

ALEXANDERS INC  
Form 10-Q  
October 31, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 10-Q**

(Mark one)

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

For the quarterly period **September 30, 2016**  
ended:

**Or**

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

**For the transition period from:** \_\_\_\_\_ **to** \_\_\_\_\_

**Commission File Number:** **001-06064**

**ALEXANDER'S, INC.**

(Exact name of registrant as specified in its charter)

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

**51-0100517**  
(I.R.S. Employer Identification Number)

**210 Route 4 East, Paramus, New Jersey**  
(Address of principal executive offices)

**07652**  
(Zip Code)

**(201) 587-8541**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	Accelerated Filer
Non-Accelerated Filer (Do not check if smaller reporting company)	Smaller Reporting Company

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

As of October 31, 2016, there were 5,106,196 shares of common stock, par value \$1 per share, outstanding.



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**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

(Amounts in thousands, except share and per share amounts)

<b>ASSETS</b>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Real estate, at cost:		
Land	\$ 44,971	\$ 44,971
Buildings and leasehold improvements	983,615	975,015
Development and construction in progress	3,631	9,486
Total	1,032,217	1,029,472
Accumulated depreciation and amortization	(245,851)	(225,533)
Real estate, net	786,366	803,939
Cash and cash equivalents	264,147	259,349
Restricted cash	85,032	85,307
Marketable securities	43,287	43,191
Tenant and other receivables, net of allowance for doubtful accounts of \$1,214 and \$918, respectively	2,933	4,014
Receivable arising from the straight-lining of rents	179,763	181,357
Deferred leasing costs, net, including unamortized leasing fees to Vornado of \$37,864 and \$33,482, respectively	49,503	45,840
Other assets	40,568	24,811
	\$ 1,451,599	\$ 1,447,808
<b>LIABILITIES AND EQUITY</b>		
Mortgages payable, net of deferred debt issuance costs	\$ 1,052,612	\$ 1,053,262
Amounts due to Vornado	897	8,551
Accounts payable and accrued expenses	38,190	30,158
Other liabilities	2,935	2,957
Total liabilities	1,094,634	1,094,928
Commitments and contingencies	-	-
Preferred stock: \$1.00 par value per share; authorized, 3,000,000 shares;		
issued and outstanding, none	-	-
Common stock: \$1.00 par value per share; authorized, 10,000,000 shares;		
issued, 5,173,450 shares; outstanding, 5,106,196 shares	5,173	5,173

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Additional capital	31,189	30,739
Retained earnings	307,799	304,340
Accumulated other comprehensive income	13,178	13,002
	357,339	353,254
Treasury stock: 67,254 shares, at cost	(374)	(374)
Total equity	356,965	352,880
	\$ 1,451,599	\$ 1,447,808

See notes to consolidated financial statements (unaudited).

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**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

(Amounts in thousands, except share and per share amounts)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>REVENUES</b>				
Property rentals	\$ 37,598	\$ 34,599	\$ 113,129	\$ 103,654
Expense reimbursements	19,522	17,815	56,554	51,442
Total revenues	57,120	52,414	169,683	155,096
<b>EXPENSES</b>				
Operating, including fees to Vornado of \$1,082, \$1,081, \$3,389 and \$3,298, respectively	21,714	19,390	60,702	55,985
Depreciation and amortization	8,045	8,092	25,745	22,783
General and administrative, including management fees to Vornado of \$595 and \$1,785 in each three and nine month period, respectively	1,225	1,091	4,285	4,261
Total expenses	30,984	28,573	90,732	83,029
<b>OPERATING INCOME</b>	26,136	23,841	78,951	72,067
Interest and other income, net	522	427	2,388	1,237
Interest and debt expense	(5,615)	(6,094)	(16,476)	(19,963)
Income before income taxes	21,043	18,174	64,863	53,341
Income tax expense	(7)	(2)	(41)	(6)
Net income	\$ 21,036	\$ 18,172	\$ 64,822	\$ 53,335
Net income per common share – basic and diluted	\$ 4.11	\$ 3.55	\$ 12.68	\$ 10.43
Weighted average shares outstanding – basic and diluted	5,114,701	5,113,077	5,113,877	5,112,108
Dividends per common share	\$ 4.00	\$ 3.50	\$ 12.00	\$ 10.50

See notes to consolidated financial statements (unaudited).



**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**  
(Amounts in thousands)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net income	\$ 21,036	\$ 18,172	\$ 64,822	\$ 53,335
Other comprehensive income:				
Change in unrealized net gain on available-for-sale securities	(2,419)	1,188	96	(3,527)
Change in value of interest rate cap	37	2	80	(8)
Comprehensive income	\$ 18,654	\$ 19,362	\$ 64,998	\$ 49,800

See notes to consolidated financial statements (unaudited).

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**(UNAUDITED)**  
(Amounts in thousands)

	Common Stock		Additional	Retained	Accumulated Other Comprehensive	Treasury	Total
	Shares	Amount	Capital	Earnings	Income	Stock	Equity
<b>Balance, December 31, 2014</b>	5,173	\$ 5,173	\$ 30,139	\$ 299,004	\$ 14,457	\$ (374)	\$ 348,399
Net income	-	-	-	53,335	-	-	53,335
Dividends paid	-	-	-	(53,675)	-	-	(53,675)
Change in unrealized net gain on available-for-sale securities	-	-	-	-	(3,527)	-	(3,527)
Change in value of interest rate cap	-	-	-	-	(8)	-	(8)
Deferred stock unit grants	-	-	600	-	-	-	600
<b>Balance, September 30, 2015</b>	5,173	\$ 5,173	\$ 30,739	\$ 298,664	\$ 10,922	\$ (374)	\$ 345,124
<b>Balance, December 31, 2015</b>	5,173	\$ 5,173	\$ 30,739	\$ 304,340	\$ 13,002	\$ (374)	\$ 352,880
Net income	-	-	-	64,822	-	-	64,822
Dividends paid	-	-	-	(61,363)	-	-	(61,363)
Change in unrealized net gain on available-for-sale securities	-	-	-	-	96	-	96
Change in value of interest rate cap	-	-	-	-	80	-	80
Deferred stock unit grants	-	-	450	-	-	-	450
<b>Balance, September 30, 2016</b>	5,173	\$ 5,173	\$ 31,189	\$ 307,799	\$ 13,178	\$ (374)	\$ 356,965

See notes to consolidated financial statements (unaudited).

