

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2024

or

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

For the transition period from to

Commission File Number: 1-13274 Veris Residential, Inc.
Commission File Number: 333-57103 Veris Residential, L.P.

VERIS RESIDENTIAL, INC.

VERIS RESIDENTIAL, L.P.

(Exact name of registrant as specified in its charter)

Maryland (Veris Residential, Inc.)

22-3305147 (Veris Residential, Inc.)

Delaware (Veris Residential, L.P.)

22-3315804 (Veris Residential, L.P.)

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

Harborside 3, 210 Hudson St., Ste. 400, Jersey City, New Jersey

07311

(Address of principal executive offices)

(Zip Code)

(732) 590-1010

(Registrant's telephone number, including area code)

Not Applicable

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

Securities Registered Pursuant to Section 12(b) of the Act:

Veris Residential, Inc.:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	VRE	New York Stock Exchange

Veris Residential, L.P.:

None

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 ninety (90) days.

Veris Residential, Inc.

Yes No

Veris Residential, L.P.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Veris Residential, Inc.

Yes No

Veris Residential, L.P.

Yes No

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

Veris Residential, Inc.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging Growth Company

Veris Residential, L.P.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging Growth Company

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

Veris Residential, Inc.

Veris Residential, L.P.

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

Veris Residential, Inc.

Yes No

Veris Residential, L.P.

Yes No

As of October 28, 2024, there were 92,901,448 shares of Veris Residential, Inc.'s Common Stock, par value \$0.01 per share, outstanding.

Veris Residential, L.P. does not have any class of common equity that is registered pursuant to Section 12 of the Exchange Act.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended September 30, 2024 of Veris Residential, Inc. and Veris Residential, L.P. Unless stated otherwise or the context otherwise requires, references to the “Operating Partnership” mean Veris Residential, L.P., a Delaware limited partnership, and references to the “General Partner” mean Veris Residential, Inc., a Maryland corporation and real estate investment trust (“REIT”), and its subsidiaries, including the Operating Partnership. References to the “Company,” “Veris,” “we,” “us” and “our” mean collectively the General Partner, the Operating Partnership and those entities/subsidiaries consolidated by the General Partner.

The Operating Partnership conducts the business of providing management, leasing, acquisition, development and tenant-related services for its General Partner. The Operating Partnership, through its operating divisions and subsidiaries, including the Veris property-owning partnerships and limited liability companies, is the entity through which all of the General Partner’s operations are conducted. The General Partner is the sole general partner of the Operating Partnership and has exclusive control of the Operating Partnership’s day-to-day management.

As of September 30, 2024, the General Partner owned an approximate 91.5 percent common unit interest in the Operating Partnership. The remaining approximate 8.5 percent common unit interest is owned by limited partners. The limited partners of the Operating Partnership are (1) persons who contributed their interests in properties to the Operating Partnership in exchange for common units (each, a “Common Unit”) or preferred units of limited partnership interest in the Operating Partnership or (2) recipients of long term incentive plan units of the Operating Partnership pursuant to the General Partner’s executive compensation plans.

A Common Unit of the Operating Partnership and a share of common stock of the General Partner (the “Common Stock”) have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Company. The General Partner owns a number of common units of the Operating Partnership equal to the number of issued and outstanding shares of the General Partner’s common stock. Common unitholders (other than the General Partner) have the right to redeem their Common Units, subject to certain restrictions under the Second Amended and Restated Agreement of Limited Partnership of the Operating Partnership, as amended (the “Partnership Agreement”) and agreed upon at the time of issuance of the units that may restrict such right for a period of time, generally one year from issuance. The redemption is required to be satisfied in shares of Common Stock of the General Partner, cash, or a combination thereof, calculated as follows: one share of the General Partner’s Common Stock, or cash equal to the fair market value of a share of the General Partner’s Common Stock at the time of redemption, for each Common Unit. The General Partner, in its sole discretion, determines the form of redemption of Common Units (i.e., whether a common unitholder receives Common Stock of the General Partner, cash, or any combination thereof). If the General Partner elects to satisfy the redemption with shares of Common Stock of the General Partner as opposed to cash, the General Partner is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the Company or the General Partner under any circumstances. With each such redemption, the General Partner’s percentage ownership in the Operating Partnership will increase. In addition, whenever the General Partner issues shares of its Common Stock other than to acquire Common Units, the General Partner must contribute any net proceeds it receives to the Operating Partnership and the Operating Partnership must issue to the General Partner an equivalent number of Common Units. This structure is commonly referred to as an umbrella partnership REIT, or UPREIT.

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

- enhance investors’ understanding of the General Partner and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business of the Company;
- eliminate duplicative disclosure and provide a more streamlined and readable presentation because a substantial portion of the disclosure applies to both the General Partner and the Operating Partnership; and
- create time and cost efficiencies through the preparation of one combined report instead of two separate reports.

The Company believes it is important to understand the few differences between the General Partner and the Operating Partnership in the context of how they operate as a consolidated company. The financial results of the Operating Partnership are consolidated into the financial statements of the General Partner. The General Partner does not have any significant assets, liabilities or operations, other than its interests in the Operating Partnership, nor does the Operating Partnership have employees of its own. The Operating Partnership, not the General Partner, generally executes all

significant business relationships other than transactions involving the securities of the General Partner. The Operating Partnership holds substantially all of the assets of the General Partner, including ownership interests in joint ventures. The Operating Partnership conducts the operations of the business and is structured as a partnership with no publicly traded equity. Except for the net proceeds from equity offerings by the General Partner, which are contributed to the capital of the Operating Partnership in consideration of common or preferred units in the Operating Partnership, as applicable, the Operating Partnership generates all remaining capital required by the Company's business. These sources include working capital, net cash provided by operating activities, borrowings under the Company's revolving credit facility, the issuance of secured and unsecured debt and equity securities, and proceeds received from the disposition of properties and joint ventures.

Shareholders' equity, partners' capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of the General Partner and the Operating Partnership. The limited partners of the Operating Partnership are accounted for as partners' capital in the Operating Partnership's financial statements as is the General Partner's interest in the Operating Partnership. The noncontrolling interests in the Operating Partnership's financial statements comprise the interests of unaffiliated partners in various consolidated partnerships and development joint venture partners. The noncontrolling interests in the General Partner's financial statements are the same noncontrolling interests at the Operating Partnership's level and include limited partners of the Operating Partnership. The differences between shareholders' equity and partners' capital result from differences in the equity issued at the General Partner and Operating Partnership levels.

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

- Item 1. Financial Statements (unaudited), which includes the following specific disclosures for Veris Residential, Inc. and Veris Residential, L.P.:
 - Note 2. Significant Accounting Policies, where applicable;
 - Note 13. Redeemable Noncontrolling Interests;
 - Note 14. Veris Residential, Inc.'s Stockholders' Equity and Veris Residential, L.P.'s Partners' Capital; and
 - Note 15. Noncontrolling Interests in Subsidiaries.
- Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations includes information specific to each entity, where applicable.

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

**VERIS RESIDENTIAL, INC.
VERIS RESIDENTIAL, L.P.**

FORM 10-Q

INDEX

	Page
Part I Financial Information	
Item 1. Financial Statements (<i>unaudited</i>):	
<u>Veris Residential, Inc.</u>	
<u>Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023</u>	<u>6</u>
<u>Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023</u>	<u>7</u>
<u>Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2024 and 2023</u>	<u>8</u>
<u>Consolidated Statements of Changes in Equity for the three and nine months ended September 30, 2024 and 2023</u>	<u>9</u>
<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023</u>	<u>11</u>
<u>Veris Residential, L.P.</u>	
<u>Consolidated Balance Sheets as of September 30, 2024 and December 31, 2023</u>	<u>12</u>
<u>Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023</u>	<u>13</u>
<u>Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2024 and 2023</u>	<u>14</u>
<u>Consolidated Statements of Changes in Equity for the three and nine months ended September 30, 2024 and 2023</u>	<u>15</u>
<u>Consolidated Statements of Cash Flows for the nine months ended September 30, 2024 and 2023</u>	<u>17</u>
<u>Veris Residential, Inc. and Veris Residential, L.P.</u>	
<u>Notes to Consolidated Financial Statements</u>	<u>18</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>43</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>53</u>
Item 4. <u>Controls and Procedures</u>	<u>55</u>
Part II Other Information	
<u>Veris Residential, Inc. and Veris Residential, L.P.</u>	
Item 1. <u>Legal Proceedings</u>	<u>56</u>
Item 1A. <u>Risk Factors</u>	<u>56</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>56</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>56</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>56</u>
Item 5. <u>Other Information</u>	<u>56</u>
Item 6. <u>Exhibits</u>	<u>56</u>
<u>Exhibit Index</u>	<u>57</u>
<u>Signatures</u>	<u>58</u>

**VERIS RESIDENTIAL, INC.
VERIS RESIDENTIAL, L.P.**

Part I – Financial Information

Item 1. Financial Statements

The accompanying unaudited consolidated balance sheets, statements of operations, of comprehensive income (loss), of changes in equity, and of cash flows and related notes thereto, have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. The financial statements reflect all adjustments consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair statement for the interim periods.

The aforementioned financial statements should be read in conjunction with the notes to the aforementioned financial statements and Management’s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in Veris Residential, Inc.’s and Veris Residential, L.P.’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

The results of operations for the three and nine-month periods ended September 30, 2024 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS *(in thousands, except per share amounts) (unaudited)*

	September 30, 2024	December 31, 2023
ASSETS		
Rental property		
Land and leasehold interests	\$ 462,531	\$ 474,499
Buildings and improvements	2,635,580	2,782,468
Tenant improvements	12,946	30,908
Furniture, fixtures and equipment	106,901	103,613
	3,217,958	3,391,488
Less – accumulated depreciation and amortization	(411,537)	(443,781)
	2,806,421	2,947,707
Real estate held for sale, net	—	58,608
Net investment in rental property	2,806,421	3,006,315
Cash and cash equivalents	12,782	28,007
Restricted cash	19,687	26,572
Investments in unconsolidated joint ventures	113,595	117,954
Unbilled rents receivable, net	2,204	5,500
Deferred charges and other assets, net	49,110	53,956
Accounts receivable	2,041	2,742
Total assets	\$ 3,005,840	\$ 3,241,046
LIABILITIES AND EQUITY		
Revolving credit facility and term loans	\$ 353,580	\$ —
Mortgages, loans payable and other obligations, net	1,324,336	1,853,897
Dividends and distributions payable	7,467	5,540
Accounts payable, accrued expenses and other liabilities	45,509	55,492
Rents received in advance and security deposits	10,993	14,985
Accrued interest payable	4,816	6,580
Total liabilities	1,746,701	1,936,494
Commitments and contingencies		
Redeemable noncontrolling interests	9,294	24,999
Equity:		
Veris Residential, Inc. stockholders' equity:		
Common stock, \$0.01 par value, 190,000,000 shares authorized, 92,900,256 and 92,229,424 shares outstanding	929	922
Additional paid-in capital	2,561,584	2,553,060
Dividends in excess of net earnings	(1,446,207)	(1,418,312)
Accumulated other comprehensive income	(2,364)	1,808
Total Veris Residential, Inc. stockholders' equity	1,113,942	1,137,478
Noncontrolling interests in subsidiaries:		
Operating Partnership	104,092	107,206
Consolidated joint ventures	31,811	34,869
Total noncontrolling interests in subsidiaries	135,903	142,075
Total equity	1,249,845	1,279,553
Total liabilities and equity	\$ 3,005,840	\$ 3,241,046

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS *(in thousands, except per share amounts) (unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
REVENUES				
Revenue from leases	\$ 62,227	\$ 59,935	\$ 183,786	\$ 174,223
Management fees	794	1,230	2,587	2,785
Parking income	3,903	3,947	11,570	11,673
Other income	1,251	1,361	5,048	4,596
Total revenues	68,175	66,473	202,991	193,277
EXPENSES				
Real estate taxes	8,572	9,301	27,251	25,158
Utilities	2,129	2,039	6,196	5,863
Operating services	10,156	13,583	35,354	37,195
Property management	3,762	3,533	13,370	9,864
General and administrative	8,956	14,604	29,019	34,460
Transaction related costs	—	2,704	1,406	7,051
Depreciation and amortization	21,159	21,390	61,592	65,008
Land and other impairments, net	2,619	—	2,619	3,396
Total expenses	57,353	67,154	176,807	187,995
OTHER (EXPENSE) INCOME				
Interest expense	(21,507)	(23,715)	(64,683)	(67,422)
Interest cost of mandatorily redeemable noncontrolling interests	—	(36,392)	—	(49,782)
Interest and other investment income	181	1,240	2,255	5,283
Equity in earnings (loss) of unconsolidated joint ventures	(268)	210	2,919	2,843
Gain (loss) on disposition of developable land	—	—	11,515	(23)
Gain on sale of unconsolidated joint venture interests	—	—	7,100	—
Gain (loss) from extinguishment of debt, net	8	(1,046)	(777)	(3,702)
Other income (expense), net	(310)	(57)	(305)	2,794
Total other (expense) income, net	(21,896)	(59,760)	(41,976)	(110,009)
Loss from continuing operations before income tax expense	(11,074)	(60,441)	(15,792)	(104,727)
Provision for income taxes	(39)	(293)	(274)	(293)
Loss from continuing operations after income tax expense	(11,113)	(60,734)	(16,066)	(105,020)
Discontinued operations:				
Income from discontinued operations	206	61	1,877	691
Realized gains (losses) and unrealized gains (losses) on disposition of rental property and impairments, net	—	423	1,548	(2,286)
Total discontinued operations, net	206	484	3,425	(1,595)
Net loss	(10,907)	(60,250)	(12,641)	(106,615)
Noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Noncontrolling interests in Operating Partnership of income from continuing operations	923	5,243	1,293	9,785
Noncontrolling interests in Operating Partnership in discontinued operations	(18)	(42)	(295)	134
Redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Net loss available to common shareholders	\$ (9,692)	\$ (54,807)	\$ (10,673)	\$ (102,214)
Basic earnings per common share:				
Loss from continuing operations	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Discontinued operations	—	—	0.03	(0.02)
Net loss available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)
Diluted earnings per common share:				
Loss from continuing operations	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Discontinued operations	—	—	0.03	(0.02)
Net loss available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)
Basic weighted average shares outstanding	92,903	92,177	92,615	91,762
Diluted weighted average shares outstanding	101,587	100,925	101,304	100,770

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands) (unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	\$ (10,907)	\$ (60,250)	\$ (12,641)	\$ (106,615)
Other comprehensive loss:				
Net unrealized loss on derivative instruments	(4,815)	(714)	(4,561)	(123)
Comprehensive loss	\$ (15,722)	\$ (60,964)	\$ (17,202)	\$ (106,738)
Comprehensive income attributable to noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Comprehensive loss attributable to redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Comprehensive income attributable to noncontrolling interests in Operating Partnership	1,093	5,263	1,165	9,931
Comprehensive loss attributable to common shareholders	\$ (14,319)	\$ (55,459)	\$ (15,067)	\$ (102,325)

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(in thousands) (unaudited)*

For the Three Months Ended September 30, 2024	Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Par Value					
Balance at July 1, 2024	92,822	\$ 928	\$ 2,559,343	\$ (1,429,887)	\$ 2,040	\$ 138,648	\$ 1,271,072
Net loss	—	—	—	(9,692)	—	(1,215)	(10,907)
Shares issued under ATM Program, net	—	—	(66)	—	—	—	(66)
Common stock dividends	—	—	—	(6,628)	—	—	(6,628)
Unit distributions	—	—	—	—	—	(613)	(613)
Redeemable noncontrolling interests	—	—	—	—	—	(81)	(81)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(486)	(486)
Redemption of common units for common stock	2	—	22	—	—	(22)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	2	—	—	—	2
Directors' deferred compensation plan	—	—	98	—	—	—	98
Stock compensation	118	1	2,925	—	—	—	2,926
Cancellation of restricted shares	(42)	—	(657)	—	—	—	(657)
Other comprehensive loss	—	—	—	—	(4,404)	(411)	(4,815)
Rebalancing of ownership percentage between parent and subsidiaries	—	—	(83)	—	—	83	—
Balance at September 30, 2024	92,900	\$ 929	\$ 2,561,584	\$ (1,446,207)	\$ (2,364)	\$ 135,903	\$ 1,249,845

For the Three Months Ended September 30, 2023	Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Par Value					
Balance at July 1, 2023	92,041	\$ 918	\$ 2,540,309	\$ (1,348,792)	\$ 4,518	\$ 151,065	\$ 1,348,018
Net loss	—	—	—	(54,807)	—	(5,443)	(60,250)
Common stock dividends	—	—	—	(4,714)	—	—	(4,714)
Common unit distributions	—	—	—	—	—	(435)	(435)
Redeemable noncontrolling interests	—	—	—	—	—	(350)	(350)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	84	84
Redemption of common units for common stock	171	2	2,295	—	—	(2,297)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	1	—	—	—	1
Directors' deferred compensation plan	—	—	99	—	—	—	99
Stock compensation	9	—	9,366	—	—	—	9,366
Cancellation of restricted shares	(4)	—	(31)	—	—	—	(31)
Other comprehensive loss	—	—	—	—	(652)	(62)	(714)
Rebalancing of ownership percentage between parent and subsidiaries	—	—	(902)	—	—	902	—
Balance at September 30, 2023	92,217	\$ 920	\$ 2,551,137	\$ (1,408,313)	\$ 3,866	\$ 143,464	\$ 1,291,074

