

## Notice of 2023 Annual Meeting and Proxy Statement

## 2023 Annual Report to Shareholders

- **Management's  
Discussion and  
Analysis**
- **Consolidated  
Financial  
Statements**

## **AMREP Corporation**

### **2023 Proxy Statement and Annual Report to Shareholders**

Fellow Shareholders:

On behalf of your Board of Directors and your management, we are pleased to invite you to attend the Annual Meeting of Shareholders of AMREP Corporation. It will be held on Thursday, September 7, 2023, at 9:00 A.M., local time, at the Hilton Garden Inn, 3743 West Chester Pike, Newtown Square, Pennsylvania 19073.

You will find information regarding the matters to be voted on at the meeting in the formal Notice of Meeting and Proxy Statement, which are included on the following pages of this booklet.

Whether or not you plan to attend, please sign and return the enclosed proxy card in the accompanying envelope as soon as possible so that your shares will be voted at the meeting. The vote of each and every shareholder is most important to us. Please note that your completed proxy card will not prevent you from attending the meeting and voting in person should you so choose.

Also included in this booklet as Appendix A is AMREP Corporation's 2023 Annual Report on Form 10-K, which we are distributing to the Company's shareholders in lieu of a separate annual report.

Thank you for your continued support of and interest in AMREP Corporation.

Sincerely,

Edward B. Cloues, II  
Chairman of the Board

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**AMREP CORPORATION**  
**(an Oklahoma corporation)**  
**NOTICE OF 2023 ANNUAL MEETING OF SHAREHOLDERS**

**September 7, 2023**

NOTICE IS HEREBY GIVEN that the 2023 Annual Meeting of Shareholders of AMREP Corporation (the “Company”) will be held at the Hilton Garden Inn, 3743 West Chester Pike, Newtown Square, Pennsylvania 19073 on September 7, 2023 at 9:00 A.M. Eastern Time for the following purposes:

- (1) To elect one director in Class III to hold office until the 2026 annual meeting of shareholders and until his successor is elected and qualified;
- (2) To approve, on an advisory basis, the compensation paid to the Company’s named executive officers as disclosed in the accompanying proxy statement;
- (3) To ratify the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for fiscal year 2024; and
- (4) To consider and act upon such other business as may properly come before the meeting.

In accordance with the Company’s By-Laws, the Board of Directors has fixed the close of business on July 17, 2023 as the record date for the determination of shareholders of the Company entitled to notice of and to vote at the meeting and any continuation or adjournment thereof. The list of such shareholders will be available for inspection by shareholders during the ten days prior to the meeting at the offices of the Company, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083.

**Whether or not you expect to be present at the meeting, please mark, date and sign the enclosed proxy card and return it to the Company in the self-addressed envelope enclosed for that purpose. The proxy is revocable and will not affect your right to vote in person in the event you attend the meeting.**

**The accompanying proxy statement is dated August 2, 2023, and, together with the enclosed proxy card, is first being mailed to the shareholders of the Company on or about August 2, 2023.**

By Order of the Board of Directors

Christopher V. Vitale, *President, Chief  
Executive Officer and Secretary*

Dated: August 2, 2023  
Havertown, Pennsylvania

**Important Notice Regarding the Availability of Proxy Materials  
for the Shareholder Meeting to be Held on September 7, 2023**

**The Proxy Statement and Annual Report to Shareholders are available at <https://amrepcorp.com/static>.**

<p><b>Upon the written request of any shareholder of the Company, the Company will provide to such shareholder a copy of the Company’s annual report on Form 10-K for the year ended April 30, 2023, including the financial statements, filed with the Securities and Exchange Commission. Any request should be directed to AMREP Corporation, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083, Attention: Corporate Secretary. There will be no charge for such report unless one or more exhibits thereto are requested, in which case the Company’s reasonable expenses of furnishing exhibits may be charged.</b></p>
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**AMREP CORPORATION**  
**850 West Chester Pike, Suite 205**  
**Havertown, Pennsylvania 19083**

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**PROXY STATEMENT**

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**ANNUAL MEETING OF SHAREHOLDERS**

**To be Held at 9:00 A.M. Eastern Time on September 7, 2023**

This proxy statement (the “Proxy Statement”) is furnished in connection with the solicitation of proxies by the Board of Directors (the “Board”) of AMREP Corporation (the “Company”) for use at the Annual Meeting of Shareholders of the Company to be held on September 7, 2023, and at any continuation or adjournment thereof (the “Annual Meeting”). The Annual Meeting will be held at the Hilton Garden Inn, 3743 West Chester Pike, Newtown Square, Pennsylvania 19073.

