

ALEXANDERS INC  
Form 10-K  
February 13, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10 K**

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



**For the Fiscal Year Ended:December 31, 2016**

**OR**

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

**For the transition period from  
Commission File Number:**

**to  
001-06064**

**ALEXANDER'S, INC.  
(Exact name of registrant as specified in  
its charter)**

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

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

**51-0100517**  
(IRS Employer Identification No.)

**07652**  
(Zip Code)

Registrant's telephone number, including area code **(201) 587-8541**

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

| <b>Title of each class</b>            | <b>Name of each exchange on which registered</b> |
|---------------------------------------|--|
| Common Stock, \$1 par value per share | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15 (d) of the Act.

YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES NO

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  
Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

The aggregate market value of the voting and non-voting shares of common stock held by non-affiliates of the registrant, (i.e., by persons other than officers and directors of Alexander's, Inc.) was \$861,304,000 at June 30, 2016.

As of January 31, 2017, there were 5,107,290 shares of the registrant's common stock outstanding.

## **DOCUMENTS INCORPORATED BY REFERENCE**

**Part III:** Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 18, 2017.

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(1) These items are omitted in part or in whole because the registrant will file a definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934 with the Securities and Exchange Commission no later than 120 days after December 31, 2016, portions of which are incorporated by reference herein.

## FORWARD-LOOKING STATEMENTS

Certain statements contained herein constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not guarantees of future performance. They 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 Annual Report on Form 10-K. We also note the following forward-looking statements: in the case of our development projects, the estimated completion date, estimated project costs and costs to complete; and estimates of dividends on shares of our common stock. 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. For a further discussion of factors that could materially affect the outcome of our forward-looking statements, see “Item 1A - Risk Factors” in this Annual Report on Form 10-K.

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 Annual Report on Form 10-K 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 Annual Report on Form 10-K.

## PART I

### ITEM 1. BUSINESS

#### GENERAL

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

We have seven properties in the greater New York City metropolitan area consisting of:

#### Operating properties

- 731 Lexington Avenue, a 1,311,000 square foot multi-use building, comprising the entire block bounded by Lexington Avenue, East 59<sup>th</sup> Street, Third Avenue and East 58<sup>th</sup> Street in Manhattan. The building contains 889,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg L.P. ("Bloomberg") occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants;
- Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens. The center is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a 46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls. In January 2017, Sears announced that it plans to close its store in the second quarter of 2017. Under the terms of the lease, Sears is obligated to pay rent through lease expiration in March of 2021;
- Rego Park II, a 609,000 square foot shopping center, adjacent to the Rego Park I shopping center in Queens. The center is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl's. In addition, 47,000 square feet is leased to Toys "R" Us/Babies "R" Us, a one-third owned affiliate of Vornado;
- The Alexander apartment tower, located above our Rego Park II shopping center, contains 312 units aggregating 255,000 square feet and is 98.1% leased as of December 31, 2016;
- Paramus, located at the intersection of Routes 4 and 17 in Paramus, New Jersey, consists of 30.3 acres of land that is leased to IKEA Property, Inc.; and

- Flushing, a 167,000 square foot building, located at Roosevelt Avenue and Main Street in Queens, that is sub-leased to New World Mall LLC for the remainder of our ground lease term.

Property to be developed

- Rego Park III, a 140,000 square foot land parcel adjacent to the Rego Park II shopping center in Queens, at the intersection of Junction Boulevard and the Horace Harding Service Road.

**Relationship with Vornado**

We are managed by, and our properties are leased and developed by, Vornado, pursuant to various agreements which expire in March of each year and are automatically renewable. Vornado is a fully-integrated REIT with significant experience in managing, leasing, developing, and operating retail and office properties.

As of December 31, 2016, Vornado owned 32.4% of our outstanding common stock. Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties (“Interstate”), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. As of December 31, 2016, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.2% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado. Stephen W. Theriot, our Assistant Treasurer, is the Chief Financial Officer of Vornado.



## **Significant Tenants**



Bloomberg accounted for \$104,590,000, \$94,468,000 and \$91,109,000, representing approximately 46%, 45% and 45% of our total revenues in each of the years ended December 31, 2016, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg's creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In January 2016, we entered into a lease amendment with Bloomberg which extends the lease term related to 192,000 square feet of office space at our 731 Lexington Avenue property to be coterminous with the other 697,000 square feet of office space leased by Bloomberg through February 2029, with a ten-year extension option. In connection with the lease amendment, Bloomberg provided a \$200,000,000 letter of credit, which amount may be reduced in certain circumstances. We may draw on this letter of credit subject to certain terms of the lease amendment, including an event of default by Bloomberg.

## **Competition**

We operate in a highly competitive environment. All of our properties are located in the greater New York City metropolitan area. We compete with a large number of property owners and developers. Principal factors of competition are the amount of rent charged, attractiveness of location and quality and breadth of services provided. Our success depends upon, among other factors, trends of the global, national and local economies, the financial condition and operating results of current and prospective tenants and customers, the availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends, zoning laws, and our ability to lease, sublease or sell our properties, at profitable levels. Our success is also subject to our ability to refinance existing debt on acceptable terms as it comes due.

## **Employees**

We currently have 71 employees.

## **Executive Office**

Our executive office is located at 210 Route 4 East, Paramus, New Jersey, 07652 and our telephone number is (201) 587-8541.

## **Available Information**

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Copies of our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, as well as Reports on Forms 3, 4 and 5 regarding officers, directors, and 10% beneficial owners filed or furnished pursuant to Section 13(a), 15(d) or 16(a) of the Securities Exchange Act of 1934, are available free of charge on our website ([www.alx-inc.com](http://www.alx-inc.com)) as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (“SEC”). Also available on our website are copies of our Audit Committee Charter, Compensation Committee Charter, Code of Business Conduct and Ethics and Corporate Governance Guidelines. In the event of any changes to these items, revised copies will be made available on our website. Copies of these documents are also available directly from us, free of charge.

On April 11, 2000, Vornado and Interstate filed with the SEC, the 26<sup>th</sup> amendment to a Form 13D indicating that they, as a group, own in excess of 51% of our common stock. This ownership level makes us a “controlled” company for the purposes of the New York Stock Exchange, Inc.’s Corporate Governance Standards (the “NYSE Rules”). This means that we are not required to, among other things, have a majority of the members of our Board of Directors be independent under the NYSE Rules, have all of the members of our Compensation Committee be independent under the NYSE Rules or to have a Nominating Committee. While we have voluntarily complied with a majority of the independence requirements of the NYSE Rules, we are under no obligation to do so and this situation may change at any time.

**ITEM 1a. risk factors**

Material factors that may adversely affect our business and operations are summarized below. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. See “Forward-Looking Statements” contained herein on page 4.

**REAL ESTATE INVESTMENTS’ VALUE AND INCOME FLUCTUATE DUE TO VARIOUS FACTORS.**

The value of real estate fluctuates depending on conditions in the general economy and the real estate business. These conditions may also adversely impact our revenues and cash flows.

The factors that affect the value of our real estate include, among other things:

- global, national, regional and local economic conditions;
- competition from other available space;
- local conditions such as an oversupply of space or a reduction in demand for real estate in the area;
- how well we manage our properties;
- changes in market rental rates;
- the timing and costs associated with property improvements and rentals;
- whether we are able to pass all or portions of any increases in operating costs through to tenants;
- changes in real estate taxes and other expenses;
- whether tenants and users such as customers and shoppers consider a property attractive;
- changes in space utilization by our tenants due to technology, economic conditions and business environment;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- availability of financing on acceptable terms or at all;
- inflation or deflation;
- fluctuations in interest rates;
- our ability to obtain adequate insurance;

- changes in zoning laws and taxation;
- government regulation;
- consequences of any armed conflict involving, or terrorist attack against, the United States or individual acts of violence in public spaces, including retail centers;
- potential liability under environmental or other laws or regulations;
- natural disasters;
- general competitive factors; and
- climate changes.

The rents we receive and the occupancy levels at our properties may decline as a result of adverse changes in any of these factors. If our rental revenues and/or occupancy levels decline, we generally would expect to have less cash available to pay our indebtedness and for distribution to our stockholders. In addition, some of our major expenses, including mortgage payments, real estate taxes and maintenance costs generally do not decline when the related rents decline.

***Capital markets and economic conditions can materially affect our liquidity, financial condition and results of operations, as well as the value of our debt and equity securities.***

There are many factors that can affect the value of our equity securities and any debt securities we may issue in the future, including the state of the capital markets and economy. Demand for office and retail space may decline nationwide as it did in 2008 and 2009, due to the economic downturn, bankruptcies, downsizing, layoffs and cost cutting. Government action or inaction may adversely affect the state of the capital markets. The cost and availability of credit may be adversely affected by illiquid credit markets and wider credit spreads may adversely affect our liquidity and financial condition, including our results of operations, and the liquidity and financial condition of our tenants. Our inability or the inability of our tenants to timely refinance maturing liabilities and access the capital markets to meet liquidity needs may materially affect our financial condition and results of operations and the value of our equity securities and any debt securities we may issue in the future.

***We are subject to risks that affect the general and New York City retail environments.***

Certain of our properties are New York City retail properties. As such, these properties are affected by the general and New York City retail environments, including the level of consumer spending and consumer confidence, change in relative strengths of world currencies, unemployment rates, the threat of terrorism, increasing competition from discount retailers, outlet malls, retail websites and catalog companies, and the impact of technological change upon the retail environment generally. These factors could adversely affect the financial condition of our retail tenants and the willingness of retailers to lease space in our retail locations.

***Real estate is a competitive business.***

We compete with a large number of property owners and developers, some of which may be willing to accept lower returns on their investments than we are. Principal factors of competition include rents charged, attractiveness of location, the quality of the property and breadth and quality of services provided. Our success depends upon, among other factors, trends of the global, national and local economies, the financial condition and operating results of current and prospective tenants and customers, the availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation, population and employment trends, zoning laws, and our ability to lease, sublease or sell our properties, at profitable levels.

***We depend on leasing space to tenants on economically favorable terms and collecting rent from tenants who may not be able to pay.***

Our financial results depend significantly on leasing space in our properties to tenants on economically favorable terms. In addition, because a majority of our income is derived from renting real property, our income, funds available to pay indebtedness and funds available for distribution to stockholders will decrease if certain of our tenants cannot pay their rent or if we are not able to maintain our occupancy levels on favorable terms. If a tenant does not pay its rent, we might not be able to enforce our rights as landlord without delays and might incur substantial legal and other costs. During periods of economic adversity, there may be an increase in the number of tenants that cannot pay their rent and an increase in vacancy rates.

***We may be unable to renew leases or relet space as leases expire.***

When our tenants decide not to renew their leases upon their expiration, we may not be able to relet the space. Even if tenants do renew or we can relet the space, the terms of renewal or reletting, taking into account among other things, the cost of improvements to the property and leasing commissions, may be less favorable than the terms in the expired leases. In addition, changes in space utilization by our tenants may impact our ability to renew or relet space without the need to incur substantial costs in renovating or redesigning the internal configuration of the relevant property. If we are unable to promptly renew the leases or relet the space at similar rates or if we incur substantial costs in renewing or reletting the space, our cash flow and ability to service debt obligations and pay dividends and distributions to security holders could be adversely affected.



***Bankruptcy or insolvency of tenants may decrease our revenues, net income and available cash.***

From time to time, some of our tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. The bankruptcy or insolvency of a major tenant could cause us to have difficulty leasing the remainder of the affected property. Our leases generally do not contain restrictions designed to ensure the creditworthiness of our tenants. As a result, the bankruptcy or insolvency of a major tenant could result in a lower level of net income and funds available to pay our indebtedness or make distributions to stockholders.

***731 Lexington Avenue accounts for a substantial portion of our revenues. Loss of or damage to the building would adversely affect our financial condition and results of operations.***

731 Lexington Avenue accounted for \$147,567,000, \$137,411,000 and \$133,024,000, representing approximately 65%, 66% and 66% of our total revenues in each of the years ended December 31, 2016, 2015 and 2014, respectively. Loss of or damage to the building in excess of our insurance coverage, including as a result of a terrorist attack, would adversely affect our results of operations and financial condition.

***Bloomberg represents a significant portion of our revenues. Loss of Bloomberg as a tenant or deterioration in Bloomberg's credit quality could adversely affect our financial condition and results of operations.***

Bloomberg accounted for \$104,590,000, \$94,468,000 and \$91,109,000, representing approximately 46%, 45% and 45% of our total revenues in each of the years ended December 31, 2016, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition.

***We face risks associated with our tenants being designated “Prohibited Persons” by the Office of Foreign Assets Control and similar requirements.***

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”) from conducting business or engaging in transactions in the United States and thereby restricts our doing business with such persons. In addition, our leases, loans and other agreements may require us to comply with OFAC and related requirements, and any failure to do so may result in a breach of such agreements. If a tenant or other party with whom we conduct business is placed on the OFAC list or is otherwise a party with whom we are prohibited from doing business, we may be required to terminate the lease or other agreement. Any such termination could result in a loss of revenue or otherwise negatively affect our financial results and cash flows.

***Our business and operations would suffer in the event of system failures.***

Despite system redundancy, the implementation of security measures and the existence of a disaster recovery plan for our internal information technology systems, our systems are vulnerable to damages from any number of sources, including computer viruses, unauthorized access, energy blackouts, natural disasters, terrorism, war and telecommunication failures. Any system failure or accident that causes interruptions in our operations could result in a material disruption to our business. We may also incur additional costs to remedy damages caused by such disruptions.

***The occurrence of cyber incidents, or a deficiency in our cybersecurity, could negatively impact our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our business relationships, all of which could negatively impact our financial results.***

We face risks associated with security breaches, whether through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons who access our systems from inside or outside our organization, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems) and, in some cases, may be critical to the operations of certain of our tenants. Although we make efforts to maintain the security and integrity of these types of IT networks and related systems, and we have implemented various measures to manage the risk of a security breach or disruption, there can be no assurance that our security efforts and measures will be effective or that attempted security breaches or disruptions would not be successful or damaging. Even the most well protected information, networks, systems and facilities remain potentially vulnerable because the techniques used in such attempted security breaches evolve and generally are not recognized until launched against a target, and in some cases are designed to not be detected and, in fact, may not be detected. Accordingly, we may be unable to anticipate these techniques or to implement adequate security barriers or other preventative measures, and thus it is impossible for us to entirely mitigate this risk.

A security breach or other significant disruption involving our IT networks and related systems could disrupt the proper functioning of our networks and systems and therefore our operations and/or those of certain of our tenants; result in the unauthorized access to, and destruction, loss, theft, misappropriation or release of, proprietary, confidential, sensitive or otherwise valuable information of ours or others, which others could use to compete against us or which could expose us to damage claims by third-parties for disruptive, destructive or otherwise harmful purposes and outcomes; result in our inability to maintain the building systems relied upon by our tenants for the efficient use of their leased space; require significant management attention and resources to remedy any damages that result; subject us to claims for breach of contract, damages, credits, penalties or termination of leases or other agreements; or damage our reputation among our tenants and investors generally. Any or all of the foregoing could have a material adverse effect on our results of operations, financial condition and cash flows.

***We may incur significant costs to comply with environmental laws and environmental contamination may impair our ability to lease and/or sell real estate.***

Our operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean-up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused such release. The presence of contamination or the failure to remediate contamination may impair our ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos-containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure at or from our properties.

Each of our properties has been subjected to varying degrees of environmental assessment at various times. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in cleanup or compliance requirements could result in significant costs to us.

In addition, we may become subject to costs or taxes, or increases therein, associated with natural resource or energy usage (such as a “carbon tax”). These costs or taxes could increase our operating costs and decrease the cash available to pay our obligations or distribute to equity holders.

***Some of our potential losses may not be covered by insurance.***

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

Fifty Ninth Street Insurance Company, LLC (“FNSIC”), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. Coverage for

acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a \$348,000 deductible (\$293,000 effective January 1, 2017) and 16% of the balance (17% effective January 1, 2017) of a covered loss, and the Federal government is responsible for the remaining 84% (83% effective January 1, 2017) of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

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

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

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

The Americans with Disabilities Act (“ADA”) generally requires that public buildings, including our properties, meet certain federal requirements related to access and use by disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants and/or legal fees to their counsel. If, under the ADA, we are required to make substantial alterations and capital expenditures in one or more of our properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations, as well as the amount of cash available for distribution to stockholders.

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

***We depend upon anchor tenants to attract shoppers at our Rego Park I and II retail properties.***

Our Rego Park I and II retail properties are anchored by well-known department stores and other tenants who generate shopping traffic. The value of these properties would be adversely affected if our anchor tenants failed to meet their contractual obligations, sought concessions in order to continue operations or ceased their operations, including as a result of bankruptcy. If the sales of stores operating in our properties were to decline significantly due to economic conditions, closing of anchors or for other reasons, tenants may be unable to pay their minimum rents or expense recovery charges. In the event of a default by a tenant or anchor, we may experience delays and costs in enforcing our rights as landlord. In January 2017, Sears announced that it plans to close its store in the second quarter of 2017. Under the terms of the lease, Sears is obligated to pay rent through lease expiration in March of 2021.

**OUR INVESTMENTS ARE CONCENTRATED IN THE GREATER NEW YORK CITY METROPOLITAN AREA. CIRCUMSTANCES AFFECTING THIS AREA GENERALLY COULD ADVERSELY AFFECT OUR BUSINESS.**

***All of our properties are in the greater New York City metropolitan area and are affected by the economic cycles and risks inherent in that area.***

All of our revenues come from properties located in the greater New York City metropolitan area. Real estate markets are subject to economic downturns and we cannot predict how economic conditions will impact this market in either the short-term or long-term. Declines in the economy or declines in the real estate market in this area could hurt our financial performance and the value of our properties. In addition to the factors affecting the national economic condition generally, the factors affecting economic conditions in this area include:

- financial performance and productivity of the media, advertising, financial, technology, retail, insurance and real estate industries;
- unemployment levels;
- business layoffs or downsizing;
- industry slowdowns;
- relocations of businesses;
- changing demographics;
- increased telecommuting and use of alternative work places;

- changes in the number of domestic and international tourists to our markets (including, as a result of changes in the relative strengths of world currencies);
- infrastructure quality; and
- any oversupply of, or reduced demand for, real estate.