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(in thousands) (unaudited)*

For the Nine Months Ended September 30, 2024	Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Par Value					
Balance at January 1, 2024	92,229	\$ 922	\$ 2,553,060	\$ (1,418,312)	\$ 1,808	\$ 142,075	\$ 1,279,553
Net loss	—	—	—	(10,673)	—	(1,968)	(12,641)
Shares issued under ATM Program, net	134	1	1,764	—	—	—	1,765
Common stock dividends	—	—	—	(17,222)	—	—	(17,222)
Unit distributions	—	—	—	—	—	(1,591)	(1,591)
Redeemable noncontrolling interests	—	—	—	—	—	(459)	(459)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(1,628)	(1,628)
Redemption of common units for common stock	11	—	135	—	—	(135)	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	6	—	—	—	6
Directors' deferred compensation plan	—	—	296	—	—	—	296
Stock compensation	793	8	10,317	—	—	—	10,325
Cancellation of restricted shares	(267)	(2)	(3,996)	—	—	—	(3,998)
Other comprehensive loss	—	—	—	—	(4,172)	(389)	(4,561)
Rebalancing of ownership percentage between parent and subsidiaries	—	—	2	—	—	(2)	—
Balance at September 30, 2024	92,900	\$ 929	\$ 2,561,584	\$ (1,446,207)	\$ (2,364)	\$ 135,903	\$ 1,249,845

For the Nine Months Ended September 30, 2023	Common Stock		Additional Paid-In Capital	Dividends in Excess of Net Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Shares	Par Value					
Balance at January 1, 2023	91,142	\$ 911	\$ 2,532,182	\$ (1,301,385)	\$ 3,977	\$ 163,652	\$ 1,399,337
Net loss	—	—	—	(102,214)	—	(4,401)	(106,615)
Common stock dividends	—	—	—	(4,714)	—	—	(4,714)
Unit distributions	—	—	—	—	—	(435)	(435)
Redeemable noncontrolling interests	—	—	(4,516)	—	—	(7,794)	(12,310)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(478)	(478)
Redemption of common units for common stock	821	9	11,339	—	—	(11,348)	—
Redemption of common units	—	—	—	—	—	(94)	(94)
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	3	—	—	—	3
Directors' deferred compensation plan	21	—	295	—	—	—	295
Stock compensation	268	—	16,218	—	—	487	16,705
Cancellation of restricted shares	(35)	—	(497)	—	—	—	(497)
Other comprehensive loss	—	—	—	—	(111)	(12)	(123)
Rebalancing of ownership percentage between parent and subsidiaries	—	—	(3,887)	—	—	3,887	—
Balance at September 30, 2023	92,217	\$ 920	\$ 2,551,137	\$ (1,408,313)	\$ 3,866	\$ 143,464	\$ 1,291,074

The accompanying notes are an integral part of these consolidated financial statements

VERIS RESIDENTIAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS *(in thousands) (unaudited)*

CASH FLOWS FROM OPERATING ACTIVITIES	Nine Months Ended September 30,	
	2024	2023
Net loss	\$ (12,641)	\$ (106,615)
Net (income) loss from discontinued operations	(3,425)	1,595
Net loss from continuing operations	(16,066)	(105,020)
Adjustments to reconcile net loss to net cash provided by Operating activities:		
Depreciation and amortization, including related intangible assets	61,567	64,932
Amortization of deferred compensation stock units	296	295
Amortization of stock compensation	10,256	16,705
Amortization of deferred financing costs and derivative premiums	7,506	3,161
Equity in earnings of unconsolidated joint ventures	(2,919)	(2,843)
(Gain) loss on disposition of developable land	(11,515)	23
Gain on sale of unconsolidated joint ventures	(7,100)	—
Land and other impairments, net	2,619	3,396
Loss from extinguishment of debt	777	3,702
Gain on insurance proceeds	—	(2,794)
Interest cost of mandatorily redeemable noncontrolling interests	—	49,782
Changes in operating assets and liabilities:		
(Increase) decrease in unbilled rents receivable, net	(646)	1,886
Decrease (increase) in deferred charges and other assets	3,582	(862)
Increase in accounts receivable, net	(508)	(147)
Decrease in accounts payable, accrued expenses and other liabilities	(5,126)	(5,441)
(Decrease) increase in rents received in advance and security deposits	(845)	1,250
(Decrease) increase in accrued interest payable	(1,764)	40
Net cash flows provided by operating activities - continuing operations	40,114	28,065
Net cash flows provided by operating activities - discontinued operations	355	5,207
Net cash provided by operating activities	\$ 40,469	\$ 33,272
CASH FLOWS FROM INVESTING ACTIVITIES		
Rental property additions, improvements and other costs	\$ (11,105)	\$ (9,794)
Development of rental property and other related costs	(4,699)	(6,959)
Proceeds from the sales of developable land	88,962	7,784
Proceeds from sale of investments in joint ventures	6,095	—
Repayment of notes receivable	32	1,280
Investment in unconsolidated joint ventures	(226)	(180)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	8,553	9,351
Proceeds from insurance settlements	—	3,735
Other investing activities	250	750
Net cash provided by investing activities - continuing operations	87,862	5,967
Net cash provided by investing activities - discontinued operations	77,182	488,604
Net cash provided by investing activities	\$ 165,044	\$ 494,571
CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings from revolving credit facility	\$ 157,000	\$ 81,000
Repayment of revolving credit facility	—	(63,000)
Borrowings from term loans	200,000	115,000
Repayments of term loans	—	(72,000)
Proceeds from mortgages and loans payable	—	399,561
Repayment of mortgages, loans payable and other obligations	(533,318)	(441,198)
Redemption of redeemable noncontrolling interests, net	(15,700)	(520,388)
Payment of early debt extinguishment costs	—	(255)
Common unit redemptions	—	(94)
Payment of financing costs and derivative premiums, net	(14,401)	(16,089)
Contribution from noncontrolling interests	108	84
Distribution to noncontrolling interests	(1,735)	(16,704)
Distributions to redeemable noncontrolling interests	(464)	—
Payment of common dividends and distributions	(16,886)	(38)
Share issuance proceeds (costs), net	1,765	—
Other financing activities	(3,992)	(494)
Net cash used in financing activities	\$ (227,623)	\$ (534,615)
Net decrease in cash and cash equivalents	\$ (22,110)	\$ (6,772)
Cash, cash equivalents and restricted cash, beginning of period ⁽¹⁾	54,579	47,649
Cash, cash equivalents and restricted cash, end of period ⁽²⁾	\$ 32,469	\$ 40,877

(1) Includes Restricted Cash of \$26,572 and \$20,867 as of December 31, 2023 and 2022, respectively.

(2) Includes Restricted Cash of \$19,687 and \$23,603 as of September 30, 2024 and 2023, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS *(in thousands, except per unit amounts) (unaudited)*

	September 30, 2024	December 31, 2023
ASSETS		
Rental property		
Land and leasehold interests	\$ 462,531	\$ 474,499
Buildings and improvements	2,635,580	2,782,468
Tenant improvements	12,946	30,908
Furniture, fixtures and equipment	106,901	103,613
	3,217,958	3,391,488
Less – accumulated depreciation and amortization	(411,537)	(443,781)
	2,806,421	2,947,707
Real estate held for sale, net	—	58,608
Net investment in rental property	2,806,421	3,006,315
Cash and cash equivalents	12,782	28,007
Restricted cash	19,687	26,572
Investments in unconsolidated joint ventures	113,595	117,954
Unbilled rents receivable, net	2,204	5,500
Deferred charges and other assets, net	49,110	53,956
Accounts receivable	2,041	2,742
Total assets	\$ 3,005,840	\$ 3,241,046
LIABILITIES AND EQUITY		
Revolving credit facility and term loans	\$ 353,580	\$ —
Mortgages, loans payable and other obligations, net	1,324,336	1,853,897
Dividends and distributions payable	7,467	5,540
Accounts payable, accrued expenses and other liabilities	45,509	55,492
Rents received in advance and security deposits	10,993	14,985
Accrued interest payable	4,816	6,580
Total liabilities	1,746,701	1,936,494
Commitments and contingencies		
Redeemable noncontrolling interests	9,294	24,999
Partners' Capital:		
General Partner, 92,900,256 and 92,229,424 common units outstanding	1,052,609	1,071,973
Limited partners, 8,683,370 and 8,692,561 common units/LTIPs outstanding	167,789	170,903
Accumulated other comprehensive income	(2,364)	1,808
Total Veris Residential, L.P. partners' capital	1,218,034	1,244,684
Noncontrolling interests in consolidated joint ventures	31,811	34,869
Total equity	1,249,845	1,279,553
Total liabilities and equity	\$ 3,005,840	\$ 3,241,046

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS *(in thousands, except per unit amounts) (unaudited)*

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
REVENUES				
Revenue from leases	\$ 62,227	\$ 59,935	\$ 183,786	\$ 174,223
Management fees	794	1,230	2,587	2,785
Parking income	3,903	3,947	11,570	11,673
Other income	1,251	1,361	5,048	4,596
Total revenues	68,175	66,473	202,991	193,277
EXPENSES				
Real estate taxes	8,572	9,301	27,251	25,158
Utilities	2,129	2,039	6,196	5,863
Operating services	10,156	13,583	35,354	37,195
Property management	3,762	3,533	13,370	9,864
General and administrative	8,956	14,604	29,019	34,460
Transaction related costs	—	2,704	1,406	7,051
Depreciation and amortization	21,159	21,390	61,592	65,008
Land and other impairments, net	2,619	—	2,619	3,396
Total expenses	57,353	67,154	176,807	187,995
OTHER (EXPENSE) INCOME				
Interest expense	(21,507)	(23,715)	(64,683)	(67,422)
Interest cost of mandatorily redeemable noncontrolling interests	—	(36,392)	—	(49,782)
Interest and other investment income	181	1,240	2,255	5,283
Equity in earnings (loss) of unconsolidated joint ventures	(268)	210	2,919	2,843
Gain (loss) on disposition of developable land	—	—	11,515	(23)
Gain on sale of unconsolidated joint venture interests	—	—	7,100	—
Gain (loss) from extinguishment of debt, net	8	(1,046)	(777)	(3,702)
Other income (expense), net	(310)	(57)	(305)	2,794
Total other (expense) income, net	(21,896)	(59,760)	(41,976)	(110,009)
Loss from continuing operations before income tax expense	(11,074)	(60,441)	(15,792)	(104,727)
Provision for income taxes	(39)	(293)	(274)	(293)
Loss from continuing operations after income tax expense	(11,113)	(60,734)	(16,066)	(105,020)
Discontinued operations:				
Income from discontinued operations	206	61	1,877	691
Realized gains (losses) and unrealized gains (losses) on disposition of rental property and impairments, net	—	423	1,548	(2,286)
Total discontinued operations, net	206	484	3,425	(1,595)
Net loss	(10,907)	(60,250)	(12,641)	(106,615)
Noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Net loss available to common unitholders	\$ (10,597)	\$ (60,008)	\$ (11,671)	\$ (112,133)
Basic earnings per common unit:				
Loss from continuing operations	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Discontinued operations	—	—	0.03	(0.02)
Net loss available to common unitholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)
Diluted earnings per common unit:				
Loss from continuing operations	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Discontinued operations	—	—	0.03	(0.02)
Net loss available to common unitholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)
Basic weighted average units outstanding	101,587	100,925	101,304	100,770
Diluted weighted average units outstanding	101,587	100,925	101,304	100,770

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands) (unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	\$ (10,907)	\$ (60,250)	\$ (12,641)	\$ (106,615)
Other comprehensive loss:				
Net unrealized loss on derivative instruments	(4,815)	(714)	(4,561)	(123)
Comprehensive loss	\$ (15,722)	\$ (60,964)	\$ (17,202)	\$ (106,738)
Comprehensive income attributable to noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Comprehensive loss attributable to redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Comprehensive loss attributable to common unitholders	\$ (15,412)	\$ (60,722)	\$ (16,232)	\$ (112,256)

The accompanying notes are an integral part of these consolidated financial statements

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(in thousands) (unaudited)*

For the Three Months Ended September 30, 2024	General Partner Common Units	Limited Partner Common Units/ Vested LTIP Units	Common Unitholders	Limited Partner Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Joint Ventures	Total Equity
Balance at July 1, 2024	92,822	8,685	\$ 1,066,602	\$ 169,741	\$ 2,040	\$ 32,689	\$ 1,271,072
Net loss	—	—	(9,692)	(906)	—	(309)	(10,907)
Shares issued under ATM Program, net	—	—	(66)	—	—	—	(66)
Unit distributions	—	—	(6,628)	(613)	—	—	(7,241)
Redeemable noncontrolling interests	—	—	—	—	—	(81)	(81)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(488)	(488)
Redemption of limited partner common units	2	(2)	22	(22)	—	—	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	2	—	—	—	2
Directors' deferred compensation plan	—	—	98	—	—	—	98
Other comprehensive loss	—	—	—	(411)	(4,404)	—	(4,815)
Stock compensation	118	—	2,928	—	—	—	2,928
Cancellation of restricted shares	(42)	—	(657)	—	—	—	(657)
Balance at September 30, 2024	92,900	8,683	\$ 1,052,609	\$ 167,789	\$ (2,364)	\$ 31,811	\$ 1,249,845

For the Three Months Ended September 30, 2023	General Partner Common Units	Limited Partner Common Units/ Vested LTIP Units	Common Unitholders	Limited Partner Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Joint Ventures	Total Equity
Balance at July 1, 2023	92,041	8,867	\$ 1,127,647	\$ 180,095	\$ 4,518	\$ 35,758	\$ 1,348,018
Net loss	—	—	(54,807)	(5,201)	—	(242)	(60,250)
Unit distributions	—	—	(4,714)	(435)	—	—	(5,149)
Redeemable noncontrolling interests	—	—	—	—	—	(350)	(350)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	84	84
Redemption of limited partners common units	171	(171)	2,297	(2,297)	—	—	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	1	—	—	—	1
Directors' deferred compensation plan	—	—	99	—	—	—	99
Other comprehensive loss	—	—	—	(62)	(652)	—	(714)
Stock compensation	9	—	9,366	—	—	—	9,366
Cancellation of restricted shares	(4)	—	(31)	—	—	—	(31)
Balance at September 30, 2023	92,217	8,696	\$ 1,079,858	\$ 172,100	\$ 3,866	\$ 35,250	\$ 1,291,074

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY *(in thousands) (unaudited)*

For the Nine Months Ended September 30, 2024	General Partner Common Units	Limited Partner Common Units/ Vested LTIP Units	Common Unitholders	Limited Partner Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Joint Ventures	Total Equity
Balance at January 1, 2024	92,229	8,693	\$ 1,071,973	\$ 170,903	\$ 1,808	\$ 34,869	\$ 1,279,553
Net loss	—	—	(10,673)	(999)	—	(969)	(12,641)
Unit distributions	—	—	(17,222)	(1,591)	—	—	(18,813)
Shares issued under ATM Program, net	134	—	1,765	—	—	—	1,765
Redeemable noncontrolling interests	—	—	—	—	—	(459)	(459)
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(1,630)	(1,630)
Vested LTIP units	—	1	—	—	—	—	—
Redemption of limited partners common units for shares of general partner common units	11	(11)	135	(135)	—	—	—
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	6	—	—	—	6
Directors' deferred compensation plan	—	—	296	—	—	—	296
Other comprehensive loss	—	—	—	(389)	(4,172)	—	(4,561)
Stock compensation	793	—	10,327	—	—	—	10,327
Cancellation of restricted shares	(267)	—	(3,998)	—	—	—	(3,998)
Balance at September 30, 2024	92,900	8,683	\$ 1,052,609	\$ 167,789	\$ (2,364)	\$ 31,811	\$ 1,249,845

For the Nine Months Ended September 30, 2023	General Partner Common Units	Limited Partner Common Units/ Vested LTIP Units	Common Unitholders	Limited Partner Common Unitholders	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest in Consolidated Joint Ventures	Total Equity
Balance at January 1, 2023	91,142	9,301	\$ 1,163,935	\$ 193,882	\$ 3,977	\$ 37,543	\$ 1,399,337
Net (loss) income	—	—	(102,214)	(9,919)	—	5,518	(106,615)
Unit distributions	—	—	(4,714)	(435)	—	—	(5,149)
Redeemable noncontrolling interests	—	—	(4,516)	(461)	—	(7,333)	(12,310)
Vested LTIP units	—	221	—	—	—	—	—
Change in noncontrolling interests in consolidated joint ventures	—	—	—	—	—	(478)	(478)
Redemption of limited partners common units for shares of general partner common units	821	(821)	11,348	(11,348)	—	—	—
Redemption of limited partners common units	—	(5)	—	(94)	—	—	(94)
Shares issued under Dividend Reinvestment and Stock Purchase Plan	—	—	3	—	—	—	3
Directors' deferred compensation plan	21	—	295	—	—	—	295
Other comprehensive loss	—	—	—	(12)	(111)	—	(123)
Stock compensation	268	—	16,218	487	—	—	16,705
Cancellation of restricted shares	(35)	—	(497)	—	—	—	(497)
Balance at September 30, 2023	92,217	8,696	\$ 1,079,858	\$ 172,100	\$ 3,866	\$ 35,250	\$ 1,291,074