The Annual Report of the Company on Form 10-K for the fiscal year ended April 30, 2023 filed on July 25, 2023 with the Securities and Exchange Commission is included in this mailing but does not constitute a part of the proxy solicitation material. This Proxy Statement and the accompanying Notice of 2023 Annual Meeting of Shareholders and proxy card are first being sent to shareholders on or about August 2, 2023. All references in this Proxy Statement to 2024, 2023, 2022 and 2021 mean the Company’s fiscal years ended April 30, 2024, 2023, 2022 and 2021.

**QUESTIONS AND ANSWERS CONCERNING THE ANNUAL MEETING**

**What will be voted on at the Annual Meeting?**

There are three matters scheduled for a vote:

- Proposal Number 1: Election of one director in Class III to hold office until the 2026 annual meeting of shareholders and until his successor is elected and qualified;
- Proposal Number 2: Approval, on an advisory basis, of the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement; and
- Proposal Number 3: Ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024.

**What if another matter is properly brought before the Annual Meeting?**

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

**How does the Board recommend I vote on the proposals?**

The Board recommends that you vote:

- “For” the election as director of the nominee named in this Proxy Statement;
- “For” the approval, on an advisory basis, of the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement; and

- “For” the ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024.

### **Who is entitled to vote at the Annual Meeting?**

Only shareholders of record as of the close of business on July 17, 2023, the date fixed by the Board in accordance with the Company’s By-Laws, are entitled to notice of and to vote at the Annual Meeting.

### **If I have given a proxy, how do I revoke that proxy?**

Anyone giving a proxy may revoke it at any time before it is exercised by giving the Secretary of the Company written notice of the revocation, by submitting a proxy bearing a later date or by attending the Annual Meeting and voting.

### **How will my proxy be voted?**

All properly executed, unrevoked proxies in the enclosed form that are received in time will be voted in accordance with the shareholders’ directions and, unless contrary directions are given, will be voted “For” the election as director of the nominee named in this Proxy Statement, “For” the approval, on an advisory basis, of the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement and “For” the ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024 and, if any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

### **What if the nominee is unwilling or unable to serve?**

This is not expected to occur but, in the event that it does, proxies will be voted for a substitute nominee designated by the Board or, in the discretion of the Board, the position may be left vacant.

### **What are “broker non-votes”?**

Under the rules that govern brokers, if brokers or nominees who hold shares in “street name” on behalf of beneficial owners do not have instructions on how to vote on matters deemed by the New York Stock Exchange to be “non-routine” (which include Proposal Numbers 1 and 2 in this Proxy Statement), a broker non-vote of those shares will occur, which means the shares will not be voted on such matters. If your shares are held in “street name,” you must cast your vote or instruct your nominee or broker to do so if you want your vote to be counted with respect to Proposal Numbers 1 and 2 in this Proxy Statement. Proposal Number 3 relating to the ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024 is a matter on which brokers or nominees who hold shares in “street name” on behalf of beneficial owners who have not been given specific voting instructions are allowed to vote such shares.

### **How are votes counted?**

Votes will be counted by the inspector of election appointed for the Annual Meeting, who will separately count votes as follows:

- for Proposal Number 1 (for the election of a director), votes “For” and “Withhold” and broker non-votes; and
- for Proposal Number 2 (approval, on an advisory basis, of the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement), votes “For” and “Against,” abstentions and broker non-votes. Abstentions are treated as shares

present and entitled to vote on Proposal Number 2 and, therefore, will have the same effect as a vote “Against” Proposal Number 2; and

- for Proposal Number 3 (ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024), votes “For” and “Against,” abstentions and broker non-votes. Abstentions are treated as shares present and entitled to vote on Proposal Number 3 and, therefore, will have the same effect as a vote “Against” Proposal Number 3.

Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

### **How many votes are needed to approve each proposal?**

- With respect to Proposal Number 1 (for the election of a director), the nominee receiving the highest number of “FOR” votes from the holders of shares present in person or represented by proxy and entitled to vote will be elected as a director. This is referred to as a plurality.
- Proposal Number 2 (approval, on an advisory basis, of the compensation paid to the Company’s named executive officers as disclosed in this Proxy Statement) must receive “For” votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote in order to be approved.
- Proposal Number 3 (ratification of the appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for 2024) must receive “For” votes from the holders of a majority of shares present in person or represented by proxy and entitled to vote in order to be approved.

### **How many shares can be voted at the Annual Meeting?**

As of July 17, 2023, the Company had issued and outstanding 5,271,309 shares of common stock, par value \$.10 per share (“Common Stock”). Each share of Common Stock is entitled to one vote on matters to come before the Annual Meeting.

### **How many votes will I be entitled to cast at the Annual Meeting?**

You will be entitled to cast one vote for each share of Common Stock you held at the close of business on July 17, 2023, the record date for the Annual Meeting, as shown on the list of shareholders at that date prepared by the Company’s transfer agent for the Common Stock.

### **What is the deadline for voting?**

If you are a shareholder of record and you choose to cause your shares to be voted by completing, signing, dating and returning the enclosed proxy card, your proxy card must be received before the Annual Meeting in order for your shares to be voted at the Annual Meeting.

If you hold your shares in street name, please comply with the deadline for submitting voting instructions provided by the broker, bank or other nominee that holds your shares.

### **What is a “quorum?”**

The presence, in person or by proxy, of the holders of a majority of the outstanding shares of Common Stock of the Company authorized to vote will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions will be counted in determining whether a quorum is present at the Annual Meeting. Broker non-votes will be counted for purposes of calculating whether a quorum is present at the Annual Meeting. A quorum must be present at the beginning of the Annual Meeting in order to transact business at the Annual Meeting.

**Who may attend the Annual Meeting?**

All shareholders of the Company who owned shares of record at the close of business on July 17, 2023 may attend the Annual Meeting. If you want to vote in person and you hold Common Stock in street name (*i.e.*, your shares are held in the name of a broker, dealer, custodian bank or other nominee), you must obtain a proxy card issued in your name from the firm that holds your shares and bring that proxy card to the Annual Meeting, together with a copy of a statement from that firm reflecting your share ownership as of the record date, and valid identification. If you hold your shares in street name and want to attend the Annual Meeting but not vote in person, you must bring to the Annual Meeting a copy of a statement from the firm that holds your shares reflecting your share ownership as of the record date and valid identification.

**Where can I find the voting results of the Annual Meeting?**

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be tallied by the inspector of election after the taking of the vote at the Annual Meeting. The Company will publish the final voting results in a Current Report on Form 8-K, which the Company is required to file with the Securities and Exchange Commission.

**COMMON STOCK OWNERSHIP OF  
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Set forth in the following table is information concerning the beneficial ownership, as defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, of Common Stock by the persons who, to the knowledge of the Company, own beneficially more than 5% of the outstanding shares. The table also sets forth the same information concerning beneficial ownership for each director of the Company, each named executive officer of the Company, and all directors and named executive officers of the Company as a group. Unless otherwise indicated, (i) reported ownership is as of July 17, 2023 and (ii) the Company understands that the beneficial owners have sole voting and investment power with respect to the shares beneficially owned by them. In the case of directors and executive officers, the information below has been provided by such persons at the request of the Company.