It is impossible for us to assess the future effects of trends in the economic and investment climates of the greater New York City metropolitan region, and more generally of the United States, on the real estate market in this area. Local, national or global economic downturns, would negatively affect our business and profitability.

***Terrorist attacks, such as those of September 11, 2001 in New York City, may adversely affect the value of our properties and our ability to generate cash flow.***

All of our properties are located in the greater New York City metropolitan area, and our most significant property, 731 Lexington Avenue, is located on Lexington Avenue and 59<sup>th</sup> Street in Manhattan. In response to a terrorist attack or the perceived threat of terrorism, tenants in this area may choose to relocate their businesses to less populated, lower-profile areas of the United States that are not as likely to be targets of future terrorist activity and fewer customers may choose to patronize businesses in this area. This would trigger a decrease in the demand for space in these markets, which could increase vacancies in our properties and force us to lease our properties on less favorable terms. As a result, the value of our properties and the level of our revenues could decline materially.

***Natural disasters and the effects of climate change could have a concentrated impact on the area which we operate and could adversely impact our results.***

Our investments are in the greater New York City metropolitan area and since they are concentrated along the Eastern Seaboard, natural disasters, including hurricanes, could impact our properties. Potentially adverse consequences of “global warming” could similarly have an impact on our properties. As a result, we could become subject to significant losses and/or repair costs which may or may not be fully covered by insurance and to the risk of business interruption. The incurrence of these losses, costs or business interruptions may adversely affect our operating and financial results.

**WE MAY ACQUIRE OR SELL ASSETS OR DEVELOP PROPERTIES. OUR FAILURE OR INABILITY TO CONSUMMATE THESE TRANSACTIONS OR MANAGE THESE TRANSACTIONS COULD ADVERSELY AFFECT OUR OPERATIONS AND FINANCIAL RESULTS.**

*We may acquire or develop properties and this may create risks, including failing to complete such activities on time or within budget, competition for such activities that could increase our costs, being unable to lease newly acquired, developed or redeveloped properties at rents sufficient to cover our costs, difficulties in integrating acquisitions and weaker than expected performance.*

Although our stated business strategy is not to engage in acquisitions, we may acquire or develop properties when we believe that an acquisition or development project is otherwise consistent with our business strategy. We may not, however, succeed in consummating desired acquisitions or in completing developments on time or within budget. In addition, we may face competition in pursuing acquisition or development opportunities that could increase our costs. When we do pursue a project or acquisition, we may not succeed in leasing newly-developed, redeveloped or acquired properties at rents sufficient to cover costs of acquisition, development or redevelopment and operations. Difficulties in integrating acquisitions may prove costly or time-consuming and could divert management's attention. Acquisitions or developments in new markets or types of properties where we do not have the same level of market knowledge may result in weaker than anticipated performance. We may abandon acquisition or development opportunities that we have begun pursuing and consequently fail to recover expenses already incurred and have devoted management time to a matter not consummated.

*It may be difficult to buy and sell real estate quickly, which may limit our flexibility.*

Real estate investments are relatively difficult to buy and sell quickly. Consequently, we may have limited ability to vary our portfolio promptly in response to changes in economic or other conditions. Moreover, our ability to buy, sell, or finance real estate assets may be adversely affected during periods of uncertainty or unfavorable conditions in the credit markets as we, or potential buyers of our assets, may experience difficulty in obtaining financing.

*We have an investment in marketable equity securities. The value of this investment may decline.*

We have an investment in Macerich, a retail shopping center company. As of December 31, 2016, this investment had a carrying amount of \$37,918,000. A significant decline in the value of this investment due to, among other reasons, Macerich's operating performance or economic or market conditions, may result in the recognition of an impairment loss, which could be material.

**OUR ORGANIZATIONAL AND FINANCIAL STRUCTURE GIVES RISE TO OPERATIONAL AND FINANCIAL RISKS.**

*Substantially all of our assets are owned by subsidiaries. We depend on dividends and distributions from these subsidiaries. The creditors of these subsidiaries are entitled to amounts payable to them by the subsidiaries before the subsidiaries may pay any dividends or distributions to us.*



Substantially all of our properties and assets are held through our subsidiaries. We depend on cash distributions and dividends from our subsidiaries for substantially all of our cash flow. The creditors of each of our direct and indirect subsidiaries are entitled to payment of that subsidiary's obligations to them when due and payable before that subsidiary may make distributions or dividends to us. Thus, our ability to pay dividends, if any, to our security holders depends on our subsidiaries' ability to first satisfy their obligations to their creditors and our ability to satisfy our obligations, if any, to our creditors.

In addition, our participation in any distribution of the assets of any of our direct or indirect subsidiaries upon the liquidation, reorganization or insolvency of the subsidiary, is only after the claims of the creditors, including trade creditors, and preferred security holders, if any, of the applicable direct or indirect subsidiaries are satisfied.

***Our existing financing documents contain covenants and restrictions that may restrict our operational and financial flexibility.***

As of December 31, 2016, we had outstanding mortgage indebtedness of \$1,056,147,000, secured by four of our properties. These mortgages contain covenants that limit our ability to incur additional indebtedness on these properties, provide for lender approval of tenants' leases in certain circumstances, and provide for yield maintenance or defeasance premiums to prepay them. These mortgages may significantly restrict our operational and financial flexibility. In addition, if we were to fail to perform our obligations under existing indebtedness or become insolvent or were liquidated, secured creditors would be entitled to payment in full from the proceeds of the sale of the pledged assets prior to any proceeds being paid to other creditors or to any holders of our securities. In such an event, it is possible that we would have insufficient assets remaining to make payments to other creditors or to any holders of our securities.

***We have a substantial amount of indebtedness that could affect our future operations.***

As of December 31, 2016, total debt outstanding was \$1,056,147,000. We are subject to the risks normally associated with debt financing, including the risk that our cash flow from operations will be insufficient to meet required debt service. Our debt service costs generally will not be reduced if developments at the property, such as the entry of new competitors or the loss of major tenants, cause a reduction in the income from the property. Should such events occur, our operations may be adversely affected. If a property is mortgaged to secure payment of indebtedness and income from such property is insufficient to pay that indebtedness, the property could be foreclosed upon by the mortgagee resulting in a loss of income and a decline in our total asset value.

***We have outstanding debt, and the amount of debt and its cost may increase and refinancing may not be available on acceptable terms.***

As of December 31, 2016, total debt outstanding was \$1,056,147,000 and our ratio of total debt to total enterprise value was 35.8%. "Enterprise value" means the market equity value of our common stock, plus debt, less cash and cash equivalents at such date. In addition, we have significant debt service obligations. For the year ended December 31, 2016, our scheduled cash payments for principal and interest were \$22,957,000. In the future, we may incur additional debt, and thus increase the ratio of total debt to total enterprise value. If our level of indebtedness increases, there may be an increased risk of default which could adversely affect our financial condition and results of operations. In addition, in a rising interest rate environment, the cost of refinancing our existing debt and any new debt or market rate security or instrument may increase. Continued uncertainty in the equity and credit markets may negatively impact our ability to obtain financing on reasonable terms or at all, which may negatively affect our ability to refinance our debt.

***We might fail to qualify or remain qualified as a REIT, and may be required to pay income taxes at corporate rates.***

Although we believe that we will remain organized and will continue to operate so as to qualify as a REIT for federal income tax purposes, we might fail to remain qualified. Qualification as a REIT for federal income tax purposes is governed by highly technical and complex provisions of the Internal Revenue Code (the "Code") for which there are only limited judicial or administrative interpretations and depends on various facts and circumstances that are not entirely within our control. In addition, legislation, new regulations, administrative interpretations or court decisions may significantly change the relevant tax laws and/or the federal income tax consequences of qualifying as a REIT.

If, with respect to any taxable year, we fail to maintain our qualification as a REIT and do not qualify under statutory relief provisions, we could not deduct distributions to stockholders in computing our taxable income and would have to pay federal income tax on our taxable income at regular corporate rates. The federal income tax payable would include any applicable alternative minimum tax. If we had to pay federal income tax, the amount of money available to distribute to stockholders and pay our indebtedness would be reduced for the year or years involved, and we would no longer be required to make distributions to stockholders. In addition, we would also be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost, unless we were entitled to relief under the relevant statutory provisions.

***We face possible adverse changes in tax laws, which may result in an increase in our tax liability.***

From time to time changes in state and local tax laws or regulations are enacted, which may result in an increase in our tax liability. The shortfall in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income. These increased tax costs could adversely affect our financial condition and results of operations and the amount of cash available for payment of dividends.

***Loss of our key personnel could harm our operations and adversely affect the value of our common stock.***

We are dependent on the efforts of Steven Roth, our Chief Executive Officer. Although we believe that we could find a replacement, the loss of his services could harm our operations and adversely affect the value of our common stock.

**ALEXANDER'S CHARTER DOCUMENTS AND APPLICABLE LAW MAY HINDER ANY ATTEMPT TO ACQUIRE US.**

Provisions in Alexander's certificate of incorporation and by laws, as well as provisions of the Code and Delaware corporate law, may delay or prevent a change in control of the Company or a tender offer, even if such action might be beneficial to stockholders, and limit the stockholders' opportunity to receive a potential premium for their shares of common stock over then prevailing market prices.

Primarily to facilitate maintenance of its qualification as a REIT, Alexander's certificate of incorporation generally prohibits ownership, directly, indirectly or beneficially, by any single stockholder of more than 9.9% of the outstanding shares of preferred stock of any class or 4.9% of outstanding common stock of any class. The Board of Directors may waive or modify these ownership limits with respect to one or more persons if it is satisfied that ownership in excess of these limits will not jeopardize Alexander's status as a REIT for federal income tax purposes. In addition, the Board of Directors has, subject to certain conditions and limitations, exempted Vornado and certain of its affiliates from these ownership limitations. Stock owned in violation of these ownership limits will be subject to the loss of rights and other restrictions. These ownership limits may have the effect of inhibiting or impeding a change in control.

Alexander's Board of Directors is divided into three classes of directors. Directors of each class are chosen for three-year staggered terms. Staggered terms of directors may have the effect of delaying or preventing changes in control or management, even though changes in management or a change in control might be in the best interest of our stockholders.

In addition, Alexander's charter documents authorize the Board of Directors to:

- cause Alexander's to issue additional authorized but unissued common stock or preferred stock;
- classify or reclassify, in one or more series, any unissued preferred stock;
- set the preferences, rights and other terms of any classified or reclassified stock that Alexander's issues; and
- increase, without stockholder approval, the number of shares of beneficial interest that Alexander's may issue.

The Board of Directors could establish a series of preferred stock with terms that could delay, deter or prevent a change in control of Alexander's or other transaction that might involve a premium price or otherwise be in the best interest of our stockholders, although the Board of Directors does not, at present, intend to establish a series of preferred stock of this kind. Alexander's charter documents contain other provisions that may delay, deter or prevent a change in control of the Company or other transaction that might involve a premium price or otherwise be in the best interest of our stockholders.

In addition, Vornado, Interstate and its three general partners (each of whom are both trustees of Vornado and Directors of Alexander's) together beneficially own approximately 58.7% of our outstanding shares of common stock. This degree of ownership is likely to reduce the possibility of a tender offer or an attempt to change control of the Company by a third party.

*We may change our policies without obtaining the approval of our stockholders.*

Our operating and financial policies, including our policies with respect to acquisitions of real estate or other assets, growth, operations, indebtedness, capitalization and dividends, are exclusively determined by our Board of Directors. Accordingly, our stockholders do not control these policies.





**OUR OWNERSHIP STRUCTURE AND RELATED-PARTY TRANSACTIONS MAY GIVE RISE TO CONFLICTS OF INTEREST.**

***Steven Roth, Vornado and Interstate may exercise substantial influence over us. They and some of our other directors and officers have interests or positions in other entities that may compete with us.***

As of December 31, 2016, Interstate and its partners owned approximately 7.1% of the common shares of beneficial interest of Vornado and approximately 26.3% of our outstanding common stock. Steven Roth, David Mandelbaum and Russell B. Wight, Jr. are the partners of Interstate. Mr. Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Chairman of the Board of Trustees and Chief Executive Officer of Vornado and the Managing General Partner of Interstate. Mr. Wight and Mr. Mandelbaum are both trustees of Vornado and members of our Board of Directors. In addition, Vornado manages and leases the real estate assets of Interstate.

As of December 31, 2016, Vornado owned 32.4% of our outstanding common stock, in addition to the 26.3% owned by Interstate and its partners. In addition to the relationships described in the immediately preceding paragraph, Dr. Richard West is a trustee of Vornado and a member of our Board of Directors and Joseph Macnow is our Executive Vice President and Chief Financial Officer and the Executive Vice President – Finance and Chief Administrative Officer of Vornado. Stephen W. Theriot, our Assistant Treasurer, is the Chief Financial Officer of Vornado.

Because of their overlapping interests, Vornado, Mr. Roth, Interstate and the other individuals noted in the preceding paragraphs may have substantial influence over Alexander's, and on the outcome of any matters submitted to Alexander's stockholders for approval. In addition, certain decisions concerning our operations or financial structure may present conflicts of interest among Vornado, Messrs. Roth, Mandelbaum and Wight and Interstate and other security holders. Vornado, Mr. Roth and Interstate may, in the future, engage in a wide variety of activities in the real estate business which may result in conflicts of interest with respect to matters affecting us, such as, which of these entities or persons, if any, may take advantage of potential business opportunities, the business focus of these entities, the types of properties and geographic locations in which these entities make investments, potential competition between business activities conducted, or sought to be conducted, by us, competition for properties and tenants, possible corporate transactions such as acquisitions, and other strategic decisions affecting the future of these entities.

***There may be conflicts of interest between Vornado, its affiliates and us.***

Vornado manages, develops and leases our properties under agreements that have one-year terms expiring in March of each year, which are automatically renewable. Because we share common senior management with Vornado and because four of the trustees of Vornado are on our Board of Directors, the terms of the foregoing agreements and any future agreements may not be comparable to those we could have negotiated with an unaffiliated third party.

For a description of Interstate's ownership of Vornado and Alexander's, see "Steven Roth, Vornado and Interstate may exercise substantial influence over us. They and some of our other directors and officers have interests or positions in other entities that may compete with us." above.

**THE NUMBER OF SHARES OF ALEXANDER'S COMMON STOCK AND THE MARKET FOR THOSE SHARES GIVE RISE TO VARIOUS RISKS.**

*The price of our common shares has been volatile and may fluctuate.*

The trading price of our common shares has been volatile and may continue to fluctuate widely as a result of a number of factors, many of which are outside of our control. In addition, the stock market is subject to fluctuations in the share prices and trading volumes that affect the market prices of the shares of many companies. These broad market fluctuations have in the past and may in the future adversely affect the market price of our common shares. Among the factors that could affect the price of our common shares are:

- our financial condition and performance;
- the financial condition of our tenants, including the extent of tenant bankruptcies or defaults;
- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- our dividend policy;
- the reputation of REITs and real estate investments generally and the attractiveness of REIT equity securities in comparison to other equity securities, including securities issued by other real estate companies, and fixed income securities;
- uncertainty and volatility in the equity and credit markets;
- fluctuations in interest rates;
- changes in revenue or earnings estimates or publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to our securities or those of other REITs;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- strategic actions by us or our competitors, such as acquisitions or restructurings;
- the extent of institutional investor interest in us;
- the extent of short-selling of our common shares and the shares of our competitors;
- fluctuations in the stock price and operating results of our competitors;
- general financial and economic market conditions and, in particular, developments related to market conditions for REITs and other real estate related companies;
- domestic and international economic factors unrelated to our performance; and
- all other risk factors addressed elsewhere in this annual report on form 10-K.

A significant decline in our stock price could result in substantial losses for stockholders.

*Alexander's has additional shares of its common stock available for future issuance, which could decrease the market price of the common stock currently outstanding.*

The interest of our current stockholders could be diluted if we issue additional equity securities. As of December 31, 2016, we had authorized but unissued 4,826,550 shares of common stock, par value of \$1.00 per share and 3,000,000 shares of preferred stock, par value \$1.00 per share; of which 8,505 shares of common stock are reserved for issuance upon redemption of the deferred stock units previously granted to our Board of Directors. In addition, 498,376 shares are available for future grant under the terms of our 2016 Omnibus Stock Plan. These awards may be granted in the form of options, restricted stock, stock appreciation rights, deferred stock units, or other equity-based interests, and if granted, would reduce that number of shares available for future grants, provided however that an award that may be settled only in cash, would not reduce the number of shares available under the plan. We cannot predict the impact that future issuances of common or preferred stock or any exercise of outstanding options or grants of additional equity-based interests would have on the market price of our common stock.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

There are no unresolved comments from the staff of the Securities and Exchange Commission as of the date of this Annual Report on Form 10-K.

