw-Back Policies.* The grant of Awards and the issuance of Shares under the Plan shall be subject to all applicable laws, rules and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required from time to time, and shall be subject to the applicable provisions of any claw-back policy implemented by the Company, whether implemented prior to or after the grant of such Award, including without limitation, any claw-back policy adopted to comply with the requirements of applicable law (including the requirements of a national securities exchange).

12.10 *Securities Law Compliance.* To the extent any provision of the Plan, Award Agreement or action by the Committee fails to comply with any applicable federal or state securities law, it shall be deemed null and void, to the extent permitted by law and deemed advisable or appropriate by the Committee.

12.11 *Real Estate Investment Trust.* No Award shall be granted or awarded and, with respect to any Award granted under the Plan, such Award shall not vest, be exercisable or be settled, to the extent that the grant, vesting, exercise or settlement of such Award could cause the Participant or any other person to be in violation of any restrictions on ownership and transfer of the Company's securities set forth in its articles of incorporation or other governing instrument or organizational documents, as amended, and in effect from time to time, or if, in the discretion of the Committee, the grant, vesting, exercise or settlement of such award could otherwise impair the Company's status as a real estate investment trust under the Code.

12.12 *Governing Law.* The Plan and all Award Agreements shall be construed in accordance with and governed by the laws of the State of Maryland and applicable federal law.

12.13 *Captions.* Captions are provided herein for convenience of reference only, and shall not serve as a basis for interpretation or construction of the Plan.

12.14 *Section 409A of the Code.*

(a) General. The Company intends that all Awards be structured to comply with, or be exempt from, Section 409A, such that no adverse tax consequences, interest, or penalties under Section 409A apply. Notwithstanding anything in the Plan or any Award Agreement to the contrary, the Committee may, without a Participant's consent, amend this Plan or Awards, adopt policies and procedures, or take any other actions (including amendments, policies, procedures and retroactive actions) as are necessary or appropriate to preserve the intended tax treatment of Awards, including any such actions intended to (i) exempt this Plan or any Award from Section 409A, or (ii) comply with Section 409A, including regulations, guidance, compliance programs and other interpretative authority that may be issued after an Award's grant date. The Company makes no representations or warranties as to an Award's tax treatment under Section 409A or otherwise. The Company will have no obligation under this Section 12.14 or otherwise to avoid the taxes, penalties or interest under Section 409A with respect to any Award and will have no liability to any Participant or any other person if any Award, compensation or other benefits under the Plan are determined to constitute noncompliant "nonqualified deferred compensation" subject to taxes, penalties or interest under Section 409A.

(b) Separation from Service. If an Award constitutes "nonqualified deferred compensation" under Section 409A, any payment or settlement of such Award upon a termination of a Participant's employment or other service provider relationship will, to the extent necessary to avoid taxes under Section 409A, be made only upon the Participant's "separation from service" (within the meaning of Section 409A), whether such "separation from service" occurs upon or after the termination of the Participant's employment or other service provider relationship. For purposes of this Plan or any Award Agreement relating to any such payments or benefits, references to a "termination," "termination of employment" or like terms means a "separation from service."

(c) Payments to Specified Employees. Notwithstanding any contrary provision in the Plan or any Award Agreement, any payment(s) of “nonqualified deferred compensation” required to be made under an Award to a “specified employee” (as defined under Section 409A and as the Committee determines) due to his or her “separation from service” will, to the extent necessary to avoid taxes under Section 409A(a)(2)(B)(i) of the Code, be delayed for the six-month period immediately following such “separation from service” (or, if earlier, until the specified employee’s death) and will instead be paid (as set forth in the Award Agreement) on the day immediately following such six-month period or as soon as administratively practicable thereafter (without interest). Any payments of “nonqualified deferred compensation” under such Award payable more than six months following the Participant’s “separation from service” will be paid at the time or times the payments are otherwise scheduled to be made. Furthermore, notwithstanding any contrary provision of the Plan or any Award Agreement, any payment of “nonqualified deferred compensation” under the Plan that may be made in installments shall be treated as a right to receive a series of separate and distinct payments.