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS *(in thousands)* *(unaudited)*

CASH FLOWS FROM OPERATING ACTIVITIES	Nine Months Ended September 30,	
	2024	2023
Net loss	\$ (12,641)	\$ (106,615)
Net (income) loss from discontinued operations	(3,425)	1,595
Net loss from continuing operations	(16,066)	(105,020)
Adjustments to reconcile net loss to net cash provided by		
Operating activities:		
Depreciation and amortization, including related intangible assets	61,567	64,932
Amortization of deferred compensation stock units	296	295
Amortization of stock compensation	10,256	16,705
Amortization of deferred financing costs and derivative premiums	7,506	3,161
Equity in earnings of unconsolidated joint ventures	(2,919)	(2,843)
Gain (loss) on disposition of developable land	(11,515)	23
Gain on sale of unconsolidated joint ventures	(7,100)	—
Land and other impairments, net	2,619	3,396
Loss from extinguishment of debt	777	3,702
Gain on insurance proceeds	—	(2,794)
Interest cost of mandatorily redeemable noncontrolling interests	—	49,782
Changes in operating assets and liabilities:		
(Increase) decrease in unbilled rents receivable, net	(646)	1,886
Decrease (increase) in deferred charges and other assets	3,581	(862)
Increase in accounts receivable, net	(508)	(147)
Decrease in accounts payable, accrued expenses and other liabilities	(5,126)	(5,441)
(Decrease) increase in rents received in advance and security deposits	(845)	1,250
(Decrease) increase in accrued interest payable	(1,764)	40
Net cash flows provided by operating activities - continuing operations	40,113	28,065
Net cash flows provided by operating activities - discontinued operations	355	5,207
Net cash provided by operating activities	\$ 40,468	\$ 33,272
CASH FLOWS FROM INVESTING ACTIVITIES		
Rental property additions, improvements and other costs	\$ (11,105)	\$ (9,794)
Development of rental property and other related costs	(4,699)	(6,959)
Proceeds from the sales of developable land	88,962	7,784
Proceeds from sale of investments in joint ventures	6,095	—
Repayment of notes receivable	32	1,280
Investment in unconsolidated joint ventures	(226)	(180)
Distributions in excess of cumulative earnings from unconsolidated joint ventures	8,553	9,351
Proceeds from insurance settlements	—	3,735
Other investing activities	250	750
Net cash provided by investing activities - continuing operations	87,862	5,967
Net cash provided by investing activities - discontinued operations	77,182	488,604
Net cash provided by investing activities	\$ 165,044	\$ 494,571
CASH FLOW FROM FINANCING ACTIVITIES		
Borrowings from revolving credit facility	\$ 157,000	\$ 81,000
Repayment of revolving credit facility	—	(63,000)
Borrowings from term loans	200,000	115,000
Repayments of term loans	—	(72,000)
Proceeds from mortgages and loans payable	—	399,561
Repayment of mortgages, loans payable and other obligations	(533,318)	(441,198)
Redemption of redeemable noncontrolling interests, net	(15,700)	(520,388)
Payment of early debt extinguishment costs	—	(255)
Common unit redemptions	—	(94)
Payment of financing costs and derivative premiums, net	(14,401)	(16,089)
Contribution from noncontrolling interests	108	84
Distribution to noncontrolling interests	(1,735)	(16,704)
Distributions to redeemable noncontrolling interests	(464)	—
Payment of common dividends and distributions	(16,886)	(38)
Share issuance proceeds (costs), net	1,765	—
Other financing activities	(3,992)	(494)
Net cash used in financing activities	\$ (227,623)	\$ (534,615)
Net decrease in cash and cash equivalents	\$ (22,111)	\$ (6,772)
Cash, cash equivalents and restricted cash, beginning of period ⁽¹⁾	54,579	47,649
Cash, cash equivalents and restricted cash, end of period ⁽²⁾	\$ 32,468	\$ 40,877

(1) Includes Restricted Cash of \$26,572 and \$20,867 as of December 31, 2023 and 2022, respectively.

(2) Includes Restricted Cash of \$19,687 and \$23,603 as of September 30, 2024 and 2023, respectively.

The accompanying notes are an integral part of these consolidated financial statements.

VERIS RESIDENTIAL, INC., VERIS RESIDENTIAL, L.P. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(unaudited)*

1. ORGANIZATION AND BASIS OF PRESENTATION

ORGANIZATION

Veris Residential, Inc., a Maryland corporation, together with its subsidiaries (collectively, the “General Partner”) is a fully-integrated, self-administered, self-managed real estate investment trust (“REIT”). The General Partner controls Veris Residential, L.P., a Delaware limited partnership, together with its subsidiaries (collectively, the “Operating Partnership”), as its sole general partner and owned a 91.5 and 91.4 percent common unit interest in the Operating Partnership as of September 30, 2024 and December 31, 2023, respectively.

The Company owns, operates and develops multifamily rental properties located primarily in the Northeast, as well as a portfolio of non-strategic land and commercial assets. The Company is focused on conducting business in a socially, ethically, and environmentally responsible manner, while seeking to maximize value for all stakeholders. Veris Residential, Inc. was incorporated on May 24, 1994.

Unless stated otherwise or the context requires, the “Company” refers to the General Partner and its subsidiaries, including the Operating Partnership and its subsidiaries.

As of September 30, 2024, the Company owned or had interests in 22 multifamily rental properties, as well as non-core assets comprised of four parking/retail properties, plus developable land (collectively, the “Properties”). The Properties are comprised of: (a) 19 wholly-owned or Company-controlled properties comprised of 16 multifamily properties and three non-core assets, and (b) seven properties owned by unconsolidated joint ventures in which the Company has investment interests, including six multifamily properties and one non-core asset. The Properties are located in three states in the Northeast, plus the District of Columbia.

BASIS OF PRESENTATION

The accompanying consolidated financial statements reflect all accounts of the Company, including its controlled subsidiaries, which consist principally of the Operating Partnership and variable interest entities for which the Company has determined itself to be the primary beneficiary, if any. The portions of equity in consolidated subsidiaries that are not attributable, directly or indirectly, to us are presented as noncontrolling interests. See Note 2 to the 2023 10-K: Significant Accounting Policies – Investments in Unconsolidated Joint Ventures, for the Company’s treatment of unconsolidated joint venture interests. Intercompany accounts and transactions have been eliminated.

The Company consolidates variable interest entities (“VIEs”) in which it is considered to be the primary beneficiary. VIEs are entities in which the equity investors do not have sufficient equity at risk to finance their endeavors without additional financial support or that the holders of the equity investment at risk do not have a controlling financial interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities of a VIE that most significantly impact the VIE’s economic performance; and (2) the obligation to absorb losses of or the right to receive benefits from the VIE that could potentially be significant to the VIE. The Company continuously assesses its determination of the primary beneficiary for each entity and assesses reconsideration events that may cause a change in the original determinations. The Operating Partnership is considered a VIE of the parent company, Veris Residential, Inc. As the Operating Partnership is already consolidated in the balance sheets of Veris Residential, Inc., this has no impact on the consolidated financial statements of Veris Residential, Inc.

As of September 30, 2024 and December 31, 2023, the Company’s investments in consolidated real estate joint ventures, which are variable interest entities in which the Company is deemed to be the primary beneficiary, have total real estate assets of \$443.6 million and \$449.8 million, respectively, other assets of \$6.6 million and \$6.7 million, respectively, mortgages of \$284.7 million and \$285.2 million, respectively, and other liabilities of \$15.1 million and \$14.7 million, respectively.

The preparation of financial statements in conformity with GAAP requires management 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 period. Actual results could

differ from those estimates. Certain reclassifications have been made to prior period amounts in order to conform with current period presentation, primarily related to classification of certain properties as discontinued operations.

Effective September 30, 2024, the Company revised the terminology used for certain financial statement line items to better align with its operational activities and provide a clearer representation of the nature of its business. The Company has renamed financial statement line items “Real estate services” and “Real estate services expenses” on the Consolidated Statements of Operations as “Management fees” and “Property management,” respectively. The change in terminology does not impact the amounts reported in the financial statements. Comparative periods have been renamed to reflect this change for consistency.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements should be read in conjunction with the Company’s audited Annual Report on Form 10-K for the year ended December 31, 2023, as certain disclosures in this Quarterly Report on Form 10-Q that would duplicate those included in the 10-K are not included in these financial statements.

Upon completion of the sale of the last remaining non-strategic office asset in the first quarter of 2024, the Company reassessed its reportable segments as the business activities are managed and evaluated on a consolidated basis. The Company evaluates performance based upon net operating income from the combined properties and does not distinguish its principal business or group its operations on a geographical basis for purposes of measuring performance. Accordingly, the Company believes it has a single reportable segment for disclosure purposes in accordance with GAAP.

Dividends and Distributions Payable

The Board of Directors considers a variety of factors when setting the Company's dividends including the Company’s earnings, income tax projections, cash flows, financial condition, capital requirements, debt maturities, the availability of debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors.

On August 5, 2024, the Company declared a \$0.07 dividend per common share, which was paid on October 16, 2024 to shareholders of record as of the close of business on September 30, 2024.

At September 30, 2024 and December 31, 2023, the balance of the distributions payable was \$7.5 million and \$5.5 million, respectively.

Impact of Recently-Issued Accounting Standards

In November 2023, the FASB issued ASU 2023-07, Segment Reporting—Improvements to Reportable Segment Disclosures ("ASU 2023-07"). The guidance requires incremental disclosures related to a public entity’s reportable segments. ASU 2023-07 is effective for public entities for fiscal years beginning after December 15, 2023, and interim periods in fiscal years beginning after December 15, 2024, with early adoption permitted. There are aspects of this ASU that apply to entities with one reportable segment. The Company is currently evaluating the impact of adopting ASU 2023-07 will have on the Company's consolidated financial statements.

3. INVESTMENTS IN RENTAL PROPERTIES

Dispositions of Rental Properties and Developable Land

The Company disposed of the following rental properties during the nine months ended September 30, 2024 (*dollars in thousands*):

Disposition Date	Property	Location	# of Bldgs.	Rentable Square Feet	Property Type	Net Sales Proceeds	Net Carrying Value	Discontinued Operations Realized Gains (Losses)/ Unrealized Losses, net
03/20/24	Harborside 5	Jersey City, New Jersey	1	977,225	Office	\$ 81,515	\$ 81,228	\$ 287
	Others (a)							1,261
Totals			1	977,225		\$ 81,515	\$ 81,228	\$ 1,548

(a) Others represent resolution of estimated accrued expenses from various previously sold rental properties.

The Company disposed of the following developable land holdings during the nine months ended September 30, 2024 (*dollars in thousands*):

Disposition Date	Property	Location	Net Sales Proceeds	Net Carrying Value	Realized Gains (Losses)/ Unrealized Losses, net
01/03/24	2 Campus	Parsippany-Troy Hills, New Jersey	\$ 10,155	\$ 9,371	\$ 784
04/16/24	107 Morgan	Jersey City, New Jersey	50,630	50,929 (a)	(299)
04/30/24	6 Becker Farm / 85 Livingston	Roseland, NJ	27,985	16,955	11,030
Totals			\$ 88,770	\$ 77,255	\$ 11,515

(a) Carrying value reflects previously recorded impairment charges of \$10.5 million.

Dispositions of Unconsolidated Joint Venture

In January 2024, the Company's joint venture sold the Lofts at 40 Park multifamily rental property for \$30.3 million and the Company recorded a gain on the sale for its interest of approximately \$7.1 million.

In October 2024, the Company's joint venture sold the Shops at 40 Park retail property for \$15.7 million, of which the Company did not receive any net proceeds after repayment of property-level debt, selling expenses, and preferred return distributions to its joint venture partner. The Company does not expect to record a material loss related to the sale.

Real Estate Held for Sale

As of September 30, 2024, the Company did not have any assets classified as held for sale.

As of December 31, 2023, the Company had classified as held for sale several developable land parcels, which are located in Jersey City and Parsippany, New Jersey and have been subsequently sold. The following table summarizes the real estate held for sale, net as of December 31, 2023:

<i>(dollars in thousands)</i>	December 31, 2023
Land	\$ 59,464
Building & Other	9,688
Less: Accumulated depreciation	—
Less: Cumulative unrealized losses on property held for sale	(10,544)
Real estate held for sale, net	\$ 58,608

Discontinued Operations

The Company has discontinued operations related to its former New Jersey office and hotel portfolio (collectively, the “Office Portfolio”) which represented a strategic shift in the Company’s operations. See Note 7: Discontinued Operations.

4. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

As of September 30, 2024, the Company had an aggregate investment of approximately \$114 million in its equity method joint ventures. The Company formed these ventures with unaffiliated third parties, or acquired interests in them, to develop or manage properties, or to acquire land in anticipation of possible development of rental properties. As of September 30, 2024, the unconsolidated joint ventures owned: six multifamily properties totaling 2,087 apartment units, a retail property aggregating approximately 51,000 square feet and interests and/or rights to developable land parcels able to accommodate up to 829 apartment units. The Company’s unconsolidated interests range from 20 percent to 85 percent subject to specified priority allocations in certain of the joint ventures.

The amounts reflected in the following tables (except for the Company’s share of equity in earnings) are based on the historical financial information of the individual joint ventures. The Company does not record losses of the joint ventures in excess of its investment balances unless the Company is liable for the obligations of the joint venture or is otherwise committed to provide financial support to the joint venture. The outside basis portion of the Company’s investments in joint ventures is amortized over the anticipated useful lives of the underlying ventures’ tangible and intangible assets acquired and liabilities assumed.

The debt of the Company’s unconsolidated joint ventures generally is non-recourse to the Company, except for customary exceptions pertaining to such matters as intentional misuse of funds, environmental conditions, and material misrepresentations.

The Company performed management, leasing, development and other services for the properties owned by the unconsolidated joint ventures, related parties to the Company, and recognized \$0.9 million and \$1.1 million for such services in the three months ended September 30, 2024 and 2023, respectively, and \$2.5 million in each of the nine months ended September 30, 2024 and 2023. The Company had \$0.3 million and \$0.7 million in accounts receivable due from its unconsolidated joint ventures as of September 30, 2024 and December 31, 2023, respectively.

As of September 30, 2024, the Company does not have any investments in unconsolidated joint ventures that are considered VIEs.

The following is a summary of the Company's unconsolidated joint ventures as of September 30, 2024 and December 31, 2023 (*dollars in thousands*):

Entity / Property Name	Number of Apartment Units		Company's Effective Ownership % (a)	Carrying Value		Property Debt As of September, 30, 2024		
				September 30, 2024	December 31, 2023	Balance	Maturity Date	Interest Rate
Multifamily								
Metropolitan and Lofts at 40 Park (b) (c)	130	units	(c)	\$ 1,135	\$ 908	\$ 40,110	(d)	(d)
RiverTrace at Port Imperial	316	units	22.50 %	4,176	4,506	82,000	11/10/26	3.21 %
The Capstone at Port Imperial	360	units	40.00 %	20,402	21,361	135,000	12/22/24 SOFR+	1.20 %
Riverpark at Harrison	141	units	45.00 %	—	—	30,192	07/01/35	3.19 %
Station House	378	units	50.00 %	31,635	32,022	87,883	07/01/33	4.82 %
Urby at Harborside (e)	762	units	85.00 %	54,150	57,060	183,362	08/01/29	5.20 %
PI North - Land (b) (f)	829	potential units	20.00 %	1,678	1,678	—	—	—
Other (g)				419	419	—	—	—
Totals:				\$ 113,595	\$ 117,954	\$ 558,547		

- (a) Company's effective ownership % represents the Company's entitlement to residual distributions after payments of priority returns, where applicable.
- (b) The Company's ownership interests in this venture are subordinate to its partner's preferred capital balance and the Company is not expected to meaningfully participate in the venture's cash flows in the near term.
- (c) Through the joint venture, the Company owns a 25 percent interest in a 130-unit multifamily rental property ("The Metropolitan at 40 Park") and also owns a 25 percent interest in a 50,973 square feet retail building ("Shops at 40 Park"). In January 2024, the joint venture sold the 59-unit, five story multifamily rental property ("Lofts at 40 Park") for \$30.3 million and the Company recorded a gain on the sale for its interest of approximately \$7.1 million. In October 2024, the Company's joint venture sold Shops at 40 Park retail property for \$15.7 million.
- (d) Property debt balance as of September 30, 2024 consists of: (i) an interest only loan, collateralized by The Metropolitan at 40 Park, with a balance of \$34.1 million, bears interest at SOFR +2.85%, matures on October 10, 2024; and (ii) an interest only loan, collateralized by the Shops at 40 Park, with a balance of \$6.0 million, bears interest at SOFR +2.00% and matures on January 9, 2025. Proceeds from the sale of Lofts at 40 Park were used to repay an interest-only loan with a balance of \$17.2 million in January 2024. In October 2024, the loan collateralized by The Metropolitan at 40 Park was extended to October 10, 2025. Proceeds from the sale of Shops at 40 Park were used to repay the \$6.0 million loan in October 2024.
- (e) The Company owns an 85 percent interest with shared control over major decisions such as, approval of budgets, property financings and leasing guidelines.
- (f) The Company owns a 20 percent residual interest in undeveloped land parcels: parcel 6 and parcel I that can accommodate the development of 829 apartment units.
- (g) The Company owns other interests in various unconsolidated joint ventures, including interests in assets previously owned and interest in ventures whose businesses are related to its core operations. These ventures are not expected to significantly impact the Company's operations in the near term.