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**  
(Amounts in thousands)

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 64,822	\$ 53,335
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, including amortization of debt issuance costs	27,666	24,725
Straight-lining of rental income	1,594	(1,276)
Stock-based compensation expense	450	600
Changes in operating assets and liabilities:		
Tenant and other receivables, net	1,081	(559)
Other assets	(23,088)	(13,969)
Amounts due to Vornado	(1,951)	(102)
Accounts payable and accrued expenses	11,346	9,527
Other liabilities	(22)	(23)
Net cash provided by operating activities	81,898	72,258
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Construction in progress and real estate additions	(13,441)	(41,919)
Change in restricted cash	275	(168)
Proceeds from maturing short-term investments	-	24,998
Net cash used in investing activities	(13,166)	(17,089)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Debt repayments	(2,555)	(322,372)
Proceeds from borrowing	-	350,000
Dividends paid	(61,363)	(53,675)
Debt issuance costs	(16)	(4,071)
Net cash used in financing activities	(63,934)	(30,118)
Net increase in cash and cash equivalents	4,798	25,051
Cash and cash equivalents at beginning of period	259,349	227,815
Cash and cash equivalents at end of period	\$ 264,147	\$ 252,866
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash payments for interest, excluding capitalized interest of \$1,420 in 2015	\$ 14,469	\$ 18,065
<b>NON-CASH TRANSACTIONS</b>		
Liability for real estate additions, including \$92 and \$5,540 for development fees due to Vornado in 2016 and 2015, respectively	\$ 1,053	\$ 13,259

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Write-off of fully amortized and/or depreciated assets	1,691	9,600
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See notes to consolidated financial statements (unaudited).

**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(UNAUDITED)**

**1. Organization**

Alexander's, Inc. (NYSE: ALX) is a real estate investment trust ("REIT"), incorporated in Delaware, engaged in leasing, managing, developing and redeveloping its properties. All references to "we," "us," "our," "Company" and "Alexander's" refer to Alexander's, Inc. and its consolidated subsidiaries. We are managed by, and our properties are leased and developed by, Vornado Realty Trust ("Vornado") (NYSE: VNO).

**2. Basis of Presentation**

The accompanying consolidated financial statements are unaudited and include the accounts of Alexander's and its consolidated subsidiaries. All intercompany amounts have been eliminated. In our opinion, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and changes in cash flows have been made. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted. These condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q of the Securities and Exchange Commission (the "SEC") and should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2015, as filed with the SEC.

We have made estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the operating results for the full year.

We currently operate in one business segment.

**3. The Alexander Apartment Tower**

The Alexander apartment tower, located above our Rego Park II shopping center, contains 312 units aggregating 255,000 square feet and is 97.4% leased as of September 30, 2016.

**4. Recently Issued Accounting Literature**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued an update (“ASU 2014-09”) establishing Accounting Standards Codification (“ASC”) Topic 606 *Revenue from Contracts with Customers* (“ASC 606”). ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures. In August 2015, the FASB issued an update (“ASU 2015-14”) to ASC 606, *Deferral of the Effective Date*, which defers the adoption of ASU 2014-09 to interim and annual reporting periods in fiscal years that begin after December 15, 2017. In March 2016, the FASB issued an update (“ASU 2016-08”) to ASC 606, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard pursuant to ASU 2014-09. In April 2016, the FASB issued an update (“ASU 2016-10”) to ASC 606, *Identifying Performance Obligations and Licensing*, which clarifies guidance related to identifying performance obligations and licensing implementation guidance contained in ASU 2014-09. In May 2016, the FASB issued an update (“ASU 2016-12”) to ASC 606, *Narrow-Scope Improvements and Practical Expedients*, which amends certain aspects of the new revenue recognition standard pursuant to ASU 2014-09. We are currently evaluating the impact of the adoption of these ASUs on our consolidated financial statements.

**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**4. Recently Issued Accounting Literature - continued**

In January 2016, the FASB issued an update (“ASU 2016-01”) *Recognition and Measurement of Financial Assets and Financial Liabilities* to ASC Topic 825, *Financial Instruments*. ASU 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the requirement to measure certain equity investments at fair value with changes in fair value recognized in net income. ASU 2016-01 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2016-01 on our consolidated financial statements.

In February 2016, the FASB issued (“ASU 2016-02”) *Leases*, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase. Lessees are required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. Lessees will recognize expense based on the effective interest method for finance leases or on a straight-line basis for operating leases. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance. ASU 2016-02 is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2016-02 on our consolidated financial statements.

In March 2016, the FASB issued an update (“ASU 2016-09”) *Improvements to Employee Share-Based Payment Accounting* to ASC Topic 718, *Compensation—Stock Compensation* (“ASC 718”). ASU 2016-09 amends several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We are currently evaluating the impact of the adoption of ASU 2016-09 on our consolidated financial statements.

In August 2016, the FASB issued an update (“ASU 2016-15”) *Classification of Certain Cash Receipts and Cash Payments* to ASC Topic 230, *Statement of Cash Flows*. ASU 2016-15 clarifies guidance on the classification of certain cash receipts and payments in the statement of cash flows to reduce diversity in practice with respect to (i) debt prepayment or debt extinguishment costs, (ii) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, (iii) contingent consideration payments made after a business combination, (iv) proceeds from the settlement of insurance claims, (v) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (vi) distributions received from equity method investees, (vii) beneficial interests in securitization transactions, and (viii) separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017, with

early adoption permitted. The adoption of this update is not expected to have a significant impact on our consolidated financial statements.

