UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2024

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: 001-31817

CEDAR REALTY TRUST, INC.
(Exact name of registrant as specified in its charter)

Maryland	**42-1241468**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
2529 Virginia Beach Blvd. **Virginia Beach, Virginia**	**23452**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (757) 627-9088

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
7.25% Series B Cumulative Redeemable Preferred Stock, $25.00 Liquidation Value	CDRpB	New York Stock Exchange
6.50% Series C Cumulative Redeemable Preferred Stock, $25.00 Liquidation Value	CDRpC	New York Stock Exchange

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

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

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

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 accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of November 5, 2024, there were 13,718,169 shares of Common Stock, $0.06 par value per share, outstanding.

CEDAR REALTY TRUST, INC.

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CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (the "Form 10-Q") of Cedar Realty Trust, Inc. (the "Company") contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are subject to risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe the Company's future plans, strategies and expectations, are generally identifiable by use of the words "may", "will", "should", "estimates", "projects", "anticipates", "believes", "expects", "intends", "future", and words of similar import, or the negative thereof. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. You are cautioned to not place undue reliance on forward-looking statements, which reflect our management's view only as of the date of this Form 10-Q. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results.

Factors that could cause actual results, performance or achievements to differ materially from any forward-looking statements made in this Form 10-Q include, but are not limited to:

- the use of and demand for retail space;
- general and economic business conditions, including those affecting the ability of individuals to spend in retail shopping centers and/or the rate and other terms on which we are able to lease our properties;
- the loss or bankruptcy of the Company's tenants;
- economic and real estate conditions in the Northeast where our properties are geographically concentrated;
- consumer spending and confidence trends;
- availability, terms and deployment of capital;
- the degree and nature of our competition;
- changes in governmental regulations, accounting rules, tax rates and similar matters;
- the ability and willingness of the Company's tenants and other third parties to satisfy their obligations under their respective contractual arrangements with the Company;
- the ability and willingness of the Company's tenants to renew their leases with the Company upon expiration;
- the Company's ability to re-lease its properties on the same or better terms in the event of non-renewal or in the event the Company exercises its right to replace an existing tenant, and obligations the Company may incur in connection with the replacement of an existing tenant;
- litigation risks generally;
- financing risks, such as the Company's inability to obtain new financing or refinancing on favorable terms as the result of market volatility or instability and increases in the Company's borrowing costs as a result of changes in interest rates and other factors;
- the impact of the Company's leverage on operating performance;
- our ability to successfully execute strategic or necessary asset acquisitions and divestitures;
- our ability to continue to pay quarterly dividends on our preferred stock;
- risks related to the market for retail space generally, including reductions in consumer spending, variability in retailer demand for leased space, adverse impact of e-commerce, ongoing consolidation in the retail sector and changes in economic conditions and consumer confidence;
- risks endemic to real estate and the real estate industry generally;
- the adverse effect any future pandemic, endemic or outbreak of infectious disease, and mitigation efforts to control their spread;
- competitive risks;
- risks to our information systems - or those of our tenants or vendors - from service interruption, misappropriation of data, breaches of security, or other cyber-related attacks;
- risks related to the geographic concentration of the Company's properties in the Northeast;
- damage to the Company's properties from catastrophic weather and other natural events, and the physical effects of climate change;
- the risk that an uninsured loss on the Company's properties or a loss that exceeds the limits of the Company's insurance policies could subject the Company to lost capital or revenue on those properties;
- the risk that continued increases in the cost of necessary insurance could negatively impact the Company's profitability;
- the Company's ability and willingness to maintain its qualification as a real estate investment trust ("REIT") in light of economic, market, legal, tax and other considerations;

- the ability of our operating partnership, Cedar Realty Trust Partnership, L.P., and each of our other partnerships and limited liability companies to be classified as partnerships or disregarded entities for federal income tax purposes;
- the impact of e-commerce on our tenants' business; and
- inability to generate sufficient cash flows due to market conditions, competition, uninsured losses, changes in tax or other applicable laws.

Forward-looking statements in this Form 10-Q should be read in light of these factors. Except for ongoing obligations to disclose material information as required by the federal securities laws, the Company undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. All of the above factors are difficult to predict, contain uncertainties that may materially affect the Company's actual results and may be beyond the Company's control. New factors emerge from time to time, and it is not possible for the Company's management to predict all such factors or to assess the effects of each factor on the Company's business. Accordingly, there can be no assurance that the Company's current expectations will be realized.

CEDAR REALTY TRUST, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2024	December 31, 2023
	(unaudited)	
ASSETS		
Real estate:		
Land	$ 56,595,000	$ 69,085,000
Buildings and improvements	246,361,000	299,080,000
	302,956,000	368,165,000
Less accumulated depreciation	(129,812,000)	(166,489,000)
Real estate, net	173,144,000	201,676,000
Real estate held for sale	15,753,000	—
Cash and cash equivalents	17,514,000	6,518,000
Restricted cash	6,542,000	9,390,000
Receivables, net	5,332,000	6,357,000
Deferred costs and other assets, net	9,311,000	9,141,000
TOTAL ASSETS	$ 227,596,000	$ 233,082,000
LIABILITIES AND EQUITY		
Loans payable, net	$ 143,312,000	$ 140,494,000
Accounts payable, accrued expenses, and other liabilities	8,506,000	8,382,000
Due to Wheeler Real Estate Investment Trust, Inc.	9,398,000	8,094,000
Below market lease intangibles, net	1,310,000	2,655,000
Total liabilities	162,526,000	159,625,000
Commitments and contingencies (Note 6)		
Equity:		
Preferred stock	157,618,000	159,541,000
Common stock ($0.06 par value, 150,000,000 shares authorized, 13,718,169 shares, issued and outstanding)	823,000	823,000
Additional paid-in capital	868,383,000	868,323,000
Cumulative distributions in excess of net income	(961,754,000)	(955,230,000)
Total equity	65,070,000	73,457,000
TOTAL LIABILITIES AND EQUITY	$ 227,596,000	$ 233,082,000

See accompanying notes to condensed consolidated financial statements

CEDAR REALTY TRUST, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
REVENUES				
Rental revenues	$ 7,949,000	$ 8,340,000	$ 25,034,000	$ 25,234,000
Other revenues	162,000	280,000	453,000	593,000
Total revenues	8,111,000	8,620,000	25,487,000	25,827,000
EXPENSES				
Operating, maintenance and management	2,028,000	1,506,000	6,295,000	5,646,000
Real estate and other property-related taxes	1,127,000	1,417,000	3,943,000	4,210,000
Corporate general and administrative	499,000	679,000	1,692,000	2,349,000
Depreciation and amortization	2,272,000	2,738,000	6,487,000	8,540,000
Total expenses	5,926,000	6,340,000	18,417,000	20,745,000
OTHER				
Gain on sales, net	1,703,000	2,662,000	1,648,000	2,662,000
Impairment charges	(1,064,000)	—	(1,064,000)	—
Total other	639,000	2,662,000	584,000	2,662,000
OPERATING INCOME	2,824,000	4,942,000	7,654,000	7,744,000
NON-OPERATING INCOME AND EXPENSES				
Interest expense, net	(2,467,000)	(2,012,000)	(6,956,000)	(5,867,000)
Total non-operating income and expenses	(2,467,000)	(2,012,000)	(6,956,000)	(5,867,000)
NET INCOME	357,000	2,930,000	698,000	1,877,000
Preferred stock dividends	(2,674,000)	(2,688,000)	(8,050,000)	(8,064,000)
Deemed contribution related to preferred stock repurchases	828,000	—	828,000	—
NET (LOSS) INCOME ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (1,489,000)	$ 242,000	$ (6,524,000)	$ (6,187,000)
NET (LOSS) INCOME PER COMMON SHARE ATTRIBUTABLE TO COMMON SHAREHOLDERS	$ (0.11)	$ 0.02	$ (0.48)	$ (0.45)
Weighted average number of common shares	13,718,169	13,718,169	13,718,169	13,718,169