**ITEM 2. properties**

The following table shows the location, ownership, approximate size (excluding parking garages) and occupancy of each of our properties as of December 31, 2016.

| <b>Property</b>   | <b>Land</b>  | <b>Building</b>    | <b>Occupancy</b> | <b>Average</b>    |             | <b>Tenants</b>          | <b>Lease Expiration</b> |               |
|---|--------------|--------------------|------------------|-------------------|-------------|-------------------------|-------------------------|---------------|
|   |              |                    |                  | <b>Annualized</b> | <b>Per</b>  |                         | <b>Original</b>         | <b>Option</b> |
| <b>Operating Properties:</b>  | <b>Acres</b> | <b>Square Feet</b> | <b>Rate</b>      | <b>Rent</b>       | <b>Foot</b> | <b>Foot</b>             | <b>Term</b>             | <b>Term</b>   |
|   |              |                    |                  |                   |             |                         | (2)                     | (3)           |
| 731<br>Lexington<br>Avenue<br>New<br>York,<br>New<br>York<br>Office |              | 889,000            | 100%             | \$ 113.95         |             | Bloomberg L.P.          | 2029                    | 2039          |
| Retail  |              | 83,000             |                  |                   |             | The Home Depot          | 2025                    | 2035          |
|   |              | 34,000             |                  |                   |             | The Container Store     | 2021                    | N/A           |
|   |              | 27,000             |                  |                   |             | Hennes & Mauritz        | 2019                    | N/A           |
|   |              | 30,000             |                  |                   |             | Various                 | Various                 | Various       |
|   |              | 174,000            | 100%             | 185.06            |             |                         |                         |               |
|   | 1.9          | 1,063,000          |                  |                   |             |                         |                         |               |
| Rego Park I<br>Queens,<br>New<br>York                               |              | 195,000            |                  |                   |             | Sears                   | (4) 2021                | N/A           |
|   |              | 50,000             |                  |                   |             | Burlington Coat Factory | 2022                    | 2027          |
|   |              | 46,000             |                  |                   |             | Bed Bath & Beyond       | 2021                    | N/A           |
|   |              | 36,000             |                  |                   |             | Marshalls               | 2021                    | N/A           |
|   |              | 16,000             |                  |                   |             | Old Navy                | 2021                    | N/A           |
|   | 4.8          | 343,000            | 100%             | 40.55             |             |                         |                         |               |
| Rego Park II<br>Queens,<br>New<br>York                              |              | 145,000            |                  |                   |             | Costco                  | 2034                    | 2059          |
|   |              | 135,000            |                  |                   |             | Century 21              | 2030                    | 2050          |

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|     |  |         |      |       |  |                           |         |         |
|-----|--|---------|------|-------|--|---------------------------|---------|---------|
|     |  | 133,000 |      |       |  | Kohl's                    | 2030    | 2050    |
|     |  | 47,000  |      |       |  | Toys "R" Us/Babies "R" Us | 2021    | 2036    |
|     |  | 149,000 |      |       |  | Various                   | Various | Various |
| 6.6 |  | 609,000 | 100% | 44.79 |  |                           |         |         |

The Alexander apartment tower, 312 units

|                  |   |         |     |       |             |     |     |     |
|------------------|---|---------|-----|-------|-------------|-----|-----|-----|
| Queens, New York | - | 255,000 | 98% | 44.74 | Residential | (5) | (6) | N/A |
|------------------|---|---------|-----|-------|-------------|-----|-----|-----|

Paramus Paramus, New Jersey

|      |   |   |      |   |                      |  |      |     |
|------|---|---|------|---|----------------------|--|------|-----|
| 30.3 | - | - | 100% | - | IKEA (ground lessee) |  | 2041 | N/A |
|------|---|---|------|---|----------------------|--|------|-----|

Flushing Queens, New York (ground leased through January 2037)

|   |         |      |       |                    |  |  |      |      |
|---|---------|------|-------|--------------------|--|--|------|------|
| 1 | 167,000 | 100% | 17.36 | New World Mall LLC |  |  | 2027 | 2037 |
|---|---------|------|-------|--------------------|--|--|------|------|

**Property to be Developed:**

Rego Park III, adjacent to Rego Park II Queens, New York

|     |           |   |   |   |   |   |   |   |
|-----|-----------|---|---|---|---|---|---|---|
| 3.2 | -         | - | - | - | - | - | - | - |
|     | 2,437,000 |   |   |   |   |   |   |   |

Represents the contractual weighted average rent per square foot, which excludes the impact of tenant concessions (1) (such as free rent) and tenant reimbursements, as of December 31, 2016. For a discussion of our leasing activity, see Item 7 - Overview - Square Footage, Occupancy and Leasing Activity.

Represents the year in which the tenant's lease expires, without consideration of any renewal or extension (2) options. Lease expiration dates are based on noncancellable

lease terms and do not extend beyond any early termination rights that tenants may have under their lease.

(3) Represents the year in which the tenant's lease expires if all renewal or extension options are exercised.

(4)

In January 2017, Sears announced that it plans to close its store in the second quarter of 2017. Under the terms of the lease, Sears is obligated to pay rent through lease expiration in March of 2021.

(5) Average monthly rent per unit is \$3,041.

(6) Residential tenants have one or two year leases.



**ITEM 2. PROPERTIES -continued**

## Operating Properties

### 731 Lexington Avenue

731 Lexington Avenue, a 1,311,000 square foot multi-use building, comprises the entire block bounded by Lexington Avenue, East 59<sup>th</sup> Street, Third Avenue and East 58<sup>th</sup> Street in Manhattan, New York, and is situated in the heart of one of Manhattan's busiest business and shopping districts, with convenient access to several subway and bus lines. The property is located across the street from Bloomingdale's flagship store and only a few blocks away from Fifth Avenue and 57<sup>th</sup> Street. The building contains 889,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants.

In January 2016, we entered into a lease amendment with Bloomberg which extends the lease term related to 192,000 square feet of office space at our 731 Lexington Avenue property to be coterminous with the other 697,000 square feet of office space leased by Bloomberg through February 2029, with a ten-year extension option. In connection with the lease amendment, Bloomberg provided a \$200,000,000 letter of credit, which amount may be reduced in certain circumstances. We may draw on this letter of credit subject to certain terms of the lease amendment, including an event of default by Bloomberg.

The office portion of 731 Lexington Avenue is encumbered by a mortgage loan with a balance of \$300,000,000 as of December 31, 2016. The interest-only loan is at LIBOR plus 0.95% (1.65% as of December 31, 2016) and matures in March 2017, with four one-year extension options. In connection therewith, we purchased an interest rate cap with a notional amount of \$300,000,000 that caps LIBOR at a rate of 6.0%.

The retail portion of 731 Lexington Avenue is encumbered by a mortgage loan with a balance of \$350,000,000 as of December 31, 2016. The interest-only loan is at LIBOR plus 1.40% (2.05% as of December 31, 2016) and matures in August 2020, with two one-year extension options.

### Rego Park I

Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens, New York, is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a

46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls. In January 2017, Sears announced that it plans to close its store in the second quarter of 2017. Under the terms of the lease, Sears is obligated to pay rent through lease expiration in March of 2021. The center contains a parking deck (1,241 spaces) that provides for paid parking.

In March 2016, we completed a two-year extension of the 100% cash collateralized loan with a balance of \$78,246,000 as of December 31, 2016. The loan bears interest at 0.35%, is prepayable at any time without penalty and matures in March 2018.

**Rego Park II**

Rego Park II, a 609,000 square foot shopping center, adjacent to the Rego Park I shopping center in Queens, New York, is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl's. In addition, 47,000 square feet is leased to Toys "R" Us/Babies "R" Us, a one-third owned affiliate of Vornado. The center contains a parking deck (1,326 spaces) that provides for paid parking.

This center is encumbered by a first mortgage loan with a balance of \$259,901,000 as of December 31, 2016. The loan bears interest at LIBOR plus 1.85% (2.62% as of December 31, 2016) and matures in November 2018.

## ITEM 2. PROPERTIES -continued

### The Alexander Apartment Tower

The Alexander apartment tower, located above our Rego Park II shopping center, contains 312 units aggregating 255,000 square feet and is 98.1% leased as of December 31, 2016.

### Paramus

We own 30.3 acres of land located at the intersection of Routes 4 and 17 in Paramus, New Jersey. The land is located directly across from the Garden State Plaza regional shopping mall and is within two miles of three other regional shopping malls and ten miles of New York City. The land has been ground leased to IKEA Property, Inc. since 2001. The lease expires in 2041, with a purchase option in 2021 for \$75,000,000. The property is encumbered by a \$68,000,000 interest-only mortgage loan with a fixed rate of 2.90%, which matures in October 2018. The annual triple-net rent is the sum of \$700,000 plus the amount of debt service on the mortgage loan. If the purchase option is exercised, we will receive net cash proceeds of approximately \$7,000,000 and recognize a gain on sale of land of approximately \$60,000,000. If the purchase option is not exercised, the triple-net rent for the last 20 years would include debt service sufficient to fully amortize \$68,000,000 over the remaining 20-year lease term.

### Flushing

Flushing is located on Roosevelt Avenue and Main Street in the downtown, commercial section of Flushing, Queens, New York. Roosevelt Avenue and Main Street are active shopping districts and there are many national retailers located in the area. A subway entrance is located directly in front of the property with bus service across the street. The property comprises a four-floor building containing 167,000 square feet and a parking garage, which is sub-leased to New World Mall LLC for the remainder of our ground lease term, which expires in 2027 and has one 10-year extension option.

## Property to be Developed

### Rego Park III

We own 140,000 square feet of land adjacent to the Rego Park II shopping center in Queens, New York, at the intersection of Junction Boulevard and the Horace Harding Service Road. The land is currently being used for paid public parking. In 2016, the Company began the entitlement process.

## ITEM 3. 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 our legal counsel, the outcome of such matters will not have a material effect on our financial condition, results of operations or cash flows.

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

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

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

Our common stock is listed on the New York Stock Exchange under the symbol “ALX.” Set forth below are the high and low sales prices for the shares of our common stock for each full quarterly period within the two most recent years and any dividends paid per share during such periods.

| Quarter | Year Ended December 31, |           |           |           |           |           |
|---------|-------------------------|-----------|-----------|-----------|-----------|-----------|
|         | 2016                    |           |           | 2015      |           |           |
|         | High                    | Low       | Dividends | High      | Low       | Dividends |
| First   | \$ 405.89               | \$ 350.03 | \$ 4.00   | \$ 486.25 | \$ 411.49 | \$ 3.50   |
| Second  | 411.53                  | 364.01    | 4.00      | 468.25    | 390.56    | 3.50      |
| Third   | 450.04                  | 405.14    | 4.00      | 434.50    | 356.00    | 3.50      |
| Fourth  | 451.99                  | 369.33    | 4.00      | 410.51    | 360.01    | 3.50      |

On January 18, 2017, we increased our regular quarterly dividend to \$4.25 per share (a new indicated annual rate of \$17.00 per share). As of January 31, 2017, there were approximately 251 holders of record of our common stock.

Recent Sales of Unregistered Securities

During 2016, we did not sell any unregistered securities.

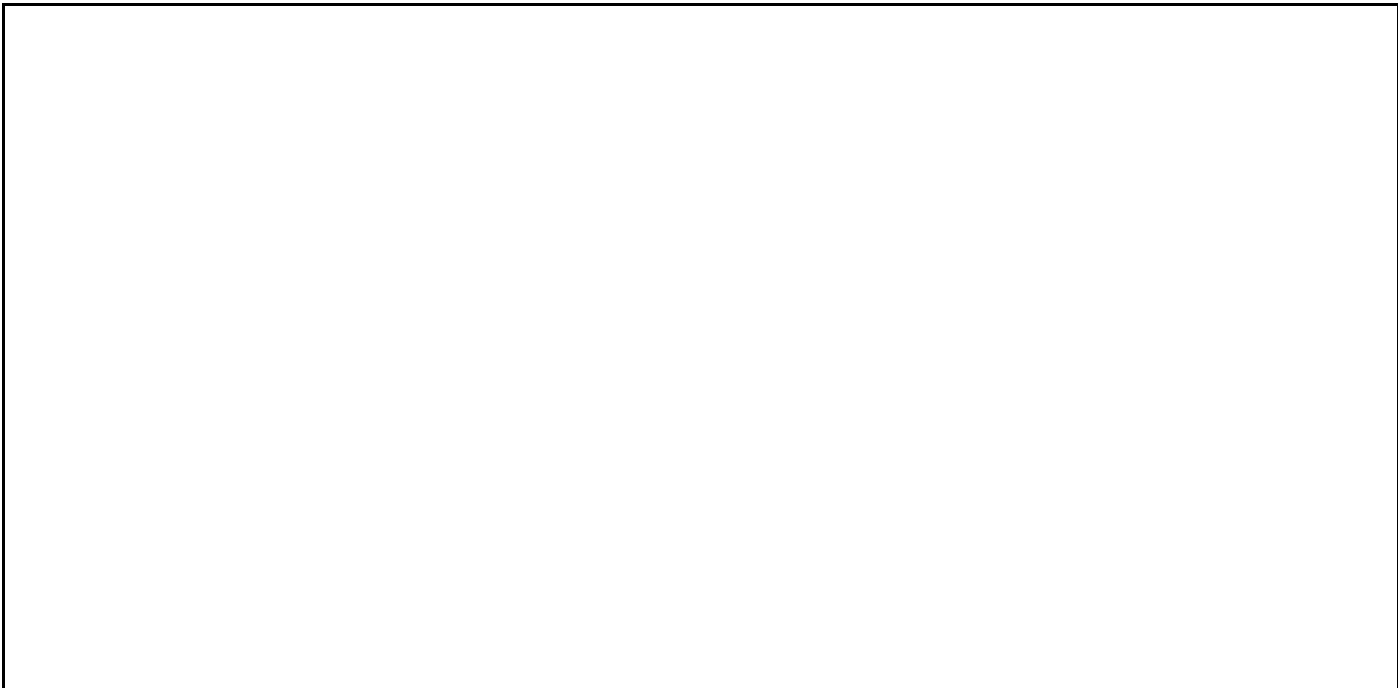
Information relating to compensation plans under which our equity securities are authorized for issuance is set forth under Part III, Item 12 of this Annual Report on Form 10-K and such information is incorporated by reference herein.

Recent Purchases of Equity Securities

During 2016, we did not repurchase any of our equity securities.

Performance Graph

The following graph is a comparison of the five-year cumulative return of our common stock, the Standard & Poor’s 500 Index (the “S&P 500 Index”) and the National Association of Real Estate Investment Trusts’ (“NAREIT”) All Equity Index, a peer group index. The graph assumes that \$100 was invested on December 31, 2011 in our common stock, the S&P 500 Index and the NAREIT All Equity Index and that all dividends were reinvested without the payment of any commissions. There can be no assurance that the performance of our stock will continue in line with the same or similar trends depicted in the graph below.



|                             | 2011   | 2012   | 2013   | 2014   | 2015   | 2016   |
|-----------------------------|--------|--------|--------|--------|--------|--------|
| Alexander’s                 | \$ 100 | \$ 117 | \$ 121 | \$ 166 | \$ 151 | \$ 175 |
| S&P 500 Index               | 100    | 116    | 154    | 175    | 177    | 198    |
| The NAREIT All Equity Index | 100    | 120    | 123    | 158    | 162    | 176    |



**ITEM 6. selected financial data**

The following table sets forth selected financial and operating data. This data should be read in conjunction with the consolidated financial statements and notes thereto and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Annual Report on Form 10-K. This data may not be comparable to, or indicative of, future operating results.

| (Amounts in thousands,<br>except per share amounts)    | <b>Year Ended December 31,</b> |              |              |              |              |
|--|--------------------------------|--------------|--------------|--------------|--------------|
|  | <b>2016</b>                    | <b>2015</b>  | <b>2014</b>  | <b>2013</b>  | <b>2012</b>  |
| Total revenues   | \$ 226,936                     | \$ 207,915   | \$ 200,814   | \$ 196,459   | \$ 191,312   |
| Income from continuing operations                      | \$ 86,477                      | \$ 76,907    | \$ 67,396    | \$ 54,663    | \$ 50,041    |
| Income from discontinued operations                    | -                              | -            | 529          | 2,252        | 624,952      |
| Net income   | 86,477                         | 76,907       | 67,925       | 56,915       | 674,993      |
| Net income attributable to the noncontrolling interest | -                              | -            | -            | -            | (606)        |
| Net income attributable to Alexander’s                 | \$ 86,477                      | \$ 76,907    | \$ 67,925    | \$ 56,915    | \$ 674,387   |
| <b>Income per common share:</b>                        |                                |              |              |              |              |
| Income from continuing operations – basic              | \$ 16.91                       | \$ 15.04     | \$ 13.19     | \$ 10.70     | \$ 9.80      |
| Income from continuing operations – diluted            | 16.91                          | 15.04        | 13.19        | 10.70        | 9.80         |
| Net income per common share – basic                    | 16.91                          | 15.04        | 13.29        | 11.14        | 132.04       |
| Net income per common share – diluted                  | 16.91                          | 15.04        | 13.29        | 11.14        | 132.04       |
| <b>Dividends per common share</b>                      |                                |              |              |              |              |
|  | \$ 16.00                       | \$ 14.00     | \$ 13.00     | \$ 11.00     | \$ 137.00    |
| <b>Balance sheet data:</b>                             |                                |              |              |              |              |
| Total assets   | \$ 1,451,230                   | \$ 1,447,808 | \$ 1,418,392 | \$ 1,454,478 | \$ 1,476,288 |
| Real estate, at cost                                   | 1,033,551                      | 1,029,472    | 993,927      | 919,576      | 911,792      |
| Accumulated depreciation and amortization              | 252,737                        | 225,533      | 210,025      | 185,375      | 160,826      |
| Mortgages payable, net of deferred debt issuance costs | 1,052,359                      | 1,053,262    | 1,027,956    | 1,046,713    | 1,060,394    |

|              |         |         |         |         |         |
|--------------|---------|---------|---------|---------|---------|
| Total equity | 352,845 | 352,880 | 348,399 | 333,581 | 332,153 |
|--------------|---------|---------|---------|---------|---------|

- (1) Includes a \$599,628 net gain on sale of real estate.
- (2) Includes a special long-term capital gain dividend of \$122.00 per share, to distribute the tax gain resulting from the sale of Kings Plaza.

**ITEM 7. management's discussion and analysis of financial condition and results of operations**

**Overview**

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

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

*Year Ended December 31, 2016 Financial Results Summary*

Net income for the year ended December 31, 2016 was \$86,477,000, or \$16.91 per diluted share, compared to \$76,907,000, or \$15.04 per diluted share for the year ended December 31, 2015.

Funds from operations ("FFO") for the year ended December 31, 2016 was \$119,780,000, or \$23.42 per diluted share, compared to \$107,648,000, or \$21.06 per diluted share for the year ended December 31, 2015.

*Quarter Ended December 31, 2016 Financial Results Summary*

Net income for the quarter ended December 31, 2016 was \$21,655,000, or \$4.23 per diluted share, compared to \$23,572,000, or \$4.61 per diluted share for the quarter ended December 31, 2015.

FFO for the quarter ended December 31, 2016 was \$29,582,000, or \$5.78 per diluted share, compared to \$31,730,000, or \$6.21 per diluted share for the quarter ended December 31, 2015.

Net income and FFO for the quarter ended December 31, 2015 included \$3,911,000, or \$0.77 per diluted share from a special dividend from an investment in marketable securities and higher income from bankruptcy recoveries.



**Overview – continued**

*Square Footage, Occupancy and Leasing Activity*

As of December 31, 2016 our portfolio was comprised of seven properties aggregating 2,437,000 square feet. As of December 31, 2016, our properties had an occupancy rate of 99.8%.