## **5. Related Party Transactions**

### *Vornado*

As of September 30, 2016, Vornado owned 32.4% of our outstanding common stock. We are managed by, and our properties are leased and developed by, Vornado, pursuant to the agreements described below, which expire in March of each year and are automatically renewable.

#### Management and Development Agreements

We pay Vornado an annual management fee equal to the sum of (i) \$2,800,000, (ii) 2% of gross revenue from the Rego Park II shopping center, (iii) \$0.50 per square foot of the tenant-occupied office and retail space at 731 Lexington Avenue and (iv) \$297,000, escalating at 3% per annum, for managing the common area of 731 Lexington Avenue. Vornado is also entitled to a development fee equal to 6% of development costs, as defined.



## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**5. Related Party Transactions - continued**Leasing Agreements

Vornado also provides us with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through the twentieth year of a lease term, and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by tenants. In the event third-party real estate brokers are used, the fees to Vornado increase by 1% and Vornado is responsible for the fees to the third-party real estate brokers. Vornado is also entitled to a commission upon the sale of any of our assets equal to 3% of gross proceeds, as defined, for asset sales less than \$50,000,000 and 1% of gross proceeds, as defined, for asset sales of \$50,000,000 or more.

Other Agreements

We also have agreements with Building Maintenance Services, a wholly owned subsidiary of Vornado, to supervise (i) cleaning, engineering and security services at our 731 Lexington Avenue property and (ii) security services at our Rego Park I and Rego Park II properties.

The following is a summary of fees to Vornado under the various agreements discussed above.

(Amounts in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Company management fees	\$ 700	\$ 700	\$ 2,100	\$ 2,100
Development fees	44	517	163	2,176
Leasing fees	106	21	7,397	419
Property management fees and payments for cleaning, engineering and security services	938	838	2,969	2,621
	\$ 1,788	\$ 2,076	\$ 12,629	\$ 7,316

As of September 30, 2016, the amounts due to Vornado were \$92,000 for development fees; \$379,000 for management, property management, cleaning and security fees; and \$426,000 for leasing fees. As of December 31, 2015, the amounts due to Vornado were \$5,795,000 for development fees; \$283,000 for management, property management and cleaning fees; and \$2,473,000 for leasing fees. In March 2016, we paid Vornado a development fee

of \$5,784,000 related to The Alexander apartment tower.

*Toys “R” Us (“Toys”)*

As of September 30, 2016, our affiliate, Vornado owned 32.5% of Toys. Toys leases approximately 47,000 square feet of retail space at our Rego Park II shopping center. Joseph Macnow, our Executive Vice President and Chief Financial Officer, and Vornado’s Executive Vice President - Finance and Chief Administrative Officer and Wendy A. Silverstein, a member of our Board of Directors, represent Vornado as members of Toys’ Board of Directors. During the nine months ended September 30, 2016, we recognized \$1,990,000 of revenue related to the space leased by Toys.

**6. Marketable Securities**

As of September 30, 2016 and December 31, 2015, we owned 535,265 common shares of The Macerich Company (“Macerich”) (NYSE: MAC). These shares have an economic cost of \$56.05 per share, or \$30,000,000 in the aggregate. As of September 30, 2016 and December 31, 2015, the fair value of these shares was \$43,287,000 and \$43,191,000, respectively, based on Macerich’s closing share price of \$80.87 per share and \$80.69 per share, respectively. These shares are included in “marketable securities” on our consolidated balance sheets and are classified as available-for-sale. Available-for-sale securities are presented at fair value and unrealized gains and losses resulting from the mark-to-market of these securities are included in “other comprehensive income.”





**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**7. Significant Tenants**

Bloomberg L.P. (“Bloomberg”) accounted for revenue of \$78,567,000 and \$70,702,000, representing approximately 46% and 45% of our total revenues for the nine months ended September 30, 2016 and 2015, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg’s creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In October 2014, Bloomberg exercised its option to extend leases that were scheduled to expire in December 2015 for a term of five years covering 192,000 square feet of office space at our 731 Lexington Avenue property. In January 2016, we entered into a lease amendment with Bloomberg which extends the lease term related to this space to be coterminous with the other 697,000 square feet of office space leased by Bloomberg through February 2029, with a ten-year extension option. In connection with the lease amendment, Bloomberg provided a \$200,000,000 letter of credit, which amount may be reduced in certain circumstances. We may draw on this letter of credit subject to certain terms of the lease amendment, including an event of default by Bloomberg. Upon execution of the lease amendment in January 2016, we paid an \$8,916,000 leasing commission of which \$7,200,000 was to a third party broker and \$1,716,000 was to Vornado.

## **8. Stock-Based Compensation**

We account for stock-based compensation in accordance with ASC 718. Our 2016 Omnibus Stock Plan, which was adopted in May 2016 replacing the expiring 2006 Omnibus Stock Plan, provides for grants of incentive and non-qualified stock options, restricted stock, stock appreciation rights, deferred stock units (“DSUs”) and performance shares, as defined, to the directors, officers and employees of the Company and Vornado.

In May 2016, we granted each of the members of our Board of Directors 203 DSUs with a grant date fair value of \$56,250 per grant, or \$450,000 in the aggregate. The DSUs entitle the holders to receive shares of the Company’s common stock without the payment of any consideration. The DSUs vested immediately and accordingly, were expensed on the date of grant, but the shares of common stock underlying the DSUs are not deliverable to the grantee until the grantee is no longer serving on the Company’s Board of Directors. As of September 30, 2016, there were 8,505 DSUs outstanding and 498,376 shares were available for future grant under the 2016 Omnibus Stock Plan.

## **9. Mortgages Payable**

The following is a summary of our outstanding mortgages payable as of September 30, 2016 and December 31, 2015.