See accompanying notes to condensed consolidated financial statements

CEDAR REALTY TRUST, INC.
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
Nine months ended September 30, 2024
(unaudited)

	Preferred stock		Common stock		Additional paid-in capital	Cumulative distributions in excess of net income	Total Equity
	Shares	Amount	Shares	Amount			
Balance, December 31, 2023	6,449,609	$ 159,541,000	13,718,169	$ 823,000	$ 868,323,000	$ (955,230,000)	$ 73,457,000
Net income	—	—	—	—	—	323,000	323,000
Preferred stock dividends	—	—	—	—	—	(2,688,000)	(2,688,000)
Balance, March 31, 2024	6,449,609	159,541,000	13,718,169	823,000	868,323,000	(957,595,000)	71,092,000
Net income	—	—	—	—	—	18,000	18,000
Preferred stock dividends	—	—	—	—	—	(2,688,000)	(2,688,000)
Balance, June 30, 2024	6,449,609	159,541,000	13,718,169	823,000	868,323,000	(960,265,000)	68,422,000
Net income	—	—	—	—	—	357,000	357,000
Preferred stock dividends	—	—	—	—	—	(2,674,000)	(2,674,000)
Preferred stock repurchases	(77,075)	(1,923,000)	—	—	60,000	828,000	(1,035,000)
Balance, September 30, 2024	6,372,534	$ 157,618,000	13,718,169	$ 823,000	$ 868,383,000	$ (961,754,000)	$ 65,070,000

See accompanying notes to condensed consolidated financial statements

CEDAR REALTY TRUST, INC.
CONDENSED CONSOLIDATED STATEMENT OF EQUITY
Nine months ended September 30, 2023
(unaudited)

	Preferred stock		Common stock		Additional paid-in capital	Cumulative distributions in excess of net income	Total Equity
	Shares	Amount	Shares	Amount			
Balance, December 31, 2022	6,449,609	$ 159,541,000	13,718,169	$ 823,000	$ 868,323,000	$ (946,485,000)	$ 82,202,000
Net income	—	—	—	—	—	14,000	14,000
Preferred stock dividends	—	—	—	—	—	(2,688,000)	(2,688,000)
Balance, March 31, 2023	6,449,609	159,541,000	13,718,169	823,000	868,323,000	(949,159,000)	79,528,000
Net (loss)	—	—	—	—	—	(1,067,000)	(1,067,000)
Preferred stock dividends	—	—	—	—	—	(2,688,000)	(2,688,000)
Balance, June 30, 2023	6,449,609	159,541,000	13,718,169	823,000	868,323,000	(952,914,000)	75,773,000
Net income	—	—	—	—	—	2,930,000	2,930,000
Preferred stock dividends	—	—	—	—	—	(2,688,000)	(2,688,000)
Balance, September 30, 2023	6,449,609	$ 159,541,000	13,718,169	$ 823,000	$ 868,323,000	$ (952,672,000)	$ 76,015,000

See accompanying notes to condensed consolidated financial statements

CEDAR REALTY TRUST, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine months ended September 30,	
	2024	2023
OPERATING ACTIVITIES		
Net income	$ 698,000	$ 1,877,000
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales, net	(1,648,000)	(2,662,000)
Impairment charges	1,064,000	—
Straight-line rents	(194,000)	(819,000)
Credit adjustments on operating lease receivables	149,000	(349,000)
Depreciation and amortization	6,487,000	8,540,000
Above (below) market lease amortization, net	(181,000)	(233,000)
Amortization of deferred financing costs	762,000	276,000
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:		
Receivables, net	492,000	1,588,000
Deferred costs and other assets, net	(2,127,000)	(2,630,000)
Accounts payable, accrued expenses, and other liabilities	253,000	(663,000)
Net cash provided by operating activities	5,755,000	4,925,000
INVESTING ACTIVITIES		
Expenditures for real estate improvements	(9,972,000)	(3,094,000)
Net proceeds from sales of real estate	19,408,000	2,759,000
Net cash provided by (used in) investing activities	9,436,000	(335,000)
FINANCING ACTIVITIES		
Advances under Revolving Credit Agreement	5,223,000	—
Repayments under Revolving Credit Agreement	(5,223,000)	—
Term loan proceeds	2,500,000	9,060,000
Payments of deferred financing costs	(444,000)	(414,000)
Preferred stock dividends	(8,064,000)	(8,064,000)
Preferred stock repurchases	(1,035,000)	—
Net cash (used in) provided by financing activities	(7,043,000)	582,000
Net increase in cash, cash equivalents and restricted cash	8,148,000	5,172,000
Cash, cash equivalents and restricted cash at beginning of period	15,908,000	13,463,000
Cash, cash equivalents and restricted cash at end of period	$ 24,056,000	$ 18,635,000
Reconciliation to consolidated balance sheets:		
Cash and cash equivalents	$ 17,514,000	$ 8,606,000
Restricted cash	6,542,000	10,029,000
Cash, cash equivalents and restricted cash	$ 24,056,000	$ 18,635,000

See accompanying notes to condensed consolidated financial statements

Cedar Realty Trust, Inc.
Notes to Condensed Consolidated Financial Statements
September 30, 2024
(unaudited)

Note 1. Business and Organization

Cedar Realty Trust, Inc. is a REIT that focuses on owning and operating income producing retail properties with a primary focus on grocery-anchored shopping centers primarily in the Northeast. At September 30, 2024, the Company owned a portfolio of 17 properties.

Cedar Realty Trust Partnership, L.P. (the "Operating Partnership") is the entity through which the Company conducts substantially all of its business and owns (either directly or through subsidiaries) substantially all of its assets. At September 30, 2024, the Company, which is a subsidiary of Wheeler Real Estate Investment Trust, Inc. ("WHLR"), owned a 100.0% interest in, and was the sole general and limited partner of, the Operating Partnership.

As used herein, the "Company" refers to Cedar Realty Trust, Inc. and its subsidiaries on a consolidated basis, including the Operating Partnership, or, where the context so requires, Cedar Realty Trust, Inc. only.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation/Basis of Preparation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and include all of the information and disclosures required by U.S. Generally Accepted Accounting Principles ("GAAP") for interim reporting. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statement disclosures. In the opinion of management, all adjustments necessary for fair presentation (including normal recurring accruals) have been included. The financial statements are prepared on the accrual basis in accordance with GAAP, which requires management to make estimates and assumptions that affect the disclosure of contingent assets and liabilities, the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the periods covered by the financial statements. Actual results could differ from these estimates. The unaudited condensed consolidated financial statements in this Form 10-Q should be read in conjunction with the audited consolidated financial statements and related notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2023 (the "2023 Form 10-K").

The unaudited condensed consolidated financial statements include the accounts and operations of the Company, the Operating Partnership, and its subsidiaries. Certain prior year amounts in the condensed consolidated financial statements and notes thereto have been reclassified to conform to current year presentation.