The following is a summary of the Company's equity in earnings (loss) of unconsolidated joint ventures for the three and nine months ended September 30, 2024 and 2023, respectively (*dollars in thousands*):

Entity / Property Name	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Multifamily				
Metropolitan and Lofts at 40 Park (a)	\$ (378)	\$ (357)	\$ (852)	\$ (965)
RiverTrace at Port Imperial	304	125	595	407
Capstone at Port Imperial	104	38	148	(275)
Riverpark at Harrison	68	68	204	473
Station House	(92)	(198)	(263)	(205)
Urby at Harborside	(574)	615	3,013	3,588
PI North - Land	—	(80)	(226)	(176)
Liberty Landing	—	(1)	—	(4)
Other				
Other	300	—	300	—
Company's equity in earnings (loss) of unconsolidated joint ventures (b)	\$ (268)	\$ 210	\$ 2,919	\$ 2,843

- (a) In January 2024, the joint venture sold the Lofts at 40 Park multifamily rental property for \$30.3 million and the Company recorded a gain on the sale for its interest of approximately \$7.1 million.
- (b) Amounts are net of amortization of basis differences of \$154 thousand for each of the three months ended September 30, 2024 and 2023 and \$463 thousand for each of the nine months ended September 30, 2024 and 2023.

5. DEFERRED CHARGES AND OTHER ASSETS, NET

<i>(dollars in thousands)</i>	September 30, 2024	December 31, 2023
Deferred leasing costs	\$ 4,667	\$ 8,324
Deferred financing costs (a)	6,228	771
Deferred charges	10,895	9,095
Accumulated amortization	(3,977)	(5,063)
Deferred charges, net	6,918	4,032
In-place lease values, related intangibles and other assets, net	9,617	10,034
Right of use assets (b)	5,403	6,161
Prepaid expenses and other assets, net	27,172	33,729
Total deferred charges and other assets, net	\$ 49,110	\$ 53,956

- (a) This amount relates to the deferred financing costs associated with the revolving credit facility and undrawn term loan balances, when applicable. Deferred financing costs related to all other debt liabilities are netted against those debt liabilities for all periods presented.
- (b) This amount has a corresponding liability of \$6.8 million and \$7.4 million as of September 30, 2024 and December 31, 2023, respectively, which is included in Accounts payable, accrued expense and other liabilities. See Note 12: Commitments and Contingencies – Office and Ground Lease agreements for further details.

DERIVATIVE FINANCIAL INSTRUMENTS

Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate caps as part of its interest rate risk management strategy. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up-front premium.

The changes in the fair value of derivatives designated and that qualify as cash flow hedges are recorded in accumulated other comprehensive income and subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the next 12 months, the Company estimates \$1.9 million will be reclassified as an increase to interest expense.

During the second quarter of 2024, the Company entered into an interest rate cap to hedge the Riverhouse 9 mortgage loan with a notional amount of \$110 million, replacing the in place interest rate cap upon expiration. The cap expires in July 2026.

During the third quarter of 2024, the Company entered into interest rate cap agreements to hedge the 2024 Term Loan draws, with notional amounts totaling \$200 million. The interest rate caps expire in July 2026.

During the third quarter of 2024, the Company entered into an interest rate cap agreement with a notional amount of \$150.0 million to hedge the interest rate exposure of its variable-rate revolving credit facility. The interest rate cap expires in June 2025. The Company elected to not designate this interest rate cap as a cash flow hedge at inception and therefore changes in the fair value of the derivative are recorded in earnings. For the three months ended September 30, 2024, the Company recorded \$16 thousand of fair value adjustments as an increase in Interest expense in the Company's Consolidated Statements of Operations.

The interest rate caps entered into during the three and nine months ended September 30, 2024 each have a strike rate of 3.50%.

As of September 30, 2024, the Company had six interest rate caps outstanding and in effect with a notional amount of \$441.5 million designated as cash flow hedges of interest rate risk, and one interest rate cap outstanding and in effect with a notional amount of \$150.0 million not designated as a cash flow hedge.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheets as of September 30, 2024 and December 31, 2023 (*dollars in thousands*):

Derivative Instruments	Fair Value		Balance sheet location
	September 30, 2024	December 31, 2023	
Interest rate caps designated as hedging instruments	\$ 3,149	\$ 5,098	Deferred charges and other assets, net
Interest rate caps not designated as hedging instruments	711	—	Deferred charges and other assets, net

The table below presents the effect of the Company's derivative financial instruments designated as hedging instruments on the Consolidated Statements of Operations for the three and nine months ended September 30, 2024 and 2023, respectively (*dollars in thousands*):

Derivatives in Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative ^(a)				Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income ^{(a)(b)}				Total Amount of Interest Expense presented in the Consolidated Statements of Operations			
	Three months ended September 30,		Nine months ended September 30,		Three months ended September 30,		Nine months ended September 30,		Three months ended September 30,		Nine months ended September 30,	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
Interest Rate Caps	\$(2,792)	\$ 658	\$(1,640)	\$ 2,356	\$ 766	\$ 1,372	\$ 2,891	\$ 2,478	\$(21,507)	\$(23,715)	\$(64,683)	\$(67,422)

- (a) Amounts exclude net losses of \$1.3 million and \$0 recognized on unconsolidated jointly owned investments during the three months ended September 30, 2024 and 2023, respectively and \$30 thousand and \$0 during the nine months ended September 30, 2024 and 2023.
- (b) The gain or loss reclassified from Accumulated OCI into Income is recorded in Interest Expense.

Credit-risk-related Contingent Features

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company either defaults or is capable of being declared in default on any of its indebtedness, then the Company could also be declared in default on its derivative obligations. Specifically, the Company could be declared in default on its derivative obligations if repayment of the underlying indebtedness is accelerated by the lender due to the Company's default on the indebtedness.

As of September 30, 2024, the Company did not have any interest rate derivatives in a net liability position.

6. RESTRICTED CASH

Restricted cash generally includes resident and tenant security deposits for certain of the Company's properties, and escrow and reserve funds for debt service, real estate taxes, property insurance, capital improvements, tenant improvements and leasing costs established pursuant to certain mortgage financing arrangements, and is comprised of the following (*dollars in thousands*):

	September 30, 2024	December 31, 2023
Security deposits	\$ 9,599	\$ 9,996
Escrow and other reserve funds	10,088	16,576
Total restricted cash	\$ 19,687	\$ 26,572

7. DISCONTINUED OPERATIONS

The Company's sale of its former Office Portfolio represented a strategic shift in the Company's operations. As such, the results of these sold properties are classified as discontinued operations for all periods presented.

The following table summarizes income from discontinued operations and the related realized gains (losses) and unrealized losses on disposition of rental property and impairments, net, for the three and nine months ended September 30, 2024 and 2023 (*dollars in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Total Revenues	\$ (11)	\$ 7,432	\$ 2,711	\$ 35,648
Operating and other expenses, net	217	(5,445)	(428)	(23,114)
Depreciation and amortization	—	(1,926)	(668)	(11,021)
Interest Expense	—	—	—	(822)
Equity in earnings of unconsolidated joint ventures	—	—	262	—
Income from discontinued operations	206	61	1,877	691
Realized gain (loss) on disposition of rental property	—	423	1,548	(2,286)
Realized gain (loss), net	—	423	1,548	(2,286)
Total discontinued operations, net	\$ 206	\$ 484	\$ 3,425	\$ (1,595)

8. REVOLVING CREDIT FACILITY AND TERM LOANS

On April 22, 2024, the Company entered into a revolving credit and term loan agreement (the "2024 Credit Agreement") with a group of eight lenders that provides for a \$300 million senior secured revolving credit facility (the "2024 Revolving Credit Facility") and a \$200 million senior secured term loan facility (the "2024 Term Loan").

The terms of the 2024 Revolving Credit Facility include: (1) a three-year term ending in April 2027, subject to one twelve-month extension option; (2) revolving credit loans may be made to the Company in an aggregate principal amount of up to \$300 million; (3) a first priority lien on no fewer than five properties with an aggregate appraised value of at least \$900 million, initially consisting of (i) The James; and the following additional identified properties to be added to the collateral pool at a subsequent date, (ii) 145 Front at City Square; (iii) Signature Place; (iv) Soho Lofts; and (v) Liberty Towers (collectively, the "Collateral Pool Properties"); and (4) a commitment fee payable quarterly ranging from 25 basis points to 35 basis points per annum on the daily unused amount of the 2024 Revolving Credit Facility.

The terms of the 2024 Term Loan included: (1) a three-year term ending in April 2027, subject to one twelve-month extension option; (2) up to three delayed draws prior to April 22, 2025 of the term loan commitments up to an aggregate principal amount of \$200 million; (3) a first priority lien in the Collateral Pool Properties; and (iv) a ticking fee payable quarterly equal to 35 basis points per annum on the daily unused amount of the 2024 Term Loan Facility.

The Company may request increases in the principal amount of the 2024 Revolving Credit Facility and/or new term loans under the 2024 Term Loan Facility in an aggregate amount of up to \$200 million, which shall be subject to commercially reasonable syndication efforts.

Interest on borrowings under the 2024 Revolving Credit Facility and the 2024 Term Loan shall be based on applicable interest rate (the "Interest Rate") plus a margin ranging from 100 basis points to 200 basis points (the "Applicable Rate") depending on the Interest Rate elected. With respect to borrowings under the 2024 Revolving Credit Facility and the 2024 Term Loan, the Interest Rate shall be either (A) the Alternative Base Rate plus the Applicable Rate and/or (B) the Adjusted Term SOFR Rate plus the Applicable Rate or, with respect to the 2024 Revolving Credit Facility only, (C) the Adjusted Daily Effective SOFR Rate plus the Applicable Rate. As used herein: "Alternative Base Rate" means, subject to a floor of 1.00%, the highest of (i) the rate of interest last quoted by The Wall Street Journal in the U.S. as the prime rate in effect (the "Prime Rate"), (ii) the NYFRB Rate from time to time plus 0.5% and (iii) the Adjusted Term SOFR Rate for a one month interest period plus 1%; "Adjusted Term SOFR Rate" means, subject to a floor of 0.0%, the Term SOFR Rate, plus 10 basis points; and "Adjusted Daily Effective SOFR Rate" means, subject to a floor of 0.0%, for any day, the secured overnight financing rate for such business day published by the NYFRB on the NYFRB's on the immediately succeeding business day ("SOFR") plus 10 basis points.

During the third quarter of 2024, the Company successfully met Sustainable KPI provisions as defined within the 2024 Credit Agreement, that resulted in a 5 basis point spread reduction for all borrowings on the Term Loan and Revolver, and a 1 basis point reduction on the commitment fee on the daily unused amount of the 2024 Revolving Credit Facility.

The General Partner and certain subsidiaries of the Operating Partnership are the guarantors of the obligations of the Operating Partnership under the 2024 Credit Agreement, and certain subsidiaries of the Operating Partnership also granted the lenders a security interest in certain subsidiary guarantors in order to further secure the obligations, liabilities and indebtedness of the Operating Partnership under the 2024 Credit Agreement.

The 2024 Credit Agreement, which applies to both the 2024 Revolving Credit Facility and the 2024 Term Loan, includes certain restrictions and covenants which limit, among other things the incurrence of additional indebtedness, the incurrence of liens and the disposition of real estate properties, and which require compliance with financial ratios (prior to the Operating Partnership's election of equity-secured financial covenants) relating to (a) the maximum total leverage ratio (65%), (b) the minimum debt service coverage ratio (1.25 times), (c) the minimum tangible net worth ratio (80% of tangible net worth as of April 22, 2024 plus 80% of net cash proceeds of equity issuances by the General Partner or the Operating Partnership), (d) the maximum unhedged variable rate debt ratio (30%), and (e) financial ratios (after the Operating Partnership's election of equity-secured financial covenants) relating to (i) the maximum total leverage ratio (60 percent), (ii) the minimum debt service coverage ratio (1.50 times), (iii) the minimum tangible net worth ratio (80% of tangible net worth as of April 22, 2024 plus 80% of net cash proceeds of equity issuances by the General Partner or the Operating Partnership), and (iv) the maximum unhedged variable rate debt ratio (30%).

On July 25, 2023, the Company entered into a revolving credit and term loan agreement (“2023 Credit Agreement”) with a group of two lenders that provides for a \$60 million senior secured revolving credit facility (the “2023 Revolving Credit Facility”) and a \$115 million senior secured term loan facility (the “2023 Term Loan”). During the fourth quarter of 2023, the Company fully repaid the remaining balances of the 2023 Term Loan and 2023 Revolving Credit Facility. On April 22, 2024, the Company terminated the 2023 Credit Agreement for both the 2023 Credit Facility and 2023 Term Loan.

During the three and nine months ended September 30, 2024, the Company drew \$145 million and \$200 million under the 2024 Term Loan, respectively, and \$157 million under the 2024 Revolving Credit Facility. As of September 30, 2024, the principal balances of the 2024 Term Loan and 2024 Revolving Credit Facility were \$200 million and \$157 million, respectively. As of September 30, 2024, the effective interest rates applicable to the 2024 Term Loan and 2024 Revolving Credit Facility were 6.21% and 6.28%, respectively.

As of September 30, 2024, The James, 145 Front at City Square, Soho Lofts, Signature Place, and Liberty Towers are encumbered by the Company's credit facilities, with a total carrying value of approximately \$0.9 billion.

The Company was in compliance with its debt covenants under its revolving credit facility as of September 30, 2024.

9. MORTGAGES, LOANS PAYABLE AND OTHER OBLIGATIONS

The Company has mortgages, loans payable and other obligations which primarily consist of various loans collateralized by certain of the Company's rental properties. As of September 30, 2024, 12 of the Company's properties, with a total carrying value of approximately \$1.8 billion, are encumbered by the Company's mortgages and loans payable. Payments on mortgages, loans payable and other obligations are generally due in monthly installments of principal and interest, or interest only. The Company was in compliance with its debt covenants under its mortgages and loans payable as of September 30, 2024.

A summary of the Company's mortgages, loans payable and other obligations as of September 30, 2024 and December 31, 2023 is as follows (*dollars in thousands*):

Property/Project Name	Lender	Effective Rate (a)	September 30, 2024	December 31, 2023	Maturity
Signature Place (b)	Nationwide Life Insurance Company	3.74 %	\$ —	\$ 43,000	08/01/24
Liberty Towers (c)	American General Life Insurance Company	3.37 %	—	265,000	10/01/24
Portside 2 at East Pier (d)	New York Life Insurance Company	4.56 %	95,827	97,000	03/10/26
BLVD 425	New York Life Insurance Company	4.17 %	131,000	131,000	08/10/26
BLVD 401	New York Life Insurance Company	4.29 %	116,016	117,000	08/10/26
Portside at East Pier (e)	KKR	SOFR+ 2.75 %	56,500	56,500	09/07/26
The Upton (f)	Bank of New York Mellon	SOFR+ 1.58 %	75,000	75,000	10/27/26
145 Front at City Square (g)	US Bank	SOFR+ 1.84 %	—	63,000	12/10/26
RiverHouse 9 at Port Imperial (h)	JP Morgan	SOFR+ 1.41 %	110,000	110,000	06/21/27
Quarry Place at Tuckahoe	Natixis Real Estate Capital LLC	4.48 %	41,000	41,000	08/05/27
BLVD 475	The Northwestern Mutual Life Insurance Co.	2.91 %	165,000	165,000	11/10/27
Haus25	Freddie Mac	6.04 %	343,061	343,061	09/01/28
RiverHouse 11 at Port Imperial	The Northwestern Mutual Life Insurance Co.	4.52 %	100,000	100,000	01/10/29
Soho Lofts (i)	Flagstar Bank	3.77 %	—	158,777	07/01/29
Port Imperial South 4/5 Garage	American General Life & A/G PC	4.85 %	31,237	31,645	12/01/29
The Emery at Overlook Ridge (j)	Flagstar Bank	3.21 %	71,024	72,000	01/01/31
Principal balance outstanding			1,335,665	1,868,983	
Unamortized deferred financing costs			(11,329)	(15,086)	
Total mortgages, loans payable and other obligations, net			\$ 1,324,336	\$ 1,853,897	

- (a) Reflects effective rate of debt, including deferred financing costs, comprised of debt initiation costs, and other transaction costs, as applicable.
- (b) On August 1, 2024 the Company paid the outstanding loan amount in full.
- (c) On September 30, 2024, the Company prepaid the outstanding loan amount in full.
- (d) On June 11, 2024, the lender terminated the Company's payment guarantee of 10 percent of the outstanding principal.
- (e) On August 10, 2023, the Company refinanced the Freddie Mac fixed rate loan. Additionally, a 3-year cap at a strike rate of 3.5% was placed, expiring in September 2026.
- (f) As of September 30, 2024, an interest-rate cap agreement was in place for this mortgage loan with a strike rate of 1.0%, expiring in October 2024.
- (g) On May 22, 2024, the Company prepaid the outstanding loan amount in full. The interest-rate cap agreement with a strike rate of 4.0% matured on June 30, 2024.
- (h) As of September 30, 2024, an interest-rate cap agreement was in place for this mortgage loan, with a strike rate of 3.5%, expiring in July 2026.
- (i) On June 28, 2024, the Company prepaid the outstanding loan amount in full.
- (j) Effective rate reflects the fixed rate period, which ends on January 1, 2026. After that period ends, the Company must make a one-time election of how to compute the interest rate for this loan: (a) the floating-rate option, the sum of the highest prime rate as published in the New York Times on each applicable Rate Change Date plus 2.75% annually or (b) the fixed-rate option, the sum of the Five Year Fixed Rate Advance of the Federal Home Loan Bank of New York in effects as of the first business day of the month which is three months prior to the Rate Change Date plus 3.00% annually.