**Balance at**

(Amounts in thousands)	Maturity <sup>(1)</sup>	Interest Rate at September 30, 2016	September 30, 2016	December 31, 2015
First mortgages secured by:				
Rego Park I shopping center (100% cash collateralized) <sup>(2)</sup>	Mar. 2018	0.35%	\$ 78,246	\$ 78,246
Paramus	Oct. 2018	2.90%	68,000	68,000
Rego Park II shopping center <sup>(3)</sup> 731 Lexington Avenue, office space <sup>(4)</sup>	Nov. 2018	2.37%	260,786	263,341
731 Lexington Avenue, retail space <sup>(5)</sup>	Mar. 2021	1.48%	300,000	300,000
Total	Aug. 2022	1.92%	350,000	350,000
Deferred debt issuance costs, net of accumulated amortization of \$6,178 and \$4,267 respectively			1,057,032	1,059,587
			(4,420)	(6,325)
			\$ 1,052,612	\$ 1,053,262

(1) Represents the extended maturity where we have the unilateral right to extend.

(2) Extended in March 2016 for two years.

(3) Interest at LIBOR plus 1.85%.

(4) Interest at LIBOR plus 0.95%.

(5) Interest at LIBOR plus 1.40%.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(UNAUDITED)

**10. Fair Value Measurements**

ASC 820, *Fair Value Measurements and Disclosures* defines fair value and establishes a framework for measuring fair value. ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels: Level 1 – quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, as well as consider counterparty credit risk in our assessment of fair value.

*Financial Assets and Liabilities Measured at Fair Value*

Financial assets measured at fair value on our consolidated balance sheets as of September 30, 2016 and December 31, 2015, consist of marketable securities, which are presented in the table below based on their level in the fair value hierarchy, and an interest rate cap which fair value was insignificant, as of September 30, 2016 and December 31, 2015. There were no financial liabilities measured at fair value as of September 30, 2016 and December 31, 2015.

(Amounts in thousands)	Total	As of September 30, 2016		
		Level 1	Level 2	Level 3
Marketable securities	\$ 43,287	\$ 43,287	\$ -	\$ -

  

(Amounts in thousands)	Total	As of December 31, 2015		
		Level 1	Level 2	Level 3
Marketable securities	\$ 43,191	\$ 43,191	\$ -	\$ -

*Financial Assets and Liabilities not Measured at Fair Value*



Financial assets and liabilities that are not measured at fair value on our consolidated balance sheets include cash equivalents and mortgages payable. Cash equivalents are carried at cost, which approximates fair value due to their short-term maturities. The fair value of our mortgages payable is calculated by discounting the future contractual cash flows of these instruments using current risk-adjusted rates available to borrowers with similar credit ratings, which are provided by a third-party specialist. The fair value of cash equivalents is classified as Level 1 and the fair values of mortgages payable are classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of September 30, 2016 and December 31, 2015.

(Amounts in thousands)	As of September 30, 2016		As of December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:				
Cash equivalents	\$ 224,600	\$ 224,600	\$ 226,476	\$ 226,476
Liabilities:				
Mortgages payable (excluding deferred debt issuance costs)	\$ 1,057,032	\$ 1,045,000	\$ 1,059,587	\$ 1,054,000

## 11. Commitments and Contingencies

Insurance

We maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, and all-risk property and rental value insurance coverage with limits of \$1.7 billion per occurrence, including coverage for acts of terrorism, with sub-limits for certain perils such as floods and earthquakes on each of our properties.

**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**11. Commitments and Contingencies – continued**

Fifty Ninth Street Insurance Company, LLC (“FNSIC”), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a \$348,000 deductible and 16% of the balance of a covered loss, and the Federal government is responsible for the remaining 84% of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for deductibles and losses in excess of our insurance coverage, which could be material.

Our mortgage loans are non-recourse to us and contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties.

#### Rego Park I Litigation

On June 24, 2014, Sears Roebuck and Co. (“Sears”) filed a lawsuit in the Supreme Court of the State of New York against Vornado and us (and certain of our subsidiaries) with regard to space that Sears leases at our Rego Park I property alleging that the defendants are liable for harm that Sears has suffered as a result of (a) water intrusions into the premises, (b) two fires in February 2014 that caused damages to those premises, and (c) alleged violations of the Americans with Disabilities Act in the premises’ parking garage. Sears asserted various causes of actions for damages and sought to compel compliance with landlord’s obligations to repair the premises and to provide security, and to compel us to abate a nuisance that Sears claims was a cause of the water intrusions into its premises. In addition to injunctive relief, Sears sought, among other things, damages of not less than \$4 million and future damages it estimated would not be less than \$25 million. In March 2016, Sears withdrew its claim for future damages leaving a remaining claim for property damages, which we estimate to be approximately \$650,000 based on information provided by Sears. We intend to defend the remaining claim vigorously. The amount or range of reasonably possible losses, if any, is not expected to be greater than \$650,000.

#### Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has a purchase option in 2021 for \$75,000,000. The property is encumbered by a \$68,000,000 interest-only mortgage loan with a fixed rate of 2.90%, which matures in October 2018. The annual triple-net rent is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is exercised, we will receive net cash proceeds of approximately \$7,000,000 and recognize a gain on sale of land of approximately \$60,000,000. If the purchase option is not exercised, the triple-net rent for the last 20 years would include debt service sufficient to fully amortize \$68,000,000 over the remaining 20-year lease term.

#### Letters of Credit

Approximately \$2,074,000 of standby letters of credit were outstanding as of September 30, 2016.

Other

On October 15, 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$20,900,000 of transfer taxes (including interest and penalties) in connection with the sale of Kings Plaza Regional Shopping Center in November 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

There are various other legal actions against us in the ordinary course of business. In our opinion, the outcome of such matters in the aggregate will not have a material effect on our financial position, results of operations or cash flows.

**ALEXANDER'S, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

**(UNAUDITED)**

**12. Earnings Per Share**

The following table sets forth the computation of basic and diluted income per share, including a reconciliation of net income and the number of shares used in computing basic and diluted income per share. Basic income per share is determined using the weighted average shares of common stock outstanding during the period. Diluted income per share is determined using the weighted average shares of common stock outstanding during the period, and assumes all potentially dilutive securities were converted into common shares at the earliest date possible. There were no potentially dilutive securities outstanding during the three and nine months ended September 30, 2016 and 2015.