<u>Name of Beneficial Owner</u>	<u>Shares of Common Stock Beneficially Owned</u>	<u>Percent of Class (%)</u>
Albert V. Russo ( <i>Director</i> ), Clifton Russo, Lawrence Russo, Pasha Funding, LLC	1,294,360 <sup>(1)</sup>	24.5%
James H. Dahl and Rainey E. Lancaster	732,372 <sup>(2)</sup>	13.9%
Robert E. Robotti ( <i>Director</i> ), et al	508,981 <sup>(3)</sup>	9.6%
Michael Melby and Gate City Capital Management, LLC	443,988 <sup>(4)</sup>	8.4%
<u><i>Other Directors and Named Executive Officers</i></u>		
Edward B. Cloues, II	55,117 <sup>(5)</sup>	1%
Christopher V. Vitale	102,000 <sup>(6)</sup>	1.9%
Adrienne M. Uleau	9,700 <sup>(7)</sup>	*
Directors and Named Executive Officers as a Group (5 persons)	1,970,158	37.0%

\* Indicates less than 1%.

- (1) Other than the number of deferred common share units owned by Albert V. Russo, the information in the table and in this footnote is based solely on information received from Albert V. Russo. Albert V. Russo, Clifton Russo, Lawrence Russo and Pasha Funding, LLC, each c/o Albert V. Russo, 401 Broadway, New York, NY 10013, have reported that they share voting power as to 1,273,867 shares and that each of them has sole dispositive power as to the following numbers of such shares: Albert V. Russo – 821,068; Clifton Russo – 237,617; Lawrence Russo – 181,442; and Pasha Funding, LLC – 33,740. Each of Albert V. Russo, Clifton Russo and Lawrence Russo owns one-third of the membership interests of Pasha Funding, LLC. Albert V. Russo also owns 20,493 deferred common share units, where each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow Albert V. Russo's termination of service as a director of the Company.
- (2) The information in the table and this footnote is based solely on Form 3 filed jointly by these persons with the Securities and Exchange Commission on July 10, 2023, Form 4 filed jointly by these persons with the Securities and Exchange Commission on July 10, 2023 and Amendment No. 3 filed



jointly by these persons with the Securities and Exchange Commission on March 28, 2022 to the Schedule 13D filed with the Securities and Exchange Commission on May 20, 2021. The principal address of Mr. Dahl is 4314 Pablo Oaks Court, Jacksonville, Florida 32224. The principal address of Ms. Lancaster is 1 Apple Park Way, Cupertino, California 95014. Mr. Dahl has the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of 562,255 shares of Common Stock. Mr. Dahl has the shared power to vote or to direct the vote and the shared power to dispose or to direct the disposition of 170,117 shares of Common Stock. Ms. Lancaster has the shared power to vote or to direct the vote and the shared power to dispose or to direct the disposition of 170,117 shares of Common Stock.

- (3) Other than the number of deferred common share units owned by Mr. Robotti, the information in the table and in this footnote is based solely on information received from Mr. Robotti. The following table sets forth information regarding the beneficial ownership of Common Stock by Robert E. Robotti, Robotti & Company, Incorporated (“R&CoI”), Robotti Securities, LLC (“RS”) and Robotti & Company Advisors, LLC (“R&CoA”), Ravenswood Management Company, L.L.C. (“RMC”), The Ravenswood Investment Company, L.P. (“RIC”) and Ravenswood Investments III, L.P. (“RI”), each of 125 Park Avenue, Suite 1607, New York, New York 10017, and Kenneth R. Wasiak of 104 Gloucester Road, Massapequa, New York 11758.