*Significant Tenants*

Bloomberg accounted for \$104,590,000, \$94,468,000 and \$91,109,000, representing approximately 46%, 45% and 45% of our total revenues in each of the years ended December 31, 2016, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg's creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

In January 2016, we entered into a lease amendment with Bloomberg which extends the lease term related to 192,000 square feet of office space at our 731 Lexington Avenue property to be coterminous with the other 697,000 square feet of office space leased by Bloomberg through February 2029, with a ten-year extension option. In connection with the lease amendment, Bloomberg provided a \$200,000,000 letter of credit, which amount may be reduced in certain circumstances. We may draw on this letter of credit subject to certain terms of the lease amendment, including an event of default by Bloomberg.

### **Financing**

In March 2016 we completed a two-year extension of the 100% cash collateralized loan with a balance of \$78,246,000 as of December 31, 2016. The loan bears interest at 0.35%, is prepayable at any time without penalty and matures in March 2018.

### **Critical Accounting Policies and Estimates**



Our financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which 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. Set forth below is a summary of our accounting policies that we believe are critical to the preparation of our consolidated financial statements. This summary should be read in conjunction with a more complete discussion of our accounting policies included in Note 2 – *Summary of Significant Accounting Policies*, to the consolidated financial statements in this Annual Report on Form 10-K.

*Real Estate*



Real estate is carried at cost, net of accumulated depreciation and amortization. As of December 31, 2016 and 2015, the carrying amount of our real estate, net of accumulated depreciation and amortization, was \$780,814,000 and \$803,939,000, respectively. Maintenance and repairs are expensed as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. If we do not allocate these costs appropriately or incorrectly estimate the useful lives of our real estate, depreciation expense may be misstated. We capitalize all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense. The capitalization period begins when development activities are underway and ends when it is determined that the asset is substantially complete and ready for its intended use, which is typically evidenced by the receipt of a temporary certificate of occupancy. General and administrative costs are expensed as incurred.



**Critical Accounting Policies and Estimates – continued**

Our properties and related intangible assets, including properties to be developed in the future and currently under development, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Estimates of future cash flows are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. For our development properties, estimates of future cash flows also include all future expenditures necessary to develop the asset, including interest payments that will be capitalized as part of the cost of the asset. An impairment loss is recognized only if the carrying amount of the asset is not recoverable and is measured based on the excess of the property's carrying amount over its estimated fair value. If our estimates of future cash flows, anticipated holding periods, or fair values change, based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

*Allowance for Doubtful Accounts*





We periodically evaluate the collectibility of amounts due from tenants, including the receivable arising from the straight-lining of rents, and maintain an allowance for doubtful accounts (\$1,473,000 and \$918,000 as of December 31, 2016 and 2015, respectively) for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We exercise judgment in establishing these allowances and consider payment history and current credit status in developing these estimates. These estimates may differ from actual results, which could be material to our consolidated financial statements.

*Revenue Recognition*

We have the following revenue sources and revenue recognition policies:



- Base Rent – revenue arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis, which includes the effects of rent steps and free rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.



- Percentage Rent – revenue arising from retail tenant leases that is contingent upon the sales of tenants exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).



- Expense Reimbursements – revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective properties. This revenue is recognized in the same periods as the expenses are incurred.





- Parking income – revenue arising from the rental of parking space at our properties. This income is recognized as the service is provided.



Before we recognize revenue, we assess, among other things, its collectibility. If our assessment of the collectibility of revenue changes, the impact on our consolidated financial statements could be material.

*Income Taxes*

We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856 – 860 of the Internal Revenue Code of 1986, as amended (the “Code”). In order to maintain our qualification as a REIT under the Code, we must distribute at least 90% of our taxable income to stockholders each year. We distribute to our stockholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. If we fail to distribute the required amount of income to our stockholders, or fail to meet other REIT requirements, we may fail to qualify as a REIT, which may result in substantial adverse tax consequences.

## Results of Operations – Year Ended December 31, 2016 compared to December 31, 2015

### Property Rentals

Property rentals were \$151,444,000 in the year ended December 31, 2016, compared to \$138,688,000 in the prior year, an increase of \$12,756,000. This increase was primarily due to (i) rental income of \$7,271,000 from The Alexander apartment tower, which was placed in service in phases beginning July 2015, (ii) higher rental income of \$3,366,000 from the January 2016 lease amendment with Bloomberg at 731 Lexington Avenue and (iii) income of \$2,257,000 resulting from a tenant lease termination at our Rego Park II property.

### Expense Reimbursements

Tenant expense reimbursements were \$75,492,000 in the year ended December 31, 2016, compared to \$69,227,000 in the prior year, an increase of \$6,265,000. This increase was primarily due to (i) higher recoveries of real estate taxes and operating expenses from Bloomberg at 731 Lexington Avenue as a result of the January 2016 lease amendment, which converted 192,000 square feet from a gross basis to a net rent basis and (ii) higher reimbursable real estate taxes, partially offset by (iii) lower reimbursable operating expenses.

### Operating Expenses

Operating expenses were \$82,232,000 in the year ended December 31, 2016, compared to \$76,218,000 in the prior year, an increase of \$6,014,000. This increase was primarily due to (i) higher operating expenses of \$2,494,000 related to The Alexander apartment tower, which was placed in service in phases beginning July 2015, (ii) higher reimbursable real estate taxes of \$3,703,000 and (iii) higher bad debt expense of \$871,000, partially offset by (iv) lower reimbursable operating expenses of \$1,068,000.

### Depreciation and Amortization

Depreciation and amortization was \$33,807,000 in the year ended December 31, 2016, compared to \$31,086,000 in the prior year, an increase of \$2,721,000. This increase was primarily due to additional depreciation related to The Alexander apartment tower, which was placed in service in phases beginning July 2015.

General and Administrative Expenses

General and administrative expenses were \$5,436,000 in the year ended December 31, 2016, compared to \$5,406,000 in the prior year, an increase of \$30,000.

Interest and Other Income, net

Interest and other income, net was \$3,305,000 in the year ended December 31, 2016, compared to \$5,949,000 in the prior year, a decrease of \$2,644,000. This decrease was primarily due to \$2,141,000 from a special dividend from our investment in common shares of Macerich in 2015 and lower income of \$1,275,000 in connection with bankruptcy recoveries.

Interest and Debt Expense

Interest and debt expense was \$22,241,000 in the year ended December 31, 2016, compared to \$24,239,000 in the prior year, a decrease of \$1,998,000. This decrease was primarily due to savings of \$5,631,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40%, or 2.05% as of December 31, 2016 (the prior loan had a fixed rate of 4.93%); partially offset by lower capitalized interest of \$1,486,000 as a result of completing the development of The Alexander apartment tower and higher average LIBOR of \$2,066,000.

Income Taxes

Income tax expense was \$48,000 in the year ended December 31, 2016, compared to \$8,000 in the prior year.



## Results of Operations – Year Ended December 31, 2015 compared to December 31, 2014

### Property Rentals

Property rentals were \$138,688,000 in the year ended December 31, 2015, compared to \$136,628,000 in the prior year, an increase of \$2,060,000. This increase was primarily due to higher straight-line rental income of \$979,000 at our 731 Lexington Avenue property resulting from the extensions of two of Bloomberg's leases in October 2014 that were scheduled to expire in December 2015. In addition, there was higher straight-line rental income of \$524,000 from a new tenant at our Rego Park II property and rental income of \$364,000 from leasing activity at The Alexander apartment tower, which was placed in service in phases beginning July 2015.

### Expense Reimbursements

Tenant expense reimbursements were \$69,227,000 in the year ended December 31, 2015, compared to \$64,186,000 in the prior year, an increase of \$5,041,000. This increase was primarily due to higher reimbursable real estate taxes and higher reimbursable operating expenses.

### Operating Expenses

Operating expenses were \$76,218,000 in the year ended December 31, 2015, compared to \$69,897,000 in the prior year, an increase of \$6,321,000. This increase was due to (i) higher real estate taxes of \$4,438,000; (ii) higher reimbursable operating expenses of \$1,904,000; and (iii) higher operating expenses of \$1,565,000 related to The Alexander apartment tower, which was placed in service in phases beginning July 2015, partially offset by (iv) lower bad debt expense of \$1,019,000 and lower non-reimbursable expenses of \$567,000.

### Depreciation and Amortization

Depreciation and amortization was \$31,086,000 in the year ended December 31, 2015, compared to \$29,196,000 in the prior year, an increase of \$1,890,000. This increase was primarily due to depreciation related to The Alexander apartment tower, which was placed in service in phases beginning July 2015.

### General and Administrative Expenses



General and administrative expenses were \$5,406,000 in the year ended December 31, 2015, compared to \$5,032,000 in the prior year, an increase of \$374,000. This increase was primarily due to higher stock-based compensation expense as a result of deferred stock units granted to a newly appointed member of our Board of Directors during the second quarter of 2015, comprised of an initial award of \$150,000 and a \$56,000 annual award.

#### Interest and Other Income, net

Interest and other income, net was \$5,949,000 in the year ended December 31, 2015, compared to \$2,434,000 in the prior year, an increase of \$3,515,000. This increase was primarily due to (i) \$2,141,000 from a special dividend from our investment in common shares of Macerich and (ii) \$2,100,000 of income in connection with bankruptcy recoveries, partially offset by (iii) lease termination income of \$800,000 in the prior year.

#### Interest and Debt Expense

Interest and debt expense was \$24,239,000 in the year ended December 31, 2015, compared to \$32,068,000 in the prior year, a decrease of \$7,829,000. This decrease was primarily due to (i) savings of \$4,160,000 resulting from the refinancing of the retail portion of 731 Lexington Avenue on August 5, 2015 at LIBOR plus 1.40%, or 1.67% as of December 31, 2015 (the prior loan had a fixed rate of 4.93%); (ii) savings of \$2,081,000 resulting from the refinancing of the office portion of 731 Lexington Avenue on February 28, 2014 at LIBOR plus 0.95%, or 1.28% as of December 31, 2015 (the prior loan had a fixed rate of 5.33%); and (iii) higher capitalized interest costs of \$883,000 during the current year related to the development of The Alexander apartment tower.

#### Income Taxes

Income tax expense was \$8,000 in the year ended December 31, 2015, compared to an income tax benefit of \$341,000 in the prior year. The income tax benefit in the prior year resulted from a reversal of tax liabilities after the expiration of the applicable statute of limitations.

#### Income from Discontinued Operations

Income from discontinued operations was \$529,000 in the year ended December 31, 2014, representing the reversal of previously accrued liabilities related to Kings Plaza Regional Shopping Center (“Kings Plaza”), which was sold in 2012.

## Related Party Transactions

### Vornado

Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties (“Interstate”), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. As of December 31, 2016, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.2% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado. Stephen W. Theriot, our Assistant Treasurer, is the Chief Financial Officer of Vornado.

As of December 31, 2016, Vornado owned 32.4% of our outstanding common stock. We are managed by, and our properties are leased and developed by, Vornado, pursuant to various agreements, which expire in March of each year and are automatically renewable. These agreements are described in Note 3 – *Related Party Transactions*, to our consolidated financial statements in this Annual Report on Form 10-K.

### Toys “R” Us (“Toys”)

As of December 31, 2016, our affiliate, Vornado owned 32.5% of Toys. Toys leases approximately 47,000 square feet of retail space at our Rego Park II shopping center. Joseph Macnow, our Executive Vice President and Chief Financial Officer, and Vornado’s Executive Vice President - Finance and Chief Administrative Officer and Wendy A. Silverstein, a member of our Board of Directors, represent Vornado as members of Toys’ Board of Directors. During the year ended December 31, 2016, we recognized \$2,675,000 of revenue related to the space leased by Toys.

**Liquidity and Capital Resources**

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

*Dividends*

On January 18, 2017, we increased our regular quarterly dividend to \$4.25 per share (a new indicated annual rate of \$17.00 per share). The new dividend, if continued for all of 2017, would require us to pay out approximately \$86,900,000.

*Financing Activities and Contractual Obligations*

Below is a summary of our outstanding debt and maturities as of December 31, 2016. We intend to refinance our maturing debt as it comes due.

| (Amounts in thousands)   | <b>Balance</b> | <b>Interest Rate</b> | <b>Maturity<sup>(1)</sup></b> |
|--|----------------|----------------------|-------------------------------|
| Rego Park I shopping center (100% cash collateralized) <sup>(2)</sup>    | \$ 78,246      | 0.35%                | Mar. 2018                     |
| Paramus  | 68,000         | 2.90%                | Oct. 2018                     |
| Rego Park II shopping center <sup>(3)</sup>                              | 259,901        | 2.62%                | Nov. 2018                     |
| 731 Lexington Avenue, office space <sup>(4)</sup>                        | 300,000        | 1.65%                | Mar. 2021                     |
| 731 Lexington Avenue, retail space <sup>(5)</sup>                        | 350,000        | 2.05%                | Aug. 2022                     |
| Total  | 1,056,147      |                      |                               |
| Deferred debt issuance costs, net of accumulated amortization of \$6,824 | (3,788)        |                      |                               |
| Total, net   | \$ 1,052,359   |                      |                               |

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

(2) Extended for two years from March 2016.

(3) This loan bears interest at LIBOR plus 1.85%.

(4) This loan bears interest at LIBOR plus 0.95%.

(5) This loan bears interest at LIBOR plus 1.40%.

Below is a summary of our contractual obligations and commitments as of December 31, 2016.

| (Amounts in thousands)  | <b>Total</b> | <b>Less than One Year</b> | <b>One to Three Years</b> | <b>Three to Five Years</b> | <b>More than Five Years</b> |
|---|--------------|---------------------------|---------------------------|----------------------------|-----------------------------|
| Contractual obligations (principal and interest <sup>(1)</sup> ): |              |                           |                           |                            |                             |
| Long-term debt obligations  | \$ 1,154,324 | \$ 25,591                 | \$ 441,263                | \$ 330,297                 | \$ 357,173                  |
| Operating lease obligations                                       | 8,059        | 792                       | 1,600                     | 1,600                      | 4,067                       |
| Purchase obligations (primarily construction commitments)         | 242          | 242                       | -                         | -                          | -                           |
|   | \$ 1,162,625 | \$ 26,625                 | \$ 442,863                | \$ 331,897                 | \$ 361,240                  |
| Commitments:  |              |                           |                           |                            |                             |
| Standby letters of credit   | \$ 2,074     | \$ 2,074                  | \$ -                      | \$ -                       | \$ -                        |

(1) Interest on variable rate debt is computed using rates in effect as of December 31, 2016.

**Liquidity and Capital Resources – continued**





*Commitments and Contingencies*

Insurance

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

Fifty Ninth Street Insurance Company, LLC (“FNSIC”), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a \$348,000 deductible (\$293,000 effective January 1, 2017) and 16% of the balance (17% effective January 1, 2017) of a covered loss, and the Federal government is responsible for the remaining 84% (83% effective January 1, 2017) of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

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

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

#### Rego Park I Litigation

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

Paramus

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

Letters of Credit

Approximately \$2,074,000 of standby letters of credit were outstanding as of December 31, 2016.

Other

In October 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$21,300,000 of transfer taxes (including interest and penalties as of December 31, 2016) in connection with the sale of Kings Plaza in 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

## Liquidity and Capital Resources – continued

### Other – Continued

During the years ended December 31, 2016 and 2015, we received approximately \$825,000 and \$2,100,000 from bankruptcy recoveries, respectively, which is included as “interest and other income, net” in our consolidated statements of income.

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

### Cash Flows

Cash and cash equivalents were \$288,926,000 at December 31, 2016, compared to \$259,349,000 at December 31, 2015, an increase of \$29,577,000. This increase resulted from (i) \$130,820,000 of net cash provided by operating activities, partially offset by (ii) \$85,292,000 of net cash used in financing activities and (iii) \$15,951,000 of net cash used in investing activities.

### Year Ended December 31, 2016

Net cash provided by operating activities of \$130,820,000 was comprised of net income of \$86,477,000, adjustments for non-cash items of \$39,171,000, and the net change in operating assets and liabilities of \$5,172,000. The adjustments for non-cash items were primarily comprised of depreciation and amortization (including amortization of debt issuance costs) of \$36,374,000 and straight-lining of rental income of \$2,347,000.

Net cash used in investing activities of \$15,951,000 was primarily comprised of construction in progress and real estate additions of \$15,506,000 (primarily related to The Alexander apartment tower), including the payment of a development fee to Vornado of \$5,784,000.

Net cash used in financing activities of \$85,292,000 was primarily comprised of dividends paid of \$81,822,000.

Year Ended December 31, 2015

Net cash provided by operating activities of \$106,201,000 was comprised of net income of \$76,907,000 and adjustments for non-cash items of \$32,853,000, partially offset by the net change in operating assets and liabilities of \$3,559,000. The adjustments for non-cash items were primarily comprised of depreciation and amortization of \$33,671,000, partially offset by straight-lining of rental income of \$1,418,000.

Net cash used in investing activities of \$25,828,000 was primarily comprised of construction in progress and real estate additions of \$50,121,000 (primarily related to The Alexander apartment tower) partially offset by proceeds of \$24,998,000 from short-term investments that matured during the second quarter of 2015.

Net cash used in financing activities of \$48,839,000 was primarily comprised of (i) debt repayments of \$323,193,000 (primarily repayment of the prior loan on the retail portion of 731 Lexington Avenue) and (ii) dividends paid of \$71,571,000, partially offset by (iii) \$350,000,000 of proceeds from the refinancing of the retail portion of 731 Lexington Avenue in August 2015.

**Liquidity and Capital Resources – continued**

Year Ended December 31, 2014

Net cash provided by operating activities of \$49,487,000 was comprised of net income of \$67,925,000 and adjustments for non-cash items of \$29,355,000, partially offset by the net change in operating assets and liabilities of \$47,793,000. The adjustments for non-cash items were primarily comprised of depreciation and amortization of \$31,919,000, partially offset by straight-lining of rental income of \$2,538,000. The change in operating assets and liabilities was primarily due to the payment of accrued leasing commissions to Vornado of \$40,353,000.

Net cash used in investing activities of \$81,520,000 was primarily comprised of \$61,964,000 of construction in progress and real estate additions, primarily related to the development of The Alexander apartment tower, and purchases of short-term investments of \$24,998,000.

Net cash used in financing activities of \$87,870,000 was primarily comprised of (i) debt repayments of \$317,179,000 (primarily repayment of the loan on the office portion of 731 Lexington Avenue) and (ii) dividends paid on common stock of \$66,436,000, partially offset by (iii) \$300,000,000 of proceeds from the refinancing of the office portion of 731 Lexington Avenue.