12.15. *Section 280G of the Code.* Notwithstanding any provision of this Plan to the contrary, if any payment or benefit that a Participant would otherwise receive from the Company pursuant to an Award under the Plan or otherwise (a “Payment”) would (a) constitute a “parachute payment” within the meaning of Section 280G of the Code and (b) but for this paragraph, be subject to the excise tax imposed by Section 4999 of the Code (the “Excise Tax”), then such Payment will be equal to the Reduced Amount (as defined below). The “Reduced Amount” will be either (1) the largest portion of the Payment that would result in no portion of the Payment (after reduction) being subject to the Excise Tax or (2) the entire Payment, whichever amount after taking into account all applicable federal, state and local employment taxes, income taxes, and the Excise Tax (all computed at the highest applicable marginal rate, net of the maximum reduction in federal income taxes which could be obtained from a deduction of such state and local taxes), results in Participant’s receipt, on an after-tax basis, of the greatest amount of the Payment. If a reduction is to be made, the Payment or Payments to which reduction will apply will be based on the date as of which the Payment is due, starting with the Payment due latest. In no event will the Company be liable to a Participant for any amounts not paid as a result of the operation of this paragraph (other than for the Company’s obligations to pay the Reduced Amount or the entire Payment, as applicable). The Company makes no representation that any or all of the payments or benefits described in the Plan will be exempt from the Excise Tax, and the Participant shall be responsible for payment of any Excise Tax (if applicable).

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**BRT APARTMENTS CORP.**  
**PROXY FOR THE ANNUAL MEETING OF STOCKHOLDERS**  
**June 11, 2024**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Mark H. Lundy and Asher Gaffney, and each of them, as proxies for the undersigned, each with the power to act without the other and with the power to appoint his substitute, and hereby authorizes them to attend the Annual Meeting of Stockholders of BRT Apartments Corp., a Maryland corporation (the “Company”), to be held on June 11, 2024 at 9:00 AM New York City time, and any adjournments or postponements thereof, and to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such meeting and otherwise to represent the undersigned at the meeting with all powers possessed by the undersigned if personally present at the meeting. The undersigned hereby acknowledges receipt of the Notice of such meeting and of the accompanying Proxy Statement, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such meeting.

**(Continued and to be signed on the reverse side)**

ANNUAL MEETING OF STOCKHOLDERS OF  
**BRT APARTMENTS CORP.**

June 11, 2024

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**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card and Annual Report to Stockholders are available at [www.brtapartments.com/annualmeetingmaterials.pdf](http://www.brtapartments.com/annualmeetingmaterials.pdf)

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This Proxy, when properly executed, will be voted in the manner directed by you. If this Proxy is properly executed by you but no direction is made, this Proxy will be voted FOR all nominees named in the accompanying proxy statement and FOR proposals 2 and 3. If any nominee named in this Proxy is unable or unwilling to serve as a director, this proxy will be voted FOR any other nominee designated by the Board of Directors. You are encouraged to specify your choices by marking the appropriate boxes, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. The Proxies cannot vote your shares of common stock unless you sign, date and return this card.

The Board of Directors recommends you vote FOR each of the Director Nominees listed below

1. Election of three Class I Directors, as described more fully in the accompanying proxy statement.

**NOMINEES:**

Alan H. Ginsburg

FOR AGAINST ABSTAIN

Jeffrey A. Gould

Jonathan H. Simon

The Board of Directors recommends you vote FOR Proposals 2 and 3.

2. A proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2024.

FOR AGAINST ABSTAIN

3. A proposal to approve the Company's 2024 Incentive Plan.

FOR AGAINST ABSTAIN

4. The proxies are authorized to vote in their discretion upon such other business as may properly come before the meeting or any adjournment or postponement thereof.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy and insert the date. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

# ANNUAL MEETING OF STOCKHOLDERS OF BRT APARTMENTS CORP.

June 11, 2024

## PROXY VOTING INSTRUCTIONS

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-201-299-4446** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM New York City time the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via <https://equiniti.com/us/ast-access> to enjoy online access.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

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PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

This Proxy, when properly executed, will be voted in the manner directed by you. If this Proxy is properly executed by you but no direction is made, this Proxy will be voted FOR all nominees named in the accompanying proxy statement and FOR proposals 2 and 3. If any nominee named in this Proxy is unable or unwilling to serve as a director, this proxy will be voted FOR any other nominee designated by the Board of Directors. You are encouraged to specify your choices by marking the appropriate boxes, but you need not mark any boxes if you wish to vote in accordance with the Board of Directors' recommendations. The Proxies cannot vote your shares of common stock unless you sign, date and return this card.

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Signature of Stockholder

Date:

Signature of Stockholder

Date:

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