(Amounts in thousands, except share and per share amounts)	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
Net income	\$ 21,036	\$ 18,172	\$ 64,822	\$ 53,335
Weighted average shares outstanding – basic and diluted	5,114,701	5,113,077	5,113,877	5,112,108
Net income per common share – basic and diluted	\$ 4.11	\$ 3.55	\$ 12.68	\$ 10.43

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Alexander's, Inc.

Paramus, New Jersey

We have reviewed the accompanying consolidated balance sheet of Alexander's, Inc. and subsidiaries (the "Company") as of September 30, 2016, and the related consolidated statements of income and comprehensive income for the three and nine month periods ended September 30, 2016 and 2015, and changes in equity and cash flows for the nine month periods ended September 30, 2016 and 2015. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Alexander's, Inc. and subsidiaries as of December 31, 2015, and the related consolidated statements of income, comprehensive income, changes in equity and cash flows for the year then ended (not presented herein); and in our report dated February 16, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2015 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.



/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey  
October 31, 2016

## **ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Certain statements contained in this Quarterly Report constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. Our future results, financial condition, results of operations and business may differ materially from those expressed in these forward-looking statements. You can find many of these statements by looking for words such as “approximates,” “believes,” “expects,” “anticipates,” “estimates,” “intends,” “plans,” “would,” “may” or other similar words in this Quarterly Report on Form 10-Q. These forward-looking statements represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Many of the factors that will determine these items are beyond our ability to control or predict. For a further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A - Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2015. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q or the date of any document incorporated by reference. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. We do not undertake any obligation to release publicly, any revisions to our forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

Management’s Discussion and Analysis of Financial Condition and Results of Operations include a discussion of our consolidated financial statements for the three and nine months ended September 30, 2016 and 2015. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the operating results for the full year.

### ***Critical Accounting Policies***

A summary of our critical accounting policies is included in our Annual Report on Form 10-K for the year ended December 31, 2015 in “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Note 2 – Summary of Significant Accounting Policies” to the consolidated financial statements included

therein. There have been no significant changes to these policies during 2016.

## Overview

Alexander's, Inc. (NYSE: ALX) is a real estate investment trust ("REIT"), incorporated in Delaware, engaged in leasing, managing, developing and redeveloping its properties. All references to "we," "us," "our," "Company," and "Alexander's", refer to Alexander's, Inc. and its consolidated subsidiaries. We are managed by, and our properties are leased and developed by, Vornado Realty Trust ("Vornado") (NYSE: VNO). We have seven properties in the greater New York City metropolitan area.

We compete with a large number of property owners and developers. Our success depends upon, among other factors, trends of the world, national and local economies, the financial condition and operating results of current and prospective tenants and customers, the availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population trends, zoning laws, and our ability to lease, sublease or sell our properties, at profitable levels. Our success is also subject to our ability to refinance existing debt on acceptable terms as it comes due.

### **Quarter Ended September 30, 2016 Financial Results Summary**

Net income for the quarter ended September 30, 2016 was \$21,036,000, or \$4.11 per diluted share, compared to \$18,172,000, or \$3.55 per diluted share for the quarter ended September 30, 2015. Funds from operations ("FFO") for the quarter ended September 30, 2016 was \$28,949,000, or \$5.66 per diluted share, compared to \$26,140,000, or \$5.11 per diluted share for the quarter ended September 30, 2015.

### **Nine Months Ended September 30, 2016 Financial Results Summary**

Net income for the nine months ended September 30, 2016 was \$64,822,000, or \$12.68 per diluted share, compared to \$53,335,000, or \$10.43 per diluted share for the nine months ended September 30, 2015. FFO for the nine months ended September 30, 2016 was \$90,198,000, or \$17.64 per diluted share, compared to \$75,918,000, or \$14.85 per diluted share for the nine months ended September 30, 2015. FFO for the nine months ended September 30, 2016 included income of \$2,257,000, or \$0.44 per diluted share, resulting from a tenant lease termination at our Rego Park II property.

Square Footage, Occupancy and Leasing Activity

As of September 30, 2016, our portfolio was comprised of seven properties aggregating 2,437,000 square feet. As of September 30, 2016, our office and retail properties had an occupancy rate of 100.0% and The Alexander apartment tower had an occupancy rate of 97.4%.

Financing

In March 2016, we completed a two-year extension of the 100% cash collateralized loan on Rego Park I. The interest-only loan has a fixed rate of 0.35%.

**Significant Tenants**

Bloomberg L.P. (“Bloomberg”) accounted for revenue of \$78,567,000 and \$70,702,000, representing approximately 46% and 45% of our total revenues for the nine months ended September 30, 2016 and 2015, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg’s creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In October 2014, Bloomberg exercised its option to extend leases that were scheduled to expire in December 2015 for a term of five years covering 192,000 square feet of office space at our 731 Lexington Avenue property. In January 2016, we entered into a lease amendment with Bloomberg which extends the lease term related to this space to be coterminous with the other 697,000 square feet of office space leased by Bloomberg through February 2029, with a ten-year extension option. In connection with the lease amendment, Bloomberg provided a \$200,000,000 letter of credit, which amount may be reduced in certain circumstances. We may draw on this letter of credit subject to certain terms of the lease amendment, including an event of default by Bloomberg. Upon execution of the lease amendment in January 2016, we paid an \$8,916,000 leasing commission of which \$7,200,000 was to a third party broker and \$1,716,000 was to Vornado.

## Results of Operations – Three Months Ended September 30, 2016, compared to September 30, 2015

### Property Rentals

Property rentals were \$37,598,000 in the quarter ended September 30, 2016, compared to \$34,599,000 in the prior year's quarter, an increase of \$2,999,000. This increase is primarily due to (i) rental income of \$2,457,000 from The Alexander apartment tower, which was placed in service in phases beginning July 2015 and (ii) higher rental income of \$842,000 from the January 2016 lease amendment with Bloomberg at 731 Lexington Avenue; partially offset by (iii) lower straight-line rental income of \$254,000 related to a tenant lease termination at our Rego Park II property in June 2016.

