

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 ended: March 31, 2022

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: 001-11954 (Vornado Realty Trust)

Commission File Number: 001-34482 (Vornado Realty L.P.)

**Vornado Realty Trust  
Vornado Realty L.P.**

(Exact name of registrants as specified in its charter)

<b>Vornado Realty Trust</b>	<b>Maryland</b>	<b>22-1657560</b>
	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
<b>Vornado Realty L.P.</b>	<b>Delaware</b>	<b>13-3925979</b>
	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

**888 Seventh Avenue, New York, New York 10019**

(Address of principal executive offices) (Zip Code)

**(212) 894-7000**

(Registrants' telephone number, including area code)

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

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Vornado Realty Trust	Common Shares of beneficial interest, \$.04 par value per share	VNO	New York Stock Exchange
	Cumulative Redeemable Preferred Shares of beneficial interest, liquidation preference \$25.00 per share:		
Vornado Realty Trust	5.40% Series L	VNO/PL	New York Stock Exchange
Vornado Realty Trust	5.25% Series M	VNO/PM	New York Stock Exchange
Vornado Realty Trust	5.25% Series N	VNO/PN	New York Stock Exchange
Vornado Realty Trust	4.45% Series O	VNO/PO	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.

Vornado Realty Trust: Yes  No  Vornado Realty L.P.: 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).

Vornado Realty Trust: Yes  No  Vornado Realty L.P.: Yes  No

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

Vornado Realty Trust:

- Large Accelerated Filer  
 Non-Accelerated Filer

- Accelerated Filer  
 Smaller Reporting Company  
 Emerging Growth Company

Vornado Realty L.P.:

- Large Accelerated Filer  
 Non-Accelerated Filer

- Accelerated Filer  
 Smaller Reporting Company  
 Emerging Growth Company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Vornado Realty Trust: Yes  No  Vornado Realty L.P.: Yes  No

As of March 31, 2022, 191,743,490 of Vornado Realty Trust's common shares of beneficial interest are outstanding.

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## EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended March 31, 2022 of Vornado Realty Trust and Vornado Realty L.P. Unless stated otherwise or the context otherwise requires, references to “Vornado” refer to Vornado Realty Trust, a Maryland real estate investment trust (“REIT”), and references to the “Operating Partnership” refer to Vornado Realty L.P., a Delaware limited partnership. References to the “Company,” “we,” “us” and “our” mean collectively Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

The Operating Partnership is the entity through which we conduct substantially all of our business and own, either directly or through subsidiaries, substantially all of our assets. Vornado is the sole general partner and also a 92.6% limited partner of the Operating Partnership. As the sole general partner of the Operating Partnership, Vornado has exclusive control of the Operating Partnership’s day-to-day management.

Under the limited partnership agreement of the Operating Partnership, unitholders may present their Class A units for redemption at any time (subject to restrictions agreed upon at the time of issuance of the units that may restrict such right for a period of time). Class A units may be tendered for redemption to the Operating Partnership for cash; Vornado, at its option, may assume that obligation and pay the holder either cash or Vornado common shares on a one-for-one basis. Because the number of Vornado common shares outstanding at all times equals the number of Class A units owned by Vornado, the redemption value of each Class A unit is equivalent to the market value of one Vornado common share, and the quarterly distribution to a Class A unitholder is equal to the quarterly dividend paid to a Vornado common shareholder. This one-for-one exchange ratio is subject to specified adjustments to prevent dilution. Vornado generally expects that it will elect to issue its common shares in connection with each such presentation for redemption rather than having the Operating Partnership pay cash. With each such exchange or redemption, Vornado’s percentage ownership in the Operating Partnership will increase. In addition, whenever Vornado issues common shares other than to acquire Class A units of the Operating Partnership, Vornado must contribute any net proceeds it receives to the Operating Partnership and the Operating Partnership must issue to Vornado an equivalent number of Class A units of the Operating Partnership. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

The Company believes that combining the quarterly reports on Form 10-Q of Vornado and the Operating Partnership into this single report provides the following benefits:

- enhances investors’ understanding of Vornado and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation because a substantial portion of the disclosure applies to both Vornado and the Operating Partnership; and
- creates time and cost efficiencies in the preparation of one combined report instead of two separate reports.

The Company believes it is important to understand the few differences between Vornado and the Operating Partnership in the context of how Vornado and the Operating Partnership operate as a consolidated company. The financial results of the Operating Partnership are consolidated into the financial statements of Vornado. Vornado does not have any significant assets, liabilities or operations, other than its investment in the Operating Partnership. The Operating Partnership, not Vornado, generally executes all significant business relationships other than transactions involving the securities of Vornado. The Operating Partnership holds substantially all of the assets of Vornado. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by Vornado, which are contributed to the capital of the Operating Partnership in exchange for Class A units of partnership in the Operating Partnership, and the net proceeds of debt offerings by Vornado, which are contributed to the Operating Partnership in exchange for debt securities of the Operating Partnership, as applicable, the Operating Partnership generates all remaining capital required by the Company’s business. These sources may include working capital, net cash provided by operating activities, borrowings under the revolving credit facility, the issuance of secured and unsecured debt and equity securities and proceeds received from the disposition of certain properties.

To help investors better understand the key differences between Vornado and the Operating Partnership, certain information for Vornado and the Operating Partnership in this report has been separated, as set forth below:

- Item 1. Financial Statements (unaudited), which includes the following specific disclosures for Vornado Realty Trust and Vornado Realty L.P.:
  - Note 11. Redeemable Noncontrolling Interests
  - Note 12. Shareholders' Equity/Partners' Capital
  - Note 18. Income Per Share/Income Per Class A Unit
- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations includes information specific to each entity, where applicable.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for each of Vornado and the Operating Partnership in order to establish that the requisite certifications have been made and that Vornado and the Operating Partnership are compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.

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

**VORNADO REALTY TRUST**  
**CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

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

	As of	
	March 31, 2022	December 31, 2021
<b>ASSETS</b>		
Real estate, at cost:		
Land	\$ 2,540,193	\$ 2,540,193
Buildings and improvements	9,956,681	9,839,166
Development costs and construction in progress	751,555	718,694
Leasehold improvements and equipment	120,979	119,792
Total	13,369,408	13,217,845
Less accumulated depreciation and amortization	(3,455,145)	(3,376,347)
Real estate, net	9,914,263	9,841,498
Right-of-use assets	687,642	337,197
Cash and cash equivalents	973,858	1,760,225
Restricted cash	167,397	170,126
Investments in U.S. Treasury bills	645,360	—
Tenant and other receivables	83,126	79,661
Investments in partially owned entities	3,299,629	3,297,389
Real estate fund investments	13,402	7,730
220 Central Park South condominium units ready for sale	51,072	57,142
Receivable arising from the straight-lining of rents	677,627	656,318
Deferred leasing costs, net of accumulated amortization of \$216,880 and \$211,775	388,724	391,693
Identified intangible assets, net of accumulated amortization of \$99,663 and \$97,186	149,613	154,895
Other assets	440,648	512,714
	<u>\$ 17,492,361</u>	<u>\$ 17,266,588</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Mortgages payable, net	\$ 6,050,693	\$ 6,053,343
Senior unsecured notes, net	1,190,301	1,189,792
Unsecured term loan, net	798,075	797,812
Unsecured revolving credit facilities	575,000	575,000
Lease liabilities	723,432	370,206
Accounts payable and accrued expenses	541,825	613,497
Deferred revenue	46,238	48,118
Deferred compensation plan	107,170	110,174
Other liabilities	274,496	304,725
Total liabilities	10,307,230	10,062,667
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 14,259,103 and 14,033,438 units outstanding	646,223	587,440
Series D cumulative redeemable preferred units - 141,400 units outstanding	3,535	3,535
Total redeemable noncontrolling partnership units	649,758	590,975
Redeemable noncontrolling interest in a consolidated subsidiary	97,403	97,708
Total redeemable noncontrolling interests	747,161	688,683
Shareholders' equity:		
Preferred shares of beneficial interest: no par value per share; authorized 110,000,000 shares; issued and outstanding 48,792,902 shares	1,182,459	1,182,459
Common shares of beneficial interest: \$0.04 par value per share; authorized 250,000,000 shares; issued and outstanding 191,743,490 and 191,723,608 shares	7,649	7,648
Additional capital	8,097,523	8,143,093
Earnings less than distributions	(3,154,549)	(3,079,320)
Accumulated other comprehensive income (loss)	51,776	(17,534)
Total shareholders' equity	6,184,858	6,236,346
Noncontrolling interests in consolidated subsidiaries	253,112	278,892
Total equity	<u>6,437,970</u>	<u>6,515,238</u>
	<u>\$ 17,492,361</u>	<u>\$ 17,266,588</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

(Amounts in thousands, except per share amounts)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>REVENUES:</b>		
Rental revenues	\$ 397,283	\$ 339,317
Fee and other income	44,847	40,660
<b>Total revenues</b>	<b>442,130</b>	<b>379,977</b>
<b>EXPENSES:</b>		
Operating	(216,529)	(190,979)
Depreciation and amortization	(117,443)	(95,354)
General and administrative	(41,216)	(44,186)
Benefit (expense) from deferred compensation plan liability	1,944	(3,245)
Transaction related costs and other	(1,005)	(843)
<b>Total expenses</b>	<b>(374,249)</b>	<b>(334,607)</b>
Income from partially owned entities	33,714	29,073
Income (loss) from real estate fund investments	5,674	(169)
Interest and other investment income, net	1,018	1,522
(Loss) income from deferred compensation plan assets	(1,944)	3,245
Interest and debt expense	(52,109)	(50,064)
Net gains on disposition of wholly owned and partially owned assets	6,552	—
Income before income taxes	60,786	28,977
Income tax expense	(7,411)	(1,984)
Net income	53,375	26,993
Less net income attributable to noncontrolling interests in:		
Consolidated subsidiaries	(9,374)	(6,114)
Operating Partnership	(1,994)	(329)
Net income attributable to Vornado	42,007	20,550
Preferred share dividends	(15,529)	(16,467)
<b>NET INCOME attributable to common shareholders</b>	<b>\$ 26,478</b>	<b>\$ 4,083</b>
<b>INCOME PER COMMON SHARE - BASIC:</b>		
Net income per common share	\$ 0.14	\$ 0.02
Weighted average shares outstanding	191,724	191,418
<b>INCOME PER COMMON SHARE - DILUTED:</b>		
Net income per common share	\$ 0.14	\$ 0.02
Weighted average shares outstanding	192,038	192,031

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Net income	\$ 53,375	\$ 26,993
Other comprehensive income:		
Change in fair value of interest rate swaps and other	65,239	11,641
Other comprehensive income of nonconsolidated subsidiaries	9,205	3,591
Comprehensive income	127,819	42,225
Less comprehensive income attributable to noncontrolling interests	(16,502)	(7,329)
Comprehensive income attributable to Vornado	\$ 111,317	\$ 34,896

See notes to consolidated financial statements (unaudited).



**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**(UNAUDITED)**

(Amounts in thousands, except per share amounts)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Distributions	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount					
<b>Balance as of December 31, 2021</b>	48,793	\$ 1,182,459	191,724	\$ 7,648	\$ 8,143,093	\$ (3,079,320)	\$ (17,534)	\$ 278,892	\$ 6,515,238
Net income attributable to Vornado	—	—	—	—	—	42,007	—	—	42,007
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	—	9,679	9,679
Dividends on common shares (\$0.53 per share)	—	—	—	—	—	(101,616)	—	—	(101,616)
Dividends on preferred shares (see Note 12 for dividends per share amounts)	—	—	—	—	—	(15,529)	—	—	(15,529)
Common shares issued:									
Upon redemption of Class A units, at redemption value	—	—	16	1	716	—	—	—	717
Under employees' share option plan	—	—	—	—	7	—	—	—	7
Under dividend reinvestment plan	—	—	5	—	212	—	—	—	212
Contributions	—	—	—	—	—	—	—	481	481
Distributions	—	—	—	—	—	—	—	(35,961)	(35,961)
Deferred compensation shares and options	—	—	(2)	—	146	(85)	—	—	61
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	—	9,205	—	9,205
Change in fair value of interest rate swaps and other	—	—	—	—	—	—	65,239	—	65,239
Redeemable Class A unit measurement adjustment	—	—	—	—	(46,651)	—	—	—	(46,651)
Redeemable noncontrolling interests' share of above adjustments	—	—	—	—	—	—	(5,134)	—	(5,134)
Other	—	—	—	—	—	(6)	—	21	15
<b>Balance as of March 31, 2022</b>	<u>48,793</u>	<u>\$ 1,182,459</u>	<u>191,743</u>	<u>\$ 7,649</u>	<u>\$ 8,097,523</u>	<u>\$ (3,154,549)</u>	<u>\$ 51,776</u>	<u>\$ 253,112</u>	<u>\$ 6,437,970</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED**  
**(UNAUDITED)**

(Amounts in thousands, except per share amounts)

	Preferred Shares		Common Shares		Additional Capital	Earnings Less Than Distributions	Accumulated Other Comprehensive Loss	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Shares	Amount	Shares	Amount					
<b>Balance as of December 31, 2020</b>	48,793	\$ 1,182,339	191,355	\$ 7,633	\$ 8,192,507	\$ (2,774,182)	\$ (75,099)	\$ 414,957	\$ 6,948,155
Net income attributable to Vornado	—	—	—	—	—	20,550	—	—	20,550
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	—	6,197	6,197
Dividends on common shares (\$0.53 per share)	—	—	—	—	—	(101,467)	—	—	(101,467)
Dividends on preferred shares (see Note 12 for dividends per share amounts)	—	—	—	—	—	(16,467)	—	—	(16,467)
Common shares issued:									
Upon redemption of Class A units, at redemption value	—	—	107	4	4,099	—	—	—	4,103
Under employees' share option plan	—	—	—	—	4	—	—	—	4
Under dividend reinvestment plan	—	—	6	—	211	—	—	—	211
Distributions	—	—	—	—	—	—	—	(5,877)	(5,877)
Deferred compensation shares and options	—	—	(3)	—	224	(114)	—	—	110
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	—	3,591	—	3,591
Change in fair value of interest rate swaps	—	—	—	—	—	—	11,642	—	11,642
Unearned 2018 Out-Performance Plan awards acceleration	—	—	—	—	10,283	—	—	—	10,283
Redeemable Class A unit measurement adjustment	—	—	—	—	(126,936)	—	—	—	(126,936)
Redeemable noncontrolling interests' share of above adjustments	—	—	—	—	—	—	(886)	—	(886)
Other	—	(28)	—	1	—	(1)	(1)	1	(28)
<b>Balance as of March 31, 2021</b>	<u>48,793</u>	<u>\$ 1,182,311</u>	<u>191,465</u>	<u>\$ 7,638</u>	<u>\$ 8,080,392</u>	<u>\$ (2,871,681)</u>	<u>\$ (60,753)</u>	<u>\$ 415,278</u>	<u>\$ 6,753,185</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 53,375	\$ 26,993
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including amortization of deferred financing costs)	122,271	100,034
Distributions of income from partially owned entities	37,778	61,157
Equity in net income of partially owned entities	(33,714)	(29,073)
Straight-lining of rents	(21,335)	5,073
Stock-based compensation expense	13,155	21,225
Net gains on disposition of wholly owned and partially owned assets	(6,552)	—
Net unrealized (income) loss on real estate fund investments	(5,672)	494
Amortization of below-market leases, net	(917)	(3,166)
Write-off of lease receivables deemed uncollectible	—	3,670
Other non-cash adjustments	5,208	1,348
Changes in operating assets and liabilities:		
Real estate fund investments	—	(494)
Tenant and other receivables	(3,499)	(1,077)
Prepaid assets	29,451	48,599
Other assets	(9,807)	(20,693)
Accounts payable and accrued expenses	(7,421)	9,842
Other liabilities	(1,307)	253
Net cash provided by operating activities	<u>171,014</u>	<u>224,185</u>
<b>Cash Flows from Investing Activities:</b>		
Purchase of U.S. Treasury bills	(645,920)	—
Development costs and construction in progress	(209,738)	(130,318)
Proceeds from sales of real estate	81,399	—
Additions to real estate	(30,900)	(27,410)
Proceeds from sale of a condominium unit at 220 Central Park South	15,095	—
Investments in partially owned entities	(4,571)	(4,816)
Distributions of capital from partially owned entities	—	106,005
Net cash used in investing activities	<u>(794,635)</u>	<u>(56,539)</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY TRUST**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flows from Financing Activities:</b>		
Dividends paid on common shares	\$ (101,616)	\$ (101,467)
Distributions to noncontrolling interests	(43,545)	(13,338)
Dividends paid on preferred shares	(15,529)	(16,467)
Repayments of borrowings	(5,400)	(358,331)
Contributions from noncontrolling interests	481	—
Proceeds received from exercise of employee share options and other	219	215
Repurchase of shares related to stock compensation agreements and related tax withholdings and other	(85)	(113)
Proceeds from borrowings	—	350,000
Debt issuance costs	—	(2,904)
Net cash used in financing activities	<u>(165,475)</u>	<u>(142,405)</u>
Net (decrease) increase in cash and cash equivalents and restricted cash	(789,096)	25,241
Cash and cash equivalents and restricted cash at beginning of period	1,930,351	1,730,369
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,141,255</u>	<u>\$ 1,755,610</u>
<b>Reconciliation of Cash and Cash Equivalents and Restricted Cash:</b>		
Cash and cash equivalents at beginning of period	\$ 1,760,225	\$ 1,624,482
Restricted cash at beginning of period	170,126	105,887
Cash and cash equivalents and restricted cash at beginning of period	<u>\$ 1,930,351</u>	<u>\$ 1,730,369</u>
Cash and cash equivalents at end of period	\$ 973,858	\$ 1,636,093
Restricted cash at end of period	167,397	119,517
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,141,255</u>	<u>\$ 1,755,610</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash payments for interest, excluding capitalized interest of \$3,520 and \$10,267	\$ 46,868	\$ 50,394
Cash payments for income taxes	\$ 2,159	\$ 4,002
<b>Non-Cash Investing and Financing Activities:</b>		
Additional estimated lease liability arising from the recognition of right-of-use asset	\$ 350,000	\$ —
Accrued capital expenditures included in accounts payable and accrued expenses	86,667	68,986
Increase in accumulated other comprehensive income due to change in fair value of consolidated interest rate swaps and other	65,239	11,641
Redeemable Class A unit measurement adjustment	(46,651)	(126,936)
Write-off of fully depreciated assets	(23,735)	(30,782)
Reclassification of condominium units from "development costs and construction in progress" to "220 Central Park South condominium units ready for sale"	3,024	2,739

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

(Amounts in thousands, except unit amounts)

	As of	
	March 31, 2022	December 31, 2021
<b>ASSETS</b>		
Real estate, at cost:		
Land	\$ 2,540,193	\$ 2,540,193
Buildings and improvements	9,956,681	9,839,166
Development costs and construction in progress	751,555	718,694
Leasehold improvements and equipment	120,979	119,792
Total	13,369,408	13,217,845
Less accumulated depreciation and amortization	(3,455,145)	(3,376,347)
Real estate, net	9,914,263	9,841,498
Right-of-use assets	687,642	337,197
Cash and cash equivalents	973,858	1,760,225
Restricted cash	167,397	170,126
Investments in U.S. Treasury bills	645,360	—
Tenant and other receivables	83,126	79,661
Investments in partially owned entities	3,299,629	3,297,389
Real estate fund investments	13,402	7,730
220 Central Park South condominium units ready for sale	51,072	57,142
Receivable arising from the straight-lining of rents	677,627	656,318
Deferred leasing costs, net of accumulated amortization of \$216,880 and \$211,775	388,724	391,693
Identified intangible assets, net of accumulated amortization of \$99,663 and \$97,186	149,613	154,895
Other assets	440,648	512,714
	<u>\$ 17,492,361</u>	<u>\$ 17,266,588</u>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Mortgages payable, net	\$ 6,050,693	\$ 6,053,343
Senior unsecured notes, net	1,190,301	1,189,792
Unsecured term loan, net	798,075	797,812
Unsecured revolving credit facilities	575,000	575,000
Lease liabilities	723,432	370,206
Accounts payable and accrued expenses	541,825	613,497
Deferred revenue	46,238	48,118
Deferred compensation plan	107,170	110,174
Other liabilities	274,496	304,725
Total liabilities	10,307,230	10,062,667
Commitments and contingencies		
Redeemable noncontrolling interests:		
Class A units - 14,259,103 and 14,033,438 units outstanding	646,223	587,440
Series D cumulative redeemable preferred units - 141,400 units outstanding	3,535	3,535
Total redeemable noncontrolling partnership units	649,758	590,975
Redeemable noncontrolling interest in a consolidated subsidiary	97,403	97,708
Total redeemable noncontrolling interests	747,161	688,683
Partners' equity:		
Partners' capital	9,287,631	9,333,200
Earnings less than distributions	(3,154,549)	(3,079,320)
Accumulated other comprehensive income (loss)	51,776	(17,534)
Total partners' equity	6,184,858	6,236,346
Noncontrolling interests in consolidated subsidiaries	253,112	278,892
Total equity	6,437,970	6,515,238
	<u>\$ 17,492,361</u>	<u>\$ 17,266,588</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**(UNAUDITED)**