Beneficial Owner	Shares Owned Beneficially
Robert E. Robotti	508,981 <sup>(a),(b),(c),(d),(e)</sup>
R&CoI	489,701 <sup>(a),(b)</sup>
RS	2,560 <sup>(a)</sup>
R&CoA	487,141 <sup>(b)</sup>
Kenneth R. Wasiak	284,753 <sup>(c),(d)</sup>
RMC	284,753 <sup>(c),(d)</sup>
RIC	155,550 <sup>(c)</sup>
RI	129,203 <sup>(d)</sup>

- (a) Each of Mr. Robotti and R&CoI share with RS the power to vote or direct the vote, and the power to dispose or direct the disposition, of 2,560 shares of Common Stock owned by the discretionary customers of RS.
- (b) Each of Mr. Robotti and R&CoI share with R&CoA the power to vote or to direct the vote, and the power to dispose or direct the disposition, of 487,141 shares of Common Stock owned by the advisory clients of R&CoA.
- (c) Each of RMC and Messrs. Robotti and Wasiak share with RIC the power to vote or direct the vote, and the power to dispose or direct the disposition, of 155,550 shares of Common Stock owned by RIC.
- (d) Each of RMC and Messrs. Robotti and Wasiak share with RI the power to vote or to direct the vote, and the power to dispose or direct the disposition, of 129,203 shares of Common Stock owned by RI.
- (e) Includes 19,280 deferred common share units issued to Mr. Robotti, where each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow Mr. Robotti’s termination of service as a director of the Company.

- (4) The information in the table and this footnote is based solely on Amendment No. 9 filed jointly by these persons on Schedule 13G with the Securities and Exchange Commission on February 14, 2023 to the Schedule 13D filed with the Securities and Exchange Commission on June 5, 2020. The principal address of Michael Melby and Gate City Capital Management, LLC is 8725 W. Higgins Road, Suite 530, Chicago, Illinois 60631. Michael Melby and Gate City Capital Management, LLC have the sole power to vote or to direct the vote of 218,391 shares of Common Stock. Michael

Melby and Gate City Capital Management, LLC have the sole power to dispose or to direct the disposition of 443,988 shares of Common Stock.

- (5) Includes 20,493 deferred common share units, where each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow Mr. Cloues' termination of service as a director of the Company.
- (6) Includes 2,000 restricted shares of Common Stock that will vest on July 7, 2024, 2,666 restricted shares of Common Stock that will vest on July 12, 2024, 2,666 restricted shares of Common Stock that will vest on July 13, 2024, 2,667 restricted shares of Common Stock that will vest on July 12, 2025, 2,668 restricted shares of Common Stock that will vest on July 13, 2025 and 2,667 restricted shares of Common Stock that will vest on July 12, 2026, subject in each case to the continued employment of Mr. Vitale on each vesting date. The number of shares of Common Stock beneficially owned by Mr. Vitale does not include 50,000 shares of Common Stock that may be purchased pursuant to a stock option that will become exercisable on November 1, 2026 if Mr. Vitale is employed by, or providing service to, the Company on such date.
- (7) Includes 834 restricted shares of Common Stock that will vest on July 7, 2024, 700 restricted shares of Common Stock that will vest on July 12, 2024, 700 restricted shares of Common Stock that will vest on July 13, 2024, 700 restricted shares of Common Stock that will vest on July 12, 2025, 700 restricted shares of Common Stock that will vest on July 13, 2025 and 700 restricted shares of Common Stock that will vest on July 12, 2026, subject in each case to the continued employment of Ms. Uleau on each vesting date.

**PROPOSAL NUMBER 1**  
**ELECTION OF DIRECTOR**

The Board is a classified board divided into three classes – Class I, Class II and Class III. Class II and III each consists of one director and Class I consists of two directors. Each director serves for a term expiring at the annual meeting of shareholders held in the third year following the year of his election and until his successor is elected and qualified. At this Annual Meeting, one Class III director will be elected to serve until the 2026 annual meeting of shareholders and until his successor is elected and qualified, except in the event of such director’s earlier death, resignation or removal. The terms of office of the Class I and Class II directors will expire at the annual meetings of shareholders to be held in 2024 and 2025, respectively, upon the election and qualification of their successors, except in the event of any such director’s earlier death, resignation or removal.

At the recommendation of its Nominating and Corporate Governance Committee, the Board is nominating Albert V. Russo, who is the incumbent Class III director, for election at the Annual Meeting. Although the Board does not expect that Mr. Russo will be unable to serve as a director, should he become unavailable it is intended that the shares represented by proxies in the accompanying form will be voted for the election of a substitute nominee designated by the Board or, in the discretion of the Board, the position may be left vacant.