**Funds from Operations (“FFO”)**

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

The following table reconciles our net income to FFO:

| (Amounts in thousands, except share and per share amounts)      | For the Year Ended   |            | For the Quarter Ended |           |
|---|----------------------|------------|-----------------------|-----------|
|   | December 31,<br>2016 | 2015       | December 31,<br>2016  | 2015      |
| Net income  | \$ 86,477            | \$ 76,907  | \$ 21,655             | \$ 23,572 |
| Depreciation and amortization of real property                  | 33,303               | 30,741     | 7,927                 | 8,158     |
| FFO   | \$ 119,780           | \$ 107,648 | \$ 29,582             | \$ 31,730 |
| FFO per diluted share   | \$ 23.42             | \$ 21.06   | \$ 5.78               | \$ 6.21   |
| Weighted average shares used in computing FFO per diluted share | 5,114,084            | 5,112,352  | 5,114,701             | 5,113,077 |



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

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

| (Amounts in thousands, except<br>per share amounts) | December 31, | 2016<br>Weighted<br>Average<br>Interest<br>Rate | Effect of 1%<br>Change in<br>Base Rates | December 31, | 2015<br>Weighted<br>Average<br>Interest<br>Rate |
|---|--------------|---|---|--------------|---|
|   | Balance      |   |   | Balance      |   |
| Variable rate                                       | \$ 909,901   | 2.08%   | \$ 9,099                                | \$ 913,341   | 1.71%   |
| Fixed rate  | 146,246      | 1.54%   | -                                       | 146,246      | 1.56%   |
|   | \$ 1,056,147 | 2.01%   | \$ 9,099                                | \$ 1,059,587 | 1.69%   |
| Total effect on diluted earnings<br>per share       |              |   | \$ 1.78                                 |              |   |

As of December 31, 2016 and 2015, we had an interest rate cap with a notional amount of \$300,000,000 that caps LIBOR at a rate of 6.0%.

#### Fair Value of Debt

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



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

| <u>Index to Consolidated Financial Statements</u>   | <b>Page<br/>Number</b> |
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| Report of Independent Registered Public Accounting Firm   | 36                     |
| Consolidated Balance Sheets as of December 31, 2016 and 2015  | 37                     |
| Consolidated Statements of Income for the<br>Years Ended December 31, 2016, 2015 and 2014               | 38                     |
| Consolidated Statements of Comprehensive Income for the<br>Years Ended December 31, 2016, 2015 and 2014 | 39                     |
| Consolidated Statements of Changes in Equity for the<br>Years Ended December 31, 2016, 2015 and 2014    | 40                     |
| Consolidated Statements of Cash Flows for the<br>Years Ended December 31, 2016, 2015 and 2014           | 41                     |
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of

Alexander's, Inc.

Paramus, New Jersey

We have audited the accompanying consolidated balance sheets of Alexander's, Inc. and subsidiaries (the "Company") as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Alexander's, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2017 expressed an unqualified opinion on the Company's internal control over financial reporting.



/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 13, 2017

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

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

| <b>ASSETS</b>  | <b>December 31,</b> |                     |
|--|---------------------|---------------------|
|  | <b>2016</b>         | <b>2015</b>         |
| Real estate, at cost:  |                     |                     |
| Land   | \$ 44,971           | \$ 44,971           |
| Buildings and leasehold improvements   | 985,800             | 975,015             |
| Development and construction in progress   | 2,780               | 9,486               |
| Total  | 1,033,551           | 1,029,472           |
| Accumulated depreciation and amortization  | (252,737)           | (225,533)           |
| Real estate, net   | 780,814             | 803,939             |
| Cash and cash equivalents  | 288,926             | 259,349             |
| Restricted cash  | 85,752              | 85,307              |
| Marketable securities  | 37,918              | 43,191              |
| Tenant and other receivables, net of allowance for doubtful accounts of \$1,473 and \$918, respectively                            | 3,056               | 4,014               |
| Receivable arising from the straight-lining of rents   | 179,010             | 181,357             |
| Deferred lease and other property costs, net, including unamortized leasing fees to Vornado of \$36,960 and \$33,482, respectively | 48,387              | 45,840              |
| Other assets   | 27,367              | 24,811              |
|  | <b>\$ 1,451,230</b> | <b>\$ 1,447,808</b> |
| <b>LIABILITIES AND EQUITY</b>  |                     |                     |
| Mortgages payable, net of deferred debt issuance costs   | \$ 1,052,359        | \$ 1,053,262        |
| Amounts due to Vornado   | 897                 | 8,551               |
| Accounts payable and accrued expenses  | 42,200              | 30,158              |
| Other liabilities  | 2,929               | 2,957               |
| Total liabilities  | 1,098,385           | 1,094,928           |
| Commitments and contingencies  |                     |                     |
| Preferred stock: \$1.00 par value per share; authorized, 3,000,000 shares;   |                     |                     |
| issued and outstanding, none   | -                   | -                   |
| Common stock: \$1.00 par value per share; authorized, 10,000,000 shares;   |                     |                     |
| issued, 5,173,450 shares; outstanding, 5,106,196 shares  | 5,173               | 5,173               |
| Additional capital   | 31,189              | 30,739              |
| Retained earnings  | 308,995             | 304,340             |
| Accumulated other comprehensive income   | 7,862               | 13,002              |
|  | 353,219             | 353,254             |
| Treasury stock: 67,254 shares, at cost   | (374)               | (374)               |
| Total equity   | 352,845             | 352,880             |
|  | <b>\$ 1,451,230</b> | <b>\$ 1,447,808</b> |

See notes to consolidated financial statements.

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**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Amounts in thousands, except share and per share amounts)

|  | <b>Year Ended December 31,</b> |             |             |
|--|--------------------------------|-------------|-------------|
|  | <b>2016</b>                    | <b>2015</b> | <b>2014</b> |
| <b>REVENUES</b>  |                                |             |             |
| Property rentals   | \$ 151,444                     | \$ 138,688  | \$ 136,628  |
| Expense reimbursements   | 75,492                         | 69,227      | 64,186      |
| Total revenues   | 226,936                        | 207,915     | 200,814     |
| <b>EXPENSES</b>  |                                |             |             |
| Operating, including fees to Vornado of \$4,590, \$4,476, and \$4,516, respectively      | 82,232                         | 76,218      | 69,897      |
| Depreciation and amortization  | 33,807                         | 31,086      | 29,196      |
| General and administrative, including management fees to Vornado of \$2,380 in each year | 5,436                          | 5,406       | 5,032       |
| Total expenses   | 121,475                        | 112,710     | 104,125     |
| <b>OPERATING INCOME</b>  | 105,461                        | 95,205      | 96,689      |
| Interest and other income, net   | 3,305                          | 5,949       | 2,434       |
| Interest and debt expense  | (22,241)                       | (24,239)    | (32,068)    |
| Income before income taxes   | 86,525                         | 76,915      | 67,055      |
| Income tax (expense) benefit   | (48)                           | (8)         | 341         |
| Income from continuing operations  | 86,477                         | 76,907      | 67,396      |
| Income from discontinued operations  | -                              | -           | 529         |
| Net income   | \$ 86,477                      | \$ 76,907   | \$ 67,925   |
| Income per common share - basic and diluted:   |                                |             |             |
| Income from continuing operations  | \$ 16.91                       | \$ 15.04    | \$ 13.19    |
| Income from discontinued operations  | -                              | -           | 0.10        |
| Net income per common share  | \$ 16.91                       | \$ 15.04    | \$ 13.29    |
| Weighted average shares outstanding  | 5,114,084                      | 5,112,352   | 5,110,628   |

See notes to consolidated financial statements.

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

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2016</b>                    | <b>2015</b> | <b>2014</b> |
| Net income  | \$ 86,477                      | \$ 76,907   | \$ 67,925   |
| Other comprehensive (loss) income:                                |                                |             |             |
| Change in unrealized net gain on<br>available-for-sale securities | (5,273)                        | (1,455)     | 13,124      |
| Change in value of interest rate cap                              | 133                            | -           | (189)       |
| Comprehensive income  | \$ 81,337                      | \$ 75,452   | \$ 80,860   |

See notes to consolidated financial statements.

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

|   | Common Stock |          | Additional<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income |          | Treasury<br>Stock | Total<br>Equity |
|---|--------------|----------|-----------------------|----------------------|---|----------|-------------------|-----------------|
|   | Shares       | Amount   |                       |                      |   |          |                   |                 |
| <b>Balance, December 31, 2013</b>                                 | 5,173        | \$ 5,173 | \$ 29,745             | \$ 297,515           | \$ 1,522  | \$ (374) | \$ 333,581        |                 |
| Net income  | -            | -        | -                     | 67,925               | -   | -        | 67,925            |                 |
| Dividends paid  | -            | -        | -                     | (66,436)             | -   | -        | (66,436)          |                 |
| Change in unrealized net gain<br>on available-for-sale securities | -            | -        | -                     | -                    | 13,124  | -        | 13,124            |                 |
| Change in value of interest rate cap                              | -            | -        | -                     | -                    | (189)   | -        | (189)             |                 |
| Deferred stock unit grant   | -            | -        | 394                   | -                    | -   | -        | 394               |                 |
| <b>Balance, December 31, 2014</b>                                 | 5,173        | 5,173    | 30,139                | 299,004              | 14,457  | (374)    | 348,399           |                 |
| Net income  | -            | -        | -                     | 76,907               | -   | -        | 76,907            |                 |
| Dividends paid  | -            | -        | -                     | (71,571)             | -   | -        | (71,571)          |                 |
| Change in unrealized net gain<br>on available-for-sale securities | -            | -        | -                     | -                    | (1,455)   | -        | (1,455)           |                 |
| Deferred stock unit grant   | -            | -        | 600                   | -                    | -   | -        | 600               |                 |
| <b>Balance, December 31, 2015</b>                                 | 5,173        | 5,173    | 30,739                | 304,340              | 13,002  | (374)    | 352,880           |                 |
| Net income  | -            | -        | -                     | 86,477               | -   | -        | 86,477            |                 |
| Dividends paid  | -            | -        | -                     | (81,822)             | -   | -        | (81,822)          |                 |
| Change in unrealized net gain<br>on available-for-sale securities | -            | -        | -                     | -                    | (5,273)   | -        | (5,273)           |                 |
| Change in value of interest rate cap                              | -            | -        | -                     | -                    | 133   | -        | 133               |                 |
| Deferred stock unit grant   | -            | -        | 450                   | -                    | -   | -        | 450               |                 |
| <b>Balance, December 31, 2016</b>                                 | 5,173        | \$ 5,173 | \$ 31,189             | \$ 308,995           | \$ 7,862  | \$ (374) | \$ 352,845        |                 |

See notes to consolidated financial statements.

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

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2016</b>                    | <b>2015</b> | <b>2014</b> |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                                |             |             |
| Net income  | \$ 86,477                      | \$ 76,907   | \$ 67,925   |
| Adjustments to reconcile net income to net cash provided by operating activities:                             |                                |             |             |
| Depreciation and amortization, including amortization of debt issuance costs                                  | 36,374                         | 33,671      | 31,919      |
| Straight-lining of rental income  | 2,347                          | (1,418)     | (2,538)     |
| Stock-based compensation expense  | 450                            | 600         | 394         |
| Reversal of income tax liability  | -                              | -           | (420)       |
| Change in operating assets and liabilities:   |                                |             |             |
| Tenant and other receivables, net   | 958                            | (1,801)     | 712         |
| Other assets  | (9,894)                        | (4,777)     | (4,334)     |
| Amounts due to Vornado  | (1,913)                        | 2,228       | (42,779)    |
| Accounts payable and accrued expenses   | 16,049                         | 822         | (1,373)     |
| Other liabilities   | (28)                           | (31)        | (19)        |
| Net cash provided by operating activities   | 130,820                        | 106,201     | 49,487      |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                                |             |             |
| Construction in progress and real estate additions  | (15,506)                       | (50,121)    | (61,964)    |
| Proceeds from maturing (purchases of) short-term investments  | -                              | 24,998      | (24,998)    |
| Restricted cash   | (445)                          | (705)       | 5,442       |
| Net cash used in investing activities   | (15,951)                       | (25,828)    | (81,520)    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                                |             |             |
| Debt repayments   | (3,440)                        | (323,193)   | (317,179)   |
| Proceeds from borrowing   | -                              | 350,000     | 300,000     |
| Dividends paid  | (81,822)                       | (71,571)    | (66,436)    |
| Debt issuance costs   | (30)                           | (4,075)     | (4,255)     |
| Net cash used in financing activities   | (85,292)                       | (48,839)    | (87,870)    |
| Net increase (decrease) in cash and cash equivalents  | 29,577                         | 31,534      | (119,903)   |
| Cash and cash equivalents at beginning of year  | 259,349                        | 227,815     | 347,718     |
| Cash and cash equivalents at end of year  | \$ 288,926                     | \$ 259,349  | \$ 227,815  |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>   |                                |             |             |
| Cash payments for interest, excluding capitalized interest of \$1,486 in 2015                                 | \$ 19,517                      | \$ 22,354   | \$ 30,656   |
| <b>NON-CASH TRANSACTIONS</b>  |                                |             |             |
| Liability for real estate additions, including \$54 and \$5,795 due to Vornado in 2016 and 2015, respectively | \$ 322                         | \$ 10,139   | \$ 13,529   |
| Write-off of fully amortized and/or depreciated assets  | 1,691                          | 20,786      | 10,626      |

See notes to consolidated financial statements.





## ALEXANDER'S, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### 1. ORGANIZATION

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

We have seven properties in the greater New York City metropolitan area consisting of:

#### Operating properties

- 731 Lexington Avenue, a 1,311,000 square foot multi-use building, comprising the entire block bounded by Lexington Avenue, East 59th Street, Third Avenue and East 58th Street in Manhattan. The building contains 889,000 and 174,000 of net rentable square feet of office and retail space, respectively, which we own, and 248,000 square feet of residential space consisting of 105 condominium units, which we sold. Bloomberg L.P. ("Bloomberg") occupies all of the office space. The Home Depot (83,000 square feet), The Container Store (34,000 square feet) and Hennes & Mauritz (27,000 square feet) are the principal retail tenants;
- Rego Park I, a 343,000 square foot shopping center, located on Queens Boulevard and 63<sup>rd</sup> Road in Queens. The center is anchored by a 195,000 square foot Sears department store, a 50,000 square foot Burlington Coat Factory, a 46,000 square foot Bed Bath & Beyond and a 36,000 square foot Marshalls. In January 2017, Sears announced that it plans to close its store in the second quarter of 2017. Under the terms of the lease, Sears is obligated to pay rent through lease expiration in March of 2021;
- Rego Park II, a 609,000 square foot shopping center, adjacent to the Rego Park I shopping center in Queens. The center is anchored by a 145,000 square foot Costco, a 135,000 square foot Century 21 and a 133,000 square foot Kohl's. In addition, 47,000 square feet is leased to Toys "R" Us/Babies "R" Us, a one-third owned affiliate of Vornado;
- The Alexander apartment tower, located above our Rego Park II shopping center, contains 312 units aggregating 255,000 square feet and is 98.1% leased as of December 31, 2016;

- Paramus, located at the intersection of Routes 4 and 17 in Paramus, New Jersey, consists of 30.3 acres of land that is leased to IKEA Property, Inc.; and
- Flushing, a 167,000 square foot building, located at Roosevelt Avenue and Main Street in Queens, that is sub-leased to New World Mall LLC for the remainder of our ground lease term.

Property to be developed

- Rego Park III, a 140,000 square foot land parcel adjacent to the Rego Park II shopping center in Queens, at the intersection of Junction Boulevard and the Horace Harding Service Road.

We have determined that our properties have similar economic characteristics and meet the criteria that permit the properties to be aggregated into one reportable segment (the leasing, management, development and redeveloping of properties in the greater New York City metropolitan area). Our chief operating decision-maker assesses and measures segment operating results based on a performance measure referred to as net operating income at the individual operating segment. Net operating income for each property represents net rental revenues less operating expenses.

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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation** – The accompanying consolidated financial statements include our accounts and those of our consolidated subsidiaries. All intercompany amounts have been eliminated. Our financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which 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. Certain prior year balances have been reclassified in order to conform to current year presentation.

**Recently Issued Accounting Literature** – In May 2014, the Financial Accounting Standards Board (“FASB”) issued an update (“ASU 2014-09”) establishing Accounting Standards Codification (“ASC”) Topic 606, *Revenue from Contracts with Customers* (“ASC 606”). ASU 2014-09 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes most of the existing revenue recognition guidance. ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services and also requires certain additional disclosures. In August 2015, the FASB issued an update (“ASU 2015-14”) to ASC 606, *Deferral of the Effective Date*, which defers the adoption of ASU 2014-09 to interim and annual reporting periods in fiscal years that begin after December 15, 2017. In March 2016, the FASB issued an update (“ASU 2016-08”) to ASC 606, *Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarifies the implementation guidance on principal versus agent considerations in the new revenue recognition standard pursuant to ASU 2014-09. In April 2016, the FASB issued an update (“ASU 2016-10”) to ASC 606, *Identifying Performance Obligations and Licensing*, which clarifies guidance related to identifying performance obligations and licensing implementation guidance contained in ASU 2014-09. In May 2016, the FASB issued an update (“ASU 2016-12”) to ASC 606, *Narrow-Scope Improvements and Practical Expedients*, which amends certain aspects of the new revenue recognition standard pursuant to ASU 2014-09. We are permitted to use either the retrospective or the modified retrospective method when adopting these standards. We are evaluating the impact of the adoption of these standards on our consolidated financial statements, and have not yet concluded on the method of adoption.

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

In February 2016, the FASB issued (“ASU 2016-02”) *Leases*, which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. ASU 2016-02 requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not

the lease is effectively a financed purchase. Lessees are required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. Lessees will recognize expense based on the effective interest method for finance leases or on a straight-line basis for operating leases. ASU 2016-02 will more significantly impact the accounting for leases in which we are a lessee. We will be required to record a right-of-use asset and lease liability for our Flushing property ground lease upon adoption of this standard. ASU 2016-02 is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. We are currently evaluating the impact of the adoption of ASU 2016-02 on our consolidated financial statements, including the timing of adopting this standard.