Cash Paid for Interest

Cash paid for interest for the three months ended September 30, 2024 and 2023 was \$19.6 million and \$21.5 million (of which zero pertained to properties classified as discontinued operations), respectively. Cash paid for interest for the nine months ended September 30, 2024 and 2023 was \$58.9 million and \$61.6 million (of which zero and \$1.1 million pertained to properties classified as discontinued operations), respectively. No interest was capitalized by the Company for the three or nine months ended September 30, 2024 and 2023.

Summary of Indebtedness

<i>(dollars in thousands)</i>	September 30, 2024		December 31, 2023	
	Balance	Weighted Average Interest Rate	Balance	Weighted Average Interest Rate
Fixed Rate & Hedged Debt, including Term Loan and Revolving Credit Facility (a)	\$ 1,670,916	4.93 %	\$ 1,853,897	4.34 %
Unhedged portion of Revolving Credit Facility	7,000	7.65 %	—	— %
Totals/Weighted Average, net of unamortized deferred financing costs (b):	\$ 1,677,916	4.94 %	\$ 1,853,897	4.34 %

- (a) As of September 30, 2024 and December 31, 2023, includes debt with interest rate caps outstanding with a notional amount of \$591.5 million and \$304.5 million, respectively.
- (b) Excludes \$5.1 million of unamortized deferred financing costs recorded in Deferred charges and other assets, net, pertaining to the Company's Revolving Credit Facility as of September 30, 2024.

10. EMPLOYEE BENEFIT 401(k) PLANS

Employees of the General Partner, who meet certain minimum age and service requirements, are eligible to participate in the Veris Residential, Inc. 401(k) Savings/Retirement Plan (the “401(k) Plan”). Eligible employees may elect to defer from one percent up to 60 percent of their annual compensation on a pre-tax basis to the 401(k) Plan, subject to certain limitations imposed by federal law. The Company may make discretionary matching or profit sharing contributions to the 401(k) Plan on behalf of eligible participants in any plan year. Participants are always 100 percent vested in their pre-tax and post-tax contributions, as well as any matching or profit sharing contributions made on their behalf by the Company. All contributions are allocated as a percentage of compensation of the eligible participants for the Plan year. The assets of the 401(k) Plan are held in trust and a separate account is established for each participant. Total expense recognized by the Company for the 401(k) Plan for the three months ended September 30, 2024 and 2023 was \$84 thousand and \$102 thousand, respectively and \$374 thousand and \$378 thousand for the nine months ended September 30, 2024 and 2023, respectively.

11. DISCLOSURE OF FAIR VALUE OF ASSETS AND LIABILITIES

The following disclosure of estimated fair value was determined by management using available market information and appropriate valuation methodologies. However, considerable judgment is necessary to interpret market data and develop estimated fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize on disposition of the assets and liabilities at September 30, 2024 and December 31, 2023. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Items Measured at Fair Value on a Recurring Basis

Cash equivalents, receivables, notes receivables, accounts payable, and accrued expenses and other liabilities are carried at amounts which reasonably approximate their fair values as of September 30, 2024 and December 31, 2023.

The fair value of the Company’s long-term debt, consisting of mortgages, loans payable and other obligations aggregated approximately \$1.7 billion and \$1.8 billion as compared to the book value of approximately \$1.7 billion and \$1.9 billion as of September 30, 2024 and December 31, 2023, respectively. The fair value of the Company’s long-term debt was valued using level 3 inputs (as provided by ASC 820, Fair Value Measurements and Disclosures). The fair value was estimated using a discounted cash flow analysis based on the borrowing rates currently available to the Company for loans with similar terms and maturities. The fair value of the mortgage debt was determined by discounting the future contractual interest and principal payments by a market rate.

Although the Company has determined that the majority of the inputs used to value its derivative financial instruments fall within level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivative financial

instruments utilize level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivative financial instruments. As a result, the Company has determined that its derivative financial instruments valuations in their entirety are classified in level 2 of the fair value hierarchy.

Items Measured at Fair Value on a Non-Recurring Basis (Including Impairment Charges)

The fair value measurements used in the evaluation of the Company’s rental properties for impairment analysis are considered to be Level 3 valuations within the fair value hierarchy, as there are significant unobservable assumptions. Assumptions that were utilized in the fair value calculations include, but are not limited to, discount rates, market capitalization rates, expected lease rental rates, third-party broker information and information from potential buyers, as applicable.

Valuations of real estate identified as held for sale are based on estimated sale prices, net of estimated selling costs, of such property. In the absence of an executed sales agreement with a set sales price, management’s estimate of the net sales price may be based on a number of unobservable assumptions, including, but not limited to, the Company’s estimates of future cash flows, market capitalization rates and discount rates, if applicable. For developable land, an estimated per-unit market value assumption is also considered based on development rights or plans for the land.

During the three months ended September 30, 2024, the Company recognized impairment charges for one land parcel in order to reduce its carrying values to its estimated fair value based on its estimated selling price.

The Company recognized impairment charges of \$2.6 million during the three and nine months ended September 30, 2024, and zero and \$7.0 million during the three and nine months ended September 30, 2023, respectively.

12. COMMITMENTS AND CONTINGENCIES

PILOT AGREEMENTS

Pursuant to agreements with certain municipalities, the Company is required to make payments in lieu of property taxes (“PILOT”) on certain of its properties as follows:

Property Name	Location	Asset Type	PILOT Expiration Dates	PILOT Payments		PILOT Payments	
				Three Months Ended September 30, 2024	2023	Nine Months Ended September 30, 2024	2023
				<i>(Dollars in Thousands)</i>		<i>(Dollars in Thousands)</i>	
BLVD 401 (a)	Jersey City, NJ	Multifamily	4/2026	\$ 528	\$ 446	\$ 1,671	\$ 1,310
RiverHouse 11 at Port Imperial (b)	Weehawken, NJ	Multifamily	7/2033	482	388	1,431	1,167
Port Imperial 4/5 Hotel (c)	Weehawken, NJ	Hotel	12/2033	—	—	—	224
RiverHouse 9 at Port Imperial (d)	Weehawken, NJ	Multifamily	6/2046	434	422	1,292	1,176
Haus25 (e)	Jersey City, NJ	Mixed-Use	3/2047	907	670	2,321	1,817
The James (f)	Park Ridge, NJ	Multifamily	6/2051	206	143	622	430
Total PILOT taxes				\$ 2,557	\$ 2,069	\$ 7,337	\$ 6,124

(a) The annual PILOT is equal to 10 percent percent of Gross Revenues for years 1-4, 12 percent for years 5-8 and 14 percent for years 9-10, as defined.

(b) The annual PILOT is equal to 12 percent of Gross Revenues for years 1-5, 13 percent for years 6-10 and 14 percent for years 11-15, as defined.

(c) The annual PILOT is equal to two percent of Total Project Costs, as defined. The property was disposed of during the first quarter of 2023.

- (d) The annual PILOT is equal to 11 percent of Gross Revenues for years 1-10, 12.5 percent for years 11-18 and 14 percent for years 19-25, as defined.
- (e) The annual PILOT is equal to seven percent of Gross Revenues, as defined, for a term of 25 years.
- (f) The annual PILOT is equal to 10 percent of Gross Revenues for years 1-10, 11.5 percent for years 11-21 and 12.5 percent for years 22-30, as defined.

At the conclusion of the above-referenced agreements, it is expected that the properties will be assessed by the municipality and be subject to real estate taxes at the then prevailing rates.

LITIGATION

The Company is a defendant in litigation arising in the normal course of its business activities. Management does not believe that the ultimate resolution of these matters will have a materially adverse effect upon the Company’s financial condition taken as whole.

OFFICE AND GROUND LEASE AGREEMENTS

Future minimum rental payments under the terms of all non-cancelable office and ground leases under which the Company is the lessee, as of September 30, 2024 and December 31, 2023, are as follows (*dollars in thousands*):

Year	As of September 30, 2024	
	\$	Amount
October 1 through December 31, 2024	\$	318
2025		1,279
2026		1,279
2027		1,280
2028		494
2029 through 2101		31,447
Total lease payments		36,097
Less: imputed interest		(29,347)
Total	\$	6,750

Year	As of December 31, 2023	
	\$	Amount
2024	\$	1,272
2025		1,279
2026		1,279
2027		1,280
2028		494
2029 through 2101		31,447
Total lease payments		37,051
Less: imputed interest		(29,700)
Total	\$	7,351

Office and ground lease expenses incurred by the Company amounted to \$670 thousand and \$599 thousand for the three months ended September 30, 2024 and 2023, respectively and \$1.9 million and \$1.4 million for the nine months ended September 30, 2024 and 2023, respectively.

The Company had capitalized operating leases for one office and two ground leases, which had balances of \$3.4 million and \$2.0 million, respectively, at September 30, 2024. Such amounts represent the net present value (“NPV”) of future payments detailed above. The one office and two ground leases used incremental borrowing rates of 6.0 percent and 7.6 percent, respectively, to arrive at the NPV and have weighted average remaining lease terms of 3.5 years and 76.8 years, respectively. These rates were arrived at by adjusting the fixed rates of the Company’s mortgage debt with debt having terms approximating the remaining lease term of the Company’s office and ground leases and calculating notional rates for fully-collateralized loans.

The initial recognition of a lease liability and right-of-use asset for the office lease of \$4.7 million is a noncash activity during the nine months ended September 30, 2023.

OTHER

During the first quarter of 2024, the Company determined that the applicable conditions required to earn the stay-on award agreements with 20 employees were satisfied, and as a result, the corresponding cash and stock awards were deemed earned and payable. The total cost of such awards was approximately \$2.6 million, including the issuance of 42,095 shares of the Company’s common stock, of which \$1.3 million and \$1.3 million was recorded in General and administrative and Property management expenses, respectively, on the Company’s Consolidated Statements of Operations during the nine months ended September 30, 2024.

13. REDEEMABLE NONCONTROLLING INTERESTS

Rockpoint Transactions

On April 5, 2023, Veris Residential Trust (“VRT”), the Company’s subsidiary through which the Company conducts its multifamily residential real estate operations, exercised its right to purchase and redeem direct and indirect interests (the “Put/Call Interests”) in preferred units of limited partnership interests in VRLP (the “Preferred Units”) from certain affiliates of Rockpoint Group, L.L.C. (Rockpoint Group, L.L.C. and its affiliates, collectively, “Rockpoint”). On April 6, 2023, Rockpoint exercised its right under the Veris Residential Partners, L.P. (“VRLP”) Partnership Agreement to defer the closing of VRT’s purchase and redemption of the Put/Call Interests for one year. The exercise of the call right caused Rockpoint’s interests to be reclassified as mandatorily redeemable noncontrolling interests under the accounting guidance, and included within the Total liabilities on the Company’s Consolidated Balance Sheets. The impact of subsequent changes in redemption value at each period end is recorded as interest cost. The carrying amount is not reduced below the initial measurement amount.

On July 25, 2023, VRT and the Operating Partnership entered into the Rockpoint Purchase Agreement with Rockpoint pursuant to which VRT and the Operating Partnership acquired from Rockpoint all of the Preferred Units that constituted the Put/Call Interests for an aggregate purchase price of approximately \$520 million. Under the terms of the Rockpoint Purchase Agreement, the Original Investment Agreement and the Add On Investment Agreement have been terminated and are of no further force and effect (other than certain tax and related indemnification rights and obligations), Rockpoint ceased to be, direct or indirect, as applicable, members of VRLP, and all obligations of VRT and VRLP and all rights, title and interest of Rockpoint in and pursuant to the VRLP Partnership Agreement (except for certain tax, confidentiality and indemnification rights and obligations) and all other agreements by and between the General Partner, the Operating Partnership, VRT, VRLP and Rockpoint were terminated, including without limitation all provisions relating to the valuation and repurchase of the Put/Call Interests. As a result of the redemption, the Company recorded the change in redemption value of approximately \$34.8 million as Interest cost of mandatorily redeemable noncontrolling interests on the Company’s Consolidated Statements of Operations.

Preferred Units

The Operating Partnership has 9,213 Series A-1 Preferred Units (the “Preferred Units”) outstanding as of September 30, 2024. The Series A Preferred Units were all redeemed as of March 13, 2024. The key terms of the Preferred Units are summarized as follows:

	Series A-1 Preferred Units
Issuance date	February and April, 2017
Number of units issued	9,213
Stated value per unit	\$1,000
Annual dividend rate paid quarterly	(a)
Conversion rate	27.936
Conversion value per unit	\$35.80
Maximum common unit conversion	257,375

(a) Series A-1 Preferred Units pay dividends quarterly at an annual rate equal to the greater of (x) 3.50 percent, or (y) the then-effective annual dividend yield on the General Partner's common stock.

The Preferred Units have a liquidation and dividend preference senior to the common units and include customary anti-dilution protections for stock splits and similar events. The Preferred Units are convertible into common units of limited partnership interests of the Operating Partnership and are redeemable for cash at their stated value at the option of the holder.

Summary of Redeemable Noncontrolling Interests

The following tables set forth the changes in Redeemable noncontrolling interests within the mezzanine section for the three and nine months ended September 30, 2024 and 2023, respectively (*dollars in thousands*):

	Series A-1 Preferred Units In VRLP
Balance at July 1, 2024	\$ 9,294
Income Attributed to Noncontrolling Interests	81
Distributions	(81)
Balance at September 30, 2024	\$ 9,294

	Series A and A-1 Preferred Units In VRLP
Balance at January 1, 2024	\$ 24,999
Redemption/Payout	(15,700)
Income Attributed to Noncontrolling Interests	459
Distributions	(464)
Balance at September 30, 2024	\$ 9,294

	Series A and A-1 Preferred Units In VRLP
Balance at July 1, 2023	\$ 40,231
Income Attributed to Noncontrolling Interests	350
Distributions	(350)
Balance at September 30, 2023	\$ 40,231

	Series A and A-1 Preferred Units In VRLP	Rockpoint Interests in VRT	Total Redeemable Noncontrolling Interests
Balance at January 1, 2023	\$ 40,231	\$ 475,000	\$ 515,231
Income Attributed to Noncontrolling Interests	1,050	6,283	7,333
Distributions	(1,050)	(6,283)	(7,333)
Redemption Value Adjustment	—	4,977	4,977
Reclassification to Mandatorily Redeemable Non-controlling Interests	—	(479,977)	(479,977)
Balance at September 30, 2023	\$ 40,231	\$ —	\$ 40,231

14. VERIS RESIDENTIAL, INC. STOCKHOLDERS' EQUITY AND VERIS RESIDENTIAL, L.P.'S PARTNERS' CAPITAL

To maintain its qualification as a REIT, not more than 50 percent in value of the outstanding shares of the General Partner may be owned, directly or indirectly, by five or fewer individuals at any time during the last half of any taxable year of the General Partner, other than its initial taxable year (defined to include certain entities), applying certain constructive ownership rules. To help ensure that the General Partner will not fail this test, the General Partner's Charter provides, among other things, certain restrictions on the transfer of common stock to prevent further concentration of stock ownership. Moreover, to evidence compliance with these requirements, the General Partner must maintain records that disclose the actual ownership of its outstanding common stock and demands written statements each year from the holders of record of designated percentages of its common stock requesting the disclosure of the beneficial owners of such common stock.

Partners' Capital in the accompanying consolidated financial statements relates to (a) General Partners' capital consisting of common units in the Operating Partnership held by the General Partner, and (b) Limited Partners' capital consisting of common units and LTIP units held by the limited partners. See Note 15: Noncontrolling Interests in Subsidiaries.

The following table reflects the activity of the General Partner capital for the three and nine months ended September 30, 2024 and 2023, respectively (*dollars in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Opening Balance	\$ 1,132,424	\$ 1,196,953	\$ 1,137,478	\$ 1,235,685
Net loss available to common shareholders	(9,692)	(54,807)	(10,673)	(102,214)
Shares issued under ATM Program, net	(66)	—	1,765	—
Common stock distributions	(6,628)	(4,714)	(17,222)	(4,714)
Redeemable noncontrolling interests	—	—	—	(4,516)
Redemption of common units for common stock	22	2,297	135	11,348
Shares issued under Dividend Reinvestment and Stock Purchase Plan	2	1	6	3
Directors' deferred compensation plan	98	99	296	295
Stock Compensation	2,926	9,366	10,325	16,218
Cancellation of common stock	(657)	(31)	(3,998)	(497)
Other comprehensive loss	(4,404)	(652)	(4,172)	(111)
Rebalancing of ownership percent between parent and subsidiaries	(83)	(902)	2	(3,887)
Balance at September 30	\$ 1,113,942	\$ 1,147,610	\$ 1,113,942	\$ 1,147,610

Any transactions resulting in the issuance of additional common and preferred stock of the General Partner result in a corresponding issuance by the Operating Partnership of an equivalent amount of common and preferred units to the General Partner.