(Amounts in thousands, except per unit amounts)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>REVENUES:</b>		
Rental revenues	\$ 397,283	\$ 339,317
Fee and other income	44,847	40,660
<b>Total revenues</b>	<b>442,130</b>	<b>379,977</b>
<b>EXPENSES:</b>		
Operating	(216,529)	(190,979)
Depreciation and amortization	(117,443)	(95,354)
General and administrative	(41,216)	(44,186)
Benefit (expense) from deferred compensation plan liability	1,944	(3,245)
Transaction related costs and other	(1,005)	(843)
<b>Total expenses</b>	<b>(374,249)</b>	<b>(334,607)</b>
Income from partially owned entities	33,714	29,073
Income (loss) from real estate fund investments	5,674	(169)
Interest and other investment income, net	1,018	1,522
(Loss) income from deferred compensation plan assets	(1,944)	3,245
Interest and debt expense	(52,109)	(50,064)
Net gains on disposition of wholly owned and partially owned assets	6,552	—
Income before income taxes	60,786	28,977
Income tax expense	(7,411)	(1,984)
Net income	53,375	26,993
Less net income attributable to noncontrolling interests in consolidated subsidiaries	(9,374)	(6,114)
Net income attributable to Vornado Realty L.P.	44,001	20,879
Preferred unit distributions	(15,558)	(16,508)
<b>NET INCOME attributable to Class A unitholders</b>	<b>\$ 28,443</b>	<b>\$ 4,371</b>
<b>INCOME PER CLASS A UNIT - BASIC:</b>		
Net income per Class A unit	\$ 0.14	\$ 0.02
Weighted average units outstanding	205,141	204,072
<b>INCOME PER CLASS A UNIT - DILUTED:</b>		
Net income per Class A unit	\$ 0.14	\$ 0.02
Weighted average units outstanding	205,896	204,901

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Net income	\$ 53,375	\$ 26,993
Other comprehensive income:		
Change in fair value of interest rate swaps and other	65,239	11,641
Other comprehensive income of nonconsolidated subsidiaries	9,205	3,591
Comprehensive income	127,819	42,225
Less comprehensive income attributable to noncontrolling interests in consolidated subsidiaries	(9,374)	(6,114)
Comprehensive income attributable to Vornado Realty L.P.	<u>\$ 118,445</u>	<u>\$ 36,111</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
**(UNAUDITED)**

(Amounts in thousands, except per unit amounts)

	Preferred Units		Class A Units Owned by Vornado		Earnings Less Than Distributions	Accumulated Other Comprehensive (Loss) Income	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Units	Amount	Units	Amount				
<b>Balance as of December 31, 2021</b>	48,793	\$ 1,182,459	191,724	\$ 8,150,741	\$ (3,079,320)	\$ (17,534)	\$ 278,892	\$ 6,515,238
Net income attributable to Vornado Realty L.P.	—	—	—	—	44,001	—	—	44,001
Net income attributable to redeemable partnership units	—	—	—	—	(1,994)	—	—	(1,994)
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	9,679	9,679
Distributions to Vornado (\$0.53 per unit)	—	—	—	—	(101,616)	—	—	(101,616)
Distributions to preferred unitholders (see Note 12 for distributions per unit amounts)	—	—	—	—	(15,529)	—	—	(15,529)
<b>Class A units issued to Vornado:</b>								
Upon redemption of redeemable Class A units, at redemption value	—	—	16	717	—	—	—	717
Under Vornado's employees' share option plan	—	—	—	7	—	—	—	7
Under Vornado's dividend reinvestment plan	—	—	5	212	—	—	—	212
Contributions	—	—	—	—	—	—	481	481
Distributions	—	—	—	—	—	—	(35,961)	(35,961)
Deferred compensation units and options	—	—	(2)	146	(85)	—	—	61
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	9,205	—	9,205
Change in fair value of interest rate swaps and other	—	—	—	—	—	65,239	—	65,239
Redeemable Class A unit measurement adjustment	—	—	—	(46,651)	—	—	—	(46,651)
Redeemable partnership units' share of above adjustments	—	—	—	—	—	(5,134)	—	(5,134)
Other	—	—	—	—	(6)	—	21	15
<b>Balance as of March 31, 2022</b>	<u>48,793</u>	<u>\$ 1,182,459</u>	<u>191,743</u>	<u>\$ 8,105,172</u>	<u>\$ (3,154,549)</u>	<u>\$ 51,776</u>	<u>\$ 253,112</u>	<u>\$ 6,437,970</u>

See notes to consolidated financial statements (unaudited).



**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY - CONTINUED**  
**(UNAUDITED)**

(Amounts in thousands, except per unit amounts)

	Preferred Units		Class A Units Owned by Vornado		Earnings Less Than Distributions	Accumulated Other Comprehensive Loss	Non-controlling Interests in Consolidated Subsidiaries	Total Equity
	Units	Amount	Units	Amount				
<b>Balance as of December 31, 2020</b>	48,793	\$ 1,182,339	191,355	\$ 8,200,140	\$ (2,774,182)	\$ (75,099)	\$ 414,957	\$ 6,948,155
Net income attributable to Vornado Realty L.P.	—	—	—	—	20,879	—	—	20,879
Net income attributable to redeemable partnership units	—	—	—	—	(329)	—	—	(329)
Net income attributable to nonredeemable noncontrolling interests in consolidated subsidiaries	—	—	—	—	—	—	6,197	6,197
Distributions to Vornado (\$0.53 per unit)	—	—	—	—	(101,467)	—	—	(101,467)
Distributions to preferred unitholders (see Note 12 for distributions per unit amounts)	—	—	—	—	(16,467)	—	—	(16,467)
Class A units issued to Vornado:								
Upon redemption of redeemable Class A units, at redemption value	—	—	107	4,103	—	—	—	4,103
Under Vornado's employees' share option plan	—	—	—	4	—	—	—	4
Under Vornado's dividend reinvestment plan	—	—	6	211	—	—	—	211
Distributions	—	—	—	—	—	—	(5,877)	(5,877)
Deferred compensation units and options	—	—	(3)	224	(114)	—	—	110
Other comprehensive income of nonconsolidated subsidiaries	—	—	—	—	—	3,591	—	3,591
Change in fair value of interest rate swaps	—	—	—	—	—	11,642	—	11,642
Unearned 2018 Out-Performance Plan awards acceleration	—	—	—	10,283	—	—	—	10,283
Redeemable Class A unit measurement adjustment	—	—	—	(126,936)	—	—	—	(126,936)
Redeemable partnership units' share of above adjustments	—	—	—	—	—	(886)	—	(886)
Other	—	(28)	—	1	(1)	(1)	1	(28)
<b>Balance as of March 31, 2021</b>	<b>48,793</b>	<b>\$ 1,182,311</b>	<b>191,465</b>	<b>\$ 8,088,030</b>	<b>\$ (2,871,681)</b>	<b>\$ (60,753)</b>	<b>\$ 415,278</b>	<b>\$ 6,753,185</b>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flows from Operating Activities:</b>		
Net income	\$ 53,375	\$ 26,993
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization (including amortization of deferred financing costs)	122,271	100,034
Distributions of income from partially owned entities	37,778	61,157
Equity in net income of partially owned entities	(33,714)	(29,073)
Straight-lining of rents	(21,335)	5,073
Stock-based compensation expense	13,155	21,225
Net gains on disposition of wholly owned and partially owned assets	(6,552)	—
Net unrealized (income) loss on real estate fund investments	(5,672)	494
Amortization of below-market leases, net	(917)	(3,166)
Write-off of lease receivables deemed uncollectible	—	3,670
Other non-cash adjustments	5,208	1,348
Changes in operating assets and liabilities:		
Real estate fund investments	—	(494)
Tenant and other receivables	(3,499)	(1,077)
Prepaid assets	29,451	48,599
Other assets	(9,807)	(20,693)
Accounts payable and accrued expenses	(7,421)	9,842
Other liabilities	(1,307)	253
Net cash provided by operating activities	<u>171,014</u>	<u>224,185</u>
<b>Cash Flows from Investing Activities:</b>		
Purchase of U.S. Treasury bills	(645,920)	—
Development costs and construction in progress	(209,738)	(130,318)
Proceeds from sales of real estate	81,399	—
Additions to real estate	(30,900)	(27,410)
Proceeds from sale of a condominium unit at 220 Central Park South	15,095	—
Investments in partially owned entities	(4,571)	(4,816)
Distributions of capital from partially owned entities	—	106,005
Net cash used in investing activities	<u>(794,635)</u>	<u>(56,539)</u>

See notes to consolidated financial statements (unaudited).

**VORNADO REALTY L.P.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS - CONTINUED**  
**(UNAUDITED)**

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash Flows from Financing Activities:</b>		
Distributions to Vornado	\$ (101,616)	\$ (101,467)
Distributions to redeemable security holders and noncontrolling interests in consolidated subsidiaries	(43,545)	(13,338)
Distributions to preferred unitholders	(15,529)	(16,467)
Repayments of borrowings	(5,400)	(358,331)
Contributions from noncontrolling interests in consolidated subsidiaries	481	—
Proceeds received from exercise of Vornado stock options and other	219	215
Repurchase of Class A units related to stock compensation agreements and related tax withholdings and other	(85)	(113)
Proceeds from borrowings	—	350,000
Debt issuance costs	—	(2,904)
Net cash used in financing activities	<u>(165,475)</u>	<u>(142,405)</u>
Net (decrease) increase in cash and cash equivalents and restricted cash	(789,096)	25,241
Cash and cash equivalents and restricted cash at beginning of period	1,930,351	1,730,369
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,141,255</u>	<u>\$ 1,755,610</u>
<b>Reconciliation of Cash and Cash Equivalents and Restricted Cash:</b>		
Cash and cash equivalents at beginning of period	\$ 1,760,225	\$ 1,624,482
Restricted cash at beginning of period	170,126	105,887
Cash and cash equivalents and restricted cash at beginning of period	<u>\$ 1,930,351</u>	<u>\$ 1,730,369</u>
Cash and cash equivalents at end of period	\$ 973,858	\$ 1,636,093
Restricted cash at end of period	167,397	119,517
Cash and cash equivalents and restricted cash at end of period	<u>\$ 1,141,255</u>	<u>\$ 1,755,610</u>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash payments for interest, excluding capitalized interest of \$3,520 and \$10,267	\$ 46,868	\$ 50,394
Cash payments for income taxes	<u>\$ 2,159</u>	<u>\$ 4,002</u>
<b>Non-Cash Investing and Financing Activities:</b>		
Additional estimated lease liability arising from the recognition of right-of-use asset	\$ 350,000	\$ —
Accrued capital expenditures included in accounts payable and accrued expenses	86,667	68,986
Increase in accumulated other comprehensive income due to change in fair value of consolidated interest rate swaps and other	65,239	11,641
Redeemable Class A unit measurement adjustment	(46,651)	(126,936)
Write-off of fully depreciated assets	(23,735)	(30,782)
Reclassification of condominium units from "development costs and construction in progress" to "220 Central Park South condominium units ready for sale"	3,024	2,739

See notes to consolidated financial statements (unaudited)

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(UNAUDITED)**

**1. Organization**

Vornado Realty Trust ("Vornado") is a fully-integrated real estate investment trust ("REIT") and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the "Operating Partnership"). Vornado is the sole general partner of and owned approximately 92.6% of the common limited partnership interest in the Operating Partnership as of March 31, 2022. All references to the "Company," "we," "us" and "our" mean, collectively, Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

**2. Basis of Presentation**

The accompanying consolidated financial statements are unaudited and include the accounts of Vornado and the Operating Partnership and their consolidated subsidiaries. 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 ("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, 2021, as filed with the SEC.

We have made estimates and assumptions that affect the reported amounts of assets and liabilities, 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 months ended March 31, 2022 are not necessarily indicative of the operating results for the full year. In addition, certain prior year balances have been reclassified in order to conform to the current period presentation.

Our investments in U.S. Treasury bills are accounted for as available-for-sale debt investments and are recorded at fair value in "investments in U.S. Treasury bills" on our consolidated balance sheets. See Note 14 - *Fair Value Measurements* for information on our investments in U.S. Treasury bills.

**3. Recently Issued Accounting Literature**

In March 2020, the Financial Accounting Standards Board ("FASB") issued an update ("ASU 2020-04") establishing Accounting Standards Codification ("ASC") Topic 848, *Reference Rate Reform*. ASU 2020-04 contains practical expedients for reference rate reform related activities that impact debt, leases, derivatives and other contracts. The guidance in ASU 2020-04 is optional and may be elected over time as reference rate reform activities occur. We have elected to apply the hedge accounting expedients related to probability and the assessments of effectiveness for future LIBOR-indexed cash flows to assume that the index upon which future hedged transactions will be based matches the index on the corresponding derivatives. Application of these expedients preserves the presentation of derivatives consistent with past presentation. We continue to evaluate the impact of the guidance and may apply other elections as applicable as additional changes in the market occur.

In August 2020, the FASB issued an update ("ASU 2020-06") *Debt - Debt with Conversion and Other Options (ASC Subtopic 470-20) and Derivatives and Hedging - Contracts in Entity's Own Equity (ASC Subtopic 815-40)*. ASU 2020-06 simplifies the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock, removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception and also simplifies the diluted earnings per share calculation in certain areas. ASU 2020-06 is effective for reporting periods beginning after December 15, 2021, with early adoption permitted. We adopted this update effective January 1, 2022 using the modified retrospective approach which did not have a material impact on our consolidated financial statements and disclosures.

In July 2021, the FASB issued an update ("ASU 2021-05") *Lessors - Certain Leases with Variable Lease Payments* to ASC Topic 842, *Leases* ("ASC 842"). ASU 2021-05 provides additional ASC 842 classification guidance as it relates to a lessor's accounting for certain leases with variable lease payments. ASU 2021-05 requires a lessor to classify a lease with variable payments that do not depend on an index or rate as an operating lease if either a sales-type lease or direct financing lease classification would trigger a day-one loss. ASU 2021-05 is effective for reporting periods beginning after December 15, 2021, with early adoption permitted. We adopted this update effective January 1, 2022 which did not have an impact our consolidated financial statements and disclosures.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**4. Revenue Recognition**

Below is a summary of our revenues by segment. Additional financial information related to these reportable segments for the three months ended March 31, 2022 and 2021 is set forth in Note 20 - *Segment Information*.

(Amounts in thousands)

	For the Three Months Ended March 31, 2022		
	Total	New York	Other
Property rentals	\$ 377,887	\$ 307,723	\$ 70,164
Trade shows <sup>(1)</sup>	5,144	—	5,144
Lease revenues <sup>(2)</sup>	383,031	307,723	75,308
Tenant services	9,889	7,411	2,478
Parking revenues	4,363	3,711	652
Rental revenues	397,283	318,845	78,438
BMS cleaning fees	32,691	34,711	(2,020) <sup>(3)</sup>
Management and leasing fees	2,769	2,967	(198)
Other income	9,387	2,025	7,362
Fee and other income	44,847	39,703	5,144
<b>Total revenues</b>	<b>\$ 442,130</b>	<b>\$ 358,548</b>	<b>\$ 83,582</b>

See notes below.

(Amounts in thousands)

	For the Three Months Ended March 31, 2021		
	Total	New York	Other
Property rentals	\$ 332,058	\$ 261,691	\$ 70,367
Trade shows <sup>(1)</sup>	—	—	—
Lease revenues <sup>(2)</sup>	332,058	261,691	70,367
Tenant services	7,259	5,009	2,250
Rental revenues	339,317	266,700	72,617
BMS cleaning fees	28,477	29,948	(1,471) <sup>(3)</sup>
Management and leasing fees	5,369	5,522	(153)
Other income	6,814	1,801	5,013
Fee and other income	40,660	37,271	3,389
<b>Total revenues</b>	<b>\$ 379,977</b>	<b>\$ 303,971</b>	<b>\$ 76,006</b>

(1) We cancelled trade shows at theMART beginning late March of 2020 due to the COVID-19 pandemic and resumed in the third quarter of 2021.

(2) The components of lease revenues were as follows:

	For the Three Months Ended March 31,	
	2022	2021
Fixed billings	\$ 329,251	\$ 309,860
Variable billings	32,974	31,649
<b>Total contractual operating lease billings</b>	<b>362,225</b>	<b>341,509</b>
Adjustment for straight-line rents and amortization of acquired below-market leases and other, net	20,806	(5,781)
Less: write-off of straight-line rent and tenant receivables deemed uncollectible	—	(3,670)
<b>Lease revenues</b>	<b>\$ 383,031</b>	<b>\$ 332,058</b>

(3) Represents the elimination of theMART and 555 California Street Building Maintenance Services LLC ("BMS") cleaning fees which are included as income in the New York segment.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**5. Real Estate Fund Investments**

We are the general partner and investment manager of Vornado Capital Partners Real Estate Fund (the “Fund”) and own a 25.0% interest in the Fund, which had an initial eight-year term ending February 2019. On January 29, 2018, the Fund's term was extended to February 2023, by which time the Fund intends to dispose of its remaining investments and wind down its business. The Fund's three-year investment period ended in July 2013. The Fund is accounted for under ASC Topic 946, *Financial Services – Investment Companies* (“ASC 946”) and its investments are reported on its balance sheet at fair value, with changes in value each period recognized in earnings. We consolidate the accounts of the Fund into our consolidated financial statements, retaining the fair value basis of accounting.

We are the general partner and investment manager of the Crowne Plaza Times Square Hotel Joint Venture (the “Crowne Plaza Joint Venture”) and own a 57.1% interest in the joint venture which owns the 24.3% interest in the Crowne Plaza Times Square Hotel not owned by the Fund. The Crowne Plaza Joint Venture is also accounted for under ASC 946 and we consolidate the accounts of the joint venture into our consolidated financial statements, retaining the fair value basis of accounting. On June 9, 2020, the joint venture between the Fund and the Crowne Plaza Joint Venture defaulted on the \$274,355,000 non-recourse loan on the Crowne Plaza Times Square Hotel. The interest-only loan, which bears interest at a floating rate of LIBOR plus 3.69% (4.15% as of March 31, 2022) and provides for additional default interest of 3.00%, was scheduled to mature on July 9, 2020.

On April 12, 2021, the Fund defaulted on the \$82,750,000 non-recourse loan on 1100 Lincoln Road. The interest-only loan currently bears interest at a floating rate of prime plus 1.40% (4.90% as of March 31, 2022) and provides for additional default interest of 3.00%. The loan was scheduled to mature on July 27, 2021.

As of March 31, 2022, we had three real estate fund investments through the Fund and the Crowne Plaza Joint Venture with an aggregate fair value of \$13,402,000, \$322,383,000 below cost, and had remaining unfunded commitments of \$28,465,000, of which our share was \$8,849,000. As of December 31, 2021, those three real estate fund investments had an aggregate fair value of \$7,730,000.

Below is a summary of income from the Fund and the Crowne Plaza Joint Venture.