### Expense Reimbursements

Tenant expense reimbursements were \$19,522,000 in the quarter ended September 30, 2016, compared to \$17,815,000 in the prior year's quarter, an increase of \$1,707,000. This increase is primarily due to (i) higher recoveries of real estate taxes and operating expenses from Bloomberg at 731 Lexington Avenue, as a result of the January 2016 lease amendment, which converted 192,000 square feet from a gross rent basis to a net rent basis and (ii) higher reimbursable real estate taxes.

### Operating Expenses

Operating expenses were \$21,714,000 in the quarter ended September 30, 2016, compared to \$19,390,000 in the prior year's quarter, an increase of \$2,324,000. This increase was primarily due to (i) higher operating expenses of \$833,000 related to The Alexander apartment tower, which was placed in service in phases beginning July 2015, (ii) higher reimbursable real estate taxes of \$1,017,000 and (iii) a \$237,000 reversal of bad debt expense during the prior year's quarter.

### Depreciation and Amortization

Depreciation and amortization was \$8,045,000 in the quarter ended September 30, 2016, compared to \$8,092,000 in the prior year's quarter.

### General and Administrative Expenses

General and administrative expenses were \$1,225,000 in the quarter ended September 30, 2016, compared to \$1,091,000 in the prior year's quarter, an increase of \$134,000. This increase was primarily due to higher professional

fees.

Interest and Other Income, net

Interest and other income, net was \$522,000 in the quarter ended September 30, 2016, compared to \$427,000 in the prior year's quarter, an increase of \$95,000. This increase was primarily due to higher average yields on our cash balances.

Interest and Debt Expense

Interest and debt expense was \$5,615,000 in the quarter ended September 30, 2016, compared to \$6,094,000 in the prior year's quarter, a decrease of \$479,000. This decrease was primarily due to a savings of \$772,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40% (1.92% as of September 30, 2016); as compared to the 4.93% fixed rate on the previous loan, partially offset by lower capitalized interest as a result of completing the development of The Alexander apartment tower.

Income Taxes

Income tax expense was \$7,000 in the quarter ended September 30, 2016, compared to \$2,000 in the prior year's quarter.

## Results of Operations – Nine Months Ended September 30, 2016, compared to September 30, 2015

### Property Rentals

Property rentals were \$113,129,000 in the nine months ended September 30, 2016, compared to \$103,654,000 in the prior year's nine months, an increase of \$9,475,000. This increase is primarily due to (i) income of \$2,257,000 resulting from a tenant lease termination at our Rego Park II property, (ii) rental income of \$4,711,000 from The Alexander apartment tower, which was placed in service in phases beginning July 2015 and (iii) higher rental income of \$2,524,000 from the January 2016 lease amendment with Bloomberg at 731 Lexington Avenue.

### Expense Reimbursements

Tenant expense reimbursements were \$56,554,000 in the nine months ended September 30, 2016, compared to \$51,442,000 in the prior year's nine months, an increase of \$5,112,000. This increase is primarily due to (i) higher recoveries of real estate taxes and operating expenses from Bloomberg at 731 Lexington Avenue, as a result of the January 2016 lease amendment, which converted 192,000 square feet from a gross rent basis to a net rent basis and (ii) higher reimbursable real estate taxes.

### Operating Expenses

Operating expenses were \$60,702,000 in the nine months ended September 30, 2016, compared to \$55,985,000 in the prior year's nine months, an increase of \$4,717,000. This increase was primarily due to (i) higher operating expenses of \$2,834,000 related to The Alexander apartment tower, which was placed in service in phases beginning July 2015, (ii) higher reimbursable real estate taxes of \$2,431,000 and (iii) a \$366,000 reversal of bad debt expense during the prior year; partially offset by (iii) lower reimbursable operating expenses of \$1,027,000.

### Depreciation and Amortization

Depreciation and amortization was \$25,745,000 in the nine months ended September 30, 2016, compared to \$22,783,000 in the prior year's nine months, an increase of \$2,962,000. This increase was primarily due to (i) additional depreciation of \$2,514,000 related to The Alexander apartment tower, which was placed in service in phases beginning July 2015 and (ii) additional depreciation and amortization of tenant improvements and deferred leasing costs of \$1,077,000 related to a tenant lease termination at our Rego Park II property in June 2016.

### General and Administrative Expenses



General and administrative expenses were \$4,285,000 in the nine months ended September 30, 2016, compared to \$4,261,000 in the prior year's nine months.

Interest and Other Income, net

Interest and other income, net was \$2,388,000 in the nine months ended September 30, 2016, compared to \$1,237,000 in the prior year's nine months, an increase of \$1,151,000. This increase was primarily due to income in connection with a settlement agreement with a former bankrupt tenant at our Rego Park I property and a cost reimbursement settlement with a retail tenant at our 731 Lexington Avenue property.

Interest and Debt Expense

Interest and debt expense was \$16,476,000 in the nine months ended September 30, 2016, compared to \$19,963,000 in the prior year's nine months, a decrease of \$3,487,000. This decrease was primarily due to savings of \$5,460,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40% (1.92% as of September 30, 2016); as compared to the 4.93% fixed rate on the previous loan, partially offset by lower capitalized interest as a result of completing the development of The Alexander apartment tower.

Income Taxes

Income tax expense was \$41,000 in the nine months ended September 30, 2016, compared to \$6,000 in the prior year's nine months.

## Liquidity and Capital Resources

### *Cash Flows*

Property rental income is our primary source of cash flow and is dependent on a number of factors, including the occupancy level and rental rates of our properties, as well as our tenants' ability to pay their rents. Our properties provide us with a relatively consistent stream of cash flow that enables us to pay our operating expenses, interest expense, recurring capital expenditures and cash dividends to stockholders. Other sources of liquidity to fund cash requirements include our existing cash, proceeds from financings, including mortgage or construction loans secured by our properties and proceeds from asset sales. We anticipate that cash flows from continuing operations over the next twelve months, together with existing cash balances, will be adequate to fund our business operations, cash dividends to stockholders, debt amortization and capital expenditures.