The Company believes that its directors have the qualifications and skills necessary to serve as directors of the Company. The following information relates to the nominee of the Board for election and the other directors of the Company.

**Nominee to serve until the 2026 Annual Meeting of Shareholders (Class III):**

**ALBERT V. RUSSO**, age 69, has been a director of the Company since 1996. Mr. Russo is the Managing Partner of real estate entities 401 Broadway Building, Russo Associates and Pioneer Realty and has held these positions for more than the past five years. Mr. Russo has been involved in the ownership and management of commercial real estate for more than 25 years and contributes to the Board his specialized knowledge of the real estate business.

**Directors continuing in office until the 2024 Annual Meeting of Shareholders (Class I):**

**EDWARD B. CLOUES, II**, age 75, has been a director of the Company since 1994 and currently serves as Chairman of the Board. Mr. Cloues has served as Chairman of the Board of Trustees of Virtua Health, Inc. (“Virtua”), a non-profit hospital and healthcare system, since January 2022, and since 2010 has held various positions on the Board of Trustees of Virtua. He served as a director of Hillenbrand, Inc., a diversified global industrial company, from 2010 to February 2021. Mr. Cloues also served as Chairman of the Board of Penn Virginia Corporation, an oil and gas exploration and development company, from 2011 to 2016 and as the interim Chief Executive Officer of Penn Virginia Corporation from 2015 to 2016 during the Board-led reorganization of that company, including a chapter 11 filing under the U.S. Bankruptcy Code in 2016 and the emergence from chapter 11 in 2016 pursuant to a confirmed plan of reorganization. He also served as a director (since 2003) and Chairman of the Board (since 2011) of PVR GP, LLC, the General Partner of PVR Partners, L.P., a pipeline and natural resources master limited partnership, until its sale in 2014. Mr. Cloues was also a director, the Chairman of the Board and the Chief Executive Officer of K-Tron International, Inc., a material handling equipment manufacturer, from 1998 until its sale in 2010. Prior to 1998, Mr. Cloues was a law firm partner at the law firm of Morgan, Lewis & Bockius LLP where he specialized in mergers and acquisitions and other business law matters. That law firm experience combined with the experience gained from his former 12-year chief executive position with K-Tron International, Inc., which had been publicly held prior to its sale, has given him a strong background in dealing with complex business transactions and general management issues. Additionally, he brings to the Board a broad understanding of governance, audit and compensation issues as a result of his service on several other boards.

**CHRISTOPHER V. VITALE**, age 47, has been a director of the Company since July 2021 and has been President and Chief Executive Officer of the Company since 2017. From 2014 to 2017, Mr. Vitale was Executive Vice President, Chief Administrative Officer and General Counsel of the Company and, from 2013 to 2014, he was Vice President and General Counsel of the Company. Prior to joining the Company, Mr. Vitale held various legal positions at Franklin Square Holdings, L.P., a national sponsor and distributor of investment products, from 2011 to 2013 and at WorldGate Communications, Inc., a provider of digital voice and video phone services and video phones, from 2009 to 2011. Prior to joining WorldGate, Mr. Vitale was an attorney with the law firms of Morgan, Lewis & Bockius LLP and Sullivan & Cromwell LLP. Mr. Vitale's qualifications to serve on the Board include his in-depth knowledge of the Company in connection with his position as President and Chief Executive Officer of the Company, and his law firm and in-house legal experience has given him a strong background in board and governance issues, as well as securities and complex business transactions.