Supplemental Condensed Consolidated Statements of Cash Flows Information

	Nine months ended September 30,	
	2024	2023
Supplemental disclosure of cash activities:		
Cash paid for interest	$ 6,236,000	$ 5,467,000
Supplemental disclosure of non-cash activities:		
Buildings and improvements included in accounts payable, accrued expenses, and other liabilities	$ 1,094,000	$ 407,000

Recently Issued Accounting Pronouncements

Accounting standards that have been recently issued or proposed by the Financial Accounting Standards Board or other standard-setting bodies are not currently applicable to the Company or are not expected to have a significant impact on the Company's financial position, results of operations and cash flows.

Cedar Realty Trust, Inc.
Notes to Condensed Consolidated Financial Statements
September 30, 2024
(unaudited)

Note 3. Real Estate

A significant portion of the Company's land, buildings and improvements serve as collateral for the Company's secured term loans. Accordingly, restrictions exist as to the encumbered properties' transferability, use and other common rights typically associated with property ownership.

The Company's depreciation expense on investment properties was $2.1 million and $2.5 million for the three months ended September 30, 2024 and 2023, respectively, and $5.8 million and $7.8 million for the nine months ended September 30, 2024 and 2023, respectively.

During the three and nine months ended September 30, 2024, the Company recorded impairment charges of approximately $1.1 million on Oregon Avenue, located in Philadelphia, Pennsylvania. These impairment charges are included in operating income in the accompanying condensed consolidated statements of operations.

Dispositions

The following properties were sold during the nine months ended September 30, 2024 and 2023:

Disposal Date	Property	Contract Price	Gain (Loss)	Net Proceeds
9/12/2024	Kings Plaza	$ 14,200,000	$ 1,703,000	$ 13,746,000
6/26/2024	Oakland Commons	6,000,000	(55,000)	5,662,000
7/11/2023	Carll's Corner outparcel building	3,000,000	2,662,000	2,759,000

Real Estate Held for Sale

At September 30, 2024, real estate held for sale includes South Philadelphia, as the Company has committed to a plan to sell components of the property. There was no real estate held for sale as of December 31, 2023.

Real estate held for sale consists of the following:

	September 30, 2024	December 31, 2023
Real estate, net	$ 14,520,000	$ —
Receivables, net - unbilled straight-line rent	434,000	—
Deferred costs and other assets, net	799,000	—
Total real estate held for sale	$ 15,753,000	$ —

Note 4. Fair Value Measurements

The carrying amounts of cash and cash equivalents, restricted cash, receivables, certain other assets, and accounts payable, accrued expenses, and other liabilities approximate their fair value due to their terms and/or short-term nature.

The fair value of the Company's fixed rate secured term loans was estimated using available market information and discounted cash flow analyses based on borrowing rates the Company believes it could obtain with a similar term and maturities. As of September 30, 2024 and December 31, 2023, the fair value of the Company's fixed rate secured term loans, which were determined to be Level 3 within the valuation hierarchy, was $147.2 million and $131.4 million, respectively, and the carrying value of such loans, was $143.3 million and $140.5 million, respectively.

Nonfinancial assets and liabilities measured at fair value in the condensed consolidated financial statements consist of real estate held for sale, which, if applicable, are measured on a nonrecurring basis, and have been determined to be (1) Level 2 within the valuation hierarchy, where applicable, based on the respective contracts of sale, adjusted for closing costs and expenses, or (2) Level 3 within the valuation hierarchy, where applicable, based on estimated sales prices, adjusted for closing costs and expenses, determined by discounted cash flow analyses, income capitalization analyses or a sales comparison approach if no contracts had been concluded. The discounted cash flow and income capitalization analyses include all estimated cash inflows and outflows over a specific holding period and, where applicable, any estimated debt premiums. These cash flows were composed of unobservable inputs, which included forecasted rental revenues and expenses based upon existing in-place leases, market conditions and expectations for growth. Capitalization rates and discount rates utilized in these analyses were based upon observable rates that the Company believed to be within a reasonable range of current market rates for the respective properties. The sales comparison approach is utilized for certain land values and includes comparable sales that were completed in the selected market areas. The comparable sales utilized in these analyses were based upon observable per acre rates that the Company believes to be within a reasonable range of current market rates for the respective properties.

Note 5. Loans Payable, net

The Company's loans payable are collateralized by 13 properties and are composed of the following:

		September 30, 2024	
Description	**Maturity dates**	**Balance outstanding**	**Contractual interest rates weighted average**
Fixed-rate secured term loans:			
Timpany Plaza	Sep 2028	$ 11,560,000	7.3%
Term loan, 10 properties	Nov 2032	110,000,000	5.3%
Patuxent Crossing/Coliseum Marketplace	Jan 2033	25,000,000	6.4%
		146,560,000	5.6%
Unamortized issuance costs		(3,248,000)	
Total loans payable, net		$ 143,312,000	

Revolving Credit Agreement

On February 29, 2024, the Company entered into a revolving credit agreement with KeyBank National Association to draw up to $9.5 million (the "Revolving Credit Agreement"). The interest rate under the Revolving Credit Agreement was the daily SOFR, plus applicable margins of 0.10% plus 2.75%. Interest payments were due monthly, and any outstanding principal was due at maturity on February 28, 2025. The Revolving Credit Agreement could have been extended, at the Company's option, for up to two additional three-month periods, subject to customary conditions. The Revolving Credit Agreement was collateralized by 6 properties, consisting of Carll's Corner, Fieldstone Marketplace, Oakland Commons, Kings Plaza, Oregon Avenue and South Philadelphia, and proceeds were used for capital expenditures and tenant improvements for such properties. Upon the dispositions of Oakland Commons and Kings Plaza, the properties were released from collateral, the outstanding borrowings were repaid and the Revolving Credit Agreement was closed on September 12, 2024.

Timpany Plaza Loan Agreement

On March 28, 2024, the Company received $1.0 million of $2.5 million in deferred loan proceeds under the Timpany Plaza Loan Agreement following the Company's satisfaction of certain lease-related contingencies. On September 30, 2024, the Company received the remaining balance of $1.5 million following the Company's satisfaction of other lease-related contingencies.

Cedar Realty Trust, Inc.
Notes to Condensed Consolidated Financial Statements
September 30, 2024
(unaudited)

Scheduled Principal Payments

Scheduled principal payments on indebtedness at September 30, 2024 are as follows:

For the remaining three months ending December 31, 2024	$	33,000
2025		112,000
2026		121,000
2027		256,000
2028		12,624,000
2029		1,556,000
Thereafter		131,858,000
	$	146,560,000

Note 6. Commitments and Contingencies

Lease Commitments

The Company is a lessee under one ground lease agreement at September 30, 2024. As of September 30, 2024, the Company's weighted average remaining lease term is approximately 46.7 years, and the weighted average discount rate used to calculate the Company's lease liability is approximately8.6%. Rent expense under the Company's ground lease agreements was approximately $0.1 million and $0.1 million for the three months ended September 30, 2024 and 2023, respectively. Rent expense under the Company's ground lease agreements was approximately $0.2 million and $0.2 million for the nine months ended September 30, 2024 and 2023, respectively.

Litigation

The Company is involved in various legal proceedings in the ordinary course of its business, including, but not limited to commercial disputes. The Company believes that such litigation, claims and administrative proceedings will not have a material adverse impact on its financial position or its results of operations. The Company records a liability when it considers the loss probable and the amount can be reasonably estimated. In addition, the below legal proceedings are in process:

On March 2, 2022, the Company entered into definitive agreements for the Company's merger with WHLR (the "Merger") and other series of related all-cash transactions providing for the sale of the Company and its assets (collectively, the "Transactions"). On April 8, 2022, several purported holders of the Company's outstanding preferred stock filed a putative class action complaint against the Company, the Board of Directors prior to the Merger, and WHLR in Montgomery County Circuit Court, Maryland entitled *Sydney, et al. v. Cedar Realty Trust, Inc., et al.*, (Case No. C-15-CV-22-001527).