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

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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

In August 2016, the FASB issued an update (“ASU 2016-15”) *Classification of Certain Cash Receipts and Cash Payments* to ASC Topic 230, *Statement of Cash Flows*. ASU 2016-15 clarifies guidance on the classification of certain cash receipts and payments in the statement of cash flows to reduce diversity in practice with respect to (i) debt prepayment or debt extinguishment costs, (ii) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, (iii) contingent consideration payments made after a business combination, (iv) proceeds from the settlement of insurance claims, (v) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (vi) distributions received from equity method investees, (vii) beneficial interests in securitization transactions, and (viii) separately identifiable cash flows and application of the predominance principle. ASU 2016-15 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017, with early adoption permitted. The adoption of this update is not expected to have a significant impact on our consolidated financial statements.

In November 2016, the FASB issued an update (“ASU 2016-18”) *Restricted Cash* to ASC Topic 230, *Statement of Cash Flows*. ASU 2016-18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Restricted cash and restricted cash equivalents will be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period balances on the statement of cash flows upon adoption of this standard. ASU 2016-18 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017, with early adoption permitted.

In January 2017, the FASB issued an update (“ASU 2017-01”) *Clarifying the Definition of a Business* to ASC Topic 805, *Business Combinations*. ASU 2017-01 provides a screen to determine when an asset acquired or group of assets acquired is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. ASU 2017-01 is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We have elected to early adopt this standard, effective as of October 1, 2016, for all future acquisitions. The adoption of this standard will result in less real estate acquisitions qualifying as businesses and, accordingly, acquisition costs for those acquisitions that are not businesses will be capitalized rather than expensed. There was no impact of the adoption of this standard in the fourth quarter of 2016, as there have been no acquisitions.





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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued**

**Real Estate** – Real estate is carried at cost, net of accumulated depreciation and amortization. As of December 31, 2016 and 2015, the carrying amount of our real estate, net of accumulated depreciation and amortization, was \$780,814,000 and \$803,939,000, respectively. Maintenance and repairs are expensed as incurred. Depreciation requires an estimate by management of the useful life of each property and improvement as well as an allocation of the costs associated with a property to its various components. We capitalize all property operating expenses directly associated with and attributable to, the development and construction of a project, including interest expense. The capitalization period begins when development activities are underway and ends when it is determined that the asset is substantially complete and ready for its intended use, which is typically evidenced by the receipt of a temporary certificate of occupancy. General and administrative costs are expensed as incurred.

Our properties and related intangible assets, including properties to be developed in the future and currently under development, are individually reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment exists when the carrying amount of an asset exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Estimates of future cash flows are based on our current plans, intended holding periods and available market information at the time the analyses are prepared. For our development properties, estimates of future cash flows also include all future expenditures necessary to develop the asset, including interest payments that will be capitalized as part of the cost of the asset. An impairment loss is recognized only if the carrying amount of the asset is not recoverable and is measured based on the excess of the property’s carrying amount over its estimated fair value. If our estimates of future cash flows, anticipated holding periods, or fair values change, based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. Estimates of future cash flows are subjective and are based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.

**Cash and Cash Equivalents** – Cash and cash equivalents consist of highly liquid investments with original maturities of three months or less and are carried at cost, which approximates fair value, due to their short-term maturities. The majority of our cash and cash equivalents consist of (i) deposits at major commercial banks, which may at times exceed the Federal Deposit Insurance Corporation limit, (ii) United States Treasury Bills, (iii) money market funds, which invest in United States Treasury Bills and (iv) certificates of deposit placed through an account registry service (“CDARS”). To date we have not experienced any losses on our invested cash.

**Short-term Investments** – Short-term investments consist of United States Treasury Bills with original maturities greater than three but less than six months. These highly liquid investments are classified as available-for-sale and are presented at fair value on our consolidated balance sheets. Unrealized gains and losses resulting from these



investments are included in “other comprehensive income” and are recognized in earnings only upon the expiration of the investments.

**Restricted Cash** – Restricted cash primarily consists of cash held in a non-interest bearing escrow account in connection with our Rego Park I 100% cash collateralized mortgage, as well as security deposits and other cash escrowed under loan agreements for debt service, real estate taxes, property insurance and capital improvements.

**Marketable Securities** – Our marketable securities consist of common shares of The Macerich Company (NYSE: MAC) (“Macerich”), which are classified as available-for-sale. Available-for-sale securities are presented at fair value on our consolidated balance sheets. Unrealized gains and losses resulting from the mark-to-market of these securities are included in “other comprehensive income” and are recognized in earnings only upon the sale of the securities. We evaluate our marketable securities for impairment at the end of each reporting period. If investments have unrealized losses, we evaluate the underlying cause of the decline in value and the estimated recovery period, as well as the severity and duration of the decline. In our evaluation, we consider our ability and intent to hold our investment for a reasonable period of time sufficient for us to recover our cost basis, as well as the near-term prospects for the investment in relation to the severity and duration of the decline.

**Allowance for Doubtful Accounts** – We periodically evaluate the collectibility of amounts due from tenants, including the receivable arising from the straight-lining of rents, and maintain an allowance for doubtful accounts (\$1,473,000 and \$918,000 as of December 31, 2016 and 2015, respectively) for estimated losses resulting from the inability of tenants to make required payments under the lease agreements. We exercise judgment in establishing these allowances and consider payment history and current credit status in developing these estimates.

**Deferred Charges** – Direct financing costs are deferred and amortized over the terms of the related agreements as a component of interest and debt expense. Direct costs related to leasing activities are capitalized and amortized on a straight-line basis over the lives of the related leases. All other deferred charges are amortized on a straight-line basis, which approximates the effective interest rate method, in accordance with the terms of the agreements to which they relate.

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

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

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

**Revenue Recognition** – We have the following revenue sources and revenue recognition policies:

**Base Rent** – revenue arising from tenant leases. These rents are recognized over the non-cancelable term of the related leases on a straight-line basis, which includes the effects of rent steps and free rent abatements under the leases. We commence rental revenue recognition when the tenant takes possession of the leased space and the leased space is substantially ready for its intended use. In addition, in circumstances where we provide a tenant improvement allowance for improvements that are owned by the tenant, we recognize the allowance as a reduction of rental revenue on a straight-line basis over the term of the lease.

**Percentage Rent** – revenue arising from retail tenant leases that is contingent upon the sales of tenants exceeding defined thresholds. These rents are recognized only after the contingency has been removed (i.e., when tenant sales thresholds have been achieved).

**Expense Reimbursements** – revenue arising from tenant leases which provide for the recovery of all or a portion of the operating expenses and real estate taxes of the respective properties. This revenue is recognized in the same periods as the expenses are incurred.

**Parking Income** – revenue arising from the rental of parking space at our properties. This income is recognized as the service is provided.

**Income Taxes** – We operate in a manner intended to enable us to continue to qualify as a REIT under Sections 856 – 860 of the Internal Revenue Code of 1986, as amended (the “Code”). In order to maintain our qualification as a REIT under the Code, we must distribute at least 90% of our taxable income to stockholders each year. We distribute to our stockholders 100% of our taxable income and therefore, no provision for Federal income taxes is required. Dividends distributed for the year ended December 31, 2016 were characterized, for federal income taxes, as 97.7% ordinary income and 2.3% long-term capital gain income. Dividends distributed for the year ended December 31, 2015 were characterized, for federal income taxes, as 97.3% ordinary income and 2.7% long-term capital gain income. Dividends distributed for the year ended December 31, 2014 were categorized, for federal income tax purposes, as ordinary income.

The following table reconciles our net income to estimated taxable income for the years ended December 31, 2016, 2015 and 2014.

| (Unaudited and in thousands)                     | Year Ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2016                    | 2015      | 2014      |
| Net income                                       | \$ 86,477               | \$ 76,907 | \$ 67,925 |
| Straight-line rent adjustments                   | 2,347                   | (1,418)   | (2,538)   |
| Depreciation and amortization timing differences | (14,534)                | 2,477     | 2,283     |
| Reversal of liability for income taxes           | -                       | -         | (420)     |
| Other  | 2,975                   | 751       | 765       |
| Estimated taxable income                         | \$ 77,265               | \$ 78,717 | \$ 68,015 |

As of December 31, 2016, the net basis of our assets and liabilities for tax purposes are approximately \$208,622,000 lower than the amount reported for financial statement purposes.

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

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

**3. RELATED PARTY TRANSACTIONS**

*Vornado*

As of December 31, 2016, Vornado owned 32.4% of our outstanding common stock. We are managed by, and our properties are leased and developed by, Vornado, pursuant to the agreements described below, which expire in March of each year and are automatically renewable.

Steven Roth is the Chairman of our Board of Directors and Chief Executive Officer, the Managing General Partner of Interstate Properties ("Interstate"), a New Jersey general partnership, and the Chairman of the Board of Trustees and Chief Executive Officer of Vornado. As of December 31, 2016, Mr. Roth, Interstate and its other two general partners, David Mandelbaum and Russell B. Wight, Jr. (who are also directors of the Company and trustees of Vornado) owned, in the aggregate, 26.3% of our outstanding common stock, in addition to the 2.2% they indirectly own through Vornado. Joseph Macnow, our Executive Vice President and Chief Financial Officer, is the Executive Vice President – Finance and Chief Administrative Officer of Vornado. Stephen W. Theriot, our Assistant Treasurer, is the Chief Financial Officer of Vornado.

*Management and Development Agreements*

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

*Leasing Agreements*

Vornado also provides us with leasing services for a fee of 3% of rent for the first ten years of a lease term, 2% of rent for the eleventh through the twentieth year of a lease term, and 1% of rent for the twenty-first through thirtieth year of a lease term, subject to the payment of rents by tenants. In the event third-party real estate brokers are used, the fees to Vornado increase by 1% and Vornado is responsible for the fees to the third-party real estate brokers. Vornado is also entitled to a commission upon the sale of any of our assets equal to 3% of gross proceeds, as defined, for asset sales less than \$50,000,000 and 1% of gross proceeds, as defined, for asset sales of \$50,000,000 or more. Prior to December 22, 2014, the total of these amounts was payable in annual installments in an amount not to exceed \$4,000,000, with interest on the unpaid balance at one-year LIBOR plus 1.0%. On December 22, 2014, the leasing agreements with Vornado were amended to eliminate the annual installment cap of \$4,000,000 and we paid the accrued balance of leasing commissions of \$40,353,000 to Vornado.

Other Agreements

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

**ALEXANDER’S, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****3. RELATED PARTY TRANSACTIONS – continued**

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

| (Amounts in thousands)   | Year Ended December 31, |           |           |
|--|-------------------------|-----------|-----------|
|  | 2016                    | 2015      | 2014      |
| Company management fees  | \$ 2,800                | \$ 2,800  | \$ 2,800  |
| Development fees   | 194                     | 2,435     | 3,394     |
| Leasing fees   | 7,401                   | 2,950     | 1,430     |
| Property management fees and payments for cleaning,<br>engineering |                         |           |           |
| and security services  | 4,033                   | 3,614     | 3,658     |
|  | \$ 14,428               | \$ 11,799 | \$ 11,282 |

As of December 31, 2016, the amounts due to Vornado were \$54,000 for development fees; \$428,000 for management, property management, cleaning and security fees; and \$415,000 for leasing fees. As of December 31, 2015, the amounts due to Vornado were \$5,795,000 for development fees; \$283,000 for management, property management and cleaning fees; and \$2,473,000 for leasing fees. In March 2016, we paid Vornado a development fee of \$5,784,000 related to The Alexander apartment tower.

*Toys “R” Us (“Toys”)*

As of December 31, 2016, our affiliate, Vornado owned 32.5% of Toys. Toys leases approximately 47,000 square feet of retail space at our Rego Park II shopping center. Joseph Macnow, our Executive Vice President and Chief Financial Officer, and Vornado’s Executive Vice President - Finance and Chief Administrative Officer and Wendy A. Silverstein, a member of our Board of Directors, represent Vornado as members of Toys’ Board of Directors. During the year ended December 31, 2016, we recognized \$2,675,000 of revenue related to the space leased by Toys.

**4. MARKETABLE SECURITIES**

As of December 31, 2016 and 2015, we owned 535,265 Macerich common shares, which were received in connection with the sale of Kings Plaza Regional Shopping Center (“Kings Plaza”) to Macerich in 2012. These shares have an

economic cost of \$56.05 per share, or \$30,000,000 in the aggregate. As of December 31, 2016 and 2015, the fair value of these shares were \$37,918,000 and \$43,191,000, respectively, based on Macerich's closing share price of \$70.84 per share and \$80.69 per share, respectively. These shares are included in "marketable securities" on our consolidated balance sheets and are classified as available-for-sale. Available-for-sale securities are presented at fair value and unrealized gains and losses resulting from the mark-to-market of these securities are included in "other comprehensive income." Other comprehensive income includes unrealized losses of \$5,273,000 and \$1,455,000 for the years ended December 31, 2016 and 2015, respectively.

In October 2015, we recognized \$2,141,000 of dividend income as a result of a special dividend declared by Macerich, which is included as a component of "interest and other income, net," in our consolidated statement of income for the year ended December 31, 2015.

## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 5. MORTGAGES PAYABLE

The following is a summary of our outstanding mortgages payable. We intend to refinance our maturing debt as it comes due.

| (Amounts in thousands)   | Maturity <sup>(1)</sup> | Interest<br>Rate at<br>December<br>31, 2016 | Balance at December 31, |              |
|--|-------------------------|---|-------------------------|--------------|
|  |                         |   | 2016                    | 2015         |
| First mortgages secured by:  |                         |   |                         |              |
| Rego Park I shopping center (100% cash collateralized) <sup>(2)</sup>                              | Mar. 2018               | 0.35%                                       | \$ 78,246               | \$ 78,246    |
| Paramus  | Oct. 2018               | 2.90%                                       | 68,000                  | 68,000       |
| Rego Park II shopping center <sup>(3)</sup>  | Nov. 2018               | 2.62%                                       | 259,901                 | 263,341      |
| 731 Lexington Avenue, office space <sup>(4)</sup>  | Mar. 2021               | 1.65%                                       | 300,000                 | 300,000      |
| 731 Lexington Avenue, retail space <sup>(5)</sup>  | Aug. 2022               | 2.05%                                       | 350,000                 | 350,000      |
| Total  |                         |   | 1,056,147               | 1,059,587    |
| Deferred debt issuance costs, net of accumulated amortization of \$6,824 and \$4,267, respectively |                         |   | (3,788)                 | (6,325)      |
|  |                         |   | \$ 1,052,359            | \$ 1,053,262 |

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

(2) Extended for two years from March 2016.

(3) This loan bears interest at LIBOR plus 1.85%.

(4) This loan bears interest at LIBOR plus 0.95%.

(5) This loan bears interest at LIBOR plus 1.40%.

All of our debt is secured by mortgages and/or pledges of the stock of the subsidiaries holding the properties. The net carrying value of real estate collateralizing the debt amounted to \$663,274,000 as of December 31, 2016. Our existing financing documents contain covenants that limit our ability to incur additional indebtedness on these properties, and in certain circumstances, provide for lender approval of tenants' leases and yield maintenance to prepay them. As of December 31, 2016, the principal repayments for the next five years and thereafter are as follows:

| (Amounts in thousands)   | Amount   |
|--------------------------|----------|
| Year Ending December 31, |          |
| 2017                     | \$ 3,707 |
| 2018                     | 402,440  |
| 2019                     | -        |



|            |         |
|------------|---------|
| 2020       | -       |
| 2021       | 300,000 |
| Thereafter | 350,000 |

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## ALEXANDER'S, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

## 6. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurement and Disclosures* 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; Level 2 – observable prices that are based on inputs not quoted in active markets, but corroborated by market data; and Level 3 – unobservable inputs that are used when little or no market data is available. The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in our assessment of fair value.

*Financial Assets and Liabilities Measured at Fair Value*

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

| (Amounts in thousands) | Total     | As of December 31, 2016 |         |         |
|------------------------|-----------|-------------------------|---------|---------|
|                        |           | Level 1                 | Level 2 | Level 3 |
| Marketable securities  | \$ 37,918 | \$ 37,918               | \$ -    | \$ -    |

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

*Financial Assets and Liabilities not Measured at Fair Value*

Financial assets and liabilities that are not measured at fair value on our consolidated balance sheets include cash equivalents and mortgages payable. Cash equivalents are carried at cost, which approximates fair value due to their short-term maturities. The fair value of our mortgages payable is calculated by discounting the future contractual cash flows of these instruments using current risk-adjusted rates available to borrowers with similar credit ratings, which

are provided by a third-party specialist. The fair value of cash equivalents is classified as Level 1 and the fair value of mortgages payable is classified as Level 2. The table below summarizes the carrying amounts and fair value of these financial instruments as of December 31, 2016 and 2015.

| (Amounts in thousands)  | As of December 31,<br>2016 |               | As of December 31,<br>2015 |               |
|---|----------------------------|---------------|----------------------------|---------------|
|   | Carrying<br>Amount         | Fair<br>Value | Carrying<br>Amount         | Fair<br>Value |
| Assets:   |                            |               |                            |               |
| Cash equivalents  | \$ 256,370                 | \$ 256,370    | \$ 226,476                 | \$ 226,476    |
| Liabilities:  |                            |               |                            |               |
| Mortgages payable (excluding deferred debt issuance costs, net) | \$ 1,056,147               | \$ 1,045,000  | \$ 1,059,587               | \$ 1,054,000  |

**ALEXANDER'S, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****7. LEASES**As Lessor

We lease space to tenants in an office building and in retail centers. The rental terms range from approximately 5 to 25 years. The leases provide for the payment of fixed base rents payable monthly in advance as well as reimbursements of real estate taxes, insurance and maintenance costs. Retail leases may also provide for the payment by the lessee of additional rents based on a percentage of their sales. We also lease residential space at The Alexander apartment tower with one or two year lease terms.

Future base rental revenue under these non-cancelable operating leases is as follows:

(Amounts in thousands)

| <b>Year Ending December 31,</b> | <b>Amount</b> |
|---------------------------------|---------------|
| 2017                            | \$ 145,464    |
| 2018                            | 139,371       |
| 2019                            | 136,370       |
| 2020                            | 134,689       |
| 2021                            | 118,062       |
| Thereafter                      | 845,921       |

**These future minimum amounts do not include additional rents based on a percentage of retail tenants' sales. For the years ended December 31, 2016, 2015, and 2014, these rents were \$182,000, \$94,000, and \$108,000, respectively.**

Bloomberg accounted for \$104,590,000, \$94,468,000 and \$91,109,000, representing approximately 46%, 45% and 45% of our total revenues in each of the years ended December 31, 2016, 2015 and 2014, respectively. No other tenant accounted for more than 10% of our total revenues. If we were to lose Bloomberg as a tenant, or if Bloomberg were to be unable to fulfill its obligations under its lease, it would adversely affect our results of operations and financial condition. In order to assist us in our continuing assessment of Bloomberg's creditworthiness, we receive certain confidential financial information and metrics from Bloomberg. In addition, we access and evaluate financial information regarding Bloomberg from other private sources, as well as publicly available data.