### *Nine Months Ended September 30, 2016*

Cash and cash equivalents were \$264,147,000 as of September 30, 2016, compared to \$259,349,000 as of December 31, 2015, an increase of \$4,798,000. This increase resulted from (i) \$81,898,000 of net cash provided by operating activities, partially offset by (ii) \$63,934,000 of net cash used in financing activities and (iii) \$13,166,000 of net cash used in investing activities.

Net cash provided by operating activities of \$81,898,000 was comprised of net income of \$64,822,000, adjustments for non-cash items of \$29,710,000 and the net change in operating assets and liabilities of \$12,634,000. The adjustments for non-cash items were comprised of (i) depreciation and amortization (including amortization of debt issuance costs) of \$27,666,000, (ii) straight-lining of rental income of \$1,594,000 and (iii) stock-based compensation expense of \$450,000.

Net cash used in financing activities of \$63,934,000 was primarily comprised of dividends paid of \$61,363,000.

Net cash used in investing activities of \$13,166,000 was primarily comprised of construction in progress and real estate additions of \$13,441,000 primarily related to The Alexander apartment tower, including the payment of a development fee to Vornado of \$5,784,000.



## Liquidity and Capital Resources – continued

### Nine Months Ended September 30, 2015

Cash and cash equivalents were \$252,866,000 as of September 30, 2015, compared to \$227,815,000 as of December 31, 2014, an increase of \$25,051,000. This increase resulted from (i) \$72,258,000 of net cash provided by operating activities partially offset by (ii) \$30,118,000 of net cash used in financing activities and (iii) \$17,089,000 of net cash used in investing activities.

Net cash provided by operating activities of \$72,258,000 was comprised of net income of \$53,335,000, adjustments for non-cash items of \$24,049,000 and the net change in operating assets and liabilities of \$5,126,000. The adjustments for non-cash items were comprised of depreciation and amortization (including amortization of debt issuance costs) of \$24,725,000, stock-based compensation expense of \$600,000, partially offset by straight-lining of rental income of \$1,276,000.

Net cash used in investing activities of \$17,089,000 was primarily comprised of construction in progress and real estate additions of \$41,919,000 (primarily related to The Alexander apartment tower) partially offset by proceeds of \$24,998,000 from short-term investments that matured during the second quarter of 2015.

Net cash used in financing activities of \$30,118,000 was primarily comprised of (i) debt repayments of \$322,372,000 (primarily due to the repayment of the prior loan on the retail portion of 731 Lexington Avenue) and (ii) dividends paid of \$53,675,000, partially offset by (iii) proceeds of \$350,000,000 related to the August 2015 refinancing of the retail portion of 731 Lexington Avenue.

### *Commitments and Contingencies*

#### Insurance

We maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, and all-risk property and rental value insurance coverage with limits of \$1.7 billion per occurrence, including coverage for acts of terrorism, with sub-limits for certain perils such as floods and earthquakes on each of our properties.

Fifty Ninth Street Insurance Company, LLC (“FNSIC”), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Coverage

for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a \$348,000 deductible and 16% of the balance of a covered loss, and the Federal government is responsible for the remaining 84% of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

We continue to monitor the state of the insurance market and the scope and costs of coverage for acts of terrorism. However, we cannot anticipate what coverage will be available on commercially reasonable terms in the future. We are responsible for deductibles and losses in excess of our insurance coverage, which could be material.

Our mortgage loans are non-recourse to us and contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs in the future. If lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance our properties.

## Liquidity and Capital Resources – continued

### Rego Park I Litigation

On June 24, 2014, Sears Roebuck and Co. (“Sears”) filed a lawsuit in the Supreme Court of the State of New York against Vornado and us (and certain of our subsidiaries) with regard to space that Sears leases at our Rego Park I property alleging that the defendants are liable for harm that Sears has suffered as a result of (a) water intrusions into the premises, (b) two fires in February 2014 that caused damages to those premises, and (c) alleged violations of the Americans with Disabilities Act in the premises’ parking garage. Sears asserted various causes of actions for damages and sought to compel compliance with landlord’s obligations to repair the premises and to provide security, and to compel us to abate a nuisance that Sears claims was a cause of the water intrusions into its premises. In addition to injunctive relief, Sears sought, among other things, damages of not less than \$4 million and future damages it estimated would not be less than \$25 million. In March 2016, Sears withdrew its claim for future damages leaving a remaining claim for property damages, which we estimate to be approximately \$650,000 based on information provided by Sears. We intend to defend the remaining claim vigorously. The amount or range of reasonably possible losses, if any, is not expected to be greater than \$650,000.

### Paramus

In 2001, we leased 30.3 acres of land located in Paramus, New Jersey to IKEA Property, Inc. The lease has a purchase option in 2021 for \$75,000,000. The property is encumbered by a \$68,000,000 interest-only mortgage loan with a fixed rate of 2.90%, which matures in October 2018. The annual triple-net rent is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is exercised, we will receive net cash proceeds of approximately \$7,000,000 and recognize a gain on sale of land of approximately \$60,000,000. If the purchase option is not exercised, the triple-net rent for the last 20 years would include debt service sufficient to fully amortize \$68,000,000 over the remaining 20-year lease term.

### Letters of Credit

Approximately \$2,074,000 of standby letters of credit were outstanding as of September 30, 2016.

### Other

On October 15, 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$20,900,000 of transfer taxes (including interest and penalties) in connection with the sale of Kings Plaza Regional Shopping Center in November 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

There are various other legal actions against us in the ordinary course of business. In our opinion, the outcome of such matters in the aggregate will not have a material effect on our financial position, results of operations or cash flows.