On May 6, 2022, the Plaintiffs in Sydney filed a motion for a preliminary injunction. Also on May, 6, 2022, a purported holder of the Company's outstanding preferred stock filed a separate putative class action complaint against the Company and the Board of Directors prior to the Merger in the United States District Court for the District of Maryland, entitled *Kim v. Cedar Realty Trust, Inc., et al.*, Civil Action No. 22-cv-01103. On May 11, 2022, the Company, the former Board of Directors of the Company and WHLR removed the Sydney action to the United States District Court for the District of Maryland, Case No. 8:22-cv-01142-GLR. On May 16, 2022, the court ordered that a hearing on the *Sydney* Plaintiffs' motion for preliminary injunction be held on June 22, 2022. On June 2, 2022, the Plaintiffs in *Kim* also filed a motion for a preliminary injunction. The court consolidated the motions for preliminary injunction.

On June 23, 2022, following a hearing, the court issued an order denying both motions for preliminary injunction, holding that the Plaintiffs in both cases were unlikely to succeed on the merits and that Plaintiffs had not established that they would suffer irreparable harm if the injunction was denied.

By order dated July 11, 2022, the court consolidated the*Sydney* and *Kim* cases and set an August 24, 2022 deadline for the Plaintiffs in both cases to file a consolidated amended complaint. Plaintiffs filed their amended complaint on August 24, 2022. The amended complaint alleges on behalf of a putative class of holders of the Company's preferred stock, among other things, claims for breach of contract against the Company and the former Board of Directors with respect to the articles supplementary governing the terms of the Company's preferred stock, breach of fiduciary duty against the former Board of Directors, and tortious interference and aiding and abetting breach of fiduciary duty against WHLR. On October 7, 2022, Defendants moved to dismiss the amended complaint. Plaintiffs opposed the motion to dismiss and filed a motion to certify a question of law to Maryland's Supreme Court. On August 1, 2023, the court issued a decision and order granting Defendants' motions to dismiss.

The Plaintiffs appealed the dismissal to the United States Court of Appeals for the Fourth Circuit, Case No. 23-1905. On September 4, 2024, the Fourth Circuit affirmed the District Court order dismissing the complaint.

Note 7. Shareholders' Equity

Preferred Stock

The Company is authorized to issue up to 12,500,000 shares of preferred stock, in the aggregate. The following tables summarize details about the Company's preferred stock:

	Series B Preferred Stock	Series C Preferred Stock
Par value	$ 0.01	$ 0.01
Liquidation value	$ 25.00	$ 25.00

	September 30, 2024		December 31, 2023	
	Series B Preferred Stock	Series C Preferred Stock	Series B Preferred Stock	Series C Preferred Stock
Shares authorized	6,050,000	6,450,000	6,050,000	6,450,000
Shares issued and outstanding	1,449,609	4,922,925	1,449,609	5,000,000
Balance	$ 34,767,000	$ 122,851,000	$ 34,767,000	$ 124,774,000

Dividends

The following table provides a summary of dividends declared and paid per share:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
7.25% Series B Preferred Stock	$ 0.453125	$ 0.453125	$ 1.359375	$ 1.359375
6.50% Series C Preferred Stock	$ 0.406250	$ 0.406250	$ 1.218750	$ 1.218750

Stock Repurchase Program

On August 8, 2024, the Company's Board of Directors authorized the repurchase of up to an aggregate amount of $10.0 million of the Company’s 7.25% Series B Cumulative Redeemable Preferred Stock (the "Series B Preferred Stock") and 6.50% Series C Cumulative Redeemable Preferred Stock (the "Series C Preferred Stock" and, together with the Series B Preferred Stock, the "Preferred Stock") over a period of twelve months (the "Repurchase Program"). The timing, price and actual number of shares of Preferred Stock repurchased under the Repurchase Program will depend on a variety of factors, including price, market conditions and regulatory requirements. The repurchases may be made in the open market, in privately negotiated transactions or by other means, as determined by management. The Company is not required to repurchase any shares of Preferred Stock under the Repurchase Program.

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The following table provides a summary of stock repurchase activity under the Repurchase Program. There wereno repurchases of the Series B Preferred Stock during the three months ended September 30, 2024.

Series C Preferred Stock

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (a)
July 1, 2024 through July 31, 2024	—	$ —	—	$ —
August 1, 2024 through August 31, 2024	30,981	$ 13.48	30,981	$ 9,582,000
September 1, 2024 through September 30, 2024	46,094	$ 13.35	46,094	$ 8,966,000
Total	77,075		77,075	

(a) Reflects the dollar value of shares that may yet be repurchased under the Repurchase Program announced on August 12, 2024.

On September 19, 2024, in anticipation of the Tender Offer (as defined below), the Company ceased Preferred Stock repurchases.

Tender Offer

On September 25, 2024, the Company announced and commenced a "modified Dutch auction" tender offer to purchase up to an aggregate amount paid of $9.0 million of shares of Series C Preferred Stock at a price of not less than $13.25 nor greater than $15.50 per share of Series C Preferred Stock, to the sellers in cash, less any applicable withholding taxes and without interest (the "Tender Offer"). Following the expiration of the Tender Offer on October 24, 2024, the Company accepted for purchase 688,670 shares of its Series C Preferred Stock at $14.00 per share for approximately $9.6 million in the aggregate. See Note 11, Subsequent Events.

Note 8. Revenues and Tenant Receivables

Tenant Receivables

As of September 30, 2024 and December 31, 2023, the Company's allowance for uncollectible tenant receivables totaled $0.5 million and $0.5 million, respectively. At September 30, 2024 and December 31, 2023, there were $4.0 million and $4.5 million, respectively, in unbilled straight-line rent, which is included in "Receivables, net".

Revenues

Revenues are comprised of the following:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Base rents	$ 5,985,000	$ 6,003,000	$ 18,376,000	$ 17,789,000
Expense recoveries - variable lease revenue	1,892,000	1,759,000	6,162,000	5,674,000
Percentage rent - variable lease revenue	107,000	85,000	270,000	370,000
Straight-line rents	127,000	299,000	194,000	819,000
Above (below) market lease amortization, net	45,000	105,000	181,000	233,000
Other	162,000	280,000	453,000	593,000
	8,318,000	8,531,000	25,636,000	25,478,000
Credit adjustments on operating lease receivables	(207,000)	89,000	(149,000)	349,000
Total revenues	$ 8,111,000	$ 8,620,000	$ 25,487,000	$ 25,827,000

The Company reviews the collectability of charges under its tenant operating leases on a regular basis, taking into consideration changes in factors such as the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates and economic conditions in the area where the property is located. In the event that collectability with respect to any tenant changes, the Company recognizes an adjustment to rental income. The Company's review of collectability of charges under its operating leases includes any accrued rental revenues related to the straight-line method of reporting rental revenue.