These future minimum amounts do not include additional rents based on a percentage of retail tenants' sales. For t

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

*As Lessee*

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has one 10-year extension option. Future lease payments under this operating lease, excluding the extension option, are as follows:

(Amounts in thousands)

| <b>Year Ending December 31,</b> | <b>Amount</b> |
|---------------------------------|---------------|
| 2017                            | \$ 792        |
| 2018                            | 800           |
| 2019                            | 800           |
| 2020                            | 800           |
| 2021                            | 800           |
| Thereafter                      | 4,067         |

Rent expense was \$746,000 in each of the years ended December 31, 2016, 2015 and 2014.

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

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

**8. STOCK-BASED COMPENSATION**

Our 2016 Omnibus Stock Plan, which was adopted in May 2016 replacing the expiring 2006 Omnibus Stock Plan, provides for grants of incentive and non-qualified stock options, restricted stock, stock appreciation rights, deferred stock units (“DSUs”) and performance shares, as defined, to the directors, officers and employees of the Company and Vornado, and any other person or entity as designated by the Omnibus Stock Plan Committee of our Board of Directors. As of December 31, 2016, there were 8,505 DSUs outstanding and 498,376 shares were available for future grant under the 2016 Omnibus Stock Plan. We account for all stock-based compensation in accordance with ASC 718.

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

**9. COMMITMENTS AND CONTINGENCIES**

Insurance

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

Fifty Ninth Street Insurance Company, LLC (“FNSIC”), our wholly owned consolidated subsidiary, acts as a direct insurer for coverage for acts of terrorism, including nuclear, biological, chemical and radiological (“NBCR”) acts, as defined by the Terrorism Risk Insurance Program Reauthorization Act, which expires in December 2020. Coverage for acts of terrorism (including NBCR acts) is up to \$1.7 billion per occurrence and in the aggregate. Coverage for acts of terrorism (excluding NBCR acts) is fully reinsured by third party insurance companies and the Federal government with no exposure to FNSIC. For NBCR acts, FNSIC is responsible for a \$348,000 deductible (\$293,000 effective January 1, 2017) and 16% of the balance (17% effective January 1, 2017) of a covered loss, and the Federal government is responsible for the remaining 84% (83% effective January 1, 2017) of a covered loss. We are ultimately responsible for any loss incurred by FNSIC.

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has a 10-year

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

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

#### Rego Park I Litigation

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

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

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

**9. COMMITMENTS AND CONTINGENCIES – continued**

Paramus

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

Letters of Credit

Approximately \$2,074,000 of standby letters of credit were issued and outstanding as of December 31, 2016.

Other

In October 2015, the New York City Department of Finance (“NYC DOF”) issued a Notice of Determination to us assessing an additional \$21,300,000 of transfer taxes (including interest and penalties as of December 31, 2016) in connection with the sale of Kings Plaza in 2012. We believe that the NYC DOF’s claim is without merit and intend to vigorously contest this assessment. We have determined that the likelihood of a loss related to this issue is not probable and, after consultation with legal counsel, that the outcome of this assessment is not expected to have a material adverse effect on our financial position, results of operations or cash flows.

During the years ended December 31, 2016 and 2015, we received approximately \$825,000 and \$2,100,000 from bankruptcy recoveries, respectively, which is included as “interest and other income, net” in our consolidated statements of income.

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

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has ~~one~~ 10-year



## 10. MULTIEMPLOYER BENEFIT PLANS

Our subsidiaries make contributions to certain multiemployer defined benefit plans (“Multiemployer Pension Plans”) and health plans (“Multiemployer Health Plans”) for our union represented employees, pursuant to the respective collective bargaining agreements.

### Multiemployer Pension Plans

Multiemployer Pension Plans differ from single-employer pension plans in that (i) contributions to multiemployer plans may be used to provide benefits to employees of other participating employers and (ii) if other participating employers fail to make their contributions, each of our subsidiaries may be required to bear their pro rata share of unfunded obligations. If a participating subsidiary withdraws from a plan in which it participates, it may be subject to a withdrawal liability. As of December 31, 2016, our subsidiaries’ participation in these plans were not significant to our consolidated financial statements.

In the years ended December 31, 2016, 2015 and 2014 our subsidiaries contributed \$147,000, \$144,000 and \$144,000, respectively, towards Multiemployer Pension Plans. Our subsidiaries’ contributions did not represent more than 5% of total employer contributions in any of these plans for the years ended December 31, 2016, 2015 and 2014.

### Multiemployer Health Plans

Multiemployer Health Plans in which our subsidiaries participate provide health benefits to eligible active and retired employees. In the years ended December 31, 2016, 2015 and 2014 our subsidiaries contributed \$539,000, \$554,000 and \$533,000, respectively, towards these plans.

**ALEXANDER'S, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)****11. EARNINGS PER SHARE**

The following table sets forth the computation of basic and diluted income per share, including a reconciliation of net income and the number of shares used in computing basic and diluted income per share. Basic income per share is determined using the weighted average shares of common stock (including DSUs) outstanding during the period. Diluted income per share is determined using the weighted average shares of common stock (including DSUs) outstanding during the period, and assumes all potentially dilutive securities were converted into common shares at the earliest date possible. There were no potentially dilutive securities outstanding during the years ended December 31, 2016, 2015 and 2014.

|  | <b>For the Year Ended December 31,</b> |             |             |
|--|--|-------------|-------------|
| (Amounts in thousands, except share and per share amounts) | <b>2016</b>                            | <b>2015</b> | <b>2014</b> |
| Income from continuing operations                          | \$ 86,477                              | \$ 76,907   | \$ 67,396   |
| Income from discontinued operations                        | -                                      | -           | 529         |
| Net income – basic and diluted                             | \$ 86,477                              | \$ 76,907   | \$ 67,925   |
| <br>   |  |             |             |
| Weighted average shares outstanding – basic and diluted    | 5,114,084                              | 5,112,352   | 5,110,628   |
| <br>   |  |             |             |
| Income from continuing operations                          | \$ 16.91                               | \$ 15.04    | \$ 13.19    |
| Income from discontinued operations                        | -                                      | -           | 0.10        |
| Net income per common share – basic and diluted            | \$ 16.91                               | \$ 15.04    | \$ 13.29    |

**12. SUMMARY OF QUARTERLY RESULTS (UNAUDITED)**

| (Amounts in thousands, except per share amounts) |              |                 | <b>Net Income Per Common Share<sup>(1)</sup></b> |                |
|--|--------------|-----------------|--|----------------|
|  |              |                 | <b>Basic</b>                                     | <b>Diluted</b> |
| <b>2016</b>                                      |              | <b>Revenues</b> | <b>Net Income</b>                                |                |
|  | December 31  | \$ 57,253       | \$ 21,655  | \$ 4.23        |
|  | September 30 | 57,120          | 21,036   | 4.11           |
|  | June 30      | 57,005          | 21,767   | 4.26           |
|  | March 31     | 55,558          | 22,019   | 4.31           |
| <br>   |              |                 |  |                |
| <b>2015</b>                                      |              |                 |  |                |

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has a 10-year

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|              |           |           |         |         |
|--------------|-----------|-----------|---------|---------|
| December 31  | \$ 52,819 | \$ 23,572 | \$ 4.61 | \$ 4.61 |
| September 30 | 52,414    | 18,172    | 3.55    | 3.55    |
| June 30      | 50,646    | 17,341    | 3.39    | 3.39    |
| March 31     | 52,036    | 17,822    | 3.49    | 3.49    |

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(1) The total for the year may differ from the sum of the quarters as a result of weighting.

**ITEM 9. changes in and disagreements with accountants on accounting and financial disclosure**

None.

**ITEM 9a. controls and procedures**

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

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 and Exchange Act of 1934, as amended) during the fourth quarter of the fiscal year to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER  
FINANCIAL REPORTING**

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has ~~10~~ a 10-year

The management of Alexander's, Inc., together with its consolidated subsidiaries (the "Company"), is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2016, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2016 is effective.

The Company's internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and the directors of the Company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Company's financial statements.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2016 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report appearing on page 57 of this Annual Report on Form 10-K, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2016.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has 51e 10-ye





To the Board of Directors and Stockholders

Alexander's, Inc.

Paramus, New Jersey

We have audited the internal control over financial reporting of Alexander's, Inc. and subsidiaries (the "Company") as of December 31, 2016, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has 50e 10-ye

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2016 of the Company and our report dated February 13, 2017 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

Parsippany, New Jersey

February 13, 2017

**ITEM 9b. other information**

None.

**PART III**

**ITEM 10. directors, executive officers and corporate governance**

Information relating to our directors, including our audit committee and audit committee financial expert, will be contained in a definitive Proxy Statement involving the election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended. We will file the Proxy Statement with the Securities and Exchange Commission no later than 120 days after December 31, 2016. Such information is incorporated by reference herein. Also incorporated herein by reference is the information under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” of the Proxy Statement.

The following is a list of the names, ages, principal occupations and positions with us of our executive officers and the positions held by such officers during the past five years.

| Name          | Age | PRINCIPAL OCCUPATION, POSITION AND OFFICE  |
|---------------|-----|--|
|               |     | (Current and during past five years with the Company unless otherwise stated)  |
| Steven Roth   | 75  | Chairman of the Board since May 2004 and Chief Executive Officer since March 1995; Chairman of the Board of Vornado Realty Trust since May 1989; Chief Executive Officer of Vornado Realty Trust since April 2013 and from May 1989 to May 2009; a Trustee of Vornado Realty Trust since 1979; and Managing General Partner of Interstate Properties.                              |
| Joseph Macnow | 71  | Executive Vice President and Chief Financial Officer since June 2002; Executive Vice President – Finance and Chief Administrative Officer of Vornado Realty Trust since June 2013; Executive Vice President – Finance and Administration of Vornado Realty Trust from January 1998 to June 2013; and Chief Financial Officer of Vornado Realty Trust from March 2001 to June 2013. |

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has 55e 10-ye

We have a code of business conduct and ethics that applies to, among others, our Chief Executive Officer and Executive Vice President and Chief Financial Officer. The code is posted on our website at [www.alx-inc.com](http://www.alx-inc.com). We intend to satisfy our disclosure obligation regarding amendments and waivers of this code applicable to our Chief Executive Officer and Executive Vice President and Chief Financial Officer by posting such information on our website.

**ITEM 11. executive compensation**

Information relating to executive compensation will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

**ITEM 12. security ownership of certain beneficial owners and management and related stockholder matters**

Information relating to security ownership of certain beneficial owners and management and related stockholder matters, except as set forth below, will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

*Equity Compensation Plan Information*

The following table provides information as of December 31, 2016, regarding our equity compensation.

| Plan Category  | (a)<br>Number of securities<br>to be issued upon<br>exercise of<br>outstanding<br>warrants and rights | Weighted-average<br>exercise<br>price<br>of<br>outstanding<br>options,<br>warrants<br>and<br>rights | Number of securities<br>remaining available for<br>future issuance under<br>equity compensation<br>plans (excluding<br>securities reflected in<br>column (a)) |
|--|---|---|---|
| Equity compensation plans approved by security holders     | 8,505   | \$ -  | 498,376   |
| Equity compensation plans not approved by security holders | N/A   | N/A   | N/A   |
| Total  | 8,505   | \$ -  | 498,376   |

We are a tenant under a long-term ground lease at our Flushing property, which expires in 2027 and has 57 10-year

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

Information relating to certain relationships and related transactions and director independence will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.

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

Information relating to principal accounting fees and services will be contained in the Proxy Statement referred to in “Item 10. Directors, Executive Officers and Corporate Governance” of this Annual Report on Form 10-K. Such information is incorporated by reference herein.



## **PART IV**



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

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

1. The consolidated financial statements are set forth in Item 8 of this Annual Report on Form 10-K.



2. The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of this Annual Report on Form 10-K.

|   | <b>Pages in this<br/>Annual<br/>Report<br/>on Form 10-K</b> |
|---|---|
| Schedule II – Valuation and Qualifying Accounts – years ended<br>December 31, 2016, 2015 and 2014 | 62  |
| Schedule III – Real Estate and Accumulated Depreciation as of<br>December 31, 2016, 2015 and 2014 | 63  |

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

3. The following exhibits listed on the Exhibit Index, which is incorporated herein by reference, are filed with this Annual Report on Form 10-K.

| <b>Exhibit<br/>No.</b> |   |
|------------------------|---|
| 12                     | Computation of Ratios                                       |
| 21                     | Subsidiaries of Registrant                                  |
| 23                     | Consent of Independent Registered Public Accounting Firm    |
| 31.1                   | Rule 13a-14(a) Certification of the Chief Executive Officer |
| 31.2                   | Rule 13a-14(a) Certification of the Chief Financial Officer |
| 32.1                   | Section 1350 Certification of the Chief Executive Officer   |
| 32.2                   | Section 1350 Certification of the Chief Financial Officer   |
| 101.INS                | XBRL Instance Document                                      |
| 101.SCH                | XBRL Taxonomy Extension Schema                              |
| 101.CAL                | XBRL Taxonomy Extension Calculation Linkbase                |
| 101.DEF                | XBRL Taxonomy Extension Definition Linkbase                 |
| 101.LAB                | XBRL Taxonomy Extension Label Linkbase                      |





(Richard R. West)

By: /s/Russell B. Wight Jr.

Director

February 13, 2017

(Russell B. Wight Jr)



## ALEXANDER'S, INC. AND SUBSIDIARIES

SCHEDULE II  
VALUATION AND QUALIFYING ACCOUNTS

(Amounts in thousands)

| Column A                                | Column B                           | Column C                                       | Column D   | Column E                     |
|---|------------------------------------|--|--|------------------------------|
| Description                             | Balance at<br>Beginning<br>of Year | Additions:<br>Charged<br>Against<br>Operations | Deductions:<br>Uncollectible<br>Accounts<br>Written<br>Off | Balance<br>at End<br>of Year |
| <i>Allowance for doubtful accounts:</i> |                                    |  |  |                              |
| Year Ended December 31, 2016            | \$ 918                             | \$ 557   | \$ (2)   | \$ 1,473                     |
| Year Ended December 31, 2015            | \$ 1,544                           | \$ (314)                                       | \$ (312)   | \$ 918                       |
| Year Ended December 31, 2014            | \$ 1,993                           | \$ 705   | \$ (1,154)   | \$ 1,544                     |

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**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**

**DECEMBER 31, 2016**

(Amounts in thousands)

| COLUMN A                      | COLUMN B                               | COLUMN C                            | COLUMN D                                    | COLUMN E          |                                      | COLUMN F                                 | COLUMN G                                  | COLUMN H                         |                   |                     |     |
|-------------------------------|--|-------------------------------------|---|-------------------|--------------------------------------|--|---|----------------------------------|-------------------|---------------------|-----|
| Descriptions                  | Initial Cost to Company <sup>(2)</sup> | Building and Leasehold Improvements | Capitalized Costs Subsequent to Acquisition | Land              | Buildings and Leasehold Improvements | Development and Construction In Progress | Accumulated Depreciation and Amortization | Date of Construction Acquisition |                   |                     |     |
|                               |  |                                     |   |                   |                                      |  |   |                                  |                   |                     |     |
| New York, NY Rego Park I      | \$ 78,246                              | \$ 1,647                            | \$ 8,953                                    | \$ 52,368         | \$ 1,647                             | \$ 61,285                                | \$ 36                                     | \$ 62,968                        | \$ 31,212         | 1959                | 199 |
| Rego Park II                  | 259,901                                | 3,127                               | 1,467                                       | 386,655           | 3,127                                | 387,999                                  | 123                                       | 391,249                          | 73,186            | 2009                | 199 |
| The Alexander apartment tower | -                                      | -                                   | -   | 119,105           | -                                    | 119,105                                  | -   | 119,105                          | 6,081             | 2016                | 199 |
| Rego Park III                 | -                                      | 779                                 | -   | 3,124             | 779                                  | 503                                      | 2,621                                     | 3,903                            | 198               | N/A                 | 199 |
| Flushing Lexington            | -                                      | -                                   | 1,660                                       | (107)             | -                                    | 1,553                                    | -   | 1,553                            | 909               | 1975 <sup>(4)</sup> | 199 |
| Avenue Paramus, NJ            | 650,000                                | 14,432                              | 12,355                                      | 416,065           | 27,497                               | 415,355                                  | -   | 442,852                          | 141,151           | 2003                | 199 |
| Other Properties              | 68,000                                 | 1,441                               | -   | 10,313            | 11,754                               | -  | -   | 11,754                           | -                 | N/A                 | 199 |
| Other Properties              | -                                      | 167                                 | 1,804                                       | (1,804)           | 167                                  | -  | -   | 167                              | -                 | N/A                 | 199 |
| <b>TOTAL</b>                  | <b>\$ 1,056,147</b>                    | <b>\$ 21,593</b>                    | <b>\$ 26,239</b>                            | <b>\$ 985,719</b> | <b>\$ 44,971</b>                     | <b>\$ 985,800</b>                        | <b>\$ 2,780</b>                           | <b>\$ 1,033,551</b>              | <b>\$ 252,737</b> |                     |     |

(1) Excludes deferred debt issuance costs, net of \$3,788.

(2) Initial cost is as of May 15, 1992 (the date on which the Company commenced its real estate operations).

The net basis of the Company's assets and liabilities for tax purposes is approximately \$208,622 lower than the amount reported for financial statement purposes.

(4) Represents the date the lease was acquired.