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Net unrealized income (loss) on held investments	\$ 5,672	\$ (494)
Net investment income	2	325
Income (loss) from real estate fund investments	5,674	(169)
Less (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(3,964)	429
Income from real estate fund investments net of noncontrolling interests in consolidated subsidiaries	<u>\$ 1,710</u>	<u>\$ 260</u>

**6. Investments in Partially Owned Entities**

*Fifth Avenue and Times Square JV*

As of March 31, 2022, we own a 51.5% common interest in a joint venture (“Fifth Avenue and Times Square JV”) which owns interests in properties located at 640 Fifth Avenue, 655 Fifth Avenue, 666 Fifth Avenue, 689 Fifth Avenue, 697-703 Fifth Avenue, 1535 Broadway and 1540 Broadway (collectively, the “Properties”). The remaining 48.5% common interest in the joint venture is owned by a group of institutional investors (the “Investors”). Our 51.5% common interest in the joint venture represents an effective 51.0% interest in the Properties. The 48.5% common interest in the joint venture owned by the Investors represents an effective 47.2% interest in the Properties. We provide various services to Fifth Avenue and Times Square JV in accordance with management, development, leasing and other agreements.

We also own \$1.828 billion of preferred equity security interests in certain of the properties. The preferred equity has an annual coupon of 4.25% through April 2024, increasing to 4.75% for the subsequent five years and thereafter at a formulaic rate. It can be redeemed under certain conditions on a tax deferred basis.

As of March 31, 2022, the carrying amount of our investment in the joint venture was less than our share of the equity in the net assets of the joint venture by approximately \$384,591,000, the basis difference primarily resulting from non-cash impairment losses recognized during 2020. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Fifth Avenue and Times Square JV’s assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as a reduction to depreciation expense over their estimated useful lives.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**6. Investments in Partially Owned Entities - continued**

*Alexander's, Inc. ("Alexander's") (NYSE: ALX)*

As of March 31, 2022, we own 1,654,068 Alexander's common shares, or approximately 32.4% of Alexander's common equity. We manage, develop and lease Alexander's properties pursuant to agreements which expire in March of each year and are automatically renewable.

As of March 31, 2022, the market value ("fair value" pursuant to ASC Topic 820, *Fair Value Measurements* ("ASC 820")) of our investment in Alexander's, based on Alexander's March 31, 2022 closing share price of \$256.23, was \$423,822,000, or \$331,043,000 in excess of the carrying amount on our consolidated balance sheets. As of March 31, 2022, the carrying amount of our investment in Alexander's, excluding amounts owed to us, exceeded our share of the equity in the net assets of Alexander's by approximately \$30,044,000. The majority of this basis difference resulted from the excess of our purchase price for the Alexander's common stock acquired over the book value of Alexander's net assets. Substantially all of this basis difference was allocated, based on our estimates of the fair values of Alexander's assets and liabilities, to real estate (land and buildings). We are amortizing the basis difference related to the buildings into earnings as additional depreciation expense over their estimated useful lives. This depreciation is not material to our share of equity in Alexander's net income.

Below is a schedule summarizing our investments in partially owned entities.

(Amounts in thousands)

	Percentage Ownership at March 31, 2022	Balance as of	
		March 31, 2022	December 31, 2021
<b>Investments:</b>			
Fifth Avenue and Times Square JV (see page 22 for details):	51.5%	\$ 2,773,505	\$ 2,770,633
Partially owned office buildings/land <sup>(1)</sup>	Various	310,580	306,989
Alexander's	32.4%	92,779	91,405
Other investments <sup>(2)</sup>	Various	122,765	128,362
		<u>\$ 3,299,629</u>	<u>\$ 3,297,389</u>
<b>Investments in partially owned entities included in other liabilities<sup>(3)</sup>:</b>			
7 West 34th Street	53.0%	\$ (61,279)	\$ (60,918)
85 Tenth Avenue	49.9%	(16,033)	(18,067)
		<u>\$ (77,312)</u>	<u>\$ (78,985)</u>

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, 512 West 22nd Street, 61 Ninth Avenue and others.

(2) Includes interests in Independence Plaza, Rosslyn Plaza and others.

(3) Our negative basis results from distributions in excess of our investment.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**6. Investments in Partially Owned Entities - continued**

Below is a schedule of income from partially owned entities.

(Amounts in thousands)

	Percentage Ownership at March 31, 2022	For the Three Months Ended March 31,	
		2022	2021
<b>Our share of net income:</b>			
Fifth Avenue and Times Square JV (see page 22 for details):			
Equity in net income	51.5%	\$ 16,309	\$ 9,606
Return on preferred equity, net of our share of the expense		9,226	9,226
		<u>25,535</u>	<u>18,832</u>
Alexander's (see page 23 for details):			
Equity in net income	32.4%	4,671	5,729
Management, leasing and development fees		1,020	575
		<u>5,691</u>	<u>6,304</u>
Partially owned office buildings <sup>(1)</sup>	Various	2,477	5,972
Other investments <sup>(2)</sup>	Various	11	(2,035)
		<u>\$ 33,714</u>	<u>\$ 29,073</u>

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue (consolidated from August 5, 2021), 7 West 34th Street, 512 West 22nd Street, 61 Ninth Avenue, 85 Tenth Avenue and others.

(2) Includes interests in Independence Plaza, Rosslyn Plaza and others.

**7. 220 Central Park South ("220 CPS")**

During the three months ended March 31, 2022, we closed on the sale of one condominium unit at 220 CPS for net proceeds of \$15,095,000 resulting in a financial statement net gain of \$6,001,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income. In connection with this sale, \$589,000 of income tax expense was recognized on our consolidated statements of income. From inception to March 31, 2022, we have closed on the sale of 107 units for net proceeds of \$3,021,991,000 resulting in financial statement net gains of \$1,123,256,000.

**8. Dispositions**

*SoHo Properties*

On January 13, 2022, we sold two Manhattan retail properties located at 478-482 Broadway and 155 Spring Street for \$84,500,000 and realized net proceeds of \$81,399,000. In connection with the sale, we recognized a net gain of \$551,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income.



**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**9. Identified Intangible Assets and Liabilities**

The following summarizes our identified intangible assets (primarily above-market leases) and liabilities (primarily below-market leases).

(Amounts in thousands)

	Balance as of	
	March 31, 2022	December 31, 2021
<b>Identified intangible assets:</b>		
Gross amount	\$ 249,276	\$ 252,081
Accumulated amortization	(99,663)	(97,186)
Total, net	<u>\$ 149,613</u>	<u>\$ 154,895</u>
<b>Identified intangible liabilities (included in deferred revenue):</b>		
Gross amount	\$ 255,303	\$ 256,065
Accumulated amortization	(213,558)	(212,245)
Total, net	<u>\$ 41,745</u>	<u>\$ 43,820</u>

Amortization of acquired below-market leases, net of acquired above-market leases, resulted in an increase to rental revenues of \$917,000 and \$3,166,000 for the three months ended March 31, 2022 and 2021, respectively. Estimated annual amortization for each of the five succeeding years commencing January 1, 2023 is below:

(Amounts in thousands)	Acquired below (above) market leases, net
2023	\$ 5,359
2024	2,264
2025	844
2026	649
2027	(119)

Amortization of all other identified intangible assets (a component of depreciation and amortization expense) was \$4,125,000 and \$1,326,000 for the three months ended March 31, 2022 and 2021, respectively. Estimated annual amortization for each of the five succeeding years commencing January 1, 2023 is below:

(Amounts in thousands)	Other identified intangible assets
2023	\$ 8,267
2024	7,431
2025	6,332
2026	6,193
2027	5,590

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**10. Debt**

The following is a summary of our debt:

(Amounts in thousands)

	Weighted Average Interest Rate at March 31, 2022	Balance as of	
		March 31, 2022	December 31, 2021
<b>Mortgages Payable:</b>			
Fixed rate	2.80%	\$ 2,190,000	\$ 2,190,000
Variable rate	1.93%	3,903,815	3,909,215
Total	2.24%	6,093,815	6,099,215
Deferred financing costs, net and other		(43,122)	(45,872)
Total, net		\$ 6,050,693	\$ 6,053,343
<b>Unsecured Debt:</b>			
Senior unsecured notes	3.02%	\$ 1,200,000	\$ 1,200,000
Deferred financing costs, net and other		(9,699)	(10,208)
Senior unsecured notes, net		1,190,301	1,189,792
Unsecured term loan	3.72%	800,000	800,000
Deferred financing costs, net and other		(1,925)	(2,188)
Unsecured term loan, net		798,075	797,812
Unsecured revolving credit facilities	1.35%	575,000	575,000
Total, net		\$ 2,563,376	\$ 2,562,604

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**11. Redeemable Noncontrolling Interests**

*Redeemable Noncontrolling Partnership Units*

Redeemable noncontrolling partnership units are primarily comprised of Class A Operating Partnership units held by third parties and are recorded at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to “additional capital” in Vornado’s consolidated statements of changes in equity and to “partners’ capital” on the consolidated balance sheets of the Operating Partnership.

Below is a table summarizing the activity of redeemable noncontrolling partnership units.

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Beginning balance	\$ 590,975	\$ 511,747
Net income	1,994	329
Other comprehensive income	5,134	886
Distributions	(7,584)	(7,461)
Redemption of Class A units for Vornado common shares, at redemption value	(717)	(4,103)
Redeemable Class A unit measurement adjustment	46,651	126,936
Other, net	13,305	11,859
Ending balance	<u>\$ 649,758</u>	<u>\$ 640,193</u>

As of March 31, 2022 and December 31, 2021, the aggregate redemption value of redeemable Class A units of the Operating Partnership, which are those units held by third parties, was \$646,223,000 and \$587,440,000, respectively, based on Vornado’s quarter-end closing common share price.

Redeemable noncontrolling partnership units exclude our Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units, as they are accounted for as liabilities in accordance with ASC Topic 480, *Distinguishing Liabilities and Equity*. Accordingly, the fair value of these units is included as a component of “other liabilities” on our consolidated balance sheets and aggregated \$49,775,000 and \$49,659,000 as of March 31, 2022 and December 31, 2021, respectively. Changes in the value from period to period, if any, are charged to “interest and debt expense” on our consolidated statements of income.

*Redeemable Noncontrolling Interest in a Consolidated Subsidiary*

A consolidated joint venture in which we own a 95% interest is developing Farley Office and Retail (the “Project”). During 2020, a historic tax credit investor (the “Tax Credit Investor”) funded \$92,400,000 of capital contributions and is expected to make additional capital contributions in future periods.

The arrangement includes a put option whereby the joint venture may be obligated to purchase the Tax Credit Investor’s ownership interest in the Project at a future date. The put price is calculated based on a pre-determined formula. As exercise of the put option is outside of the joint venture’s control, the Tax Credit Investor’s interest, together with the put option, have been recorded to “redeemable noncontrolling interest in a consolidated subsidiary” on our consolidated balance sheets. The redeemable noncontrolling interest is recorded at the greater of the carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to “additional capital” in Vornado’s consolidated statements of changes in equity and to “partners’ capital” on the consolidated balance sheets of the Operating Partnership. There was no adjustment required for the three months ended March 31, 2022 and 2021.

Below is a table summarizing the activity of the redeemable noncontrolling interest in a consolidated subsidiary.

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Beginning balance	\$ 97,708	\$ 94,520
Net loss	(305)	(83)
Ending balance	<u>\$ 97,403</u>	<u>\$ 94,437</u>

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**12. Shareholders' Equity/Partners' Capital**

The following table sets forth the details of our dividends/distributions per common share/Class A unit and dividends/distributions per share/unit for each class of preferred shares/units of beneficial interest.

(Per share/unit)

	For the Three Months Ended March 31,	
	2022	2021
<b>Shares/Units:</b>		
Common shares/Class A units held by Vornado: authorized 250,000,000 shares/units	\$ 0.53	\$ 0.53
Convertible Preferred <sup>(1)</sup> :		
6.5% Series A: authorized 12,902 and 13,402 shares/units <sup>(2)</sup>	0.8125	0.8125
Cumulative Redeemable Preferred <sup>(3)</sup> :		
5.70% Series K: authorized 12,000,000 shares/units	N/A	0.3563
5.40% Series L: authorized 13,800,000 shares/units	0.3375	0.3375
5.25% Series M: authorized 13,800,000 shares/units	0.3281	0.3281
5.25% Series N: authorized 12,000,000 shares/units	0.3281	0.3281
4.45% Series O: authorized 12,000,000 shares/units	0.2781	N/A

(1) Dividends on preferred shares and distributions on preferred units are cumulative and are payable quarterly in arrears.

(2) Redeemable at the option of Vornado under certain circumstances, at a redemption price of 1.9531 common shares/Class A units per Series A Preferred Share/Unit plus accrued and unpaid dividends/distributions through the date of redemption, or convertible at any time at the option of the holder for 1.9531 common shares/Class A units per Series A Preferred Share/Unit.

(3) Series L preferred shares/units are redeemable at Vornado's option at a redemption price of \$25.00 per share/unit, plus accrued and unpaid dividends/distributions through the date of redemption. Series M preferred shares/units are redeemable commencing December 2022, Series N preferred shares/units are redeemable commencing November 2025 and Series O preferred shares/units, issued in September 2021, are redeemable commencing September 2026. Series K preferred shares/units were redeemed on October 13, 2021.

*Accumulated Other Comprehensive Income (Loss)*

The following table sets forth the changes in accumulated other comprehensive income (loss) by component.

(Amounts in thousands)

	Total	Accumulated other comprehensive (loss) income of nonconsolidated subsidiaries	Change in fair value of interest rate swaps and other	Other
<b>For the three months ended March 31, 2022:</b>				
Balance as of December 31, 2021	\$ (17,534)	\$ (4,063)	\$ (14,761)	\$ 1,290
Other comprehensive income (loss)	69,310	9,205	65,239	(5,134)
Balance as of March 31, 2022	<u>\$ 51,776</u>	<u>\$ 5,142</u>	<u>\$ 50,478</u>	<u>\$ (3,844)</u>
<b>For the three months ended March 31, 2021:</b>				
Balance as of December 31, 2020	\$ (75,099)	\$ (14,338)	\$ (66,098)	\$ 5,337
Other comprehensive income (loss)	14,346	3,591	11,642	(887)
Balance as of March 31, 2021	<u>\$ (60,753)</u>	<u>\$ (10,747)</u>	<u>\$ (54,456)</u>	<u>\$ 4,450</u>

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**13. Variable Interest Entities ("VIEs")**

*Unconsolidated VIEs*

As of March 31, 2022 and December 31, 2021, we have several unconsolidated VIEs. We do not consolidate these entities because we are not the primary beneficiary and the nature of our involvement in the activities of these entities does not give us power over decisions that significantly affect these entities' economic performance. We account for our investment in these entities under the equity method (see Note 6 – *Investments in Partially Owned Entities*). As of March 31, 2022 and December 31, 2021, the net carrying amount of our investments in these entities was \$68,999,000 and \$69,435,000, respectively, and our maximum exposure to loss in these entities is limited to the carrying amount of our investments.

*Consolidated VIEs*

Our most significant consolidated VIEs are the Operating Partnership (for Vornado), the Farley joint venture and certain properties that have noncontrolling interests. These entities are VIEs because the noncontrolling interests do not have substantive kick-out or participating rights. We consolidate these entities because we control all significant business activities.

As of March 31, 2022, the total assets and liabilities of our consolidated VIEs, excluding the Operating Partnership, were \$4,503,754,000 and \$2,449,879,000, respectively. As of December 31, 2021, the total assets and liabilities of our consolidated VIEs, excluding the Operating Partnership, were \$4,564,621,000 and \$2,517,652,000, respectively.

**14. Fair Value Measurements**

ASC 820 defines fair value and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). 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 as well as certain U.S. Treasury securities that are highly liquid and are actively traded in secondary markets; 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. Considerable judgment is necessary to interpret Level 2 and 3 inputs in determining the fair value of our financial and non-financial assets and liabilities. Accordingly, our fair value estimates, which are made at the end of each reporting period, may be different than the amounts that may ultimately be realized upon sale or disposition of these assets.

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis*

Financial assets and liabilities that are measured at fair value on our consolidated balance sheets consist of (i) investments in U.S. Treasury bills (classified as available-for-sale), (ii) real estate fund investments, (iii) the assets in our deferred compensation plan (for which there is a corresponding liability on our consolidated balance sheets), (iv) loans receivable (for which we have elected the fair value option under ASC Subtopic 825-10, *Financial Instruments* ("ASC 825-10")), (v) interest rate swaps and caps and (vi) mandatorily redeemable instruments (Series G-1 through G-4 convertible preferred units and Series D-13 cumulative redeemable preferred units). The tables on the following page, aggregate the fair values of these financial assets and liabilities by their levels in the fair value hierarchy.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**14. Fair Value Measurements - continued**

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued*

(Amounts in thousands)

	As of March 31, 2022			
	Total	Level 1	Level 2	Level 3
Investments in U.S. Treasury bills <sup>(1)</sup>	\$ 645,360	\$ 645,360	\$ —	\$ —
Real estate fund investments	13,402	—	—	13,402
Deferred compensation plan assets (\$9,084 included in restricted cash and \$98,086 in other assets)	107,170	62,644	—	44,526
Loans receivable (\$47,372 included in investments in partially owned entities and \$3,476 in other assets)	50,848	—	—	50,848
Interest rate swaps and caps (included in other assets)	59,739	—	59,739	—
<b>Total assets</b>	<b>\$ 876,519</b>	<b>\$ 708,004</b>	<b>\$ 59,739</b>	<b>\$ 108,776</b>
Mandatorily redeemable instruments (included in other liabilities)	\$ 49,775	\$ 49,775	\$ —	\$ —
Interest rate swaps (included in other liabilities)	7,737	—	7,737	—
<b>Total liabilities</b>	<b>\$ 57,512</b>	<b>\$ 49,775</b>	<b>\$ 7,737</b>	<b>\$ —</b>

(Amounts in thousands)

	As of December 31, 2021			
	Total	Level 1	Level 2	Level 3
Real estate fund investments	\$ 7,730	\$ —	\$ —	\$ 7,730
Deferred compensation plan assets (\$9,104 included in restricted cash and \$101,070 in other assets)	110,174	65,158	—	45,016
Loans receivable (\$46,444 included in investments in partially owned entities and \$3,738 in other assets)	50,182	—	—	50,182
Interest rate swaps and caps (included in other assets)	18,929	—	18,929	—
<b>Total assets</b>	<b>\$ 187,015</b>	<b>\$ 65,158</b>	<b>\$ 18,929</b>	<b>\$ 102,928</b>
Mandatorily redeemable instruments (included in other liabilities)	\$ 49,659	\$ 49,659	\$ —	\$ —
Interest rate swaps (included in other liabilities)	32,837	—	32,837	—
<b>Total liabilities</b>	<b>\$ 82,496</b>	<b>\$ 49,659</b>	<b>\$ 32,837</b>	<b>\$ —</b>

(1) During the three months ended March 31, 2022, we purchased \$645,920 in U.S. Treasury bills with an aggregate par value of \$650,000. As of March 31, 2022, our investments in U.S. Treasury bills have an aggregate amortized cost of \$646,049 and have remaining maturities of less than one year.

**Real Estate Fund Investments**

As of March 31, 2022, we had three real estate fund investments with an aggregate fair value of \$13,402,000, \$322,383,000 below cost. These investments are classified as Level 3.

Significant unobservable quantitative inputs used in determining the fair value of each investment include capitalization rates and discount rates. These rates are based on the location, type and nature of each property, current and anticipated market conditions, industry publications and from the experience of our Acquisitions and Capital Markets departments. Significant unobservable quantitative inputs in the table below were utilized in determining the fair value of these real estate fund investments.