Note 9. Earnings Per Share

Basic earnings per share ("EPS") is calculated by dividing net income (loss) attributable to the Company's common shareholders by the weighted average number of common shares outstanding for the period. The following table provides a reconciliation of the numerator and denominator of the EPS calculations:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Numerator				
Net income	$ 357,000	$ 2,930,000	$ 698,000	$ 1,877,000
Preferred stock dividends	(2,674,000)	(2,688,000)	(8,050,000)	(8,064,000)
Deemed contribution related to preferred stock repurchases	828,000	—	828,000	—
Net (loss) income attributable to common shares	$ (1,489,000)	$ 242,000	$ (6,524,000)	$ (6,187,000)
Denominator				
Weighted average number of common shares outstanding	13,718,169	13,718,169	13,718,169	13,718,169
Net (loss) income per common share attributable to common shareholders	$ (0.11)	$ 0.02	$ (0.48)	$ (0.45)

Note 10. Related Party Transactions

The Company is a subsidiary of WHLR. WHLR performs property management and leasing services for the Company pursuant to the Wheeler Real Estate Company Management Agreement. The management fee is 4% of gross operating income, and leasing commissions range from 3% to 6%. During the three and nine months ended September 30, 2024, the Company paid WHLR $0.0 million and $0.9 million, respectively, for these services. During the three and nine months ended September 30, 2023, the Company paid WHLR $0.7 million and $1.1 million, respectively, for these services. The Operating Partnership and WHLR's operating partnership, Wheeler REIT, L.P., are party to a cost sharing and reimbursement agreement pursuant to which the parties agreed to share costs and expenses associated with certain employees, certain facilities and property, and certain arrangements with third parties (the "Cost Sharing Agreement"). The related party amounts due to WHLR are comprised of:

	September 30, 2024	December 31, 2023
Financings and real estate taxes	$ 7,166,000	$ 7,166,000
Management fees	550,000	225,000
Leasing commissions	629,000	161,000
Cost Sharing Agreement allocations (a)	738,000	548,000
Transaction fees	315,000	—
Other	—	(6,000)
Total	$ 9,398,000	$ 8,094,000

(a) Includes allocations for executive compensation and directors and officers liability insurance.

Note 11. Subsequent Events

Dividends

On October 21, 2024, the Company announced that the Company's Board of Directors declared dividends of $0.453125 and $0.406250 per share with respect to the Company's Series B Preferred Stock and Series C Preferred Stock, respectively. The dividends are payable on November 20, 2024 to shareholders of record of the Series B Preferred Stock and Series C Preferred Stock, as applicable, on November 8, 2024.

Tender Offer

On October 24, 2024, the Tender Offer expired in accordance with its terms. An aggregate of688,670 shares of Series C Preferred Stock were properly tendered and not properly withdrawn at or below the final purchase price of $14.00 per share. The Company accepted for purchase all shares of Series C Preferred Stock that were properly tendered and not properly withdrawn at or below the final purchase price, which included 45,813 shares that the Company elected to purchase pursuant to its ability to purchase up to an additional 2% of its outstanding Series C Preferred Stock.

The aggregate purchase price for the Series C Preferred Stock purchased in the Tender Offer is approximately $9.6 million, excluding fees and expenses relating to the Tender Offer. The shares purchased represent approximately 14% of the issued and outstanding Series C Preferred Stock as of October 28, 2024.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented below. The following discussion should be read in conjunction with the Company's unaudited condensed consolidated financial statements and related notes thereto included elsewhere in this Form 10-Q, along with the audited consolidated financial statements and related notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our 2023 Form 10-K.

In addition to historical information, this discussion and analysis contains forward-looking statements based on current expectations that involve risks, uncertainties and assumptions, such as our plans, objectives, expectations and intentions as further described under the caption above entitled "Cautionary Note on Forward-Looking Statements." Our actual results or other events and the timing of events may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth in the caption above entitled "Cautionary Note on Forward-Looking Statements."

Executive Summary

The Company is a fully-integrated real estate investment trust that focuses on owning and operating income producing retail properties with a primary focus on grocery-anchored shopping centers primarily in the Northeast, and is a subsidiary of WHLR. At September 30, 2024, the Company owned a portfolio of 17 properties.

The Company derives substantially all of its revenues from rents and operating expense reimbursements received pursuant to leases. The Company's operating results therefore depend on the ability of its tenants to make the payments required by the terms of their leases. The Company primarily focuses its investment activities on grocery-anchored shopping centers. The Company believes that, because of the need of consumers to purchase food and other staple goods and services generally available at such centers, its type of "necessities-based" properties should provide relatively stable revenue flows even during difficult economic times.

Significant Circumstances and Transactions

Revolving Credit Agreement

On February 29, 2024, the Company entered into the Revolving Credit Agreement. The interest rate under the Revolving Credit Agreement was the daily SOFR, plus applicable margins of 0.10% plus 2.75%. Interest payments were due monthly, and any outstanding principal was due at maturity on February 28, 2025. The Revolving Credit Agreement was collateralized by 6 properties, consisting of Carll's Corner, Fieldstone Marketplace, Oakland Commons, Kings Plaza, Oregon Avenue and South Philadelphia, and proceeds were used for capital expenditures and tenant improvements for such properties. Upon the disposition of Kings Plaza, the outstanding borrowings were repaid and the Revolving Credit Agreement was closed on September 12, 2024.

Timpany Plaza Loan Agreement

On March 28, 2024, the Company received $1.0 million of $2.5 million in deferred loan proceeds under the Timpany Plaza Loan Agreement following the Company's satisfaction of certain lease-related contingencies. On September 30, 2024, the Company received the remaining balance of $1.5 million following the Company's satisfaction of other lease-related contingencies.

Dispositions

The following properties were sold during the nine months ended September 30, 2024 and 2023:

Disposal Date	Property	Contract Price	Gain (Loss)	Net Proceeds
9/12/2024	Kings Plaza	$ 14,200,000	$ 1,703,000	$ 13,746,000
6/26/2024	Oakland Commons	6,000,000	(55,000)	5,662,000
7/11/2023	Carll's Corner outparcel building	3,000,000	2,662,000	2,759,000

Real Estate Held for Sale

At September 30, 2024, real estate held for sale was $15.8 million, a result of the Company's commitment to sell components of the South Philadelphia property. There was no real estate held for sale as of December 31, 2023.

Stock Repurchase Program

On August 8, 2024, the Company's Board of Directors authorized the repurchase of up to an aggregate amount of $10.0 million of Preferred Stock over a period of twelve months.

There were no repurchases of the Series B Preferred Stock and 77,075 shares of Series C Preferred Stock were repurchased during the three months ended September 30, 2024. On September 19, 2024, in anticipation of the Tender Offer, the Company ceased Preferred Stock repurchases. See Note 7, Shareholders' Equity, to the accompanying condensed consolidated financial statements.

Tender Offer

On September 25, 2024, the Company announced and commenced the Tender Offer, which expired on October 24, 2024. See Note 7, Shareholders' Equity, and Note 11, Subsequent Events, to the accompanying condensed consolidated financial statements.

Related Party Transactions

The Company is a subsidiary of WHLR. WHLR performs property management and leasing services for the Company pursuant to the Wheeler Real Estate Company Management Agreement. The management fee is 4% of gross operating income, and leasing commissions range from 3% to 6%. During the three and nine months ended September 30, 2024, the Company paid WHLR $0.0 million and $0.9 million, respectively, for these services. During the three and nine months ended September 30, 2023, the Company paid WHLR $0.7 million and $1.1 million, respectively, for these services. The Operating Partnership and WHLR's operating partnership, Wheeler REIT, L.P., are party to the Cost Sharing Agreement. As of September 30, 2024 and December 31, 2023, the related party amounts due to WHLR were $9.4 million and $8.1 million, respectively.