**Directors continuing in office until the 2025 Annual Meeting of Shareholders (Class II):**

**ROBERT E. ROBOTTI**, age 70, has been a director of the Company since 2016. Mr. Robotti has been the president of Robotti & Company Advisors, LLC (a registered investment advisor) and Robotti Securities, LLC, FKA Robotti & Company, LLC (a registered broker-dealer), and their predecessors, since 1983. He has been the managing member of Ravenswood Management Company, LLC (and its predecessor) since 1980, which serves as the general partner of The Ravenswood Investment Company, L.P. and Ravenswood Investments III, L.P. He currently serves as a director and Chairman of the Board of Pulse Seismic Inc., a seismic data licensing business, and has held these positions for more than the past five years. Mr. Robotti has also served as a director of Tidewater Inc., an owner and operator of offshore support vessels providing offshore energy transportation services, since June 2021. Mr. Robotti was a director of PHX Minerals Inc. (formerly known as Panhandle Oil and Gas Inc.), a diversified mineral company, from 2004 to May 2020, a director of BMC Building Materials Holding Corporation from 2012 to 2015 and a director of PrairieSky Royalty Ltd., a petroleum and natural gas royalty-focused company, from October 2019 to April 2023. Mr. Robotti was a member of the SEC's Advisory Committee of Smaller Public Companies from 2005 to 2006 and also served on its corporate governance subcommittee. He has both a BSBA and an MBA in Accounting and was a certified public accountant earlier in his career, which license is currently inactive. Mr. Robotti's qualifications to serve on the Board include his extensive experience in the investment business as the founder, chief executive officer, chairman and controlling owner of a registered investment advisor and a registered broker-dealer, and their predecessors, and as the manager of several investment partnerships. Additionally, he brings to the Board a broad understanding of governance, audit and compensation issues as a result of his service on several other boards.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE CLASS III NOMINEE.**

## PROPOSAL NUMBER 2

### ADVISORY VOTE ON THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and Section 14A of the Securities Exchange Act of 1934, as amended, the Company's shareholders are entitled to vote to approve, on an advisory basis, the compensation paid to the Company's named executive officers as disclosed in this Proxy Statement in accordance with the rules of the Securities and Exchange Commission. The compensation paid to the Company's named executive officers subject to the vote is disclosed in the compensation table and related narrative disclosure contained in this Proxy Statement.

The Board is asking the shareholders to indicate their support for the compensation paid to the Company's named executive officers as described in this Proxy Statement by casting a non-binding advisory vote "For" the following resolution:

**"RESOLVED**, that the shareholders of AMREP Corporation hereby APPROVE, on a nonbinding advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for the 2023 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the executive compensation table and narrative discussion disclosed therein."

Because the vote is advisory, it is not binding on the Board or the Company. In accordance with the Dodd-Frank Act, the vote to approve the compensation of the Company's named executive officers shall not be construed: (i) as overruling any decision by the Company or the Board; (ii) to create or imply any change in the fiduciary duties of the Company or the Board; or (iii) to create or imply any additional fiduciary duties for the Company or the Board. Nevertheless, the views expressed by the shareholders, whether through this vote or otherwise, are important to management and the Board and, accordingly, the Board and the Compensation and Human Resources Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

Advisory approval of this proposal requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on this matter at the Annual Meeting.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.**

## **PROPOSAL NUMBER 3**

### **RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors of the Company has appointed the firm of Baker Tilly US, LLP, certified public accountants, as the independent registered public accounting firm to make an examination of the consolidated financial statements of the Company for 2024, and the Board of Directors and the Audit Committee recommend that the shareholders ratify this appointment. Baker Tilly US, LLP has served as the independent registered public accounting firm of the Company since September 2022. A representative of Baker Tilly US, LLP is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires to do so and to be available to respond to appropriate questions.

While shareholder ratification of the appointment of the Company's independent registered public accounting firm is not required, the Company values the opinions of its shareholders and believes that shareholder ratification of the appointment of the Company's independent registered public accounting firm is a good corporate governance practice. If a majority of the votes cast at the Annual Meeting are against ratification of Baker Tilly US, LLP, the Audit Committee will reconsider whether to retain Baker Tilly US, LLP and may retain that firm or another firm without resubmitting the matter to the Company's shareholders. If the shareholders fail to ratify the selection, the Audit Committee will seek to understand the reasons that the shareholders did not ratify its selection of Baker Tilly US, LLP. The Audit Committee will be under no obligation, however, to select a new independent auditor. Even if the appointment is ratified, the Audit Committee may, in its discretion, direct the appointment of a different independent auditor at any time during the year if it determines that such change would be in the Company's best interests and in the best interests of the Company's shareholders.