Unobservable Quantitative Input	Range		Weighted Average (based on fair value of assets)	
	March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
Discount rates	11.8% to 13.0%	12.0% to 15.0%	12.5%	13.2%
Terminal capitalization rates	5.5% to 9.1%	5.5% to 8.8%	7.5%	7.4%

The inputs above are subject to change based on changes in economic and market conditions and/or changes in use or timing of exit. Changes in discount rates and terminal capitalization rates result in increases or decreases in the fair values of these investments. The discount rates encompass, among other things, uncertainties in the valuation models with respect to terminal capitalization rates and the amount and timing of cash flows. Therefore, a change in the fair value of these investments resulting from a change in the terminal capitalization rate may be partially offset by a change in the discount rate. It is not possible for us to predict the effect of future economic or market conditions on our estimated fair values.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**14. Fair Value Measurements - continued**

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued*

Real Estate Fund Investments - continued

The table below summarizes the changes in the fair value of real estate fund investments that are classified as Level 3.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Beginning balance	\$ 7,730	\$ 3,739
Purchases/additional fundings	—	494
Net unrealized income (loss) on held investments	5,672	(494)
Ending balance	<u>\$ 13,402</u>	<u>\$ 3,739</u>

Deferred Compensation Plan Assets

Deferred compensation plan assets that are classified as Level 3 consist of investments in limited partnerships and investment funds, which are managed by third parties. We receive quarterly financial reports that provide net asset values on a fair value basis from a third-party administrator, which are compiled from the quarterly reports provided to them from each limited partnership and investment fund. The period of time over which these underlying assets are expected to be liquidated is unknown. The third-party administrator does not adjust these values in determining our share of the net assets and we do not adjust these values when reported in our consolidated financial statements.

The table below summarizes the changes in the fair value of deferred compensation plan assets that are classified as Level 3.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Beginning balance	\$ 45,016	\$ 39,928
Purchases	843	449
Sales	(907)	(145)
Realized and unrealized (losses) gains	(1,240)	1,293
Other, net	814	114
Ending balance	<u>\$ 44,526</u>	<u>\$ 41,639</u>

Loans Receivable

Loans receivable consist of loan investments in real estate related assets for which we have elected the fair value option under ASC 825-10. These investments are classified as Level 3.

Significant unobservable quantitative inputs used in determining the fair value of each investment include capitalization rates and discount rates. These rates are based on the location, type and nature of each property, current and anticipated market conditions, industry publications and from the experience of our Acquisitions and Capital Markets departments. Significant unobservable quantitative inputs in the table below were utilized in determining the fair value of these loans receivable.

Unobservable Quantitative Input	Range		Weighted Average (based on fair value of investments)	
	March 31, 2022	December 31, 2021	March 31, 2022	December 31, 2021
Discount rates	6.5%	6.5%	6.5%	6.5%
Terminal capitalization rates	5.0%	5.0%	5.0%	5.0%

The table below summarizes the changes in fair value of loans receivable that are classified as Level 3.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Beginning balance	\$ 50,182	\$ 47,743
Interest accrual	1,199	841
Paydowns	(533)	(375)
Ending balance	<u>\$ 50,848</u>	<u>\$ 48,209</u>

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
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**14. Fair Value Measurements - continued**

*Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis - continued*

Derivatives and Hedging

We utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. We recognize the fair values of all derivatives in "other assets" or "other liabilities" on our consolidated balance sheets. Derivatives that are not hedges are adjusted to fair value through earnings. If a derivative is a hedge, depending on the nature of the hedge, changes in the fair value of the derivative will either be offset against the change in fair value of the hedged asset, liability, or firm commitment through earnings, or recognized in other comprehensive income until the hedged item is recognized in earnings. Reported net income and equity may increase or decrease prospectively, depending on future levels of interest rates and other variables affecting the fair values of derivative instruments and hedged items, but will have no effect on cash flows.

The following tables summarize our consolidated derivative instruments, all of which hedge variable rate debt, as of March 31, 2022 and December 31, 2021.

(Amounts in thousands)

Hedged Item	Fair Value	Notional Amount	As of March 31, 2022			
			Variable Rate			
			Spread over LIBOR	Interest Rate	Swapped Rate	Expiration Date
Included in other assets:						
555 California Street mortgage loan interest rate swap	\$ 36,322	\$ 840,000 <sup>(1)</sup>	L+193	2.33%	2.26%	5/24
PENN 11 mortgage loan interest rate swap	19,825	500,000	L+195	2.24%	2.23%	3/24
33-00 Northern Boulevard mortgage loan interest rate swap	296	100,000	L+180	2.11%	4.14%	1/25
Various interest rate caps	3,296	1,650,000				
	<u>\$ 59,739</u>	<u>\$ 3,090,000</u>				
Included in other liabilities:						
Unsecured term loan interest rate swap	\$ 7,737	\$ 750,000 <sup>(2)</sup>	L+100	1.45%	3.87%	10/23

See notes below.

(Amounts in thousands)

Hedged Item	Fair Value	Notional Amount	As of December 31, 2021			
			Variable Rate			
			Spread over LIBOR	Interest Rate	Swapped Rate	Expiration Date
Included in other assets:						
555 California Street mortgage loan interest rate swap	\$ 11,814	\$ 840,000 <sup>(1)</sup>	L+193	2.04%	2.26%	5/24
PENN 11 mortgage loan interest rate swap	6,565	500,000	L+195	2.05%	2.23%	3/24
Various interest rate caps	550	1,650,000				
	<u>\$ 18,929</u>	<u>\$ 2,990,000</u>				
Included in other liabilities:						
Unsecured term loan interest rate swap	\$ 28,976	\$ 750,000 <sup>(2)</sup>	L+100	1.10%	3.87%	10/23
33-00 Northern Boulevard mortgage loan interest rate swap	3,861	100,000	L+180	1.91%	4.14%	1/25
	<u>\$ 32,837</u>	<u>\$ 850,000</u>				

(1) Represents our 70.0% share of the \$1.2 billion mortgage loan.

(2) Remaining \$50,000 balance of our unsecured term loan bears interest at a floating rate of LIBOR plus 1.00%.



**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**14. Fair Value Measurements - continued**

*Fair Value Measurements on a Nonrecurring Basis*

There were no assets measured at fair value on a nonrecurring basis on our consolidated balance sheets as of March 31, 2022 and December 31, 2021.

*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 (primarily money market funds, which invest in obligations of the United States government) and our secured and unsecured debt. Estimates of the fair value of these instruments are determined by the standard practice of modeling the contractual cash flows required under the instrument and discounting them back to their present value at the appropriate current risk adjusted interest rate, which is provided by a third-party specialist. For floating rate debt, we use forward rates derived from observable market yield curves to project the expected cash flows we would be required to make under the instrument. The fair value of cash equivalents and borrowings under our unsecured revolving credit facilities and unsecured term loan are classified as Level 1. The fair value of our secured debt and unsecured debt are classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments.

(Amounts in thousands)

	As of March 31, 2022		As of December 31, 2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Cash equivalents	\$ 588,242	\$ 588,000	\$ 1,346,684	\$ 1,347,000
Debt:				
Mortgages payable	\$ 6,093,815	\$ 5,997,000	\$ 6,099,215	\$ 6,052,000
Senior unsecured notes	1,200,000	1,152,000	1,200,000	1,230,000
Unsecured term loan	800,000	800,000	800,000	800,000
Unsecured revolving credit facilities	575,000	575,000	575,000	575,000
Total	\$ 8,668,815 <sup>(1)</sup>	\$ 8,524,000	\$ 8,674,215 <sup>(1)</sup>	\$ 8,657,000

(1) Excludes \$54,746 and \$58,268 of deferred financing costs, net and other as of March 31, 2022 and December 31, 2021, respectively.

**15. Stock-based Compensation**

We account for all equity-based compensation in accordance with ASC Topic 718, *Compensation - Stock Compensation*. Stock-based compensation expense, a component of "general and administrative" expense on our consolidated statements of income, was \$13,155,000 and \$21,225,000 for the three months ended March 31, 2022 and 2021, respectively.

*2022 Long-Term Performance Award*

On January 12, 2022, the Compensation Committee of Vornado's Board of Trustees approved the 2022 Long-Term Performance Plan ("LTTP"), a multi-year, restricted operating partnership ("LTIP") units-based performance equity compensation plan. Awards under the 2022 LTTP are bifurcated between operational performance (50%) and relative performance (50%) measurements and may be earned at specified threshold, target and maximum levels.

The operational component awards may be earned based on Vornado's 2022 operational performance in the following categories:

- FFO, as adjusted per share (75% weighting); and
- ESG performance metrics consisting of greenhouse emissions reductions, Global Real Estate Sustainability Benchmark ("GRESB") score and Green Building Certification (LEED) achievements (aggregate 25% weighting).

Any LTTP award units tentatively earned based on Vornado's 2022 operational performance are subject to an absolute return modifier pursuant to which such award units are subject to a potential reduction (but not increase) of up to 30% if Vornado's aggregate total three-year total shareholder return ("TSR") for 2022-2025 is below specified levels.

Awards under relative components may be earned based on Vornado's three-year TSR, measured against the Dow Jones U.S. Real Estate Office Index (50% weighting) and a Northeast peer group custom index (50% weighting). Awards earned under the relative component of the LTTP are subject to reductions of up to 30% if Vornado's three-year TSR is below specified levels.

If the designated performance objectives are achieved, awards earned under 2022 LTTP will vest 50% in January 2025 and 50% in January 2026. In addition, the Chief Executive Officer is required to hold any earned and vested awards for three years following each such vesting date and all other award recipients are required to hold such awards for one year following each such vesting date. Dividends on awards granted under the 2022 LTTP accrue during the applicable performance period and are paid to participants if awards are ultimately earned based on the achievement of the designated performance objectives.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**16. Interest and Other Investment Income, Net**

The following table sets forth the details of interest and other investment income, net:

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Interest on loans receivable	\$ 825	\$ 560
Amortization of discount on investments in U.S. Treasury bills	129	—
Interest on cash and cash equivalents and restricted cash	64	62
Other, net	—	900
	<u>\$ 1,018</u>	<u>\$ 1,522</u>

**17. Interest and Debt Expense**

The following table sets forth the details of interest and debt expense:

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Interest expense	\$ 50,801	\$ 55,651
Capitalized interest and debt expense	(3,520)	(10,267)
Amortization of deferred financing costs	4,828	4,680
	<u>\$ 52,109</u>	<u>\$ 50,064</u>

**18. Income Per Share/Income Per Class A Unit**

*Vornado Realty Trust*

The following table presents the calculations of (i) basic income per common share which includes the weighted average number of common shares outstanding without regard to dilutive potential common shares and (ii) diluted income per common share which includes weighted average common shares outstanding and dilutive share equivalents. Unvested share-based payment awards that contain nonforfeitable rights to dividends, whether paid or unpaid, are accounted for as participating securities. Earnings are allocated to participating securities, which include restricted stock awards, based on the two-class method. Our share-based payment awards, including employee stock options, restricted Operating Partnership units ("OP Units"), out-performance plan awards ("OPPs"), appreciation-only long term incentive plan units ("AO LTIP Units"), Performance Conditioned AO LTIP Units and LTIP units, are included in the calculation of diluted income per share using the treasury stock method if dilutive. Our convertible securities, including our Series A convertible preferred shares, Series G-1 through G-4 convertible preferred units and Series D-13 redeemable preferred units, are reflected in diluted income per share by application of the if-converted method if dilutive.

(Amounts in thousands, except per share amounts)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Numerator:</b>		
Net income attributable to Vornado	\$ 42,007	\$ 20,550
Preferred share dividends	(15,529)	(16,467)
Net income attributable to common shareholders	26,478	4,083
Earnings allocated to unvested participating securities	(5)	(9)
Numerator for basic and diluted income per share	<u>\$ 26,473</u>	<u>\$ 4,074</u>
<b>Denominator:</b>		
Denominator for basic income per share – weighted average shares	191,724	191,418
Effect of dilutive securities <sup>(1)</sup> :		
Share-based payment awards	314	613
Denominator for diluted income per share – weighted average shares and assumed conversions	<u>192,038</u>	<u>192,031</u>
<b>INCOME PER COMMON SHARE - BASIC:</b>		
Net income per common share	<u>\$ 0.14</u>	<u>\$ 0.02</u>
<b>INCOME PER COMMON SHARE - DILUTED:</b>		
Net income per common share	<u>\$ 0.14</u>	<u>\$ 0.02</u>

(1) The effect of dilutive securities excluded an aggregate of 15,185 and 13,485 weighted average common share equivalents for the three months ended March 31, 2022 and 2021, respectively, as their effect was anti-dilutive.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**18. Income Per Share/Income Per Class A Unit - continued**

*Vornado Realty L.P.*

The following table presents the calculations of (i) basic income per Class A unit which includes the weighted average number of Class A units outstanding without regard to dilutive potential Class A units and (ii) diluted income per Class A unit which includes the weighted average Class A units outstanding and dilutive Class A unit equivalents. Unvested share-based payment awards that contain non-forfeitable rights to dividends, whether paid or unpaid, are accounted for as participating securities. Earnings are allocated to participating securities, which include Vornado restricted stock awards and our OP Units, based on the two-class method. Our other share-based payment awards, including Vornado stock options, OPPs, AO LTIP Units, Performance Conditioned AO LTIP Units and LTPP Units, are included in the calculation of diluted income per Class A unit using the treasury stock method if dilutive. Our convertible securities, including our Series A convertible preferred units, Series G-1 through G-4 convertible preferred units and Series D-13 redeemable preferred units, are reflected in diluted income per Class A unit by application of the if-converted method if dilutive.

(Amounts in thousands, except per unit amounts)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
<b>Numerator:</b>		
Net income attributable to Vornado Realty L.P.	\$ 44,001	\$ 20,879
Preferred unit distributions	(15,558)	(16,508)
Net income attributable to Class A unitholders	28,443	4,371
Earnings allocated to unvested participating securities	(639)	(721)
Numerator for basic and diluted income per Class A unit	\$ 27,804	\$ 3,650
<b>Denominator:</b>		
Denominator for basic income per Class A unit – weighted average units	205,141	204,072
Effect of dilutive securities <sup>(1)</sup> :		
Share-based payment awards	755	829
Denominator for diluted income per Class A unit – weighted average units and assumed conversions	205,896	204,901
<b>INCOME PER CLASS A UNIT - BASIC:</b>		
Net income per Class A unit	\$ 0.14	\$ 0.02
<b>INCOME PER CLASS A UNIT - DILUTED:</b>		
Net income per Class A unit	\$ 0.14	\$ 0.02

(1) The effect of dilutive securities excluded an aggregate of 1,327 and 615 weighted average Class A unit equivalents for the three months ended March 31, 2022 and 2021, respectively, as their effect was anti-dilutive.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**19. Commitments and Contingencies**

*Insurance*

For our properties, we maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, of which \$250,000,000 includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of \$350,000,000 per occurrence and in the aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for certified terrorism acts with limits of \$6.0 billion per occurrence and in the aggregate (as listed below), \$1.2 billion for non-certified acts of terrorism, and \$5.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological ("NBCR") terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027.

Penn Plaza Insurance Company, LLC ("PPIC"), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third-party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$1,799,727 and 20% of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC.

Certain condominiums in which we own an interest (including our leasehold interest in the Farley Condominiums) own insurance policies with different per occurrence and aggregate limits than our policies described above.

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

Our debt instruments, consisting of mortgage loans secured by our properties, senior unsecured notes and revolving credit agreements 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. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance or refinance our properties and expand our portfolio.

*Other Commitments and Contingencies*

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not currently expected to have a material adverse effect on our financial position, results of operations or cash flows.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

In January 2022, we exercised a 25-year renewal option on our PENN 1 ground lease extending the term through June 2073. As a result of the exercise, we remeasured the related ground lease liability to include our 25-year extension option and recorded an estimated incremental right-of-use asset and lease liability of approximately \$350,000,000 which is included in "right-of-use assets" and "lease liabilities", respectively, on our consolidated balance sheets as of March 31, 2022.

In July 2018, we leased 78,000 square feet at 345 Montgomery Street in San Francisco, CA, to a subsidiary of Regus PLC, for an initial term of 15 years. The obligations under the lease were guaranteed by Regus PLC in an amount of up to \$90,000,000. The tenant purported to terminate the lease prior to space delivery. We commenced a suit on October 23, 2019 seeking to enforce the lease and the guaranty. On May 11, 2021, the court issued a final statement of decision in our favor and on July 7, 2021, the Regus subsidiary appealed the decision. On October 9, 2020, the successor to Regus PLC filed for bankruptcy in Luxembourg. We are actively pursuing claims relating to the guaranty against the successor to Regus PLC and its parent, in Luxembourg and other jurisdictions.

Our mortgage loans are non-recourse to us, except for the mortgage loans secured by 640 Fifth Avenue, 7 West 34th Street and 435 Seventh Avenue, which we guaranteed and therefore are part of our tax basis. In certain cases, we have provided guarantees or master leased tenant space. These guarantees and master leases terminate either upon the satisfaction of specified circumstances or repayment of the underlying loans. In addition, we have guaranteed the rent and payments in lieu of real estate taxes due to Empire State Development, an entity of New York State, for Farley Office and Retail. As of March 31, 2022, the aggregate dollar amount of these guarantees and master leases is approximately \$1,575,000,000.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**19. Commitments and Contingencies - continued**

*Other Commitments and Contingencies - continued*

As of March 31, 2022, \$15,273,000 of letters of credit were outstanding under one of our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

Our 95% consolidated joint venture (5% is owned by Related Companies ("Related")) is developing Farley Office and Retail. In connection with the development of the property, the joint venture admitted a historic tax credit investor partner. Under the terms of the historic tax credit arrangement, the joint venture is required to comply with various laws, regulations, and contractual provisions. Non-compliance with applicable requirements could result in projected tax benefits not being realized and, therefore, may require a refund or reduction of the Tax Credit Investor's capital contributions. As of March 31, 2022, the Tax Credit Investor has made \$92,400,000 in capital contributions. Vornado and Related have guaranteed certain of the joint venture's obligations to the Tax Credit Investor.

As investment manager of the Fund we are entitled to an incentive allocation after the limited partners have received a preferred return on their invested capital. The incentive allocation is subject to catch-up and clawback provisions. Accordingly, based on the March 31, 2022 fair value of the Fund assets, at liquidation we would be required to make a \$25,400,000 payment to the limited partners, net of amounts owed to us, representing a clawback of previously paid incentive allocations, which would have no income statement impact as it was previously accrued.

As of March 31, 2022, we expect to fund additional capital to certain of our partially owned entities aggregating approximately \$10,300,000.

As of March 31, 2022, we have construction commitments aggregating approximately \$503,000,000.

**20. Segment Information**

We operate in two reportable segments, New York and Other, which is based on how we manage our business.

Net operating income ("NOI") at share represents total revenues less operating expenses including our share of partially owned entities. NOI at share - cash basis represents NOI at share adjusted to exclude straight-line rental income and expense, amortization of acquired below and above market leases, net and other non-cash adjustments. We consider NOI at share - cash basis to be the primary non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on NOI at share - cash basis, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. NOI at share and NOI at share - cash basis should not be considered alternatives to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**20. Segment Information - continued**

Below is a summary of NOI at share and NOI at share - cash basis by segment for the three months ended March 31, 2022 and 2021.

(Amounts in thousands)

	<b>For the Three Months Ended March 31, 2022</b>		
	<b>Total</b>	<b>New York</b>	<b>Other</b>
Total revenues	\$ 442,130	\$ 358,548	\$ 83,582
Operating expenses	(216,529)	(177,535)	(38,994)
NOI - consolidated	225,601	181,013	44,588
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(20,035)	(13,310)	(6,725)
Add: NOI from partially owned entities	78,692	75,964	2,728
NOI at share	284,258	243,667	40,591
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net, and other	(3,130)	(3,975)	845
NOI at share - cash basis	<u>\$ 281,128</u>	<u>\$ 239,692</u>	<u>\$ 41,436</u>

(Amounts in thousands)

	<b>For the Three Months Ended March 31, 2021</b>		
	<b>Total</b>	<b>New York</b>	<b>Other</b>
Total revenues	\$ 379,977	\$ 303,971	\$ 76,006
Operating expenses	(190,979)	(160,985)	(29,994)
NOI - consolidated	188,998	142,986	46,012
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(17,646)	(8,621)	(9,025)
Add: NOI from partially owned entities	78,756	76,773	1,983
NOI at share	250,108	211,138	38,970
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net, and other	(1,198)	(973)	(225)
NOI at share - cash basis	<u>\$ 248,910</u>	<u>\$ 210,165</u>	<u>\$ 38,745</u>

Below is a reconciliation of net income to NOI at share and NOI at share - cash basis for the three months ended March 31, 2022 and 2021.