ATM PROGRAM

On November 15, 2023, the Company reestablished a continuous “at-the-market” offering program (“ATM Program”) with a syndicate of banks, pursuant to which shares of our common stock having an aggregate gross sales price of up to \$100 million may be sold (i) directly through or to the banks acting as sales agents or as principal for their own accounts or (ii) through or to participating banks or their affiliates acting as forward sellers on behalf of any forward purchasers pursuant to a forward sale agreement (“ATM Forwards”). Effective as of that date, the Company terminated a prior ATM Program that was established on December 13, 2021, under which we were able to offer and sell shares of our common stock from time to time, up to an aggregate gross sales price of \$200 million, with a syndicate of banks. During the nine months ended

September 30, 2024, the Company sold 133,759 shares pursuant to the ATM Program, generating net proceeds of \$1.8 million.

DIVIDEND REINVESTMENT AND STOCK PURCHASE PLAN

The General Partner has a Dividend Reinvestment and Stock Purchase Plan (the "DRIP") which commenced in March 1999 under which approximately 5.4 million shares of the General Partner's common stock have been reserved for future issuance. The DRIP provides for automatic reinvestment of all or a portion of a participant's dividends from the General Partner's shares of common stock. The DRIP also permits participants to make optional cash investments up to \$5,000 a month without restriction and, if the Company waives this limit, for additional amounts subject to certain restrictions and other conditions set forth in the DRIP prospectus filed as part of the Company's effective registration statement on Form S-3 filed with the SEC for the approximately 5.4 million shares of the General Partner's common stock reserved for issuance under the DRIP.

INCENTIVE STOCK PLAN

In May 2013, the General Partner established the 2013 Incentive Stock Plan under which a total of 4,600,000 shares has been reserved for issuance. In June 2021, stockholders of the Company approved the Amended and Restated 2013 Incentive Stock Plan (as so amended and restated, the "2013 Plan") to increase the total shares reserved for issuance under the plan from 4,600,000 to 6,565,000 shares.

In June 2024, stockholders of the Company approved the termination of the 2013 Plan and the establishment of the 2024 Incentive Stock Plan (the "2024 Plan"), under which a total of 2,885,207 shares has been reserved for issuance. No new awards will be granted under the 2013 Plan.

Stock Options

As of September 30, 2024, the Company has 2,330,000 options granted and outstanding, of which 2,246,666 are vested.

There were no stock options exercised under any stock option plans for the nine months ended September 30, 2024 and 2023, respectively. The Company has a policy of issuing new shares to satisfy stock option exercises.

As of September 30, 2024 and December 31, 2023, the stock options outstanding had a weighted average remaining contractual life of approximately 2.8 years and 3.6 years, respectively.

The Company recognized stock compensation expense related to stock options of \$92 thousand and \$414 thousand for the three months ended September 30, 2024 and 2023, respectively and \$521 thousand and \$1.2 million for the nine months ended September 30, 2024 and 2023, respectively.

Restricted Stock Awards

The Company has issued Restricted Stock Awards ("RSAs") in the form of restricted stock units to non-employee members of the Board of Directors, which allow the holders to each receive shares of the Company's common stock following a one-year vesting period. Vesting of the RSAs issued is based on time and service. On June 26, 2024, the Company issued RSAs to non-employee members of the Board of Directors, of which 71,232 unvested RSAs were outstanding at September 30, 2024.

The Company recognized stock compensation expense related to RSAs of \$260 thousand and \$230 thousand for the three months ended September 30, 2024 and 2023, respectively and \$691 thousand and \$592 thousand for the nine months ended September 30, 2024 and 2023, respectively.

As of September 30, 2024, the Company had \$0.8 million of total unrecognized compensation cost related to unvested RSAs granted under the Company's stock compensation plans. That cost is expected to be recognized over a remaining weighted average period of 0.8 years.

All currently outstanding and unvested RSAs provided to the non-employee members of the Board of Directors were issued under the 2024 Plan.

Long-Term Incentive Plan Awards

The Company has granted long-term incentive plans awards ("LTIP Awards") to executive officers, senior management, and certain other employees of the Company. LTIP Awards generally are granted in the form of restricted stock units (each, an "RSU" and collectively, the "RSU LTIP Awards") and constitute awards under the 2013 Plan and 2024 Plan.

A portion of the RSUs are subject to time-based vesting conditions and will vest over a three-year period ("TRSUs"). As of September 30, 2024, there are 762,983 TRSUs outstanding and unvested.

Additionally, in April 2022, the General Partner granted 59,707 TRSUs subject to time-vesting conditions, vesting over three years, to three executive officers as "inducement awards" intended to comply with New York Stock Exchange Rule 303A.08. As of September 30, 2024, there are 14,467 TRSUs classified as inducement awards outstanding and unvested.

Another portion of the annual LTIP Awards have market-based vesting conditions ("PRsUs"), and recipients will only earn the full amount of the PRsUs if, over the three-year performance period, the General Partner achieves an absolute Total Shareholder Return ("TSR") target and if the General Partner's relative TSR as compared to a group of peer REITs exceeds certain thresholds. The market-based award targets are determined annually by the compensation committee of the Board of Directors. As of September 30, 2024, there are 807,964 PRsUs outstanding and unvested.

In addition, the Company has granted RSUs with a three-year cliff vest subject to the achievement of adjusted funds from operations targets ("OPRSUs"). As of September 30, 2024, there are 759,154 OPRSUs outstanding and unvested.

The Company recognized stock compensation expense related to LTIP awards of \$2.6 million and \$5.1 million for the three months ended September 30, 2024 and 2023, respectively and \$9.1 million and \$11.3 million for the nine months ended September 30, 2024 and 2023, respectively.

As of September 30, 2024, the Company had \$11.6 million of total unrecognized compensation cost related to unvested LTIP Awards granted under the Company's stock compensation plans. That cost is expected to be recognized over a remaining weighted average period of 2 years.

All currently outstanding and unvested RSU LTIP Awards provided to the executive officers, senior management, and certain other employees were issued under the 2013 Plan or as inducement awards.

Deferred Stock Compensation Plan For Directors

The Amended and Restated Deferred Compensation Plan for Directors, which commenced January 1, 1999, allows non-employee directors of the Company to elect to defer up to 100 percent of their annual retainer fee into deferred stock units. The deferred stock units are convertible into an equal number of shares of common stock upon the directors' termination of service from the Board of Directors or a change in control of the Company, as defined in the plan. Deferred stock units are credited to each director quarterly using the closing price of the Company's common stock on the applicable dividend record date for the respective quarter. Each participating director's account is also credited for an equivalent amount of deferred stock units based on the dividend rate for each quarter.

During the three months ended September 30, 2024 and 2023, deferred stock units earned were 5,876 and 6,193, respectively. During the nine months ended September 30, 2024, and 2023, 19,936 and 19,143 deferred stock units were earned, respectively. As of September 30, 2024 and December 31, 2023, there were 97,912 and 77,975 deferred stock units outstanding, respectively.

EARNINGS PER SHARE/UNIT

Basic EPS or EPU excludes dilution and is computed by dividing net income available to common shareholders or unitholders by the weighted average number of shares or units outstanding for the period. Diluted EPS or EPU reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. In the calculation of basic and diluted EPS and EPU, a redemption value adjustment of redeemable noncontrolling interests attributable to common shareholders or unitholders is included in the calculation to arrive at the numerator of net income (loss) available to common shareholders or unitholders.

The following information presents the Company's results for the three and nine months ended September 30, 2024 and 2023 in accordance with ASC 260, Earnings Per Share (*dollars in thousands, except per share amounts*):

Veris Residential, Inc.:

Computation of Basic EPS	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Loss from continuing operations after income tax expense	\$ (11,113)	\$ (60,734)	\$ (16,066)	\$ (105,020)
Add (deduct): Noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Add (deduct): Noncontrolling interests in Operating Partnership	923	5,243	1,293	9,785
Add (deduct): Redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Add (deduct): Redemption value adjustment of redeemable noncontrolling interests attributable to common shareholders	—	—	—	(4,516)
Loss from continuing operations available to common shareholders	\$ (9,880)	\$ (55,249)	\$ (13,803)	\$ (105,269)
Income (loss) from discontinued operations available to common shareholders	188	442	3,130	(1,461)
Net loss available to common shareholders for basic earnings per share	\$ (9,692)	\$ (54,807)	\$ (10,673)	\$ (106,730)
Weighted average common shares	92,903	92,177	92,615	91,762
Basic EPS:				
Loss from continuing operations available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Income (loss) from discontinued operations available to common shareholders	—	—	0.03	(0.02)
Net loss available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)

Computation of Diluted EPS	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss from continuing operations available to common shareholders	\$ (9,880)	\$ (55,249)	\$ (13,803)	\$ (105,269)
Add (deduct): Noncontrolling interests in Operating Partnership	(923)	(5,243)	(1,293)	(9,785)
Add (deduct): Redemption value adjustment of redeemable noncontrolling interests attributable to the Operating Partnership unitholders	—	—	—	(461)
Loss from continuing operations for diluted earnings per share	\$ (10,803)	\$ (60,492)	\$ (15,096)	\$ (115,515)
Income (loss) from discontinued operations for diluted earnings per share	206	484	3,425	(1,595)
Net loss available for diluted earnings per share	\$ (10,597)	\$ (60,008)	\$ (11,671)	\$ (117,110)
Weighted average common shares	101,587	100,925	101,304	100,770
Diluted EPS:				
Loss from continuing operations available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Income (loss) from discontinued operations available to common shareholders	—	—	0.03	(0.02)
Net loss available to common shareholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)

The following schedule reconciles the weighted average shares used in the basic EPS calculation to the shares used in the diluted EPS calculation (*in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic EPS shares	92,903	92,177	92,615	91,762
Add: Operating Partnership – common and vested LTIP units	8,684	8,748	8,689	9,008
Diluted EPS Shares	101,587	100,925	101,304	100,770

Veris Residential, L.P.:

Computation of Basic EPU	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Loss from continuing operations after income tax expense	\$ (11,113)	\$ (60,734)	\$ (16,066)	\$ (105,020)
Add (deduct): Noncontrolling interests in consolidated joint ventures	391	592	1,429	1,815
Add (deduct): Redeemable noncontrolling interests	(81)	(350)	(459)	(7,333)
Add (deduct): Redemption value adjustment of redeemable noncontrolling interests	—	—	—	(4,977)
Loss from continuing operations available to unitholders	\$ (10,803)	\$ (60,492)	\$ (15,096)	\$ (115,515)
Income (loss) from discontinued operations available to unitholders	206	484	3,425	(1,595)
Net loss available to common unitholders for basic earnings per unit	\$ (10,597)	\$ (60,008)	\$ (11,671)	\$ (117,110)
Weighted average common units	101,587	100,925	101,304	100,770

Basic EPU:

Loss from continuing operations available to unitholders	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Income (loss) from discontinued operations available to unitholders	—	—	0.03	(0.02)
Net loss available to common unitholders for basic earnings per unit	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)

Computation of Diluted EPU	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Loss from continuing operations available to common unitholders	\$ (10,803)	\$ (60,492)	\$ (15,096)	\$ (115,515)
Income (loss) from discontinued operations for diluted earnings per unit	206	484	3,425	(1,595)
Net loss available to common unitholders for diluted earnings per unit	\$ (10,597)	\$ (60,008)	\$ (11,671)	\$ (117,110)
Weighted average common unit	101,587	100,925	101,304	100,770

Diluted EPU:

Loss from continuing operations available to common unitholders	\$ (0.10)	\$ (0.60)	\$ (0.15)	\$ (1.14)
Income (loss) from discontinued operations available to common unitholders	—	—	0.03	(0.02)
Net loss available to common unitholders	\$ (0.10)	\$ (0.60)	\$ (0.12)	\$ (1.16)

The following schedule reconciles the weighted average units used in the basic EPU calculation to the units used in the diluted EPU calculation (*in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Basic EPU units	101,587	100,925	101,304	100,770
Diluted EPU Units	101,587	100,925	101,304	100,770

15. NONCONTROLLING INTERESTS IN SUBSIDIARIES

Noncontrolling interests in subsidiaries in the accompanying consolidated financial statements relate to (i) common units (“Common Units”) and LTIP units in the Operating Partnership, held by parties other than the General Partner (“Limited Partners”), and (ii) interests in consolidated joint ventures for the portion of such ventures not owned by the Company.

The following table reflects the activity of noncontrolling interests for the three and nine months ended September 30, 2024 and 2023, respectively:

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Opening Balance	\$ 138,648	\$ 151,065	\$ 142,075	\$ 163,652
Net loss	(1,215)	(5,443)	(1,968)	(4,401)
Unit distributions	(613)	(435)	(1,591)	(435)
Redeemable noncontrolling interests	(81)	(350)	(459)	(7,794)
Change in noncontrolling interests in consolidated joint ventures	(486)	84	(1,628)	(478)
Redemption of common units for common stock	(22)	(2,297)	(135)	(11,348)
Redemption of common units	—	—	—	(94)
Stock compensation	—	—	—	487
Other comprehensive loss	(411)	(62)	(389)	(12)
Rebalancing of ownership percentage between parent and subsidiaries	83	902	(2)	3,887
Balance at September 30	\$ 135,903	\$ 143,464	\$ 135,903	\$ 143,464

Pursuant to ASC 810, Consolidation, on the accounting and reporting for noncontrolling interests and changes in ownership interests of a subsidiary, changes in a parent’s ownership interest (and transactions with noncontrolling interests unitholders in the subsidiary) while the parent retains its controlling interest in its subsidiary should be accounted for as equity transactions. The carrying value of the noncontrolling interests shall be adjusted to reflect the change in its ownership interest in the subsidiary, with the offset to equity attributable to the parent. Accordingly, as a result of equity transactions which caused changes in ownership percentages between Veris Residential, Inc. stockholders’ equity and noncontrolling interests in the Operating Partnership that occurred during the nine months ended September 30, 2024, the Company has decreased noncontrolling interests in the Operating Partnership and increased additional paid-in capital in Veris Residential, Inc. stockholders’ equity by approximately \$2.0 thousand as of September 30, 2024.

NONCONTROLLING INTERESTS IN OPERATING PARTNERSHIP (applicable only to General Partner)

Common Units

During the nine months ended September 30, 2024, the Company redeemed 11,074 common units for common shares, at their fair value of \$135 thousand.

Certain individuals and entities own common units in the Operating Partnership. A common unit and a share of Common Stock of the General Partner have substantially the same economic characteristics in as much as they effectively share equally in the net income or loss of the Operating Partnership. Common unitholders have the right to redeem their common units, subject to certain restrictions. The redemption is required to be satisfied in shares of Common Stock, cash, or a combination thereof, calculated as follows: one share of the General Partner's Common Stock, or cash equal to the fair market value of a share of the General Partner's Common Stock at the time of redemption, for each common unit. The General Partner, in its sole discretion, determines the form of redemption of common units (i.e., whether a common unitholder receives Common Stock, cash, or any combination thereof). If the General Partner elects to satisfy the redemption with shares of Common Stock as opposed to cash, it is obligated to issue shares of its Common Stock to the redeeming unitholder. Regardless of the rights described above, the common unitholders may not put their units for cash to the General Partner or the Operating Partnership under any circumstances. When a unitholder redeems a common unit, noncontrolling interests in the Operating Partnership is reduced and Veris Residential, Inc. Stockholders' equity is increased.

LTIP Units

After LTIP Units are fully vested, LTIP Units may be converted on a one-for-one basis into common units. Common units in turn have a one-for-one relationship in value with shares of the General Partner's common stock, and are redeemable on a one-for-one basis for cash or, at the election of the Company, shares of the General Partner's common stock. As of September 30, 2024, there are no unvested LTIP Units.

Noncontrolling Interests Ownership in Operating Partnership

As of September 30, 2024 and December 31, 2023, the noncontrolling interests common unit and LTIP units holders owned 8.5 percent and 8.6 percent of the Operating Partnership, respectively.

NONCONTROLLING INTERESTS IN CONSOLIDATED JOINT VENTURES (applicable to General Partner and Operating Partnership)

The Company consolidates certain joint ventures in which it has ownership interests. Various entities and/or individuals hold noncontrolling interests in these ventures.

PARTICIPATION RIGHTS

The Company's interests in a potential future development provides for the initial distributions of net cash flow solely to the Company, and thereafter, other parties have participation rights in 50 percent of the excess net cash flow remaining after the distribution to the Company of the aggregate amount equal to the sum of: (a) the Company's capital contributions, plus (b) an IRR of 10 percent per annum.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Consolidated Financial Statements of Veris Residential, Inc. and Veris Residential, L.P. and the notes thereto (collectively, the "Financial Statements"). Certain defined terms used herein have the meaning ascribed to them in the Financial Statements.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Note 2: Significant Accounting Policies – to the Consolidated Financial Statements. Certain of these accounting policies require judgment and the use of estimates and assumptions when applying these policies in the preparation of our consolidated financial statements. On a quarterly basis, we evaluate these estimates and judgments based on historical experience as well as other factors that we believe to be reasonable under the circumstances. These estimates are subject to change in the future if underlying assumptions or factors change. Certain accounting policies, while significant, may not require the use of estimates. We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Impairment

On a periodic basis, management assesses whether there are any indicators, including property operating performance, changes in anticipated holding period, and general market conditions, that the value of the Company's rental properties held for use may be impaired. A property's value is considered impaired when the expected undiscounted cash flows for a property are less than its carrying value. If there are different potential outcomes for a property, the Company will take a probability weighted approach to estimating future cash flows. To the extent impairment has occurred, the impairment loss is measured as the excess of the carrying value of the property over the estimated fair value of the property. Estimated fair values which are based on discounted cash flow models include all estimated cash inflows and outflows over a specified holding period. Capitalization rates and discount rates utilized in these models are based upon unobservable rates that the Company believes to be within a reasonable range of current market rates. In addition, such cash flow models consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the carrying value of the property would be adjusted to an amount to reflect the estimated fair value of the property.