## Funds from Operations (“FFO”)

FFO is computed in accordance with the definition adopted by the Board of Governors of the National Association of Real Estate Investment Trusts (“NAREIT”). NAREIT defines FFO as GAAP net income or loss adjusted to exclude net gains from sales of depreciated real estate assets, real estate impairment losses, depreciation and amortization expense from real estate assets and other specified non-cash items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because it excludes the effect of real estate depreciation and amortization and net gains on sales, which are based on historical costs and implicitly assume that the value of real estate diminishes predictably over time, rather than fluctuating based on existing market conditions. FFO does not represent cash generated from operating activities and is not necessarily indicative of cash available to fund cash requirements and should not be considered as an alternative to net income as a performance measure or cash flow as a liquidity measure. FFO may not be comparable to similarly titled measures employed by other companies. A reconciliation of our net income to FFO is provided below.

### FFO for the Three and Nine Months Ended September 30, 2016 and 2015

FFO for the quarter ended September 30, 2016 was \$28,949,000, or \$5.66 per diluted share, compared to \$26,140,000, or \$5.11 per diluted share for the prior year’s quarter.

FFO for the nine months ended September 30, 2016 was \$90,198,000, or \$17.64 per diluted share, compared to \$75,918,000, or \$14.85 per diluted share for the prior year’s nine months.

The following table reconciles our net income to FFO:

(Amounts in thousands, except share and per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Net income	\$ 21,036	\$ 18,172	\$ 64,822	\$ 53,335
Depreciation and amortization of real property	7,913	7,968	25,376	22,583
FFO	\$ 28,949	\$ 26,140	\$ 90,198	\$ 75,918
FFO per diluted share	\$ 5.66	\$ 5.11	\$ 17.64	\$ 14.85
	5,114,701	5,113,077	5,113,877	5,112,108



Weighted average shares used in computing FFO  
per diluted share

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have exposure to fluctuations in interest rates, which are sensitive to many factors that are beyond our control. Our exposure to a change in interest rates is summarized in the table below.

	September 30,	2016 Weighted Average Interest Rate	Effect of 1% Change in Base Rates	December 31,	2015 Weighted Average Interest Rate
(Amounts in thousands, except per share amounts)	Balance	Rate	Base Rates	Balance	Rate
Variable Rate	\$ 910,786	1.90%	\$ 9,108	\$ 913,341	1.71%
Fixed Rate	146,246	1.54%	-	146,246	1.56%
	\$ 1,057,032		\$ 9,108	\$ 1,059,587	
Total effect on diluted earnings per share			\$ 1.78		

As of September 30, 2016 we have an interest rate cap with a notional amount of \$300,000,000 that caps LIBOR at a rate of 6.0%.

#### Fair Value of Debt

The fair value of our consolidated debt is calculated by discounting the future contractual cash flows of these instruments using current risk-adjusted rates available to borrowers with similar credit ratings, which are provided by a third-party specialist. As of September 30, 2016 and December 31, 2015, the estimated fair value of our consolidated debt was \$1,045,000,000 and \$1,054,000,000, respectively. Our fair value estimates, which are made at the end of the reporting period, may be different from the amounts that may ultimately be realized upon the disposition of our financial instruments.

### Item 4. Controls and Procedures

(a) Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

(b) Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting during the fiscal quarter to which this Quarterly Report on Form 10-Q relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, the outcome of such matters in the aggregate will not have a material effect on our financial condition, results of operations or cash flows.

For a discussion of the litigation concerning our Rego Park I property, see “Part I – Financial Information, Item 1 – Financial Statements, Note 11 – Commitments and Contingencies.”

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

There have been no material changes in our “Risk Factors” as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2015.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

### **Item 3. Defaults Upon Senior Securities**

None.

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

Not applicable.

### **Item 5. Other Information**

None.

### **Item 6. Exhibits**

Exhibits required by Item 601 of Regulation S-K are filed herewith and are listed in the attached Exhibit Index.

**SIGNATURES**

Pursuant to the requirements 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.

**ALEXANDER'S, INC.**  
(Registrant)

Date: October 31, 2016

By: /s/ Joseph Macnow  
Joseph Macnow, Executive Vice President and  
Chief Financial Officer (duly authorized officer and  
principal financial and accounting officer)

**EXHIBIT INDEX****Exhibit  
No.**

10.1	-	Second Amendment of Lease, dated as of the 12 <sup>th</sup> of January 2016 by and between 731 Office One LLC and Bloomberg L.P.	*
10.2	-	Fourth Omnibus Loan Modification and Extension Agreement, dated and made effective as of March 8, 2016, by and between Alexander's Rego Shopping Center and U.S. Bank National Association	**
10.3	-	Fourth Mortgage Modification Agreement, dated and made effective as of March 8, 2016, by and between Alexander's Rego Shopping Center and U.S. Bank National Association	**
10.4	-	Form of Alexander's Inc. 2016 Omnibus Stock Plan Deferred Stock Unit Grant Agreement between the Company and certain employees	***
15.1	-	Letter regarding unaudited interim financial information	
31.1	-	Rule 13a-14 (a) Certification of the Chief Executive Officer	
31.2	-	Rule 13a-14 (a) Certification of the Chief Financial Officer	
32.1	-	Section 1350 Certification of the Chief Executive Officer	
32.2	-	Section 1350 Certification of the Chief Financial Officer	
101.INS	-	XBRL Instance Document	

101.SCH	-	XBRL Taxonomy Extension Schema
101.CAL	-	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	-	XBRL Taxonomy Extension Definition Linkbase
101.LAB	-	XBRL Taxonomy Extension Label Linkbase
101.PRE	-	XBRL Taxonomy Extension Presentation Linkbase

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\* Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with the Securities and Exchange Commission under Rule 24b-2. The omitted confidential material has been filed separately. The location of the redacted confidential information is indicated in the exhibit as “[redacted]”. Incorporated by reference from Form 10-Q filed on May 2, 2016.

\*\* Incorporated by reference from Form 10-Q filed on May 2, 2016.

\*\*\* Compensatory agreement. Incorporated by reference from Form 10-Q filed on August 1, 2016.