(Amounts in thousands)

	<b>For the Three Months Ended March 31,</b>	
	<b>2022</b>	<b>2021</b>
Net income	\$ 53,375	\$ 26,993
Depreciation and amortization expense	117,443	95,354
General and administrative expense	41,216	44,186
Transaction related costs and other	1,005	843
Income from partially owned entities	(33,714)	(29,073)
(Income) loss from real estate fund investments	(5,674)	169
Interest and other investment income, net	(1,018)	(1,522)
Interest and debt expense	52,109	50,064
Net gains on disposition of wholly owned and partially owned assets	(6,552)	—
Income tax expense	7,411	1,984
NOI from partially owned entities	78,692	78,756
NOI attributable to noncontrolling interests in consolidated subsidiaries	(20,035)	(17,646)
NOI at share	284,258	250,108
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other	(3,130)	(1,198)
NOI at share - cash basis	<u>\$ 281,128</u>	<u>\$ 248,910</u>

**VORNADO REALTY TRUST AND VORNADO REALTY L.P.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**(UNAUDITED)**

**21. Subsequent Event**

On April 27, 2022, we entered into an agreement to sell the Center Building, an eight-story 498,000 square foot office building located at 33-00 Northern Boulevard in Long Island City, New York, for \$172,750,000. We expect to close the sale in the third quarter of 2022 and recognize a financial statement gain of approximately \$15,000,000 and a tax gain of approximately \$74,000,000. The sale is subject to customary closing conditions.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Trustees of Vornado Realty Trust

### Results of Review of Interim Financial Information

We have reviewed the accompanying consolidated balance sheet of Vornado Realty Trust and subsidiaries (the "Company") as of March 31, 2022, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the three-month periods ended March 31, 2022 and 2021, and the related notes (collectively referred to as the "interim financial information"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial information for it 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) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2021, 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 14, 2022, 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, 2021, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

### Basis for Review Results

This interim financial information is the responsibility of the Company's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our reviews in accordance with standards of the PCAOB. 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 the standards of the PCAOB, 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.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
May 2, 2022



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of Vornado Realty L.P.

### Results of Review of Interim Financial Information

We have reviewed the accompanying consolidated balance sheet of Vornado Realty L.P. and subsidiaries (the "Partnership") as of March 31, 2022, the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the three-month periods ended March 31, 2022 and 2021, and the related notes (collectively referred to as the "interim financial information"). Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial information for it 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) (PCAOB), the consolidated balance sheet of the Partnership as of December 31, 2021, 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 14, 2022, 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, 2021, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

### Basis for Review Results

This interim financial information is the responsibility of the Partnership's management. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our reviews in accordance with standards of the PCAOB. 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 the standards of the PCAOB, 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.

/s/ DELOITTE & TOUCHE LLP

New York, New York  
May 2, 2022

## 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 performance. They represent our intentions, plans, expectations and beliefs and are subject to numerous assumptions, risks and uncertainties. Our future results, financial condition 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 expressions in this Quarterly Report on Form 10-Q. We also note the following forward-looking statements: in the case of our development and redevelopment projects, the estimated completion date, estimated project cost and cost to complete; and estimates of future capital expenditures, dividends to common and preferred shareholders and operating partnership distributions. Many of the factors that will determine the outcome of these and our other forward-looking statements are beyond our ability to control or predict.

Currently, one of the most significant factors is the ongoing adverse effect of the COVID-19 pandemic on our business, financial condition, results of operations, cash flows, operating performance and the effect it has had and may continue to have on our tenants, the global, national, regional and local economies and financial markets and the real estate market in general. The extent of the impact of the COVID-19 pandemic will continue to depend on future developments, including vaccination rates among the population, the efficacy and durability of vaccines against emerging variants, and governmental and tenant responses thereto, which continue to be uncertain but the impact could be material. Moreover, you are cautioned that the COVID-19 pandemic will heighten many of the risks identified in "Item 1A. Risk Factors" in Part I of our Annual Report on Form 10-K for the year ended December 31, 2021.

For further discussion of factors that could materially affect the outcome of our forward-looking statements, see "Item 1A. Risk Factors" in Part I of our Annual Report on Form 10-K for the year ended December 31, 2021. 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 our 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 occurring after the date of this Quarterly Report on Form 10-Q.

Management's Discussion and Analysis of Financial Condition and Results of Operations includes a discussion of our consolidated financial statements for the three months ended March 31, 2022. 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 months ended March 31, 2022 are not necessarily indicative of the operating results for the full year. Certain prior year balances have been reclassified in order to conform to the current year presentation.

## Overview

Vornado Realty Trust (“Vornado”) is a fully-integrated real estate investment trust (“REIT”) and conducts its business through, and substantially all of its interests in properties are held by, Vornado Realty L.P., a Delaware limited partnership (the “Operating Partnership”). Vornado is the sole general partner of and owned approximately 92.6% of the common limited partnership interest in the Operating Partnership as of March 31, 2022. All references to the “Company,” “we,” “us” and “our” mean, collectively, Vornado, the Operating Partnership and those subsidiaries consolidated by Vornado.

We compete with a large number of real estate investors, property owners and developers, some of whom may be willing to accept lower returns on their investments. Principal factors of competition are rents charged, sales prices, attractiveness of location, the quality of the property and the breadth and the quality of services provided. Our success depends upon, among other factors, trends of the global, national, regional and local economies, the financial condition and operating results of current and prospective tenants and customers, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends. See “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2021 for additional information regarding these factors.

Our business has been adversely affected by the ongoing COVID-19 pandemic and the preventive measures taken to curb the spread of the virus. The pandemic has resulted in governments and other authorities implementing numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place orders, and business closures. Some of the effects on us include the following:

- While substantially all of the limitations and restrictions imposed on our retail tenants during the onset of the pandemic have been lifted, economic conditions and other factors, including a decline in Manhattan tourism since the onset of the virus, continue to adversely affect the financial health of our retail tenants.
- While our buildings are open, many of our office tenants are working remotely.
- We permanently closed the Hotel Pennsylvania on April 5, 2021 and plan to develop an office tower on the site.
- Trade shows at theMART were cancelled beginning March of 2020 and resumed in the third quarter of 2021 with generally lower attendance than pre-pandemic levels.

The extent of the COVID-19 pandemic’s effect on our operational and financial performance will continue to depend on future developments, including vaccination rates among the population, the efficacy and durability of vaccines against emerging variants and governmental and tenant responses thereto, which continue to be uncertain. Given the dynamic nature of the circumstances, it is difficult to predict the long-term impact of the ongoing COVID-19 pandemic on our business, financial condition, results of operations and cash flows but the impact could be material.

## Overview - continued

### Vornado Realty Trust

#### Quarter Ended March 31, 2022 Financial Results Summary

Net income attributable to common shareholders for the quarter ended March 31, 2022 was \$26,478,000, or \$0.14 per diluted share, compared to \$4,083,000, or \$0.02 per diluted share, for the prior year's quarter. The quarters ended March 31, 2022 and 2021 include certain items that impact the comparability of period to period net income attributable to common shareholders, which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, decreased net income attributable to common shareholders for the quarter ended March 31, 2022 by \$5,204,000, or \$0.02 per diluted share, and \$8,363,000, or \$0.04 per diluted share, for the quarter ended March 31, 2021.

Funds from operations ("FFO") attributable to common shareholders plus assumed conversions for the quarter ended March 31, 2022 was \$154,908,000, or \$0.80 per diluted share, compared to \$118,407,000, or \$0.62 per diluted share, for the prior year's quarter. FFO attributable to common shareholders plus assumed conversions for the quarters ended March 31, 2022 and 2021 include certain items that impact the comparability of period to period FFO, which are listed in the table below. The aggregate of these items, net of amounts attributable to noncontrolling interests, increased FFO attributable to common shareholders plus assumed conversions for the quarter ended March 31, 2022 by \$2,595,000, or \$0.01 per diluted share, and decreased FFO attributable to common shareholders plus assumed conversions by \$5,952,000, or \$0.03 per diluted share, for the quarter ended March 31, 2021.

The following table reconciles the difference between our net income attributable to common shareholders and our net income attributable to common shareholders, as adjusted:

(Amounts in thousands)	For the Three Months Ended March 31,	
	2022	2021
Certain expense (income) items that impact net income attributable to common shareholders:		
Hotel Pennsylvania loss	\$ 8,929	\$ 8,990
After-tax net gain on sale of 220 Central Park South ("220 CPS") condominium units	(5,412)	—
Deferred tax liability on our investment in Farley Office and Retail (held through a taxable REIT subsidiary)	3,173	—
Other	(1,100)	(66)
	5,590	8,924
Noncontrolling interests' share of above adjustments	(386)	(561)
Total of certain expense (income) items that impact net income attributable to common shareholders	\$ 5,204	\$ 8,363

The following table reconciles the difference between our FFO attributable to common shareholders plus assumed conversions and our FFO attributable to common shareholders plus assumed conversions, as adjusted:

(Amounts in thousands)	For the Three Months Ended March 31,	
	2022	2021
Certain (income) expense items that impact FFO attributable to common shareholders plus assumed conversions:		
After-tax net gain on sale of 220 CPS condominium units	\$ (5,412)	\$ —
Deferred tax liability on our investment in Farley Office and Retail (held through a taxable REIT subsidiary)	3,173	—
Other	(549)	6,351
	(2,788)	6,351
Noncontrolling interests' share of above adjustments	193	(399)
Total of certain (income) expense items that impact FFO attributable to common shareholders plus assumed conversions, net	\$ (2,595)	\$ 5,952

## Overview - continued

### Same Store Net Operating Income (“NOI”) At Share

The percentage increase in same store NOI at share and same store NOI at share - cash basis of our New York segment, theMART and 555 California Street are below.

Three months ended March 31, 2022 compared to March 31, 2021	Total	New York	theMART	555 California Street
Same store NOI at share % increase	3.1 %	2.5 %	10.0 %	3.2 %
Same store NOI at share - cash basis % increase	5.8 %	5.0 %	14.6 %	5.3 %

Calculations of same store NOI at share, reconciliations of our net income to NOI at share, NOI at share - cash basis and FFO and the reasons we consider these non-GAAP financial measures useful are provided in the following pages of Management’s Discussion and Analysis of Financial Condition and Results of Operations.

### Dispositions

#### 220 CPS

During the three months ended March 31, 2022, we closed on the sale of one condominium unit at 220 CPS for net proceeds of \$15,095,000 resulting in a financial statement net gain of \$6,001,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income. In connection with this sale, \$589,000 of income tax expense was recognized on our consolidated statements of income. From inception to March 31, 2022, we have closed on the sale of 107 units for net proceeds of \$3,021,991,000 resulting in financial statement net gains of \$1,123,256,000.

#### SoHo Properties

On January 13, 2022, we sold two Manhattan retail properties located at 478-482 Broadway and 155 Spring Street for \$84,500,000 and realized net proceeds of \$81,399,000. In connection with the sale, we recognized a net gain of \$551,000 which is included in "net gains on disposition of wholly owned and partially owned assets" on our consolidated statements of income.

#### Center Building (33-00 Northern Boulevard)

On April 27, 2022, we entered into an agreement to sell the Center Building, an eight-story 498,000 square foot office building located at 33-00 Northern Boulevard in Long Island City, New York, for \$172,750,000. We expect to close the sale in the third quarter of 2022 and recognize a financial statement gain of approximately \$15,000,000 and a tax gain of approximately \$74,000,000. The sale is subject to customary closing conditions.

### Leasing Activity for the Three Months Ended March 31, 2022

The leasing activity and related statistics below are based on leases signed during the period and are not intended to coincide with the commencement of rental revenue in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Second generation relet space represents square footage that has not been vacant for more than nine months and tenant improvements and leasing commissions are based on our share of square feet leased during the period.

- 272,000 square feet of New York Office space (236,000 square feet at share) at an initial rent of \$81.07 per square foot and a weighted average lease term of 8.8 years. The changes in the GAAP and cash mark-to-market rent on the 152,000 square feet of second generation space were positive 6.5% and positive 7.2%, respectively. Tenant improvements and leasing commissions were \$12.88 per square foot per annum, or 15.9% of initial rent.
- 20,000 square feet of New York Retail space (all at share) at an initial rent of \$171.62 per square foot and a weighted average lease term of 14.1 years. The 20,000 square feet was first generation space. Tenant improvements and leasing commissions were \$14.01 per square foot per annum, or 8.2% of initial rent.
- 149,000 square feet at theMART (all at share) at an initial rent of \$49.79 per square foot and a weighted average lease term of 8.2 years. The changes in the GAAP and cash mark-to-market rent on the 133,000 square feet of second generation space were negative 7.4% and negative 4.5%, respectively. Tenant improvements and leasing commissions were \$12.00 per square foot per annum, or 24.1% of initial rent.
- 56,000 square feet at 555 California (39,000 square feet at share) at an initial rent of \$91.49 per square foot and a weighted average lease term of 6.8 years. The changes in the GAAP and cash mark-to-market rent on the 34,000 square feet of second generation space were positive 56.4% and positive 19.8%, respectively. Tenant improvements and leasing commissions were \$12.50 per square foot per annum, or 13.7% of initial rent.

## Overview - continued

### Square Footage (in service) and Occupancy as of March 31, 2022

(Square feet in thousands)

	Number of Properties	Square Feet (in service)		Occupancy %
		Total Portfolio	Our Share	
New York:				
Office	32 <sup>(1)</sup>	19,462	16,767	92.1 %
Retail (includes retail properties that are in the base of our office properties)	58 <sup>(1)</sup>	2,213	1,781	80.4 %
Residential - 1,983 units <sup>(2)</sup>	7 <sup>(1)</sup>	1,510	777	96.4 % <sup>(2)</sup>
Alexander's	6	2,218	719	96.2 % <sup>(2)</sup>
		<u>25,403</u>	<u>20,044</u>	91.2 %
Other:				
theMART	4	3,635	3,626	88.9 %
555 California Street	3	1,818	1,273	94.2 %
Other	11	2,489	1,154	92.9 %
		<u>7,942</u>	<u>6,053</u>	
Total square feet as of March 31, 2022		<u>33,345</u>	<u>26,097</u>	

See notes below.

### Square Footage (in service) and Occupancy as of December 31, 2021

(Square feet in thousands)

	Number of properties	Square Feet (in service)		Occupancy %
		Total Portfolio	Our Share	
New York:				
Office	32 <sup>(1)</sup>	19,442	16,757	92.2 %
Retail (includes retail properties that are in the base of our office properties)	60 <sup>(1)</sup>	2,267	1,825	80.7 %
Residential - 1,986 units <sup>(2)</sup>	8 <sup>(1)</sup>	1,518	785	96.4 % <sup>(2)</sup>
Alexander's	6	2,218	719	95.6 % <sup>(2)</sup>
		<u>25,445</u>	<u>20,086</u>	91.3 %
Other:				
theMART	4	3,692	3,683	88.9 %
555 California Street	3	1,818	1,273	93.8 %
Other	11	2,489	1,154	92.8 %
		<u>7,999</u>	<u>6,110</u>	
Total square feet as of December 31, 2021		<u>33,444</u>	<u>26,196</u>	

(1) Reflects the Office, Retail and Residential space within our 75 and 77 total New York properties as of March 31, 2022 and December 31, 2021, respectively.

(2) The Alexander Apartment Tower (312 units) is reflected in Residential unit count and occupancy.

### Critical Accounting Estimates

A summary of our critical accounting policies and estimates used in the preparation of our consolidated financial statements is included in Part II, Item 7 - *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for the year ended December 31, 2021. For the three months ended March 31, 2022, there were no material changes to these policies.

### Recently Issued Accounting Literature

Refer to Note 3 - *Recently Issued Accounting Literature* to the unaudited consolidated financial statements in Part I, Item I of this Quarterly Report on Form 10-Q for information regarding recent accounting pronouncements that may affect us.

## NOI At Share by Segment for the Three Months Ended March 31, 2022 and 2021

NOI at share represents total revenues less operating expenses including our share of partially owned entities. NOI at share - cash basis represents NOI at share adjusted to exclude straight-line rental income and expense, amortization of acquired below and above market leases, net and other non-cash adjustments. We consider NOI at share - cash basis to be the primary non-GAAP financial measure for making decisions and assessing the unlevered performance of our segments as it relates to the total return on assets as opposed to the levered return on equity. As properties are bought and sold based on NOI at share - cash basis, we utilize this measure to make investment decisions as well as to compare the performance of our assets to that of our peers. NOI at share and NOI at share - cash basis should not be considered alternatives to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below is a summary of NOI at share and NOI at share - cash basis by segment for the three months ended March 31, 2022 and 2021.

(Amounts in thousands)

	For the Three Months Ended March 31, 2022		
	Total	New York	Other
Total revenues	\$ 442,130	\$ 358,548	\$ 83,582
Operating expenses	(216,529)	(177,535)	(38,994)
NOI - consolidated	225,601	181,013	44,588
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(20,035)	(13,310)	(6,725)
Add: NOI from partially owned entities	78,692	75,964	2,728
NOI at share	284,258	243,667	40,591
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net, and other	(3,130)	(3,975)	845
NOI at share - cash basis	\$ 281,128	\$ 239,692	\$ 41,436

(Amounts in thousands)

	For the Three Months Ended March 31, 2021		
	Total	New York	Other
Total revenues	\$ 379,977	\$ 303,971	\$ 76,006
Operating expenses	(190,979)	(160,985)	(29,994)
NOI - consolidated	188,998	142,986	46,012
Deduct: NOI attributable to noncontrolling interests in consolidated subsidiaries	(17,646)	(8,621)	(9,025)
Add: NOI from partially owned entities	78,756	76,773	1,983
NOI at share	250,108	211,138	38,970
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net, and other	(1,198)	(973)	(225)
NOI at share - cash basis	\$ 248,910	\$ 210,165	\$ 38,745

## NOI At Share by Segment for the Three Months Ended March 31, 2022 and 2021 - continued

The elements of our New York and Other NOI at share for the three months ended March 31, 2022 and 2021 are summarized below.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
New York:		
Office	\$ 177,809	\$ 166,635
Retail	52,105	36,702
Residential	4,774	4,456
Alexander's	8,979	10,489
Hotel Pennsylvania <sup>(1)</sup>	—	(7,144)
Total New York	243,667	211,138
Other:		
theMART	19,914	18,107
555 California Street	16,235	16,064
Other investments	4,442	4,799
Total Other	40,591	38,970
NOI at share	\$ 284,258	\$ 250,108

See note below.

The elements of our New York and Other NOI at share - cash basis for the three months ended March 31, 2022 and 2021 are summarized below.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
New York:		
Office	\$ 177,827	\$ 167,096
Retail	47,393	34,876
Residential	4,689	4,011
Alexander's	9,783	11,349
Hotel Pennsylvania <sup>(1)</sup>	—	(7,167)
Total New York	239,692	210,165
Other:		
theMART	20,436	17,840
555 California Street	16,360	15,855
Other investments	4,640	5,050
Total Other	41,436	38,745
NOI at share - cash basis	\$ 281,128	\$ 248,910

- (1) On April 5, 2021, we permanently closed the Hotel Pennsylvania. Beginning in the third quarter of 2021, we commenced capitalization of carrying costs in connection with our development of the future PENN 15 (formerly Hotel Pennsylvania) site.