The Company generally considers assets (as identified by their disposal groups) to be held for sale when the transaction has received appropriate corporate authority, it is probable that the disposition will occur within one year and there are no significant contingencies relating to a sale. When assets are identified by management as held for sale, the Company discontinues depreciating the assets and estimates the fair value. If the fair value of the assets, less estimated cost to sell, is less than the carrying value of the assets, an adjustment to the carrying value would be recognized and recorded within the Unrealized gains (losses) on disposition of rental property to reflect the estimated fair value of the assets. The Company will continue to review the property for subsequent changes in the fair value, and may recognize an additional impairment charge, if warranted.

In addition, on a periodic basis, management assesses whether there are any indicators, including the underlying investment property operating performance and general market conditions, that the value of the Company's investments in unconsolidated joint ventures may be impaired. An investment is impaired only if management's estimate of the fair value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying value of the investment over the estimated fair value of the investment. Estimated fair values which are based on discounted cash flow models include all estimated cash inflows and outflows over a specified holding period. Capitalization rates and discount rates utilized in these models are based upon unobservable rates that the Company believes to be within a reasonable range of current market rates.

These financial statements should be read in conjunction with the Company's audited Annual Report on Form 10-K for the year ended December 31, 2023, as certain disclosures in this Quarterly Report on Form 10-Q that would duplicate those included in the 10-K are not included in these financial statements.

Results From Operations

Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023

<i>(dollars in thousands)</i>	Three Months Ended September 30,		Dollar	Percent
	2024	2023	Change	Change
Revenue from rental operations and other:				
Revenue from leases	\$ 62,227	\$ 59,935	\$ 2,292	3.8 %
Parking income	3,903	3,947	(44)	(1.1)
Other income	1,251	1,361	(110)	(8.1)
Total revenues from rental operations	67,381	65,243	2,138	3.3
Property expenses:				
Real estate taxes	8,572	9,301	(729)	(7.8)
Utilities	2,129	2,039	90	4.4
Operating services	10,156	13,583	(3,427)	(25.2)
Total property expenses	20,857	24,923	(4,066)	(16.3)
Non-property revenues:				
Management fees	794	1,230	(436)	(35.4)
Total non-property revenues	794	1,230	(436)	(35.4)
Non-property expenses:				
Property management	3,762	3,533	229	6.5
General and administrative	8,956	14,604	(5,648)	(38.7)
Transaction related costs	—	2,704	(2,704)	(100.0)
Depreciation and amortization	21,159	21,390	(231)	(1.1)
Land and other impairments, net	2,619	—	2,619	100.0
Total non-property expenses	36,496	42,231	(5,735)	(13.6)
Operating profit	10,822	(681)	11,503	(1689.1)
Other (expense) income:				
Interest expense	(21,507)	(23,715)	2,208	(9.3)
Interest cost of mandatorily redeemable noncontrolling interests	—	(36,392)	36,392	(100.0)
Interest and other investment income	181	1,240	(1,059)	(85.4)
Equity in earnings (loss) of unconsolidated joint ventures	(268)	210	(478)	(227.6)
Gain (loss) from extinguishment of debt, net	8	(1,046)	1,054	(100.8)
Other income (expense), net	(310)	(57)	(253)	443.9
Total other (expense) income, net	(21,896)	(59,760)	37,864	(63.4)
Loss from continuing operations before income tax expense	(11,074)	(60,441)	49,367	(81.7)
Provision for income taxes	(39)	(293)	254	(86.7)
Loss from continuing operations after income tax expense	(11,113)	(60,734)	49,621	(81.7)
Discontinued operations:				
Income from discontinued operations	206	61	145	237.7
Realized gains (losses) and unrealized gains (losses) on disposition of rental property and impairments, net	—	423	\$ (423)	100.0
Total discontinued operations, net	206	484	(278)	(57.4)
Net loss	\$ (10,907)	\$ (60,250)	\$ 49,343	(81.9)%

Revenue from leases. Revenue from leases increased \$2.3 million, or 3.8 percent, for 2024 as compared to 2023, due primarily to an increase in market rental rates.

Real estate taxes. Real estate taxes decreased \$0.7 million, or 7.8 percent, due primarily to a reduction in tax rates and assessed values, partially offset by increased PILOT taxes based on higher revenues in 2024.

Operating services. Operating services decreased \$3.4 million, or 25.2 percent, due primarily to reduced insurance renewal rates in 2024, and the stock-based compensation expenses adjustment of \$0.8 million recorded in the third quarter of 2023.

General and administrative. General and administrative decreased \$5.6 million or 38.7 percent due to higher stock compensation expense in 2023 as a result of the \$2.8 million prior period adjustment and realization of prior year outperformance grants recorded during the third quarter of 2023.

Transaction related costs. During the third quarter of 2023, the Company recorded \$1.4 million in transaction costs related to the Rockpoint redemption and \$1.3 million in other transaction related costs.

Land and other impairments, net. During the third quarter of 2024, the Company recorded \$2.6 million of impairments on a developable land parcel.

Interest expense. Interest expense decreased \$2.2 million or 9.3 percent, primarily due to lower interest expense as a result of the payoff of mortgage loans in 2024, partially offset by interest expense incurred on the 2024 Term Loan.

Interest cost of mandatorily redeemable noncontrolling interests. During the third quarter of 2023, the Company recognized \$36.4 million in interest cost of mandatorily redeemable noncontrolling interests primarily related to the redemption of Rockpoint's interests.

Interest and other investment income. Interest income decreased \$1.1 million, primarily related to interest income earned on higher cash balances in 2023.

Gain (loss) from extinguishment of debt, net. In the third quarter of 2023, the Company wrote off \$1.1 million of unamortized deferred financing costs related to the loan refinancing of the Haus25 mortgage loan.

Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2023

<i>(dollars in thousands)</i>	Nine Months Ended September 30,		Dollar Change	Percent Change
	2024	2023		
Revenue from rental operations and other:				
Revenue from leases	\$ 183,786	\$ 174,223	\$ 9,563	5.5 %
Parking income	11,570	11,673	(103)	(0.9)
Other income	5,048	4,596	452	9.8
Total revenues from rental operations	200,404	190,492	9,912	5.2
Property expenses:				
Real estate taxes	27,251	25,158	2,093	8.3
Utilities	6,196	5,863	333	5.7
Operating services	35,354	37,195	(1,841)	(4.9)
Total property expenses	68,801	68,216	585	0.9
Non-property revenues:				
Management fees	2,587	2,785	(198)	(7.1)
Total non-property revenues	2,587	2,785	(198)	(7.1)
Non-property expenses:				
Property management	13,370	9,864	3,506	35.5
General and administrative	29,019	34,460	(5,441)	(15.8)
Transaction related costs	1,406	7,051	(5,645)	(80.1)
Depreciation and amortization	61,592	65,008	(3,416)	(5.3)
Land and other impairments, net	2,619	3,396	(777)	(22.9)
Total non-property expenses	108,006	119,779	(11,773)	(9.8)
Operating profit	26,184	5,282	20,902	395.7
Other (expense) income:				
Interest expense	(64,683)	(67,422)	2,739	(4.1)
Interest cost of mandatorily redeemable noncontrolling interests	—	(49,782)	49,782	(100.0)
Interest and other investment income	2,255	5,283	(3,028)	(57.3)
Equity in earnings (loss) of unconsolidated joint ventures	2,919	2,843	76	2.7
Gain (loss) on disposition of developable land	11,515	(23)	11,538	(50165.2)
Gain on sale of unconsolidated joint venture interests	7,100	—	7,100	100.0
Gain (loss) from extinguishment of debt, net	(777)	(3,702)	2,925	(79.0)
Other income (expense), net	(305)	2,794	(3,099)	(110.9)
Total other (expense) income, net	(41,976)	(110,009)	68,033	(61.8)
Loss from continuing operations before income tax expense	(15,792)	(104,727)	88,935	(84.9)
Provision for income taxes	(274)	(293)	19	(6.5)
Loss from continuing operations after income tax expense	(16,066)	(105,020)	88,954	(84.7)
Discontinued operations:				
Income from discontinued operations	1,877	691	1,186	171.6
Realized gains (losses) and unrealized gains (losses) on disposition of rental property and impairments, net	1,548	(2,286)	3,834	(167.7)
Total discontinued operations, net	3,425	(1,595)	5,020	(314.7)
Net loss	\$ (12,641)	\$ (106,615)	\$ 93,974	(88.1)%

Revenue from leases. Revenue from leases increased \$9.6 million, or 5.5 percent, for 2024 as compared to 2023, due primarily to an increase in market rental rates.

Other income. Other income increased \$0.5 million, or 9.8 percent, primarily due to an increase in early lease termination fees in 2024 as compared to 2023.

Real estate taxes. Real estate taxes increased \$2.1 million, or 8.3 percent, due primarily to prior period tax appeal refunds received in 2023, and increased PILOT taxes based upon higher revenues in 2024.

Operating services. Operating services decreased \$1.8 million, or 4.9 percent, due to non-recurring legal expenses recognized and the stock-based compensation expenses adjustment of \$0.8 million recorded in the third quarter of 2023.

Property management. Property management includes expenses associated with the self-management of the Company's properties as well as administrative and personnel expenses for the Company's third-party/joint venture management businesses. Property management increased \$3.5 million, or 35.5 percent due primarily to the satisfaction of stay-on award conditions in 2024 and reorganization of the Company's multifamily management structure. See Note 12: Commitments and Contingencies to the Financial Statements.

General and administrative. General and administrative expenses decreased \$5.4 million, or 15.8 percent, due to higher stock compensation expense in 2023 as a result of the previously mentioned \$2.8 million adjustment, additional stock compensation expense due to the realization of outperformance grants recorded during 2023, and higher severance and related costs in 2023, partially offset by the satisfaction of stay-on award conditions in 2024. See Note 12: Commitments and Contingencies to the Financial Statements.

Transaction related costs. Transaction related costs decreased \$5.6 million, or 80.1 percent. In 2023, the Company recorded transaction related costs primarily related to the line of credit and credit facility, the sale of the former Office Portfolio, Rockpoint transaction, and other transaction related costs. In 2024, the Company recorded transaction related costs primarily related to the sale of the former Office Portfolio and the withdrawal of its public offering of common stock.

Depreciation and amortization. Depreciation and amortization decreased \$3.4 million, or 5.3 percent. This decrease was primarily due to lease intangibles acquired in 2022 that were fully amortized prior to 2024.

Land and other impairments, net. In 2024, The Company recorded \$2.6 million of impairments on a developable land parcel. In 2023, the Company recorded \$3.4 million of impairments on developable land parcels.

Interest cost of mandatorily redeemable noncontrolling interests. During 2023, the Company recognized \$49.8 million in interest cost of mandatorily redeemable noncontrolling interests related to Rockpoint's interests.

Interest and other investment income. Interest income decreased \$3.0 million, or 57.3 percent. The increase is primarily related to interest income earned on larger cash balances from sales proceeds received in 2023.

Gain (loss) on disposition of developable land. In 2024, the Company sold several parcels of land and as a result, recognized a total gain on disposition of developable land of \$11.5 million. See Note 3: Investments in Rental Properties to the Financial Statements.

Gain on sale of unconsolidated joint venture interests. In January 2024, the Company's joint venture sold the Lofts at 40 Park multifamily rental property for \$30.3 million and the Company recorded a gain on the sale for its interest of approximately \$7.1 million during the nine months ended September 30, 2024.

Loss from extinguishment of debt, net. During 2024, the Company wrote off unamortized deferred financing costs of \$0.8 million relating to the early payoff of the Soho Lofts and 145 Front Street mortgage loans. During 2023, the Company wrote off \$2.6 million of unamortized deferred financing costs related to the credit facility termination and \$1.1 million of unamortized deferred financing costs related to the loan refinancing of the Haus25 mortgage loan.

Other Income, net. In 2023, the Company received insurance proceeds of \$2.8 million.

Discontinued operations. The Company recognized income from discontinued operations of \$1.9 million in 2024 and \$0.7 million in 2023. In 2024 and 2023, the Company recognized realized gains (losses) and unrealized gains (losses) on

disposition of rental property and impairments, net, of (\$1.5) million and \$2.3 million, respectively, on these properties. See Note 7: Discontinued Operations to the Financial Statements.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Overview

Liquidity is a measurement of the Company's ability to meet cash requirements, including ongoing commitments to repay borrowings, pay dividends, fund acquisitions of real estate assets and other general business needs. In addition to cash on hand, the primary sources of funds for short-term and long-term liquidity requirements, including working capital, distributions, debt service and additional investments, consist of: (i) borrowings under the revolving credit facility; (ii) proceeds from sales of real estate; and (iv) cash flow from operations. The Company believe these sources of financing will be sufficient to meet our short-term and long-term liquidity requirements.

The Company's cash flow from operations primarily consists of rental revenue which is the principal source of funds that is used to pay operating expenses, debt service, general and administrative expenses, operating capital expenditures, dividends, and transaction-related expenses. The Company expects to meet its short-term liquidity requirements generally through its working capital, which may include proceeds from the sales of rental properties and land, net cash provided by operating activities and draws from its revolving credit facility.

Cash Flows

Cash, cash equivalents and restricted cash decreased by \$22.1 million to \$32.5 million at September 30, 2024, compared to \$54.6 million at December 31, 2023. This decrease is comprised of the following net cash flow items:

- (1) \$40.5 million provided by operating activities.
- (2) \$165.0 million provided by investing activities, consisting primarily of the following:
 - (a) \$89.0 million received from proceeds from the sales of developable land;
 - (b) \$77.2 million received from proceeds of rental properties included in discontinued operations;
 - (c) \$8.6 million received from distributions in excess of cumulative earnings from unconsolidated joint ventures;
 - (d) \$6.1 million received from proceeds from the sale of investments in joint ventures;
 - (e) \$11.1 million used for additions to rental property, improvements and other costs; and
 - (f) \$4.7 million used for the development of rental property and other related costs.
- (3) \$227.6 million used in financing activities, consisting primarily of the following:
 - (a) \$533.3 million used for repayments of mortgages, loans payable and other obligations;
 - (b) \$16.9 million used for the payment of common dividends and distributions;
 - (c) \$15.7 million used for the redemption of redeemable noncontrolling interests;
 - (d) \$14.4 million used for payment of financing and derivative premium costs;
 - (e) \$1.7 million used for distribution to noncontrolling interests;
 - (f) \$0.5 million used for distribution to redeemable noncontrolling interests;
 - (g) \$200.0 million received from the borrowings from term loans;
 - (h) \$157.0 million received from the borrowings from the revolving credit facility; and
 - (i) \$1.8 million received from share issuance proceeds, net.

To maintain its qualification as a REIT under the IRS Code, the General Partner must make annual distributions to its stockholders of at least 90 percent of its REIT taxable income, determined without regard to the dividends paid deduction and by excluding net capital gains. However, any such distributions, whether for federal income tax purposes or otherwise, would be paid out of available cash, including borrowings and other sources, after meeting operating requirements, preferred stock dividends and distributions, and scheduled debt service on the Company's debt. If and to the extent the Company retains and does not distribute any net capital gains, the General Partner will be required to pay federal, state and local taxes on such net capital gains at the rate applicable to capital gains of a corporation.

The Board of Directors considers a variety of factors when setting the Company's dividends including the Company's earnings, income tax projections, cash flows, financial condition, capital requirements, debt maturities, the availability of

debt and equity capital, applicable REIT and legal restrictions and the general overall economic conditions and other factors.

The General Partner, as of the taxable year ended December 31, 2023, the most recent year for which tax returns have been filed, has net operating losses of \$240.0 million.

On August 5, 2024, the Company declared a \$0.07 dividend per common share, which was paid on October 16, 2024 to shareholders of record as of the close of business on September 30, 2024.

Debt Financing

Debt Strategy

The Company has historically utilized a combination of corporate and property level indebtedness. The Company will seek to refinance or retire its debt obligations at maturity with available proceeds received from the Company's planned non-strategic asset sales, as well as with new corporate or property level indebtedness on or before the applicable maturity dates.

Debt Summary

The following is a breakdown of the Company's debt between fixed and variable-rate financing as of September 30, 2024:

	Balance (\$000's)	% of Total	Weighted Average Interest Rate	Weighted Average Maturity in Years
Fixed Rate & Hedged Debt, including Term Loan and Revolving Credit Facility (a)	\$ 1,685,665	99.6 %	4.93 %	3.01
Unhedged portion of Revolving Credit Facility	7,000	0.4 %	7.65 %	2.56
Totals/Weighted Average:	\$ 1,692,665	100.0 %	4.94 %	3.00
Unamortized deferred financing costs (b)	(14,749)			
Total Debt, Net	\$ 1,677,916			

(a) Includes debt with interest rate caps outstanding with a notional amount of \$591.5 million.