Critical Accounting Policies

The preparation of the condensed consolidated financial statements in conformity with GAAP requires the Company to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates, including those related to revenue recognition and the allowance for doubtful accounts receivable, real estate investments and purchase accounting allocations related thereto, and asset impairment. Management's estimates are based both on information that is currently available and on various other assumptions management believes to be reasonable under the circumstances. Actual results could differ from those estimates and those estimates could be different under varying assumptions or conditions.

The Company believes there have been no material changes to the items disclosed as its critical accounting policies under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's 2023 Form 10-K. See Note 2, Summary of Significant Accounting Policies, for recently-adopted accounting pronouncements.

Results of Operations

Quarter-To-Date Comparison

	Three months ended September 30,		Change	
	2024	2023	Dollars	Percent
Revenues	$ 8,111,000	$ 8,620,000	$ (509,000)	(5.9%)
Property operating expenses	(3,155,000)	(2,923,000)	(232,000)	7.9%
Property operating income	4,956,000	5,697,000	(741,000)	
Corporate general and administrative	(499,000)	(679,000)	180,000	(26.5%)
Depreciation and amortization	(2,272,000)	(2,738,000)	466,000	(17.0%)
Gain on sale	1,703,000	2,662,000	(959,000)	(36.0)%
Impairment charges	(1,064,000)	—	(1,064,000)	n/a
Interest expense, net	(2,467,000)	(2,012,000)	(455,000)	22.6%
Net income	$ 357,000	$ 2,930,000	$ (2,573,000)	

Revenues were lower primarily as a result of (1) a decrease of $0.14 million in rental revenues and expense recoveries attributable to same center properties, (2) a decrease of $0.27 million in rental revenues and expense recoveries attributable to properties that were sold in 2024, and (3) a decrease of $0.21 million in market lease amortization and straight line rents, partially offset by (4) an increase of $0.11 million in other income attributable to one-time transactions.

Property operating expenses were higher primarily as a result of (1) an increase of $0.35 million in property operating expenses attributable to same center properties, partially offset by (2) a decrease of $0.12 million in property operating expenses attributable to properties that were sold in 2024.

Corporate general and administrative costs were lower primarily as a result of a decrease of $0.18 million in legal and professional fees.

Depreciation and amortization expenses were lower primarily as a result of (1) a decrease of $0.38 million attributable to same center properties, including a $0.06 million decrease attributable to a same center property held for sale in 2024, and (2) a decrease of $0.09 million in depreciation and amortization attributable to properties that were sold in 2024.

Gain on sale in 2024 relates to the sale of Kings Plaza, located in New Bedford, Massachusetts and in 2023 relates to the sale of the outparcel building adjacent to Carll's Corner, located in Bridgeton, New Jersey.

Impairment charges in 2024 relate to Oregon Avenue, located in Philadelphia, Pennsylvania.

Interest expense, net was higher as a result of (1) an increase of $0.30 million in amortization expense of deferred financing costs, (2) an increase of $0.11 million in interest expense due to an increase in the overall weighted average principal debt balance, (3) an increase of $0.07 million in interest expense due to an increase in the overall weighted average interest rate, partially offset by (4) $0.02 million in interest income.

Year-To-Date Comparison

	Nine months ended September 30,		Change	
	2024	2023	Dollars	Percent
Revenues	$ 25,487,000	$ 25,827,000	$ (340,000)	(1.3%)
Property operating expenses	(10,238,000)	(9,856,000)	(382,000)	3.9%
Property operating income	15,249,000	15,971,000	(722,000)	
Corporate general and administrative	(1,692,000)	(2,349,000)	657,000	(28.0%)
Depreciation and amortization	(6,487,000)	(8,540,000)	2,053,000	(24.0%)
Gain on sales, net	1,648,000	2,662,000	(1,014,000)	(38.1)%
Impairment charges	(1,064,000)	—	(1,064,000)	n/a
Interest expense, net	(6,956,000)	(5,867,000)	(1,089,000)	18.6%
Net income	$ 698,000	$ 1,877,000	$ (1,179,000)	

Revenues were lower primarily as a result of (1) a decrease of $0.19 million in rental revenues and expense recoveries attributable to properties that were sold in 2024, (2) a decrease of $0.64 million in market lease amortization and straight line rents, partially offset by (3) an increase of $0.46 million in rental revenues and expense recoveries attributable to same center properties and (4) an increase of $0.03 million in other income attributable to one-time transactions.

Property operating expenses were higher primarily as a result of (1) an increase of $0.44 million in property operating expenses attributable to same center properties, partially offset by (2) a decrease of $0.06 million in property operating expenses attributable to a property that was sold in 2024.

Corporate general and administrative costs were lower primarily as a result of a decrease of $0.64 million in legal and professional fees.

Depreciation and amortization expenses were lower primarily as a result of (1) a decrease of $1.99 million attributable to same center properties, including a $1.14 million decrease attributable to a same center property held for sale in 2024, and (2) a decrease of $0.06 million attributable to properties that were sold in 2024.

Gain on sales, net in 2024 relates to the sales of Kings Plaza, located in New Bedford, Massachusetts and Oakland Commons, located in Bristol, Connecticut and in 2023 relates to the sale of the outparcel building adjacent to Carll's Corner, located in Bridgeton, New Jersey.

Impairment charges in 2024 relate to Oregon Avenue, located in Philadelphia, Pennsylvania.

Interest expense, net was higher as a result of (1) an increase of $0.49 million in amortization expense of deferred financing costs, (2) an increase of $0.34 million in interest expense due to an increase in the overall weighted average principal debt balance, (3) an increase of $0.30 million in interest expense due to an increase in the overall weighted average interest rate, partially offset by (4) $0.03 million in interest income.

Same-Property Net Operating Income

Same-property net operating income ("Same-Property NOI") is a widely-used non-GAAP financial measure for REITs that the Company believes, when considered with financial statements prepared in accordance with GAAP, is useful to investors. The Company defines Same-Property NOI as property revenues (rental and other revenues) less property and related expenses (property operation and maintenance and real estate taxes). Because Same-Property NOI excludes general and administrative expenses, depreciation and amortization, interest expense, interest income, provision for income taxes, gain or loss on sale or capital expenditures and leasing costs and impairment charges, it provides a performance measure, that when compared year over year, reflects the revenues and expenses directly associated with owning and operating commercial real estate properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing perspective not immediately apparent from net income. The Company uses Same-Property NOI to evaluate its operating performance since Same-Property NOI allows the Company to evaluate the impact of factors, such as occupancy levels, lease structure, lease rates and tenant base, have on the Company's results, margins and returns. Properties are included in Same-Property NOI if they are owned and operated for the entirety of both periods being compared. Consistent with the capital treatment of such costs under GAAP, tenant improvements, leasing commissions and other direct leasing costs are excluded from Same-Property NOI.

The most directly comparable GAAP financial measure is consolidated operating income. Same-Property NOI should not be considered as an alternative to consolidated operating income prepared in accordance with GAAP or as a measure of liquidity. Further, Same-Property NOI is a measure for which there is no standard industry definition and, as such, it is not consistently defined or reported on among the Company's peers, and thus may not provide an adequate basis for comparison among REITs.