## Reconciliation of Net Income to NOI At Share and NOI At Share - Cash Basis for the Three Months Ended March 31, 2022 and 2021

Below is a reconciliation of net income to NOI at share and NOI at share - cash basis for the three months ended March 31, 2022 and 2021.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Net income	\$ 53,375	\$ 26,993
Depreciation and amortization expense	117,443	95,354
General and administrative expense	41,216	44,186
Transaction related costs and other	1,005	843
Income from partially owned entities	(33,714)	(29,073)
(Income) loss from real estate fund investments	(5,674)	169
Interest and other investment income, net	(1,018)	(1,522)
Interest and debt expense	52,109	50,064
Net gains on disposition of wholly owned and partially owned assets	(6,552)	—
Income tax expense	7,411	1,984
NOI from partially owned entities	78,692	78,756
NOI attributable to noncontrolling interests in consolidated subsidiaries	(20,035)	(17,646)
NOI at share	284,258	250,108
Non-cash adjustments for straight-line rents, amortization of acquired below-market leases, net and other	(3,130)	(1,198)
NOI at share - cash basis	\$ 281,128	\$ 248,910

### NOI At Share by Region

Region:	For the Three Months Ended March 31,	
	2022	2021
New York City metropolitan area	87 %	86 %
Chicago, IL	7 %	7 %
San Francisco, CA	6 %	7 %
	100 %	100 %

## Results of Operations – Three Months Ended March 31, 2022 Compared to March 31, 2021

### Revenues

Our revenues were \$442,130,000 for the three months ended March 31, 2022 compared to \$379,977,000 for the prior year's quarter, an increase of \$62,153,000. Below are the details of the increase by segment:

(Amounts in thousands)	Total	New York	Other
Increase (decrease) due to:			
<b>Rental revenues:</b>			
Acquisitions, dispositions and other	\$ 9,419	\$ 9,419	\$ —
Development and redevelopment	22,710	22,710	—
Trade shows <sup>(1)</sup>	5,144	—	5,144
Same store operations	20,693	20,016	677
	<u>57,966</u>	<u>52,145</u>	<u>5,821</u>
<b>Fee and other income:</b>			
BMS cleaning fees	4,214	4,763	(549)
Management and leasing fees	(2,600)	(2,555)	(45)
Other income	2,573	224	2,349
	<u>4,187</u>	<u>2,432</u>	<u>1,755</u>
<b>Total increase in revenues</b>	<u>\$ 62,153</u>	<u>\$ 54,577</u>	<u>\$ 7,576</u>

See notes below.

### Expenses

Our expenses were \$374,249,000 for the three months ended March 31, 2022, compared to \$334,607,000 for the prior year's quarter, an increase of \$39,642,000. Below are the details of the increase by segment:

(Amounts in thousands)	Total	New York	Other
Increase (decrease) due to:			
<b>Operating:</b>			
Acquisitions, dispositions and other	\$ 2,430	\$ 2,430	\$ —
Development and redevelopment	5,661	5,336	325
Non-reimbursable expenses	5,724	5,460	264
Trade shows <sup>(1)</sup>	1,996	—	1,996
Hotel Pennsylvania <sup>(2)</sup>	(7,367)	(7,367)	—
BMS expenses	4,720	5,270	(550)
Same store operations	12,386	5,421	6,965
	<u>25,550</u>	<u>16,550</u>	<u>9,000</u>
<b>Depreciation and amortization:</b>			
Acquisitions, dispositions and other	11,481	11,481	—
Development and redevelopment	12,299	12,299	—
Same store operations	(1,691)	(2,298)	607
	<u>22,089</u>	<u>21,482</u>	<u>607</u>
<b>General and administrative</b>	<u>(2,970)</u>	<u>(2,078)</u>	<u>(892)</u>
<b>Benefit from deferred compensation plan liability</b>	<u>(5,189)</u>	<u>—</u>	<u>(5,189)</u>
<b>Transaction related costs and other</b>	<u>162</u>	<u>575</u>	<u>(413)</u>
<b>Total increase in expenses</b>	<u>\$ 39,642</u>	<u>\$ 36,529</u>	<u>\$ 3,113</u>

(1) We cancelled trade shows at theMART beginning late March of 2020 due to the COVID-19 pandemic and resumed in the third quarter of 2021.

(2) On April 5, 2021, we permanently closed the Hotel Pennsylvania. Beginning in the third quarter of 2021, we commenced capitalization of carrying costs in connection with our development of the future PENN 15 (formerly Hotel Pennsylvania) site.

## Results of Operations – Three Months Ended March 31, 2022 Compared to March 31, 2021 - continued

### Income from Partially Owned Entities

Below are the components of income from partially owned entities.

(Amounts in thousands)

	Percentage Ownership at March 31, 2022	For the Three Months Ended March 31,	
		2022	2021
<b>Our share of net income:</b>			
Fifth Avenue and Times Square JV:			
Equity in net income	51.5%	\$ 16,309	\$ 9,606
Return on preferred equity, net of our share of the expense		9,226	9,226
		25,535	18,832
Alexander's	32.4%	5,691	6,304
Partially owned office buildings <sup>(1)</sup>	Various	2,477	5,972
Other investments <sup>(2)</sup>		11	(2,035)
		\$ 33,714	\$ 29,073

(1) Includes interests in 280 Park Avenue, 650 Madison Avenue, One Park Avenue (consolidated from August 5, 2021), 7 West 34th Street, 512 West 22nd Street, 61 Ninth Avenue, 85 Tenth Avenue and others.

(2) Includes interests in Independence Plaza, Rosslyn Plaza and others.

### Income from Real Estate Fund Investments

Below is a summary of income from the Fund and the Crowne Plaza joint venture.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Net unrealized income (loss) on held investments	\$ 5,672	\$ (494)
Net investment income	2	325
Income (loss) from real estate fund investments	5,674	(169)
Less (income) loss attributable to noncontrolling interests in consolidated subsidiaries	(3,964)	429
Income from real estate fund investments net of noncontrolling interests in consolidated subsidiaries	\$ 1,710	\$ 260

### Interest and Other Investment Income, Net

The following table sets forth the details of interest and other investment income, net.

(Amounts in thousands)

	For the Three Months Ended March 31,	
	2022	2021
Interest on loans receivable	\$ 825	\$ 560
Amortization of discount on investments in U.S. Treasury bills	129	—
Interest on cash and cash equivalents and restricted cash	64	62
Other, net	—	900
	\$ 1,018	\$ 1,522

### Interest and Debt Expense

Interest and debt expense for the three months ended March 31, 2022 was \$52,109,000 compared to \$50,064,000 for the prior year's quarter, an increase of \$2,045,000. This was primarily due to \$6,747,000 of lower capitalized interest and debt expense, partially offset by \$3,958,000 of lower interest expense in connection with the refinancing of 1290 Avenue of the Americas.

### Net Gains on Disposition of Wholly Owned and Partially Owned Assets

Net gains on disposition of wholly owned and partially owned assets for the three months ended March 31, 2022 were \$6,552,000, comprised of \$6,001,000 from the sale of one 220 CPS condominium unit and \$551,000 from the sale of two Manhattan retail properties located at 478-482 Broadway and 155 Spring Street.

### Income Tax Expense

Income tax expense for the three months ended March 31, 2022 was \$7,411,000 compared to \$1,984,000 for the prior year's quarter, an increase of \$5,427,000. This was primarily due to an increase in the deferred tax liability on our investment in Farley Office and Retail and higher income tax expense from the sale of one 220 CPS condominium unit.

## Results of Operations – Three Months Ended March 31, 2022 Compared to March 31, 2021 - continued

### Net Income Attributable to Noncontrolling Interests in Consolidated Subsidiaries

Net income attributable to noncontrolling interests in consolidated subsidiaries was \$9,374,000 for the three months ended March 31, 2022, compared to \$6,114,000 for the prior year's quarter, an increase of \$3,260,000. This resulted primarily from an increase in net income allocated to the noncontrolling interests of our real estate fund investments.

### Net Income Attributable to Noncontrolling Interests in the Operating Partnership (Vornado Realty Trust)

Net income attributable to noncontrolling interests in the Operating Partnership was \$1,994,000 for the three months ended March 31, 2022, compared to \$329,000 for the prior year's quarter, an increase of \$1,665,000. This resulted primarily from higher net income subject to allocation to unitholders.

### Preferred Share Dividends of Vornado Realty Trust

Preferred share dividends were \$15,529,000 for the three months ended March 31, 2022, compared to \$16,467,000 for the prior year's quarter, a decrease of \$938,000.

### Preferred Unit Distributions of Vornado Realty L.P.

Preferred unit distributions were \$15,558,000 for the three months ended March 31, 2022, compared to \$16,508,000 for the prior year's quarter, a decrease of \$950,000.

### Same Store Net Operating Income At Share

Same store NOI at share represents NOI at share from operations which are in service in both the current and prior year reporting periods. Same store NOI at share - cash basis is same store NOI at share adjusted to exclude straight-line rental income and expense, amortization of acquired below and above market leases, net and other non-cash adjustments. We present these non-GAAP measures to (i) facilitate meaningful comparisons of the operational performance of our properties and segments, (ii) make decisions on whether to buy, sell or refinance properties, and (iii) compare the performance of our properties and segments to those of our peers. Same store NOI at share and same store NOI at share - cash basis should not be considered alternatives to net income or cash flow from operations and may not be comparable to similarly titled measures employed by other companies.

Below are reconciliations of NOI at share to same store NOI at share for our New York segment, theMART, 555 California Street and other investments for the three months ended March 31, 2022 compared to March 31, 2021.

(Amounts in thousands)

	Total	New York	theMART	555 California Street	Other
NOI at share for the three months ended March 31, 2022	\$ 284,258	\$ 243,667	\$ 19,914	\$ 16,235	\$ 4,442
Less NOI at share from:					
Change in ownership interest in One Park Avenue	(5,956)	(5,956)	—	—	—
Dispositions	78	78	—	—	—
Development properties	(20,860)	(20,860)	—	—	—
Other non-same store income, net	(6,454)	(2,012)	—	—	(4,442)
Same store NOI at share for the three months ended March 31, 2022	<u>\$ 251,066</u>	<u>\$ 214,917</u>	<u>\$ 19,914</u>	<u>\$ 16,235</u>	<u>\$ —</u>
NOI at share for the three months ended March 31, 2021	\$ 250,108	\$ 211,138	\$ 18,107	\$ 16,064	\$ 4,799
Less NOI at share from:					
Dispositions	741	741	—	—	—
Development properties	(7,839)	(7,514)	—	(325)	—
Hotel Pennsylvania	7,144	7,144	—	—	—
Other non-same store income, net	(6,694)	(1,895)	—	—	(4,799)
Same store NOI at share for the three months ended March 31, 2021	<u>\$ 243,460</u>	<u>\$ 209,614</u>	<u>\$ 18,107</u>	<u>\$ 15,739</u>	<u>\$ —</u>
Increase in same store NOI at share	<u>\$ 7,606</u>	<u>\$ 5,303</u>	<u>\$ 1,807</u>	<u>\$ 496</u>	<u>\$ —</u>
% increase in same store NOI at share	<u>3.1 %</u>	<u>2.5 %</u>	<u>10.0 %</u>	<u>3.2 %</u>	<u>0.0 %</u>

## Results of Operations – Three Months Ended March 31, 2022 Compared to March 31, 2021 - continued

### Same Store Net Operating Income At Share - continued

Below are reconciliations of NOI at share - cash basis to same store NOI at share - cash basis for our New York segment, theMART, 555 California Street and other investments for the three months ended March 31, 2022 compared to March 31, 2021.

(Amounts in thousands)

	Total	New York	theMART	555 California Street	Other
NOI at share - cash basis for the three months ended March 31, 2022	\$ 281,128	\$ 239,692	\$ 20,436	\$ 16,360	\$ 4,640
Less NOI at share - cash basis from:					
Change in ownership interest in One Park Avenue	(4,779)	(4,779)	—	—	—
Dispositions	75	75	—	—	—
Development properties	(13,929)	(13,929)	—	—	—
Other non-same store income, net	(7,094)	(2,454)	—	—	(4,640)
Same store NOI at share - cash basis for the three months ended March 31, 2022	\$ 255,401	\$ 218,605	\$ 20,436	\$ 16,360	\$ —
NOI at share - cash basis for the three months ended March 31, 2021	\$ 248,910	\$ 210,165	\$ 17,840	\$ 15,855	\$ 5,050
Less NOI at share - cash basis from:					
Dispositions	1,353	1,353	—	—	—
Development properties	(8,794)	(8,469)	—	(325)	—
Hotel Pennsylvania	7,167	7,167	—	—	—
Other non-same store income, net	(7,167)	(2,117)	—	—	(5,050)
Same store NOI at share - cash basis for the three months ended March 31, 2021	\$ 241,469	\$ 208,099	\$ 17,840	\$ 15,530	\$ —
Increase in same store NOI at share - cash basis	\$ 13,932	\$ 10,506	\$ 2,596	\$ 830	\$ —
% increase in same store NOI at share - cash basis	5.8 %	5.0 %	14.6 %	5.3 %	0.0 %

### Liquidity and Capital Resources

Our cash requirements include property operating expenses, capital improvements, tenant improvements, debt service, leasing commissions, dividends to our shareholders, distributions to unitholders of the Operating Partnership, as well as acquisition and development and redevelopment costs. The sources of liquidity to fund these cash requirements include rental revenue, which is our primary source of cash flow and is dependent upon the occupancy and rental rates of our properties, proceeds from debt financings, including mortgage loans, senior unsecured borrowings, unsecured term loans and unsecured revolving credit facilities; proceeds from the issuance of common and preferred equity; and asset sales.

As of March 31, 2022, we have \$3.9 billion of liquidity comprised of \$1.1 billion of cash and cash equivalents and restricted cash, \$645 million of investments in U.S. Treasury bills and \$2.2 billion available on our \$2.75 billion revolving credit facilities. The ongoing challenges posed by the COVID-19 pandemic could adversely impact our cash flow from continuing operations but we anticipate that cash flow from continuing operations over the next twelve months together with cash balances on hand will be adequate to fund our business operations, cash distributions to unitholders of the Operating Partnership, cash dividends to our shareholders, debt amortization and recurring capital expenditures. Capital requirements for development and redevelopment expenditures and acquisitions may require funding from borrowings, equity offerings and/or asset sales.

We may from time to time purchase or retire outstanding debt securities or redeem our equity securities. Such purchases, if any, will depend on prevailing market conditions, liquidity requirements and other factors. The amounts involved in connection with these transactions could be material to our consolidated financial statements.

## Liquidity and Capital Resources - continued

### Summary Cash Flows for the Three Months Ended March 31, 2022 and 2021

Cash and cash equivalents and restricted cash was \$1,141,255,000 as of March 31, 2022, a \$789,096,000 decrease from the balance as of December 31, 2021.

Our cash flow activities are summarized as follows:

(Amounts in thousands)

	For the Three Months Ended March 31,		Decrease in Cash Flow
	2022	2021	
Net cash provided by operating activities	\$ 171,014	\$ 224,185	\$ (53,171)
Net cash used in investing activities	(794,635)	(56,539)	(738,096)
Net cash used in financing activities	(165,475)	(142,405)	(23,070)

### Operating Activities

Net cash provided by operating activities primarily consists of cash inflows from rental revenues and operating distributions from our non-consolidated partially owned entities less cash outflows for property expenses, general and administrative expenses and interest expense. For the three months ended March 31, 2022, net cash provided by operating activities of \$171,014,000 was comprised of \$163,597,000 of cash from operations, including distributions of income from partially owned entities of \$37,778,000, and a net increase of \$7,417,000 in cash due to the timing of cash receipts and payments related to changes in operating assets and liabilities.

### Investing Activities

Net cash flow used in investing activities is impacted by the timing and extent of our development, capital improvement, acquisition and disposition activities during the year.

The following table details the net cash used in investing activities:

(Amounts in thousands)

	For the Three Months Ended March 31,		Increase (Decrease) in Cash Flow
	2022	2021	
Purchase of U.S. Treasury bills	\$ (645,920)	\$ —	\$ (645,920)
Development costs and construction in progress	(209,738)	(130,318)	(79,420)
Proceeds from sales of real estate	81,399	—	81,399
Additions to real estate	(30,900)	(27,410)	(3,490)
Proceeds from sale of a condominium unit at 220 Central Park South	15,095	—	15,095
Investments in partially owned entities	(4,571)	(4,816)	245
Distributions of capital from partially owned entities	—	106,005	(106,005)
Net cash used in investing activities	\$ (794,635)	\$ (56,539)	\$ (738,096)

### Financing Activities

Net cash flow used in financing activities is impacted by the timing and extent of issuances of debt and equity securities, distributions paid to common shareholders and unitholders of the Operating Partnership as well as principal and other repayments associated with our outstanding debt.

The following table details the net cash used in financing activities:

(Amounts in thousands)

	For the Three Months Ended March 31,		Increase (Decrease) in Cash Flow
	2022	2021	
Dividends paid on common shares/Distributions to Vornado	\$ (101,616)	\$ (101,467)	\$ (149)
Distributions to redeemable security holders and noncontrolling interests in consolidated subsidiaries	(43,545)	(13,338)	(30,207)
Dividends paid on preferred shares/Distributions to preferred unitholders	(15,529)	(16,467)	938
Repayments of borrowings	(5,400)	(358,331)	352,931
Contributions from noncontrolling interests in consolidated subsidiaries	481	—	481
Proceeds received from exercise of Vornado stock options and other	219	215	4
Repurchase of shares/Class A units related to stock compensation agreements and related tax withholdings and other	(85)	(113)	28
Proceeds from borrowings	—	350,000	(350,000)
Debt issuance costs	—	(2,904)	2,904
Net cash used in financing activities	\$ (165,475)	\$ (142,405)	\$ (23,070)

## Liquidity and Capital Resources - continued

### *Development and Redevelopment Expenditures for the Three Months Ended March 31, 2022*

Development and redevelopment expenditures consist of all hard and soft costs associated with the development and redevelopment of a property. We plan to fund these development and redevelopment expenditures from operating cash flow, existing liquidity, and/or borrowings. See detailed discussion below for our current development and redevelopment projects.

#### *PENN District*

##### *Farley*

Our 95% joint venture (5% is owned by the Related Companies ("Related")) is developing Farley Office and Retail, which will include approximately 845,000 rentable square feet of commercial space, comprised of approximately 730,000 square feet of office space and approximately 115,000 square feet of restaurant and retail space. The total development cost of this project is estimated to be approximately \$1,120,000,000 at our 95% share, of which \$981,993,000 of cash has been expended as of March 31, 2022.

##### *PENN 1*

We are redeveloping PENN 1, a 2,547,000 square foot office building located on 34th Street between Seventh and Eighth Avenue. In December 2020, we entered into an agreement with the Metropolitan Transportation Authority (the "MTA") to oversee the redevelopment of the Long Island Rail Road Concourse at Penn Station (the "Concourse"), within the footprint of PENN 1. Skanska USA Civil Northeast, Inc. will perform the redevelopment under a fixed price contract for \$380,000,000 which is being funded by the MTA. In connection with the redevelopment, we entered into an agreement with the MTA which will result in the widening of the Concourse to relieve overcrowding and our trading of 15,000 square feet of back of house space for 22,000 square feet of retail frontage space. Vornado's total development cost of our PENN 1 project is estimated to be \$450,000,000, of which \$319,622,000 of cash has been expended as of March 31, 2022.

##### *PENN 2*

We are redeveloping PENN 2, a 1,795,000 square foot (as expanded) office building located on the west side of Seventh Avenue between 31st and 33rd Street. The development cost of this project is estimated to be \$750,000,000, of which \$208,231,000 of cash has been expended as of March 31, 2022.

##### *PENN 15 (Hotel Pennsylvania Site)*

We have permanently closed the Hotel Pennsylvania and plan to develop an office tower on the site. Demolition of the existing building structure commenced in the fourth quarter of 2021.

We are also making districtwide improvements within the PENN District. The development cost of these improvements is estimated to be \$100,000,000, of which \$32,306,000 of cash has been expended as of March 31, 2022.

We are also evaluating other development and redevelopment opportunities at certain of our properties in Manhattan including, in particular, the PENN District.

There can be no assurance that the above projects will be completed, completed on schedule or within budget.

### *Insurance*

For our properties, we maintain general liability insurance with limits of \$300,000,000 per occurrence and per property, of which \$250,000,000 includes communicable disease coverage, and we maintain all risk property and rental value insurance with limits of \$2.0 billion per occurrence, with sub-limits for certain perils such as flood and earthquake, excluding communicable disease coverage. Our California properties have earthquake insurance with coverage of \$350,000,000 per occurrence and in the aggregate, subject to a deductible in the amount of 5% of the value of the affected property. We maintain coverage for certified terrorism acts with limits of \$6.0 billion per occurrence and in the aggregate (as listed below), \$1.2 billion for non-certified acts of terrorism, and \$5.0 billion per occurrence and in the aggregate for terrorism involving nuclear, biological, chemical and radiological ("NBCR") terrorism events, as defined by the Terrorism Risk Insurance Act of 2002, as amended to date and which has been extended through December 2027.