(b) Excludes \$5.1 million of unamortized deferred financing costs recorded in Deferred charges and other assets, net, pertaining to the Company's Revolving Credit Facility as of September 30, 2024.

Debt Maturities

Scheduled principal payments and related weighted average annual effective interest rates for the Company's debt as of September 30, 2024 are as follows:

Period	Scheduled Amortization (\$000's)	Principal Maturities (\$000's)	Total (\$000's)	Weighted Avg. Effective Interest Rate of Future Repayments
2024	\$ 1,757		\$ 1,757	3.96 %
2025	9,419	—	9,419	3.68
2026	7,879	467,904	475,783	4.26
2027	5,326	662,319	667,645	5.12
2028	2,396	343,061	345,457	6.03
Thereafter	4,060	188,544	192,604	4.13
Sub-total	30,837	1,661,828	1,692,665	4.94
Unamortized deferred financing costs (a)	(14,749)	—	(14,749)	
Totals/Weighted Average	\$ 16,088	\$ 1,661,828	\$ 1,677,916	4.94 %

(a) Excludes \$5.1 million of unamortized deferred financing costs recorded in Deferred charges and other assets, net, pertaining to the Company's Revolving Credit Facility as of September 30, 2024.

Unencumbered Properties

As of September 30, 2024, the Company had two unencumbered properties with a carrying value of \$33.4 million.

Equity Financing and Registration Statements

Shelf Registration Statements

The General Partner has an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.0 billion in common stock, preferred stock, depositary shares, and/or warrants of the General Partner, under which \$100 million of shares of common stock have been allocated for sale pursuant to the Company's ATM Program commenced in November 2023 and 133,759 shares have been sold as of September 30, 2024.

The General Partner and the Operating Partnership also have an effective shelf registration statement on Form S-3 filed with the SEC for an aggregate amount of \$2.5 billion in common stock, preferred stock, depositary shares and guarantees of the General Partner and debt securities of the Operating Partnership, under which no securities have been sold as of September 30, 2024.

Dividend Reinvestment and Stock Purchase Plan

The Company has a Dividend Reinvestment and Stock Purchase Plan (the "DRIP") which commenced in March 1999 under which approximately 5.4 million shares of the General Partner's common stock have been reserved for future issuance. The DRIP provides for automatic reinvestment of all or a portion of a participant's dividends from the General Partner's shares of common stock. The DRIP also permits participants to make optional cash investments up to \$5,000 a month without restriction and, if the Company waives this limit, for additional amounts subject to certain restrictions and other conditions set forth in the DRIP prospectus filed as part of the Company's effective registration statement on Form S-3 filed with the Securities and Exchange Commission ("SEC") for the approximately 5.4 million shares of the General Partner's common stock reserved for issuance under the DRIP.

Off-Balance Sheet Arrangements

Unconsolidated Joint Venture Debt

The debt of the Company's unconsolidated joint ventures generally provides for recourse to the Company for customary matters such as intentional misuse of funds, environmental conditions and material misrepresentations. The Company may agree to guarantee repayment of a portion of the debt of its unconsolidated joint ventures. As of September 30, 2024, there was no outstanding balance of such debt which was guaranteed by the Company.

The Company's off-balance sheet arrangements are further discussed in Note 4: Investments in Unconsolidated Joint Ventures to the Financial Statements.

Funds from Operations

Funds from operations ("FFO") (available to common stock and unit holders) is defined as net income (loss) before noncontrolling interests in Operating Partnership, computed in accordance with GAAP, excluding gains or losses from depreciable rental property transactions (including both acquisitions and dispositions), and impairments related to depreciable rental property, plus real estate-related depreciation and amortization. The Company believes that FFO is helpful to investors as one of several measures of the performance of an equity REIT. The Company further believes that as FFO excludes the effect of depreciation, gains (or losses) from property transactions and impairments related to depreciable rental property (all of which are based on historical costs which may be of limited relevance in evaluating current performance), FFO can facilitate comparison of operating performance between equity REITs.

FFO should not be considered as an alternative to net income available to common shareholders as an indication of the Company's performance or to cash flows as a measure of liquidity. FFO presented herein is not necessarily comparable to FFO presented by other real estate companies due to the fact that not all real estate companies use the same definition. However, the Company's FFO is comparable to the FFO of real estate companies that use the current definition of the National Association of Real Estate Investment Trusts ("NAREIT").

As the Company considers its primary earnings measure, net income available to common shareholders, as defined by GAAP, to be the most comparable earnings measure to FFO, the following table presents a reconciliation of net income available to common shareholders to FFO, as calculated in accordance with NAREIT's current definition, for the three and nine months ended September 30, 2024 and 2023 (*in thousands*):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss available to common shareholders	\$ (9,692)	\$ (54,807)	\$ (10,673)	\$ (102,214)
Add (deduct): Noncontrolling interests in Operating Partnership	(923)	(5,243)	(1,293)	(9,785)
Noncontrolling interests in discontinued operations	18	42	295	(134)
Real estate-related depreciation and amortization on continuing operations (a)	23,401	23,746	68,547	72,087
Real estate-related depreciation and amortization on discontinued operations	—	1,926	668	10,870
Continuing operations: Gain on sale from unconsolidated joint ventures	—	—	(7,100)	—
Discontinued operations: Realized (gains) losses and unrealized (gains) losses on disposition of rental property, net	—	(423)	(1,548)	2,286
Funds from operations available to common stock and Operating Partnership unitholders (b)	\$ 12,804	\$ (34,759)	\$ 48,896	\$ (26,890)

(a) Includes the Company's share from unconsolidated joint ventures, and adjustments for noncontrolling interests of \$2.4 million and \$2.6 million for the three months ended September 30, 2024 and 2023, and \$7.5 million and \$7.7 million for the nine months ended September 30, 2024 and 2023,

respectively. Excludes non-real estate-related depreciation and amortization of \$0.2 million for each of the three months ended September 30, 2024 and 2023, respectively, and \$0.6 million and \$0.8 million for the nine months ended September 30, 2024 and 2023, respectively.

- (b) Net loss available to common shareholders included \$2.6 million and zero of land impairment charges for the three months ended September 30, 2024 and 2023, respectively, and \$2.6 million and \$3.4 million for the nine months ended September 30, 2024 and 2023, respectively. Net loss available to common shareholders also included no loss or gain on disposition of developable land for the three months ended September 30, 2024 and 2023, respectively, and \$11.5 million and \$(23.0) thousand for the nine months ended September 30, 2024 and 2023, respectively. These balances are included in the calculation to arrive at funds from operations as such charges relate to non-depreciable assets.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

We consider portions of this information, including the documents incorporated by reference, to be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 21E of such act. Such forward-looking statements relate to, without limitation, our future economic performance, plans and objectives for future operations and projections of revenue and other financial items. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “potential,” “projected,” “should,” “expect,” “anticipate,” “estimate,” “target,” “continue” or comparable terminology. Forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions at the time made, we can give no assurance that such expectations will be achieved. Future events and actual results, financial and otherwise, may differ materially from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Among the factors about which we have made assumptions are:

- risks and uncertainties affecting the general economic climate and conditions, which in turn may have a negative effect on the fundamentals of our business and the financial condition of our residents and tenants;
- the value of our real estate assets, which may limit our ability to dispose of assets at attractive prices or obtain or maintain debt financing secured by our properties or on an unsecured basis;
- changes in the supply of and demand for our properties, as well as demand for services or amenities at our properties;
- our ability to attract, hire and retain qualified personnel;
- forward-looking financial and operational information, including information relating to future development projects, potential acquisitions or dispositions, leasing activities, capitalization rates, and projected revenue and income;
- changes in operating costs;
- our ability to complete construction and development activities on time and within budget, including without limitation obtaining regulatory permits and the availability and cost of materials, labor and equipment;
- our ability to obtain adequate insurance, including coverage for losses resulting from catastrophes, natural disasters, pandemics and terrorist acts;
- our credit worthiness and the availability of financing on attractive terms or at all, which may adversely impact our ability to pursue acquisition and development opportunities and refinance existing debt and our future interest expense;
- the extent of any tenant bankruptcies or of any early lease terminations;
- our ability to lease or re-lease space at current or anticipated rents;
- changes in governmental regulation, tax rates and similar matters, including rent stabilization laws or other housing laws and regulations; and
- other risks associated with the development and acquisition of properties, including risks that the development may not be completed on schedule, that the residents or tenants will not take occupancy or pay rent, or that development or operating costs may be greater than anticipated.

For further information on factors which could impact us and the statements contained herein, see Item 1A: Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2023. We assume no obligation to update and supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise.

Item 3. Quantitative And Qualitative Disclosures About Market Risk

The Company is exposed to market risk from its indebtedness primarily from changes in market interest rates. The Company monitors interest rate risk as an integral part of its overall risk management. The Company manages its exposure

to interest rate risk by utilizing fixed rate indebtedness or by hedging the majority of its floating rate indebtedness with interest rate swaps or caps, as appropriate.

As of September 30, 2024, the Company's indebtedness with an aggregate principal balance of \$1.7 billion had an estimated aggregate fair value of \$1.7 billion.

Changes in interest rates impact the fair value of the Company's fixed rate debt instruments, computed using current market yields. Approximately \$1.1 billion of the Company's long-term debt as of September 30, 2024 bears interest at fixed rates with a weighted average coupon of 4.62% and therefore the fair value of these instruments is affected by changes in market interest rates. If market rates of interest increased or decreased by 100 basis points, the fair value of the Company's fixed rate debt as of September 30, 2024 would be approximately \$32.9 million higher or lower, respectively.

The effective interest rates on the Company's \$591.5 million variable rate debt hedged by interest-rate caps, as of September 30, 2024 ranged from SOFR plus 141 basis points to SOFR plus 275 basis points. Additionally, the effective interest rate on the Company's \$7.0 million variable rate debt, which is not hedged by interest-rate caps, as of September 30, 2024 was SOFR plus 271 basis points. Assuming interest-rate caps are not in effect as of September 30, 2024, if market rates of interest on the Company's variable rate debt increased or decreased by 100 basis points, then the increase or decrease in interest costs on the Company's variable rate debt would be approximately \$6.0 million annually.

The following table presents principal cash flows (in thousands) based upon maturity dates of the debt obligations and the related weighted-average interest rates by expected maturity dates for the fixed rate debt.

September 30, 2024 Debt, including current portion (<i>\$s in thousands</i>)	10/1/2024 - 12/31/2024	2025	2026	2027	2028	Thereafter	Sub-total	Other (a) (b)	Total	Fair Value
Fixed Rate & Hedged Debt, including Term Loan and Revolving Credit Facility	\$1,757	\$9,419	\$475,783	\$660,645	\$345,457	\$192,604	\$1,685,665	\$(14,749)	\$1,670,916	\$1,646,739
Weighted Average Interest Rate	3.96%	3.68%	4.26%	5.09%	6.03%	4.13%			4.93%	
Unhedged portion of Revolving Credit Facility	\$—	\$—	\$—	\$7,000	\$—	\$—	\$7,000	\$—	\$7,000	\$7,000
Weighted Average Interest Rate				7.65%					7.65%	

(a) Adjustment for unamortized debt discount/premium, net, unamortized deferred financing costs, net, and unamortized mark-to-market, net as of September 30, 2024.

(b) Excludes \$5.1 million of unamortized deferred financing costs recorded in Deferred charges and other assets, net, pertaining to the Company's Revolving Credit Facility as of September 30, 2024.

While the Company has not experienced any significant credit losses, in the event of a significant rising interest rate environment and/or economic downturn, tenant vacancies or defaults could increase and result in losses to the Company which could adversely affect its operating results and liquidity, including its ability to pay its debt obligations.

Item 4. Controls and Procedures

Veris Residential, Inc.

Disclosure Controls and Procedures. The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has evaluated the effectiveness of the General Partner's 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 (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, the General Partner's chief executive officer and chief financial officer have concluded that, as of the end of such period, the General Partner's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the General Partner in the reports that it files or submits under the Exchange Act.

Changes In Internal Control Over Financial Reporting. There have not been any changes in the General Partner's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the General Partner's internal control over financial reporting.

Veris Residential, L.P.

Disclosure Controls and Procedures. The General Partner's management, with the participation of the General Partner's chief executive officer and chief financial officer, has evaluated the effectiveness of the Operating Partnership's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the General Partner's chief executive officer and chief financial officer have concluded that, as of the end of such period, the Operating Partnership's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Operating Partnership in the reports that it files or submits under the Exchange Act.

Changes In Internal Control Over Financial Reporting. There have not been any changes in the Operating Partnership's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Operating Partnership's internal control over financial reporting.

**VERIS RESIDENTIAL, INC.
VERIS RESIDENTIAL, L.P.**

Part II – Other Information

Item 1. Legal Proceedings

There are no material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which the Company is a party or to which any of its Properties are subject.

Item 1A. Risk Factors

There have been no material changes in our assessment of risk factors from those set forth in the Annual Report on Form 10-K for the year ended December 31, 2023 of the General Partner and the Operating Partnership.

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

- (a) None.
- (b) None.
- (c) Not Applicable.

Item 3. Defaults Upon Senior Securities

- (a) Not Applicable.
- (b) Not Applicable.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

- (a) Not Applicable
- (b) Not Applicable.
- (c) None.

Item 6. Exhibits

The exhibits required by this item are set forth on the Exhibit Index attached hereto.

**VERIS RESIDENTIAL, INC.
VERIS RESIDENTIAL, L.P.**

EXHIBIT INDEX

Exhibit Number	Exhibit Title
10.1#	Amended and Restated Executive Employment Agreement dated as of March 8, 2024 by and among Mahbod Nia, Veris Residential UK Ltd. And Veris Residential, Inc. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K as filed with the SEC on March 11, 2024 and incorporated herein by reference).
10.2+	Revolving Credit and Term Loan Agreement dated as of April 22, 2024 among Veris Residential, L.P., as borrower, and JPMorgan Chase Bank, N.A., as administrative agent, The Bank of New York Mellon, as syndication agent, Bank of America, N.A., Capital One, National Association, Goldman Sachs Bank USA and Royal Bank of Canada, as documentation agents, J.P. Morgan Securities, LLC, as sustainability structuring agent, JPMorgan Chase Bank, N.A. and The Bank of New York Mellon as joint bookrunners and joint lead arrangers, and BOFA Securities, Inc., Capital One, National Association, Goldman Sachs Bank USA and RBC Capital Markets, as joint lead arrangers, and the lenders party thereto (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 and incorporated herein by reference).
10.3	Parent Guaranty dated of Veris Residential, Inc. dated April 22, 2024 (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 and incorporated herein by reference).
10.4	Subsidiary Guaranty of the subsidiary guarantors of Veris Residential, L.P. party thereto dated April 22, 2024 (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 and incorporated herein by reference).
10.5	Pledge and Security Agreement by and among Veris Residential, L.P., as borrower, the subsidiary pledgees of Veris Residential, L.P. party thereto, and JPMorgan Chase Bank, N.A., as administrative agent, dated April 22, 2024 (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2024 and incorporated herein by reference).
10.6#	Veris Residential, Inc. 2024 Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Registration Statement on Form S-8, File No. 333-280397, and incorporated herein by reference).
31.1*	Certification of the General Partner's Chief Executive Officer, Mahbod Nia, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.
31.2*	Certification of the General Partner's Chief Financial Officer, Amanda Lombard, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.
31.3*	Certification of the General Partner's Chief Executive Officer, Mahbod Nia, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.
31.4*	Certification of the General Partner's Chief Financial Officer, Amanda Lombard, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.
32.1*	Certification of the General Partner's Chief Executive Officer, Mahbod Nia and the General Partner's Chief Financial Officer, Amanda Lombard, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the General Partner.
32.2*	Certification of the General Partner's Chief Executive Officer, Mahbod Nia and the General Partner's Chief Financial Officer, Amanda Lombard, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, with respect to the Operating Partnership.
101.1*	The following financial statements from Veris Residential, Inc. and Veris Residential, L.P. from their combined Report on Form 10-Q for the quarter ended September 30, 2024 formatted in Inline XBRL: (i) Consolidated Balance Sheets (unaudited), (ii) Consolidated Statements of Operations (unaudited), (iii) Consolidated Statements of Comprehensive Income (Loss) (unaudited), (iv) Consolidated Statements of Changes in Equity (unaudited), (v) Consolidated Statements of Cash Flows (unaudited) and (vi) Notes to Consolidated Financial Statements (unaudited).
104.1*	The cover page from this Quarterly Report on Form 10-Q, formatted in Inline XBRL.

* filed herewith

+ Certain exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K.

Management contract or compensatory plan or arrangement

**VERIS RESIDENTIAL, INC.
VERIS RESIDENTIAL, L.P.**

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, each Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Veris Residential, Inc.

(Registrant)

Date: October 30, 2024 By: /s/ Mahbod Nia

Mahbod Nia
Chief Executive Officer
(principal executive officer)

Date: October 30, 2024 By: /s/ Amanda Lombard

Amanda Lombard
Chief Financial Officer
(principal financial officer and principal accounting officer)

Veris Residential, L.P.

(Registrant)

By: Veris Residential, Inc.
its General Partner

Date: October 30, 2024 By: /s/ Mahbod Nia

Mahbod Nia
Chief Executive Officer
(principal executive officer)

Date: October 30, 2024 By: /s/ Amanda Lombard

Amanda Lombard
Chief Financial Officer
(principal financial officer and principal accounting officer)