The following table reconciles Same-Property NOI to the Company's consolidated operating income (the most directly comparable GAAP financial measure):

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	2024	2023
Operating income	$ 2,824,000	$ 4,942,000	$ 7,654,000	$ 7,744,000
Add (deduct):				
Corporate general and administrative	499,000	679,000	1,692,000	2,349,000
Gain on sales, net	(1,703,000)	(2,662,000)	(1,648,000)	(2,662,000)
Impairment charges	1,064,000	—	1,064,000	—
Depreciation and amortization	2,272,000	2,738,000	6,487,000	8,540,000
Straight-line rents	(127,000)	(299,000)	(194,000)	(819,000)
Above (below) market lease amortization, net	(45,000)	(105,000)	(181,000)	(233,000)
Other non-property revenue	(5,000)	(7,000)	(17,000)	(46,000)
NOI related to properties not defined as same-property	(430,000)	(451,000)	(1,351,000)	(1,406,000)
Same-Property NOI	$ 4,349,000	$ 4,835,000	$ 13,506,000	$ 13,467,000
Number of same properties	17	17	17	17
Same-property occupancy, end of period	86.3 %	84.8 %	86.3 %	84.8 %
Same-property leased, end of period	89.7 %	87.6 %	89.7 %	87.6 %
Same-property average base rent, end of period	$ 10.78	$ 10.85	$ 10.78	$ 10.85

Same-Property NOI for the three and nine months ended September 30, 2024 decreased 10.1% and increased 0.3%, respectively, compared to the same periods in the prior year. The decrease for the three months ended September 30, 2024 was primarily due to (1) an increased bad debt provision, in part due to the Big Lots bankruptcy (2) increased one-time property operating expenses, which was partially offset by (3) an increase of 150 basis points in occupancy. The increase for the nine months ended

September 30, 2024, was primarily due to a 150 basis point increase in occupancy, partially offset by an increase in property operating expenses.

Leasing Activity

The following is a summary of the Company's retail leasing activity for our portfolio:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Renewals (a):				
Leases renewed with rate increase (sq feet)	80,865	50,999	150,050	120,750
Leases renewed with rate decrease (sq feet)	—	—	1,375	—
Leases renewed with no rate change (sq feet)	15,658	—	15,658	7,643
Total leases renewed (sq feet)	96,523	50,999	167,083	128,393
Leases renewed with rate increase (count)	10	9	20	17
Leases renewed with rate decrease (count)	—	—	1	—
Leases renewed with no rate change (count)	2	—	2	3
Total leases renewed (count)	12	9	23	20
Option exercised (count)	2	1	6	4
Weighted average on rate increases (per sq foot)	$ 1.34	$ 1.51	$ 1.22	$ 0.99
Weighted average on rate decreases (per sq foot)	$ —	$ —	$ (7.32)	$ —
Weighted average on all renewals (per sq foot)	$ 1.12	$ 1.51	$ 1.03	$ 0.93
Weighted average change of renewals over prior rates	10.26 %	10.35 %	7.93 %	7.33 %
New Leases (a) (b):				
New leases (sq feet)	8,290	56,656	58,771	86,721
New leases (count)	4	8	14	13
Weighted average rate (per sq foot)	$ 16.73	$ 12.42	$ 13.30	$ 13.13
Weighted average change of new leases over prior rates	(13.38 %)	54.42 %	(8.57 %)	41.08 %

(a) Lease data presented is based on average rate per square foot over the renewed or new lease term.
(b) The Company does not include ground leases entered into for the purposes of new lease square feet and weighted average rate (per square foot) on new leases.

Big Lots Chapter 11 Bankruptcy

On September 9, 2024, Big Lots, Inc. and its affiliates (collectively, "Big Lots"), filed for protection under chapter 11 of the U.S. Bankruptcy Code (the "Bankruptcy Code") in the U.S. Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). Big Lots leased two locations from us (collectively, the "Big Lots Leases"). At September 30, 2024, the Big Lots Leases consist of 65,051 square feet and constitute approximately 0.53% of our portfolio's annualized base rent in the aggregate. At September 30, 2024, amounts due from Big Lots were approximately $0.1 million, of which approximately $0.1 million were reserved for within our allowance for uncollectible tenant receivables.

Big Lots is entitled to certain rights under the Bankruptcy Code regarding the assumption or rejection of its leases, including the Big Lots Leases. We are currently negotiating with Big Lots on potential modifications to the Big Lots Leases, which may be assumed and assigned as part of the currently pending or other sale of its business. There can be no assurance that these negotiations will be successful and which Big Lots Leases, if any, will be assumed by Big Lots and assigned to a purchaser of its business. If successful, any such modifications would not occur unless a sale of Big Lots' business is agreed, the Bankruptcy Court approves the sale, and the sale closes. Any Big Lots Leases not assumed by Big Lots will likely be rejected, which would entitle us to a rejection damages claim.

Liquidity and Capital Resources

The Company funds operating expenses and other liquidity requirements, including debt service and loan maturities, tenant improvements, and leasing commissions, primarily from its operations, asset sales and the $24.1 million in cash, cash equivalents and restricted cash as of September 30, 2024. The Company does not have any scheduled debt maturities for the twelve months ending September 30, 2025. The Company is working to increase revenue by improving occupancy, which includes backfilling vacant anchor spaces and replacing defaulted tenants. Tenant improvements and leasing commissions for these efforts will be partially funded by restricted cash, strategic disposition of assets and financing of properties. During the quarter, the Company repurchased 77,075 shares of Series C Preferred Stock under the Repurchase Program for an aggregate purchase price of approximately $1.0 million. On September 25, 2024, the Company launched a Tender Offer to purchase up to an aggregate of $9.0 million of Series C Preferred Stock. Following the expiration of its Tender Offer on October 24, 2024, the Company accepted for purchase all of the 688,670 shares of Series C Preferred Stock that were properly tendered and not properly withdrawn at or below the $14.00 per share purchase price for an aggregate purchase price of approximately $9.6 million. These repurchases of the Company's Preferred Stock were funded by asset sales.

The Company has $1.5 million outstanding construction commitments at September 30, 2024.

In order to continue qualifying as a REIT, the Company is required to distribute at least 90% of its "REIT taxable income," as defined in the Internal Revenue Code of 1986, as amended (the "Code"). The Company paid preferred stock dividends through the third quarter of 2024 and has continued to declare preferred stock dividends through the fourth quarter of 2024. Future dividend declarations will continue to be at the discretion of the Board of Directors, and will depend on the cash flow and financial condition of the Company, capital requirements, annual distribution requirements under the REIT provisions of the Code, and such other factors as the Board of Directors may deem relevant. The Company intends to continue to operate its business in a manner that will allow it to qualify as a REIT for U.S. federal income tax requirements.

Net Cash Flows

	Nine months ended September 30,	
	2024	**2023**
Cash flows provided by (used in):		
Operating activities	$ 5,755,000	$ 4,925,000
Investing activities	9,436,000	(335,000)
Financing activities	(7,043,000)	582,000

Operating Activities

Net cash provided by operating activities, before net changes in operating assets and liabilities, was $7.1 million for the nine months ended September 30, 2024. Net cash provided by operating activities, before net changes in operating assets and liabilities, was $6.6 million for the nine months ended September 30, 2023.

Investing Activities

Net cash flows provided by investing activities were primarily the result of net proceeds received from the sale of real estate, partially offset by the Company's expenditures for property improvements. During the nine months ended September 30, 2024, the Company received $13.7 million of net proceeds from the sale of Kings Plaza and $5.7 million of net proceeds from the sale of Oakland Commons, partially offset by $10.0 million of expenditures incurred for property improvements. During the nine months ended September 30, 2023, the Company incurred $3.1 million of expenditures for property improvements, which was partially offset by net proceeds received of $2.8 million from the sale of the outparcel building adjacent to Carll's Corner. These increases in expenditures are a result of increased leasing activity.