Penn Plaza Insurance Company, LLC ("PPIC"), our wholly owned consolidated subsidiary, acts as a re-insurer with respect to a portion of all risk property and rental value insurance and a portion of our earthquake insurance coverage, and as a direct insurer for coverage for acts of terrorism including NBCR acts. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third-party insurance companies and the Federal government with no exposure to PPIC. For NBCR acts, PPIC is responsible for a deductible of \$1,799,727 and 20% of the balance of a covered loss and the Federal government is responsible for the remaining portion of a covered loss. We are ultimately responsible for any loss incurred by PPIC.

Certain condominiums in which we own an interest (including our leasehold interest in the Farley Condominiums) own insurance policies with different per occurrence and aggregate limits than our policies described above.

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

Our debt instruments, consisting of mortgage loans secured by our properties, senior unsecured notes and revolving credit agreements 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. Further, if lenders insist on greater coverage than we are able to obtain it could adversely affect our ability to finance or refinance our properties and expand our portfolio.

### *Other Commitments and Contingencies*

We are from time to time involved in legal actions arising in the ordinary course of business. In our opinion, after consultation with legal counsel, the outcome of such matters is not currently expected to have a material adverse effect on our financial position, results of operations or cash flows.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. The environmental assessments did not reveal any material environmental contamination. However, there can be no assurance that the identification of new areas of contamination, changes in the extent or known scope of contamination, the discovery of additional sites, or changes in cleanup requirements would not result in significant costs to us.

In January 2022, we exercised a 25-year renewal option on our PENN 1 ground lease extending the term through June 2073. As a result of the exercise, we remeasured the related ground lease liability to include our 25-year extension option and recorded an estimated incremental right-of-use asset and lease liability of approximately \$350,000,000 which is included in "right-of-use assets" and "lease liabilities", respectively, on our consolidated balance sheets as of March 31, 2022.

In July 2018, we leased 78,000 square feet at 345 Montgomery Street in San Francisco, CA, to a subsidiary of Regus PLC, for an initial term of 15 years. The obligations under the lease were guaranteed by Regus PLC in an amount of up to \$90,000,000. The tenant purported to terminate the lease prior to space delivery. We commenced a suit on October 23, 2019 seeking to enforce the lease and the guaranty. On May 11, 2021, the court issued a final statement of decision in our favor and on July 7, 2021, the Regus subsidiary appealed the decision. On October 9, 2020, the successor to Regus PLC filed for bankruptcy in Luxembourg. We are actively pursuing claims relating to the guaranty against the successor to Regus PLC and its parent, in Luxembourg and other jurisdictions.

Our mortgage loans are non-recourse to us, except for the mortgage loans secured by 640 Fifth Avenue, 7 West 34th Street and 435 Seventh Avenue, which we guaranteed and therefore are part of our tax basis. In certain cases, we have provided guarantees or master leased tenant space. These guarantees and master leases terminate either upon the satisfaction of specified circumstances or repayment of the underlying loans. In addition, we have guaranteed the rent and payments in lieu of real estate taxes due to Empire State Development, an entity of New York State, for Farley Office and Retail. As of March 31, 2022, the aggregate dollar amount of these guarantees and master leases is approximately \$1,575,000,000.



## Liquidity and Capital Resources - continued

### *Other Commitments and Contingencies - continued*

As of March 31, 2022, \$15,273,000 of letters of credit were outstanding under one of our unsecured revolving credit facilities. Our unsecured revolving credit facilities contain financial covenants that require us to maintain minimum interest coverage and maximum debt to market capitalization ratios, and provide for higher interest rates in the event of a decline in our ratings below Baa3/BBB. Our unsecured revolving credit facilities also contain customary conditions precedent to borrowing, including representations and warranties, and also contain customary events of default that could give rise to accelerated repayment, including such items as failure to pay interest or principal.

Our 95% consolidated joint venture (5% is owned by Related) is developing Farley Office and Retail. In connection with the development of the property, the joint venture admitted a historic tax credit investor partner. Under the terms of the historic tax credit arrangement, the joint venture is required to comply with various laws, regulations, and contractual provisions. Non-compliance with applicable requirements could result in projected tax benefits not being realized and, therefore, may require a refund or reduction of the Tax Credit Investor's capital contributions. As of March 31, 2022, the Tax Credit Investor has made \$92,400,000 in capital contributions. Vornado and Related have guaranteed certain of the joint venture's obligations to the Tax Credit Investor.

As investment manager of the Fund we are entitled to an incentive allocation after the limited partners have received a preferred return on their invested capital. The incentive allocation is subject to catch-up and clawback provisions. Accordingly, based on the March 31, 2022 fair value of the Fund assets, at liquidation we would be required to make a \$25,400,000 payment to the limited partners, net of amounts owed to us, representing a clawback of previously paid incentive allocations, which would have no income statement impact as it was previously accrued.

As of March 31, 2022, we expect to fund additional capital to certain of our partially owned entities aggregating approximately \$10,300,000.

As of March 31, 2022, we have construction commitments aggregating approximately \$503,000,000.

## Funds From Operations (“FFO”)

### Vornado Realty Trust

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 certain real estate assets, real estate impairment losses, depreciation and amortization expense from real estate assets and other specified items, including the pro rata share of such adjustments of unconsolidated subsidiaries. FFO and FFO per diluted share are non-GAAP financial measures used by management, investors and analysts to facilitate meaningful comparisons of operating performance between periods and among our peers because they exclude 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. The Company also uses FFO attributable to common shareholders plus assumed conversions, as adjusted for certain items that impact the comparability of period to period FFO, as one of several criteria to determine performance-based compensation for senior management. 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. The calculations of both the numerator and denominator used in the computation of income per share are disclosed in Note 18 – *Income Per Share/Income Per Class A Unit*, in our consolidated financial statements on page 34 of this Quarterly Report on Form 10-Q.

FFO attributable to common shareholders plus assumed conversions was \$154,908,000, or \$0.80 per diluted share for the three months ended March 31, 2022, compared to \$118,407,000, or \$0.62 per diluted share, for the prior year’s three months. Details of certain adjustments to FFO are discussed in the financial results summary of our “Overview”.

(Amounts in thousands, except per share amounts)

	For the Three Months Ended March 31,	
	2022	2021
<b>Reconciliation of net income attributable to common shareholders to FFO attributable to common shareholders plus assumed conversions:</b>		
Net income attributable to common shareholders	\$ 26,478	\$ 4,083
Per diluted share	\$ 0.14	\$ 0.02
FFO adjustments:		
Depreciation and amortization of real property	\$ 105,962	\$ 87,719
Net gain on sale of real estate	(551)	—
Proportionate share of adjustments to equity in net income of partially owned entities to arrive at FFO:		
Depreciation and amortization of real property	32,139	34,858
Increase in fair value of marketable securities	—	(189)
	137,550	122,388
Noncontrolling interests' share of above adjustments	(9,506)	(8,075)
FFO adjustments, net	\$ 128,044	\$ 114,313
FFO attributable to common shareholders	\$ 154,522	\$ 118,396
Impact of assumed conversion of dilutive convertible securities	386	11
FFO attributable to common shareholders plus assumed conversions	\$ 154,908	\$ 118,407
Per diluted share	\$ 0.80	\$ 0.62
<b>Reconciliation of weighted average shares outstanding:</b>		
Weighted average common shares outstanding	191,724	191,418
Effect of dilutive securities:		
Convertible securities	1,136 <sup>(1)</sup>	26
Share-based payment awards	314	613
Denominator for FFO per diluted share	193,174	192,057

(1) On January 1, 2022, we adopted Accounting Standards Update 2020-06, which requires us to include our Series D-13 cumulative redeemable preferred units and Series G-1 through G-4 convertible preferred units in our dilutive earnings per share calculations, if the effect is dilutive.

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

We have exposure to fluctuations in market interest rates. Market interest rates are sensitive to many factors that are beyond our control. Our exposure to a change in interest rates on our consolidated and non-consolidated debt (all of which arises out of non-trading activity) is as follows:

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

	2022			2021	
	March 31, Balance	Weighted Average Interest Rate	Effect of 1% Change in Base Rates	December 31, Balance	Weighted Average Interest Rate
Consolidated debt:					
Variable rate	\$ 4,528,815	1.85%	\$ 45,288	\$ 4,534,215	1.59%
Fixed rate	4,140,000	3.06%	—	4,140,000	3.06%
	<u>\$ 8,668,815</u>	2.43%	<u>45,288</u>	<u>\$ 8,674,215</u>	2.29%
Pro rata share of debt of non-consolidated entities:					
Variable rate	\$ 1,268,884	1.99%	12,689	\$ 1,267,224	1.78%
Fixed rate	1,432,075	3.72%	—	1,432,181	3.72%
	<u>\$ 2,700,959</u>	2.91%	<u>12,689</u>	<u>\$ 2,699,405</u>	2.81%
Noncontrolling interests' share of consolidated subsidiaries			(6,821)		
Total change in annual net income attributable to the Operating Partnership			51,156		
Noncontrolling interests' share of the Operating Partnership			(3,535)		
Total change in annual net income attributable to Vornado			<u>\$ 47,621</u>		
Total change in annual net income attributable to the Operating Partnership per Class A unit			<u>\$ 0.25</u>		
Total change in annual net income attributable to Vornado per common share			<u>\$ 0.25</u>		

#### Fair Value of Debt

The estimated fair value of our consolidated debt is calculated based on current market prices and discounted cash flows at the current rate at which similar loans would be made to borrowers with similar credit ratings for the remaining term of such debt. As of March 31, 2022, the estimated fair value of our consolidated debt was \$8,524,000,000.

#### Derivatives and Hedging

We utilize various financial instruments to mitigate the impact of interest rate fluctuations on our cash flows and earnings, including hedging strategies, depending on our analysis of the interest rate environment and the costs and risks of such strategies. The following table summarizes our consolidated derivative instruments, all of which hedge variable rate debt, as of March 31, 2022.

(Amounts in thousands)

Hedged Item	As of March 31, 2022					
	Fair Value	Notional Amount	Variable Rate		Swapped Rate	Expiration Date
			Spread over LIBOR	Interest Rate		
Included in other assets:						
555 California Street mortgage loan interest rate swap	\$ 36,322	\$ 840,000 <sup>(1)</sup>	L+193	2.33%	2.26%	5/24
PENN 11 mortgage loan interest rate swap	19,825	500,000	L+195	2.24%	2.23%	3/24
33-00 Northern Boulevard mortgage loan interest rate swap	296	100,000	L+180	2.11%	4.14%	1/25
Various interest rate caps	3,296	1,650,000				
	<u>\$ 59,739</u>	<u>\$ 3,090,000</u>				
Included in other liabilities:						
Unsecured term loan interest rate swap	<u>\$ 7,737</u>	<u>\$ 750,000 <sup>(2)</sup></u>	L+100	1.45%	3.87%	10/23

(1) Represents our 70.0% share of the \$1.2 billion mortgage loan.

(2) Remaining \$50,000 balance of our unsecured term loan bears interest at a floating rate of LIBOR plus 1.00%.

## **Item 4. Controls and Procedures**

### ***Evaluation of Disclosure Controls and Procedures (Vornado Realty Trust)***

Disclosure Controls and Procedures: Our management, with the participation of Vornado's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on such evaluation, Vornado's Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2022, such disclosure controls and procedures were effective.

Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### ***Evaluation of Disclosure Controls and Procedures (Vornado Realty L.P.)***

Disclosure Controls and Procedures: Vornado Realty L.P.'s management, with the participation of Vornado's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on such evaluation, Vornado's Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2022, such disclosure controls and procedures were effective.

Internal Control Over Financial Reporting: There have not been any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended) during the fiscal quarter to which this report 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, after consultation with legal counsel, the outcome of such matters is not currently expected to have a material adverse effect on our financial position, results of operations or cash flows.

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

There were no material changes to the Risk Factors disclosed in our Annual Report on Form 10-K for the year ended December 31, 2021.

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

#### ***Vornado Realty Trust***

None.

#### ***Vornado Realty L.P.***

During the quarter ended March 31, 2022, we issued 248,694 Class A units in connection with (i) the issuance of Vornado common shares and (ii) the exercise of awards pursuant to Vornado's omnibus share plan, including grants of restricted Vornado common shares and restricted units of the Operating Partnership and upon conversion, surrender or exchange of the Operating Partnership's units or Vornado stock options. The consideration received included \$219,348 in cash proceeds. Such units were issued in reliance on an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.

### **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 or incorporated herein by reference and are listed in the attached Exhibit Index.

## EXHIBIT INDEX

Exhibit No.		
10.37	**	—Employment agreement between Vornado Realty Trust and Barry Langer dated June 4, 2018
15.1		—Letter regarding Unaudited Interim Financial Information of Vornado Realty Trust
15.2		—Letter regarding Unaudited Interim Financial Information of Vornado Realty L.P.
31.1		—Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty Trust
31.2		—Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty Trust
31.3		—Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty L.P.
31.4		—Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty L.P.
32.1		—Section 1350 Certification of the Chief Executive Officer of Vornado Realty Trust
32.2		—Section 1350 Certification of the Chief Financial Officer of Vornado Realty Trust
32.3		—Section 1350 Certification of the Chief Executive Officer of Vornado Realty L.P.
32.4		—Section 1350 Certification of the Chief Financial Officer of Vornado Realty L.P.
101		— The following financial information from Vornado Realty Trust and Vornado Realty L.P. Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 formatted in Inline Extensible Business Reporting Language (iXBRL) includes: (i) consolidated balance sheets, (ii) consolidated statements of income, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of changes in equity, (v) consolidated statements of cash flows, and (vi) the notes to consolidated financial statements.
104		— The cover page from the Vornado Realty Trust and Vornado Realty L.P. Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, formatted as iXBRL and contained in Exhibit 101.
**		Management contract or compensatory agreement
***		Filed 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.

**VORNADO REALTY TRUST**

\_\_\_\_\_  
(Registrant)

Date: May 2, 2022

By:     /s/ Deirdre Maddock    

Deirdre Maddock, Chief Accounting Officer  
(duly authorized officer and principal accounting officer)

**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.

**VORNADO REALTY L.P.**

\_\_\_\_\_  
(Registrant)

Date: May 2, 2022

By: /s/ Deirdre Maddock

Deirdre Maddock, Chief Accounting Officer of Vornado Realty Trust,  
sole General Partner of Vornado Realty L.P. (duly authorized officer  
and principal accounting officer)

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# VORNADO

REALTY TRUST

June 4, 2018

Barry Langer  
New York, NY

Dear Barry:

I am very pleased to offer the following terms and conditions of your employment and compensation with Vornado Realty Trust ("Vornado") effective as of January 1, 2018 (the "Effective Date"). Unless otherwise defined below, capitalized terms shall have the meanings assigned such terms in Schedule A attached hereto.

1. Position. You will continue to be Executive Vice President - Head of Development of Vornado, and be responsible for such duties and responsibilities commensurate with your position that are assigned to you. You will report to Vornado's President of the New York Division, or such other person(s) as the Chief Executive Officer of Vornado directs.
2. Term. Vornado will employ you, and you agree to continue to be employed by Vornado, upon the terms and conditions provided herein, for a term (the "Initial Term") commencing upon the Effective Date and expiring on December 31, 2018. The Initial Term shall be automatically extended for additional successive periods of twelve (12) month renewal terms (each a "Renewal Term") unless either Vornado or you provides notice to the other of its (or your) intent not to renew the Initial Term or the then current Renewal Term (as applicable) at least sixty (60) days prior to the expiration of the Initial Term or the then current Renewal Term (as applicable). The Initial Term and any Renewal Terms are referred to herein as the "Term".
3. Annual Base Salary/ Bonus/Equity. Your annual base salary is increased effective as of the Effective Date to \$1,000,000, and will be subject to review and increase (but not decrease) annually thereafter (commencing January 1, 2019). Your annual cash bonus for 2018 and thereafter will be no less than \$300,000. We will recommend to the Compensation Committee that you be awarded equity awards each year during the Term under the Vornado Realty Trust 2010 Omnibus Share Plan or any successor plan (the "Omnibus Share Plan") having a combined notional value of not less than \$450,000. Equity awards will be granted in accordance with Vornado policy as in effect from time to time (current policy is a mix of 50% Restricted LTIP Units and 50% Appreciation Only LTIP Units).



4. Special One-Time Equity Award. You recently received a one-time award of Restricted LTIP Units under the Omnibus Share Plan having a notional value of \$500,000. Subject to paragraph 5 below, these LTIP Units are subject to 4-year “cliff” vesting, provided, however, that vesting of such LTIP Units will be accelerated pursuant to paragraph 5 below or in the event that you separate from service with Vornado due to death, Disability, Involuntary Termination or resignation following a Change in Control of Vornado. Except as set forth herein, our standard form of Restricted LTIP Unit Agreement will apply to this one-time award of LTIP Units.

5. Accelerated Vesting of Equity Awards. Notwithstanding anything contained herein or in any equity award agreement to the contrary, in the event that you separate from service with Vornado as a result of an Involuntary Termination or due to death or Disability, or in the event that you resign from employment (whether or not for Good Reason) following a Change in Control of Vornado, all outstanding equity awards which you then hold, including the LTIP Units referenced in paragraph 4 above or future LTIP Units, as well as other equity awards previously granted to you or which may in the future be granted to you, shall thereupon become fully vested. For avoidance of doubt, any such separation from service shall be considered to be a “Qualified Termination” for purposes of any Outperformance Plan Award Agreement between you and Vornado or other award agreement between you and Vornado using such term or a substantially similar term.

6. Severance. In the event that you separate from service with Vornado as a result of an Involuntary Termination, you will, subject to your execution of Vornado’s standard form of separation and release agreement (which shall be in a commercially reasonable form) and compliance with the terms and conditions of paragraphs 7 and 8, receive the following:

(a) You will be paid, as severance, an amount equal to two times the sum of (i) your then annual base salary, and (ii) the average of your two most recent annual cash bonuses. Payment of this severance will be made in a single sum. The payment will be made with the first pay period coincident with or next following the effectiveness of such separation and release agreement, provided that if the review and any revocation period with respect to the separation and release agreement spans two taxable years, the payment will be made with the later of the first pay period beginning in the second of such taxable years or the first pay period after the separation and release agreement becomes effective. You will not be eligible for severance under any other Vornado severance plan or policy.

(b) If you elect continued group coverage pursuant to COBRA, Vornado will waive (or reimburse you on a monthly basis for) the cost of such coverage to the extent that such cost exceeds the cost that Vornado charges active employees for similar coverage, until the earlier of (i) the completion of eighteen (18) months of COBRA coverage, (ii) the date that you become covered under another group health plan, or (iii) the date that your COBRA coverage otherwise terminates. Vornado may modify its obligation to provide such benefit to the extent reasonably necessary to avoid any penalty or excise taxes imposed on it under the Patient Protection and Affordable Care Act of 2010, as amended, provided that it does so in a manner that to the extent possible, as determined by Vornado in its reasonable discretion, preserves the economic benefit and original intent of such benefit but does not cause such a penalty or excise tax.

(c) To the extent that you are covered by Company-provided life insurance as of your date of termination, Vornado will continue such coverage in effect for 24 months following your

date of termination to the same extent as such coverage is provided to similarly-situated active executives of Vornado, subject to the terms and conditions of such insurance.

#### 7. Restrictive Covenants.

(a) For and in consideration of the payments and benefits set forth in this letter, you agree that you will not, without the prior written consent of Vornado, during your employment and for a period of one (1) year immediately following your termination of employment for any reason (the "Restriction Period") engage, anywhere in the States of New York, New Jersey and Connecticut, in any way, directly or indirectly, in the commercial real estate business; provided that the foregoing will not restrict you from having a passive ownership interest of less than five percent (5%) in any entity or from having a passive ownership interest (regardless of ownership percentage) in any entity that does not compete, directly or indirectly, with Vornado.