**ALEXANDER'S, INC. AND SUBSIDIARIES**  
**SCHEDULE III**  
**REAL ESTATE AND ACCUMULATED DEPRECIATION**  
(Amounts in thousands)

|  | <b>2016</b>  | <b>December 31,<br/>2015</b> | <b>2014</b> |
|--|--------------|------------------------------|-------------|
| <b>REAL ESTATE:</b>                      |              |                              |             |
| Balance at beginning of period           | \$ 1,029,472 | \$ 993,927                   | \$ 919,576  |
| Changes during the period:               |              |                              |             |
| Land                                     | -            | -                            | -           |
| Buildings and leasehold improvements     | 12,464       | 112,538                      | 4,043       |
| Development and construction in progress | (6,706)      | (65,803)                     | 70,365      |
|  | 1,035,230    | 1,040,662                    | 993,984     |
| Less: Fully depreciated assets           | (1,679)      | (11,190)                     | (57)        |
| Balance at end of period                 | \$ 1,033,551 | \$ 1,029,472                 | \$ 993,927  |
| <b>ACCUMULATED DEPRECIATION:</b>         |              |                              |             |
| Balance at beginning of period           | \$ 225,533   | \$ 210,025                   | \$ 185,375  |
| Additions charged to operating expenses  | 28,883       | 26,698                       | 24,707      |
|  | 254,416      | 236,723                      | 210,082     |
| Less: Fully depreciated assets           | (1,679)      | (11,190)                     | (57)        |
| Balance at end of period                 | \$ 252,737   | \$ 225,533                   | \$ 210,025  |

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> |   |   |
|------------------------|---|---|
| 3.1                    | - Amended and Restated Certificate of Incorporation. Incorporated herein by reference from Exhibit 3.1 to the registrant's Registration Statement on Form S-3 filed on September 20, 1995   | * |
| 3.2                    | - By-laws, as amended. Incorporated herein by reference from Exhibit 3(ii) to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000   | * |
| 10.1                   | - Real Estate Retention Agreement dated as of July 20, 1992, between Vornado Realty Trust and Keen Realty Consultants, Inc., each as special real estate consultants, and the Company. Incorporated herein by reference from Exhibit 10(i)(O) to the registrant's Annual Report on Form 10-K for the fiscal year ended July 25, 1992                          | * |
| 10.2                   | - Extension Agreement to the Real Estate Retention Agreement, dated as of February 6, 1995, between the Company and Vornado Realty Trust. Incorporated herein by reference from Exhibit 10(i)(G)(2) to the registrant's Annual Report Form 10-K for the year ended December 31, 1994  | * |
| 10.3                   | - Agreement of Lease dated as of April 30, 2001 between Seven Thirty One Limited Partnership, landlord, and Bloomberg L.P., tenant. Incorporated herein by reference from Exhibit 10(v) B to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, filed on August 2, 2001  | * |
| 10.4                   | - Lease dated as of October 2, 2001 by and between ALX of Paramus LLC, as Landlord, and IKEA Property, Inc. as Tenant. Incorporated herein by reference from Exhibit 10(v)(C)(4) to the registrant's Annual Report on Form 10-K for the year ended December 31, 2001, filed on March 13, 2002   | * |
| 10.5                   | - First Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and between Alexander's, Inc. and Vornado Realty, L.P. Incorporated herein by reference from Exhibit 10(i)(E)(3) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002  | * |
| 10.6                   | - 59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty, L.P., 731 Residential LLC and 731 Commercial LLC. Incorporated herein by reference from Exhibit 10(i)(E)(4) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002                            | * |
| 10.7                   | - Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10(i)(F)(1) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 | * |
| 10.8                   | - Limited Liability Company Operating Agreement of 731 Residential LLC, dated as of July 3, 2002, among 731 Residential Holding LLC, as the sole member, Domenic A. Borriello, as an Independent Manager and Kim Lutthang, as an Independent Manager. Incorporated  | * |

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herein by reference from Exhibit 10(i)(A)(1) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002

- 10.9 - Limited Liability Company Operating Agreement of 731 Commercial LLC, dated as of July 3, 2002, among 731 Commercial Holding LLC, as the sole member, Domenic A. Borriello, as an Independent Manager and Kim Lutthang, as an Independent Manager. Incorporated herein by reference from Exhibit 10(i)(A)(2) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.10 - Reimbursement Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., 731 Commercial LLC, 731 Residential LLC and Vornado Realty, L.P. Incorporated herein by reference from Exhibit 10(i)(C)(8) to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002, filed on August 7, 2002 \*

\* \_\_\_\_\_  
Incorporated by reference.

- 10.11 - First Amendment of Lease, dated as of April 19, 2002, between Seven Thirty One Limited Partnership, landlord and Bloomberg L.P., tenant. Incorporated herein by reference from Exhibit 10(v)(B)(2) to the registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2002, filed on August 7, 2002 \*
- 10.12 - Loan Agreement dated as of July 6, 2005, between 731 Retail One LLC, as Borrower and Archon Financial, as Lender. Incorporated herein by reference from Exhibit 10.1 to the registrant's Current Report on Form 8-K, filed on July 12, 2005 \*
- 10.13 - Second Amendment to Real Estate Retention Agreement, dated as of January 1, 2007, by and between Alexander's, Inc. and Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.64 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 26, 2007 \*
- 10.14 - Amendment to 59th Street Real Estate Retention agreement, dated as of January 1, 2007, by and among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. Incorporated herein by reference from Exhibit 10.65 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2006, filed on February 26, 2007 \*
- 10.15 - First Amendment to Amended and Restated Management and Development Agreement, dated as of July 6, 2005, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.52 to the registrant's Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.16 - Second Amendment to Amended and Restated Management and Development Agreement, dated as of December 20, 2007, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.53 to the registrant's Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.17 - Third Amendment to Real Estate Retention Agreement, dated as of December 20, 2007, by and between Alexander's, Inc., and Vornado Realty L.P. Incorporated herein by reference from Exhibit 10.55 to the registrant's Annual Report on Form 10-K, for the year ended December 31, 2007, filed on February 25, 2008 \*
- 10.18 - Loan Agreement dated as of March 10, 2009 between Alexander's Rego Park Shopping Center Inc., as Borrower and U.S. Bank National \*

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Association, as Lender. Incorporated herein by reference from Exhibit 10.55 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009

- 10.19 - Amended and Restated Mortgage, Security Agreement, Fixture Filing and Assignment of Leases and Rentals by and between Alexander's Rego Shopping Center, Inc. as Borrower and U.S. Bank National Association as Lender, dated as of March 10, 2009. Incorporated herein by reference from Exhibit 10.56 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.20 - Amended and Restated Promissory Note dated as of March 10, 2009, by Alexander's Rego Shopping Center Inc., in favor of U.S. Bank National Association. Incorporated herein by reference from Exhibit 10.57 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.21 - Cash Pledge Agreement dated as of March 10, 2009, executed by Alexander's Rego Shopping Center Inc. to and for the benefit of U.S. Bank National Association. Incorporated herein by reference from Exhibit 10.58 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
- 10.22 - Lease dated as of February 7, 2005, by and between 731 Office One LLC, as Landlord, and Citibank, N.A., as Tenant. Incorporated herein by reference from Exhibit 10.59 to the registrant's Quarterly Report on for 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*

\* \_\_\_\_\_  
Incorporated by reference.



- 10.23 - Assignment and Assumption and Consent Agreement, dated as of March 25, 2009, by and between 731 Office One LLC, as Landlord, Citicorp North America, Inc., as Assignor, and Bloomberg L.P., as Assignee. Incorporated herein by reference from Exhibit 10.60 to the registrant's Quarterly Report on form 10-Q for the quarter ended March 31, 2009, filed on May 4, 2009 \*
  
- 10.24 - Third Amendment to Amended and Restated Management and Development Agreement, dated as of November 30, 2011, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.49 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.25 - Loan and Security Agreement, dated November 30, 2011, by and between Rego II Borrower LLC, as Borrower, and the Lender. Incorporated herein by reference from Exhibit 10.50 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.26 - Consolidated, Amended and Restated Promissory Note, dated November 30, 2011, by and between Rego II Borrower LLC, as Maker, and the Lender. Incorporated herein by reference from Exhibit 10.51 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.27 - Consolidated, Amended and Restated Mortgage, Assignment of Leases and Rents and Security Agreement, dated November 30, 2011, by and between Rego II Borrower LLC, as Mortgagor, and the Mortgagee. Incorporated herein by reference from Exhibit 10.52 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.28 - Guarantee of Recourse Carveouts, dated November 30, 2011, by Alexander's, Inc., as Guarantor, to and for the benefit of the Lender. Incorporated herein by reference from Exhibit 10.53 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.29 - Environmental Indemnity Agreement, dated November 30, 2011, among Rego II Borrower LLC and Alexander's, Inc., individually or collectively as Indemnitor, in favor of the Lender. Incorporated herein by reference from Exhibit 10.54 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2011, filed on February 27, 2012 \*
  
- 10.30 - First Omnibus Loan Modification and Extension Agreement dated March 12, 2012 by and between Alexander's Rego Shopping Center, Inc., as Borrower and U.S. Bank National Association, as Lender. Incorporated herein by reference from Exhibit 10.55 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012 \*
  
- 10.31 - Mortgage Modification Agreement dated March 12, 2012 by and between Alexander's Rego Shopping Center, Inc., as Mortgagor and U.S. Bank National Association, as Mortgagee. Incorporated herein by reference from Exhibit 10.56 to the registrant's Quarterly Report on

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- Form 10-Q for the quarter ended March 31, 2012, filed on May 7, 2012
- 10.32 - First Amendment and Modification of Loan and Security Agreement and Other Loan Documents, dated as of June 20, 2012 by and between Rego II Borrower LLC, as Borrower, and the Lender. Incorporated herein by reference from Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, filed on August 6, 2012 \*
- 10.33 - Fourth Amendment to Amended and Restated Management and Development Agreement, dated as of August 1, 2012, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from Exhibit 10.2 to the registrants Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, filed on November 1, 2012 \*
- \* \_\_\_\_\_  
Incorporated by reference.

|       |   |  |   |
|-------|---|--|---|
| 10.34 | - | Contribution Agreement and Joint Escrow Instructions, dated as of October 21, 2012, by and between Alexander's Kings Plaza LLC, Alexander's of Kings LLC and Kings Parking LLC, and Brooklyn Kings Plaza LLC   | * |
| 10.35 | - | Fifth Amendment to Amended and Restated Management and Development Agreement, dated as of December 1, 2012, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp   | * |
| 10.36 | - | Second Omnibus Loan Modification and Extension Agreement, dated March 8, 2013, by and between Alexander's Rego Shopping Center, Inc., as Borrower and U.S. Bank National Association, as Lender. Incorporated herein by reference from exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q, filed on May 6, 2013  | * |
| 10.37 | - | Second Mortgage Modification Agreement, dated March 8, 2013, by and between Alexander's Rego Shopping Center, Inc., as Mortgator and U.S. Bank National Association, as Mortgagee. Incorporated herein by reference from exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q, filed on May 6, 2013  | * |
| 10.38 | - | Second Amendment and Modification of Loan Agreement and Other Loan Documents and Ratification of Guarantor, dated November 15, 2013, by and between Rego II Borrower LLC, as Borrower, and the Lender. Incorporated herein by reference from exhibit 10.60 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 24, 2014 | * |
| 10.39 | - | Partial Release of Mortgage, dated November 15, 2013, by and between Rego II Borrower LLC, as Mortgator, and the Mortgagee. Incorporated herein by reference from exhibit 10.61 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 24, 2014  | * |
| 10.40 | - | Partial Release of Assignment of Leases and Rents, dated November 15, 2013, by and between Rego II Borrower LLC, as Assignor, and the Assignee. Incorporated herein by reference from exhibit 10.61 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2013, filed on February 24, 2014  | * |
| 10.41 | - | Loan Agreement, date as of February 28, 2014, by and between 731 Office One LLC, as Borrower, and German American Capital Corporation, as Lender. Incorporated herein by reference from exhibit 10.1 to the registrant's Quarterly   | * |

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|       |   |  |   |
|-------|---|--|---|
| 10.42 | - | report on Form 10-Q, filed on May 5, 2014<br>Consolidated, Amended and Restated Promissory Note, dated as of February 28, 2014, by and between 731 Office One LLC, as Borrower, and German American Capital Corporation, as Lender. Incorporated herein by reference from exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014 | * |
| 10.43 | - | Amended and Restated Mortgage, Assignment of Leases and Rents and Security Agreement, dated as of February 28, 2014, by and between 731 Office One LLC, as Mortgagor, and German American Capital Corporation, as Mortgagee. Incorporated herein by reference from exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014        | * |
| 10.44 | - | Assignment of Leases and Rents dated as of February 28, 2014, by and between 731 Office One LLC, as Assignor, and German American Capital Corporation, as Assignee. Incorporated herein by reference from exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014   | * |
| 10.45 | - | Guaranty of Recourse Obligations dated as of February 28, 2014, by and between Alexander's, Inc., as Guarantor, and German American Capital Corporation, as Lender. Incorporated herein by reference from exhibit 10.5 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014   | * |
| 10.46 | - | Environmental Indemnity Agreement dated as of February 28, 2014, by and between 731 Office One LLC, as Indemnitor, and German American Capital Corporation, as Indemnitee. Incorporated herein by reference from exhibit 10.6 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014  | * |

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Incorporated by reference.

- 10.47 - Termination Agreement dated as of February 28, 2014, by and among 731 Office One LLC, Alexander's Management LLC, Vornado Realty L.P., 731 Office Two LLC, 731 Residential LLC, 731 Commercial LLC, 731 Retail One LLC and 731 Restaurant LLC. Incorporated herein by reference from exhibit 10.7 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014 \*
- 10.48 - Real Estate Sub-Retention Agreement dated as of February 28, 2014, by and between Alexander's Management LLC, as Agent, and Vornado Realty L.P., as Sub-Agent. Incorporated herein by reference from exhibit 10.8 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014 \*
- 10.49 - Sixth Amendment to Amended and Restated Management and Development Agreement, dated as of March 21, 2014, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. Incorporated herein by reference from exhibit 10.9 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014 \*
- 10.50 - Rego Park II Residential Management and Development Agreement, dated as of March 21, 2014 by and between Alexander's of Rego Residential LLC and Vornado Management Corp. Incorporated herein by reference from exhibit 10.10 to the registrant's Quarterly Report on Form 10-Q, filed on May 5, 2014 \*
- 10.51 - Fourth Amendment to Real Estate Retention Agreement, dated December 22, 2014 by and between Alexander's, Inc. and Vornado Realty, L.P. Incorporated herein by reference from exhibit 10.56 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 17, 2015 \*
- 10.52 - Second Amendment to 59th Street Real Estate Retention Agreement, dated December 22, 2014 by and between 731 Retail One LLC, 731 Restaurant LLC, 731 Office Two LLC and Vornado Realty, L.P. Incorporated herein by reference from exhibit 10.57 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 17, 2015 \*
- 10.53 - First Amendment to Rego II Real Estate Sub-Retention Agreement, dated December 22, 2014 by and between Alexander's, Inc. and Vornado Realty L.P. Incorporated herein by reference from exhibit 10.58 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 17, 2015 \*
- 10.54 - First Amendment to Real-Estate Sub-Retention Agreement, dated December 22, 2014 by and between Alexander's Management LLC and Vornado Realty, L.P. Incorporated herein by reference from exhibit 10.59 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on February 17, 2015 \*
- 10.55 - Third Omnibus Loan Modification and Extension Agreement, dated March 10, 2015, by and between Alexander's Rego Shopping Center, Inc., as Borrower and U.S. Bank National Association, as Lender. Incorporated herein by reference \*

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from exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q, filed on May 4, 2015

- 10.56 - Third Mortgage Modification Agreement, dated March 10, 2015, by and between Alexander's Rego Shopping Center, Inc., as Mortgator and U. S. Bank National Association, as Mortgagee. Incorporated herein by reference from exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q, filed on May 4, 2015 \*
- 10.57 - Loan Agreement, dated as of August 5, 2015, by and between 731 Retail One LLC and 731 Commercial LLC, as Borrower, and JPMorgan Chase Bank, N.A., Wells Fargo Bank, N.A., and Landesbank Baden-Württemberg, New York Branch, as Lenders. Incorporated herein by reference from exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q, filed on November 2, 2015 \*

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\* Incorporated by reference.

|         |    |   |   |   |
|---------|----|---|---|---|
| 10.58   | +  | - | Second Amendment of Lease, dated as of the 12 <sup>th</sup> of January 2016 between 731 Office One LLC and Bloomberg L.P. Incorporated herein by reference from exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q, filed on May 2, 2016  | * |
| 10.59   |    | - | Four Omnibus Loan Modification and Extension Agreement, dated and made effective as of March 8, 2016, by and between Alexanders Rego Shopping Center and U.S. Bank National Association. Incorporated herein by reference from exhibit 10.2 to the registrant's Quarterly Report on Form 10-Q, filed on May 2, 2016 | * |
| 10.60   |    | - | Fourth Mortgage Modification Agreement, dated and made effective as of March 8, 2016, by and between Alexander's Rego Shopping Center and U.S. Bank National Association. Incorporated herein by reference from exhibit 10.3 to the registrant's Quarterly Report on Form 10-Q, filed on May 2, 2016                | * |
| 10.61   | ** | - | Form of Alexander's Inc. 2016 Omnibus Stock Plan Deferred Stock Unit Grant Agreement between the Company and certain employees. Incorporated herein by reference from exhibit 10.4 to the registrant's Quarterly Report on Form 10-Q, filed on August 1, 2016   | * |
| 12      |    | - | Computation of Ratios   |   |
| 21      |    | - | Subsidiaries of Registrant  |   |
| 23      |    | - | Consent of Independent Registered Public Accounting Firm  |   |
| 31.1    |    | - | Rule 13a-14 (a) Certification of the Chief Executive Officer  |   |
| 31.2    |    | - | Rule 13a-14 (a) Certification of the Chief Financial Officer  |   |
| 32.1    |    | - | Section 1350 Certification of the Chief Executive Officer   |   |
| 32.2    |    | - | Section 1350 Certification of the Chief Financial Officer   |   |
| 101.INS |    | - | XBRL Instance Document  |   |
| 101.SCH |    | - | XBRL Taxonomy Extension Schema  |   |
| 101.CAL |    | - | XBRL Taxonomy Extension Calculation Linkbase  |   |
| 101.DEF |    | - | XBRL Taxonomy Extension Definition Linkbase   |   |
| 101.LAB |    | - | XBRL Taxonomy Extension Label Linkbase  |   |
| 101.PRE |    | - | XBRL Taxonomy Extension Presentation Linkbase   |   |

\* Incorporated by reference.

\*\* Management contract or compensatory agreement.

Portions of this exhibit have been omitted pursuant to a request for confidential treatment filed with

+

the Securities and Exchange Commission under Rule 24b-2. The omitted confidential material has

been filed separately. The location of the redacted confidential information is indicated in the exhibit

as “redacted”.