Financing Activities

During the nine months ended September 30, 2024, the Company paid $8.1 million of preferred stock dividends, paid down borrowings of $5.2 million under the Revolving Credit Agreement, repurchased $1.0 million of preferred stock and paid $0.4 million of deferred financing costs, which was partially offset by $5.2 million in proceeds received from the Revolving Credit Agreement and

$2.5 million in proceeds received related to the Timpany Plaza Loan Agreement. During the nine months ended September 30, 2023, the Company received $9.06 million of proceeds from the $11.56 million Timpany Plaza Loan Agreement, which was partially offset by $8.1 million of preferred stock dividends and $0.4 million of deferred financing costs made by the Company.

Funds From Operations

We use funds from operations ("FFO"), a non-GAAP measure, as an alternative measure of our operating performance, specifically as it relates to results of operations and liquidity. We compute FFO in accordance with standards established by the Board of Governors of Nareit in its March 1995 White Paper (as amended in November 1999, April 2002 and December 2018). As defined by Nareit, FFO represents net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate-related depreciation and amortization (excluding amortization of loan origination costs), plus impairment of real estate related long-lived assets and after adjustments for unconsolidated partnerships and joint ventures. Most industry analysts and equity REITs, including us, consider FFO to be an appropriate supplemental measure of operating performance because, by excluding gains or losses on dispositions and excluding depreciation, FFO is a helpful tool that can assist in the comparison of the operating performance of a company's real estate between periods, or as compared to different companies. Management uses FFO as a supplemental measure to conduct and evaluate our business because there are certain limitations associated with using GAAP net income alone as the primary measure of our operating performance. Historical cost accounting for real estate assets in accordance with GAAP implicitly assumes that the value of real estate assets diminishes predictably over time, while historically real estate values have risen or fallen with market conditions. Accordingly, we believe FFO provides a valuable alternative measurement tool to GAAP when presenting our operating results.

We believe the computation of FFO in accordance with Nareit's definition includes certain items that are not indicative of the results provided by our operating portfolio and affect the comparability of our period-over-period performance. These items include, but are not limited to, legal settlements, non-cash amortization on loans and acquisition costs. Therefore, in addition to FFO, management uses Adjusted FFO ("AFFO"), which we define to exclude such items. Management believes that these adjustments are appropriate in determining AFFO as they are not indicative of the operating performance of our assets. In addition, we believe that AFFO is a useful supplemental measure for the investing community to use in comparing us to other REITs as many REITs provide some form of adjusted or modified FFO. However, there can be no assurance that AFFO presented by us is comparable to the adjusted or modified FFO of other REITs.

A reconciliation of net (loss) income attributable to common shareholders to FFO and AFFO is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023
Net (loss) income attributable to common shareholders	$ (1,489,000)	$ 242,000	$ (6,524,000)	$ (6,187,000)
Real estate depreciation and amortization	2,272,000	2,738,000	6,487,000	8,540,000
(Gain) on sales, net	(1,703,000)	(2,662,000)	(1,648,000)	(2,662,000)
Impairment charges	1,064,000	—	1,064,000	—
FFO applicable to common shares	144,000	318,000	(621,000)	(309,000)
Deemed contribution related to preferred stock repurchases	(828,000)	—	(828,000)	—
Straight-line rents	(127,000)	(299,000)	(194,000)	(819,000)
Deferred financing costs amortization	398,000	97,000	762,000	276,000
Above (below) market lease amortization, net	(45,000)	(105,000)	(181,000)	(233,000)
AFFO applicable to common shares	$ (458,000)	$ 11,000	$ (1,062,000)	$ (1,085,000)
FFO per common share	$ 0.01	$ 0.02	$ (0.05)	$ (0.02)
AFFO per common share	$ (0.03)	$ —	$ (0.08)	$ (0.08)
Weighted average number of common shares	13,718,169	13,718,169	13,718,169	13,718,169

Inflation, Deflation and Economic Condition Considerations

Substantially all of the Company's leases contain provisions designed to partially mitigate the negative impact of inflation in the near term. Such lease provisions include clauses that require tenants to reimburse the Company for inflation-sensitive costs such as real estate taxes, insurance and many of the operating expenses it incurs. In addition, many of our leases are for terms of less than ten years, which permits us to seek increased rents upon re-rental at market rates. However, significant inflation rate increases over a prolonged period of time may have a material adverse impact on the Company's business. Conversely, deflation could lead to downward pressure on rents and other sources of income.

Interest rate increases could result in higher incremental borrowing costs for the Company and our tenants. The duration of the Company's indebtedness and our relatively low exposure to floating rate debt have mitigated the direct impact of inflation and interest rate increases. The degree and pace of these changes have had and may continue to have impacts on our business.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, under the supervision and with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such information is accumulated and communicated to our management, as appropriate, to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2024, such disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in our filings under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting that occurred during the three months ended September 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Part II. Other Information

Item 1. Legal Proceedings

See Note 6, Commitments and Contingencies, to our condensed consolidated financial statements included in this Form 10-Q.

Item 1A. Risk Factors

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide the information under this item.

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

Unregistered Sales of Equity Securities

None.

Issuer Purchases of Equity Securities

See Note 7, Shareholders' Equity, to our condensed consolidated financial statements included in this Form 10-Q.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended September 30, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, modified or terminated 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," as defined in Item 408 of Regulation S-K.

Item 6. Exhibits

		Incorporated by Reference	
Item	**Title or Description**	**Form**	**Filing Date**
31.1†	Rule 13a-14(a) Certification of Chief Executive Officer		
31.2†	Rule 13a-14(a) Certification of Chief Financial Officer		
32.1†	Section 1350 Certification of Chief Executive Officer		
32.2†	Section 1350 Certification of Chief Financial Officer		
101.INS†	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because iXBRLtags are embedded within the Inline XBRL document.		
101.SCH†	Inline XBRL Taxonomy Extension Schema Document		
101.CAL†	Inline XBRL Taxonomy Extension Calculation Linkbase Document		
101.DEF†	Inline XBRL Taxonomy Extension Definition Linkbase Document		
101.LAB†	Inline XBRL Taxonomy Extension Label Linkbase Document		
101.PRE†	Inline XBRL Taxonomy Extension Presentation Linkbase Document		
104†	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)		

† Filed or furnished herewith.

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.

CEDAR REALTY TRUST, INC.

By: /s/ CRYSTAL PLUM
Crystal Plum
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

November 7, 2024

Exhibit 31.1

CERTIFICATION

I, M. Andrew Franklin, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cedar Realty Trust, Inc. (the "Company" or "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

/s/ M. ANDREW FRANKLIN

M. Andrew Franklin
Chief Executive Officer and President

Exhibit 31.2

CERTIFICATION

I, Crystal Plum, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Cedar Realty Trust, Inc. (the “Company” or “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

/s/ CRYSTAL PLUM

Crystal Plum
Chief Financial Officer

Exhibit 32.1

CERTIFICATION

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

I, M. Andrew Franklin, Chief Executive Officer of Cedar Realty Trust, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify, to the best of my knowledge, as follows:

1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 7th day of November, 2024.

/s/ M. ANDREW FRANKLIN

M. Andrew Franklin
Chief Executive Officer and President

Exhibit 32.2

CERTIFICATION

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

I, Crystal Plum, Chief Financial Officer of Cedar Realty Trust, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify, to the best of my knowledge, as follows:

1. The Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2024, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 7th day of November, 2024.

/s/ CRYSTAL PLUM

Crystal Plum
Chief Financial Officer