(b) You hereby covenant and agree that, at all times during the Restriction Period, you will not pursue or attempt to develop or to direct to any other entity any project which Vornado or any of its Affiliates is or was pursuing, developing or attempting to develop during the period of your employment or interfere or otherwise compete with any activities of Vornado which you are or were actively involved in on behalf of Vornado or any of its Affiliates.

(c) You hereby covenant and agree that, at all times during the Restriction Period, you will not (i) assist any other person or firm in counseling, advising, encouraging or soliciting any person that within one (1) year immediately prior to your separation from service with Vornado was, a tenant of Vornado or any of its Affiliates (a "Tenant") to terminate its lease with Vornado or any of its Affiliates, (ii) contact any Tenant or induce or attempt to induce or otherwise counsel, advise, encourage or solicit any Tenant to terminate its lease with Vornado or any of its Affiliates, or (iii) employ or seek to employ any person who is or was employed by Vornado or any of its Affiliates within one (1) year immediately prior to your separation from service with Vornado, or otherwise encourage or entice such person to leave such employment.

(d) You acknowledge that the restrictions, prohibitions and other provisions of this letter agreement are reasonable, fair and equitable in scope, terms and duration, are necessary to protect the legitimate business interests of Vornado and its Affiliates and are a material inducement to Vornado to enter into this letter agreement. It is the intention of you and Vornado that the restrictions contained in this paragraph 7 be enforceable to the fullest extent permitted by applicable law. Therefore, to the extent any court of competent jurisdiction shall determine that any portion of the foregoing restrictions is excessive, such provision shall not be entirely void, but rather shall be limited or revised only to the extent necessary to make it enforceable.

(e) Should you engage in or perform, or threaten to engage in or perform, either directly or indirectly, any of the acts prohibited by this paragraph 7 or paragraph 8 below, it is agreed that Vornado shall be entitled to immediately withhold any payments or benefits to be made to you under this letter agreement and shall be entitled to full injunctive relief, to be issued by any competent court of equity, enjoining and restraining you and each and every other person, firm, organization, association, or corporation concerned therein, from the continuance of such violative acts. The foregoing remedy available to Vornado shall not be deemed to limit or prevent the exercise by Vornado of any or all further rights and remedies which may be available to Vornado hereunder or at law or in equity.

(f) You agree not to make any defamatory, disparaging or derogatory statements (whether to an individual, entity, business enterprise, media or otherwise) concerning Vornado or any of its Affiliates; provided, however, that nothing contained herein shall preclude you from exercising any protected right afforded you under applicable law.

(g) The covenants and restrictions set forth in this paragraph 7 are in addition to, rather than in substitution of, any other similar covenants or restrictions you may be subject to under law or pursuant to any other agreement between you and Vornado or any of its Affiliates, including without limitation any plan, policy or arrangement of Vornado or any of its Affiliates.

8. Confidentiality. You agree that:

(a) While working for Vornado, you will develop, acquire, have access to and/or otherwise have knowledge of Confidential Company Information.

(b) Confidential Company Information is and will continue to be the sole and exclusive property of Vornado;

(c) You will use Confidential Company Information only in the performance of your duties for Vornado and its Affiliates. Except in the performance of your duties for Vornado and its Affiliates, you will not use Confidential Company Information at any time (during or after your employment with Vornado) for your personal benefit, for the benefit of any other person, or in any manner adverse to the interests of Vornado, its Affiliates or their respective tenants or customers.

(d) You will not disclose Confidential Company Information at any time (during or after your employment with Vornado) except (x) as such disclosure may be required or appropriate in connection with your service to Vornado and/or its Affiliates, or (y) when required to do so by a court of law, by any governmental agency or by any administrative or legislative body (including a committee thereof) with apparent jurisdiction to order you to divulge, disclose or make accessible such information. You agree to provide Vornado advance written notice of any disclosure pursuant to clause (y) of the preceding sentence and to cooperate with any efforts by Vornado to limit the extent of such disclosure. Notwithstanding the foregoing or anything else contained herein to the contrary, this letter agreement shall not preclude you from disclosing Confidential Company Information to a governmental body or agency or to a court if and to the extent that a restriction on such disclosure would limit you from exercising any protected right afforded you under applicable law.

(e) You will safeguard Confidential Company Information by all reasonable steps and abide by all policies and procedures of Vornado, its Affiliates and their respective tenants and customers in effect from time to time regarding storage, copying, destroying, publication or posting, or handling of such Confidential Company Information, in whatever medium or format that Confidential Company Information takes;

(f) You will execute and abide by all confidentiality agreements that Vornado reasonably requests you to sign or abide by, whether those agreements are for the benefit of Vornado, its Affiliates or an actual or a potential tenant or customer thereof; and

(g) When your employment relationship with Vornado ends, you will immediately return to Vornado all materials containing and/or relating to Confidential Company Information and, except as Vornado may, in its sole discretion, expressly permit in writing, all equipment provided to you by Vornado during your employment, including without limitation all computers, laptops, cellular telephones, printers, facsimile machines and scanners. You shall not retain any copies or reproductions of correspondence, memoranda, reports, notebooks, photographs, databases, diskettes, or other documents or electronically stored information of any kind relating in any way to the business, potential business or affairs of Vornado, its Affiliates or their respective tenants or customers or their respective affiliates.

(h) The covenants and restrictions set forth in this paragraph 8 are in addition to, rather than in substitution of, any other similar covenants or restrictions you may be subject to under law or pursuant to any other agreement between you and Vornado or any of its Affiliates, including without limitation any plan, policy or arrangement of Vornado or any of its Affiliates.

9. Section 409A.

(a) This letter agreement is intended to comply with Section 409A of the Code (“Section 409A”) or an exemption thereunder and shall be construed and interpreted in a manner that is consistent with the requirements for avoiding additional taxes or penalties under Section 409A. A termination of employment shall not be deemed to have occurred for purposes of any provision of this letter agreement providing for the payment of any amounts or benefits considered “deferred compensation” (as defined under Treasury Regulation Section 1.409A-1(b)(1), after giving effect to the exemptions in Treasury Regulation Sections 1.409A-1(b)(3) through (b)(12)) upon or following a termination of employment unless such termination is also a “separation from service” (as determined applying the default presumptions under Treasury Regulation Section 1.409A-1(h)(1)) and, for purposes of any such provision of this letter agreement, references to a “termination,” “termination of employment” or like terms shall mean “separation from service.” In no event whatsoever shall Vornado be liable for any additional tax, interest or penalty that may be imposed on you under Section 409A.

(b) Notwithstanding anything in this letter agreement to the contrary, if a payment obligation arises on account of your separation from service while you are a “specified employee” as described in Section 409A, any payment of “deferred compensation” (as defined under Treasury Regulation Section 1.409A-1(b)(1), after giving effect to the exemptions in Treasury Regulation Sections 1.409A-1(b)(3) through (b)(12)) shall be made on the first (1st) business day of the seventh (7th) month following the date of your separation from service, or, if earlier, within fifteen (15) days after the appointment of a personal representative or executor of your estate following your death.

10. Tax Withholding. All payments to you hereunder shall be subject to such tax withholding obligations as may be required by law.

11. Code Section 280G. If any amounts or benefits provided for in this letter agreement, when aggregated with any other payments or benefits payable or provided to you (the “Total Payments”) would (i) constitute “parachute payments” within the meaning of Section 280G of the Code (which will not include any portion of payments allocated to the restrictive covenant

provisions of paragraph 7 that are classified as payments of reasonable compensation for purposes of Section 280G of the Code), and (ii) but for this paragraph 11, would be subject to the excise tax imposed by Section 4999 of the Code (the "Excise Tax"), then the Total Payments will be either: (a) provided in full, or (b) provided as to such lesser extent as would result in no portion of such Total Payments being subject to the Excise Tax, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the Excise Tax, results in your receipt on an after-tax basis of the greatest amount of the Total Payments, notwithstanding that all or some portion of the Total Payments may be subject to the Excise Tax. To the extent any reduction in Total Payments is required by this paragraph, such reduction shall occur to the payments and benefits in the order that results in the greatest economic present value of all payments and benefits actually made to you.

12. Governing Law. This letter agreement is governed by, and is to be construed and enforced in accordance with, the laws of the State of New York, without regard to principles of conflicts of laws.

13. Survival. The respective obligations of, and benefits afforded to, you and Vornado as provided in this letter agreement shall survive the termination of your employment with Vornado.

14. Successors: Binding Agreement. This letter agreement shall be binding upon and shall inure to the benefit of you, your heirs, executors, administrators, beneficiaries and assigns and shall be binding upon and shall inure to the benefit of Vornado and its successors and assigns.

15. Entire Agreement. This letter represents the entire agreement between you and Vornado with respect to the subject matter hereof and, except as provided by paragraphs 7(g) or 8(h) hereof, supersedes all prior written or oral understandings relating to these matters, including the letter from me to you dated February 16, 2018 addressing the subject matter hereof.

[Signature Page Follows]

To accept these terms, please countersign this letter below and return to me by June 22, 2018. This letter will be deemed withdrawn if you do not return it to me by that date.

Regards,

/S/ Joseph Macnow

Joseph Macnow,  
Executive Vice President  
Chief Financial Officer  
Chief Administrative Officer

AGREED AND ACCEPTED:

/S/ Barry Langer  
Name: Barry Langer  
Date:

## SCHEDULE A

### DEFINITIONS

The following terms shall have the assigned meanings:

“Affiliate” means, with respect to a person, a person that directly or indirectly Controls, or is Controlled by, or is under common Control with, such person.

“Cause” means your (i) willful and continued failure to substantially perform your duties with Vornado (other than any such failure resulting from your incapacity due to physical or mental illness) which has not been cured within thirty (30) days after delivery to you of a written notice that identifies the manner in which Vornado believes that you have willfully failed to substantially perform your duties, (ii) willful misconduct which is economically injurious to Vornado or to any of its Affiliates, including, but not limited to, any breach of paragraphs 7 or 8 of this letter agreement, which has not been cured within thirty (30) days after delivery to you of a written notice that identifies the manner in which Vornado believes that you have willfully engaged in misconduct that has economically injured Vornado or an Affiliate, or (iii) the conviction of, or plea of guilty or nolo contendere to, a felony, (iv) habitual drug or alcohol abuse which materially impairs your ability to perform your duties, or (v) material breach of any Vornado policy.

“Change in Control of Vornado” means the occurrence of one of the following events:

(i) individuals who, on the Effective Date constitute the Board of Trustees of Vornado (the “Incumbent Trustees”) cease for any reason to constitute at least a majority of the Board of Trustees (the “Board”), provided that any person becoming a trustee subsequent to the Effective Date whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Trustees then on the Board (either by a specific vote or by approval of the proxy statement of Vornado in which such person is named as a nominee for trustee, without objection to such nomination) shall be an Incumbent Trustee; provided, however, that no individual initially elected or nominated as a trustee of Vornado as a result of an actual or threatened election contest with respect to trustees or as a result of any other actual or threatened solicitation of proxies by or on behalf of any person other than the Board shall be an Incumbent Trustee;

(ii) any Person is or becomes, after the Effective Date, a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of Vornado representing 30% or more of the combined voting power of Vornado’s then outstanding securities eligible to vote for the election of the Board (“Vornado Voting Securities”); provided, however, that an event described in this paragraph (ii) shall not be deemed to be a Change in Control if any of following becomes such a beneficial owner: (A) Vornado or any majority-owned subsidiary of Vornado (provided that this exclusion applies solely to the ownership levels of Vornado or the majority-owned subsidiary), (B) any tax-qualified, broad-based employee benefit plan sponsored or maintained by Vornado or any such majority-owned subsidiary, (C) any underwriter temporarily holding securities pursuant to an offering of such securities, (D) any

person pursuant to a Non-Qualifying Transaction (as defined in paragraph (iii)), (E) (a) any of the partners (as of the Effective Date) in Interstate Properties (“Interstate”) including immediate family members and family trusts or family-only partnerships and any charitable foundations of such partners (the “Interstate Partners”), (b) any entities the majority of the voting interests of which are beneficially owned by the Interstate Partners, or (c) any “group” (as described in Rule 13d-5(b)(i) under the Exchange Act) including the Interstate Partners (the persons in (a), (b) and (c) shall be individually and collectively referred to herein as, “Interstate Holders”);

(iii) the consummation of a merger, consolidation, share exchange or similar form of transaction involving Vornado or any of its subsidiaries, or the sale of all or substantially all of Vornado’s assets (a “Business Transaction”), unless immediately following such Business Transaction (a) more than 50% of the total voting power of the entity resulting from such Business Transaction or the entity acquiring Vornado’s assets in such Business Transaction (the “Surviving Corporation”) is beneficially owned, directly or indirectly, by the Interstate Holders or Vornado’s shareholders immediately prior to any such Business Transaction, and (b) no person (other than the persons set forth in clauses (A), (B), (C), or (F) of paragraph (ii) above or any tax-qualified, broad-based employee benefit plan of the Surviving Corporation or its affiliates) beneficially owns, directly or indirectly, 30% or more of the total voting power of the Surviving Corporation (a “Non-Qualifying Transaction”); or

(iv) Board approval of a liquidation or dissolution of Vornado, unless the voting common equity interests of an ongoing entity (other than a liquidating trust) are beneficially owned, directly or indirectly, by Vornado’s shareholders in substantially the same proportions as such shareholders owned Vornado Voting Securities immediately prior to such liquidation and such ongoing entity assumes all existing obligations of Vornado to you under this letter agreement.

“Code” means the Internal Revenue Code of 1986, as amended.

“Confidential Company Information” means all information, whether or not in writing, concerning business, business relationships or financial affairs of Vornado or its Affiliates which has not entered the public domain (other than by your failure to fully perform your obligations under this letter agreement), and includes (i) corporate information, including trade secrets, know-how, plans, strategies, methods, contracts, policies, resolutions, negotiations or litigation; (ii) marketing information, including development plans and opportunities, strategies, methods, tenant and customer identities or other information about customers or tenants, prospect identities or other information about prospects, or pricing policies, market analyses or projections; (iii) financial information, including cost and performance data, debt arrangements, equity structure, investors and holdings, purchasing and sales data and price lists; (iv) operational and technological information, including plans, specifications, manuals, forms, templates, software, designs, methods, procedures, diagrams, schematics, notes, data, inventions, improvements, concepts and ideas; and (v) personnel information, including personnel lists, reporting or organizational structure, resumes, personnel data, compensation structure, performance evaluations and termination arrangements or documents.

“Control” means, as to any person, the power to direct or cause the direction of the management and policies of such person, or the power to appoint directors of such person, whether through



the ownership of voting securities, by contract or otherwise (the terms “Controlled by” and “under common Control with” shall have correlative meanings).

“Disability” shall have the meaning given such term or such similar term as may be defined in Vornado’s long term disability plan; provided, that, if no such plan exists, such term shall have the meaning provided in Section 22(e)(3) of the Code.

“Exchange Act” means the Securities Exchange Act of 1934.

“Good Reason” means, without your consent, (a) the assignment to you of duties materially and adversely inconsistent with your position or a material and adverse diminution in the nature of your duties, responsibilities or authority; (b) a reduction in your base salary and/or your minimum annual cash bonus and/or minimum annual Restricted LTIP/Appreciation Only LTIP Units award, as set forth in Paragraph 3 (excluding a reduction in base salary and/or minimum annual cash bonus of not more than ten percent (10%) in connection with an across-the-board reduction similarly affecting senior executives of Vornado); or (c) a relocation of your primary office location to a location that is more than 30 miles from its prior location.

“Involuntary Termination” means the termination of your employment by Vornado without Cause or your resignation of employment with Vornado for Good Reason. An Involuntary Termination shall include a termination of your employment with Vornado occurring upon expiration of the Term due to Vornado’s notice of non-renewal of the Term as set forth in paragraph 2 of the letter agreement.

“person” means a “person” as defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act.

May 2, 2022

The Board of Trustees and Shareholders of Vornado Realty Trust  
New York, New York

We are aware that our report dated May 2, 2022, on our review of the interim financial information of Vornado Realty Trust and subsidiaries appearing in this Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, is incorporated by reference in the following Registration Statements of Vornado Realty Trust:

Amendment No.1 to Registration Statement No. 333-36080 on Form S-3  
Amendment No.1 to Registration Statement No. 333-50095 on Form S-3  
Amendment No.1 to Registration Statement No. 333-89667 on Form S-3  
Amendment No.1 to Registration Statement No. 333-102215 on Form S-3  
Amendment No.1 to Registration Statement No. 333-102217 on Form S-3  
Registration Statement No. 333-105838 on Form S-3  
Registration Statement No. 333-107024 on Form S-3  
Registration Statement No. 333-114146 on Form S-3  
Registration Statement No. 333-121929 on Form S-3  
Amendment No.1 to Registration Statement No. 333-120384 on Form S-3  
Registration Statement No. 333-126963 on Form S-3  
Registration Statement No. 333-139646 on Form S-3  
Registration Statement No. 333-141162 on Form S-3  
Registration Statement No. 333-150592 on Form S-3  
Registration Statement No. 333-172880 on Form S-8  
Registration Statement No. 333-191865 on Form S-4  
Registration Statement No. 333-232056 on Form S-8  
Registration Statement No. 333-258409 on Form S-3

and in the following joint registration statement of Vornado Realty Trust and Vornado Realty L. P.:

Registration Statement No. 333-254965 on Form S-3

/s/ DELOITTE & TOUCHE LLP

New York, New York

May 2, 2022

The Partners of Vornado Realty L.P.  
New York, New York

We are aware that our report dated May 2, 2022, on our review of the interim financial information of Vornado Realty L.P. and subsidiaries appearing in this Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, is incorporated by reference in the joint Registration Statement No. 333-254965 on Form S-3 of Vornado Realty Trust and Vornado Realty L.P.

/s/ DELOITTE & TOUCHE LLP

New York, New York

## CERTIFICATION

I, Steven Roth, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vornado Realty Trust;
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(s) and I are responsible for establishing and maintaining disclosure control 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(s) 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.

May 2, 2022

/s/ Steven Roth

\_\_\_\_\_  
Steven Roth

Chairman of the Board and Chief Executive Officer

## CERTIFICATION

I, Michael J. Franco, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vornado Realty Trust;
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(s) and I are responsible for establishing and maintaining disclosure control 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(s) 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.

May 2, 2022

/s/ Michael J. Franco

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Michael J. Franco

President and Chief Financial Officer

## CERTIFICATION

I, Steven Roth, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vornado Realty L.P.;
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(s) and I are responsible for establishing and maintaining disclosure control 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(s) 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.

May 2, 2022

/s/ Steven Roth

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Steven Roth  
Chairman of the Board and Chief Executive Officer  
of Vornado Realty Trust, sole General Partner of Vornado Realty L.P.

## CERTIFICATION

I, Michael J. Franco, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Vornado Realty L.P.;
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(s) and I are responsible for establishing and maintaining disclosure control 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(s) 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.

May 2, 2022

/s/ Michael J. Franco

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Michael J. Franco

President and Chief Financial Officer of Vornado Realty  
Trust, sole General Partner of Vornado Realty L.P.

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty Trust (the "Company"), hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 2, 2022

*/s/ Steven Roth*  
\_\_\_\_\_  
Name: Steven Roth  
Title: Chairman of the Board and Chief Executive Officer



CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty Trust (the "Company"), hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 2, 2022

/s/ Michael J. Franco  
Name: Michael J. Franco  
Title: President and Chief Financial Officer

**CERTIFICATION**

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty L.P. (the "Company"), hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 2, 2022

/s/ Steven Roth  
Name: Steven Roth  
Title: Chairman of the Board and Chief Executive Officer  
of Vornado Realty Trust, sole General Partner of  
Vornado Realty L.P.

CERTIFICATION

**Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Subsection (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code)**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Vornado Realty L.P. (the "Company"), hereby certifies, to such officer's knowledge, that:

The Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (the "Report") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 2, 2022

/s/ Michael J. Franco

Name: \_\_\_\_\_  
Michael J. Franco  
Title: President and Chief Financial Officer of Vornado Realty  
Trust, sole General Partner of Vornado Realty L.P.