#### **Previous Independent Registered Public Accounting Firm**

On September 12, 2022, the Company dismissed Marcum LLP as the Company's independent registered public accounting firm. The Audit Committee approved the dismissal of Marcum LLP. The audit reports of Marcum LLP on the consolidated financial statements of the Company for each of the fiscal years ended April 30, 2022 and April 30, 2021 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the Company's fiscal years ended April 30, 2022 and April 30, 2021 and during the subsequent interim period from May 1, 2022 through September 12, 2022, (i) there were no disagreements with Marcum LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures that, if not resolved to Marcum LLP's satisfaction, would have caused Marcum LLP to make reference to the subject matter of the disagreement in connection with its reports and (ii) there were no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K). The Company provided Marcum LLP with a copy of the disclosures in the Company's Current Report on Form 8-K filed on September 14, 2022 with the Securities and Exchange Commission. A copy of Marcum LLP's letter dated September 12, 2022 to the Securities and Exchange Commission, stating whether it agrees with the statements made in such Form 8-K, is filed as Exhibit 16.1 to such Form 8-K.

#### **Appointment of New Independent Registered Public Accounting Firm**

On September 12, 2022, the Audit Committee engaged Baker Tilly US, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2023. During the Company's fiscal years ended April 30, 2022 and April 30, 2021 and during the subsequent interim period from May 1, 2022 through September 12, 2022, neither the Company nor anyone on the Company's behalf consulted Baker Tilly US, LLP regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was

provided to the Company that Baker Tilly US, LLP concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a “disagreement” (as defined in Item 304(a)(1)(iv) of Regulation S-K) or a “reportable event” (as defined in Item 304(a)(1)(v) of Regulation S-K).

### Audit Fees

The following table sets forth certain information concerning the fees of Baker Tilly US, LLP for 2023 and the fees of Marcum LLP for 2022. The Audit Fees are for services for those fiscal years.

	<b>Fiscal Year Ended April 30,</b>	
	<b>2023</b>	<b>2022</b>
Audit Fees <sup>(1)</sup>	\$ 129,150	\$ 120,510
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total	<u>\$ 129,150</u>	<u>\$ 120,510</u>

- (1) Consists of fees for the audit of the annual financial statements included in the Company’s annual report on Form 10-K and reviews of the unaudited financial statements included in the Company’s quarterly reports on Form 10-Q. Fees for 2023 exclude \$62,315 of fees with respect to a review performed by Marcum LLP of the unaudited financial statements included in one of the Company’s quarterly reports on Form 10-Q, transition of auditor responsibilities to Baker Tilly US, LLP and the re-issuance of Marcum LLP’s audit report on the Company’s annual financial statements as of and for the year ended April 30, 2022.

### Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit services to be provided by the independent registered public accounting firm and, separately, all permitted non-audit services to be performed by the independent registered public accounting firm.

**THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF BAKER TILLY US, LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2024.**

## THE BOARD OF DIRECTORS AND ITS COMMITTEES

### Governance Standards

The Company's Common Stock is listed on the New York Stock Exchange, and the Company is subject to the New York Stock Exchange's Corporate Governance Standards (the "Governance Standards"). The Governance Standards, among other things, generally require a listed company to have independent directors within the meaning of the Governance Standards as a majority of its board of directors and for the board to have a nominating/corporate governance committee, an audit committee and a compensation committee, each composed entirely of independent directors.

Based principally on their responses to questions to these persons regarding the relationships addressed by the Governance Standards and discussions with them, the Board has determined that other than his service as a director, each of Edward B. Cloues, II, Robert E. Robotti and Albert V. Russo has no material relationship with the Company, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company, and, therefore, meets the director independence requirements of the Governance Standards.

As required by the Governance Standards, the Board has adopted Corporate Governance Guidelines (the "Guidelines") that address various matters involving the Board and the conduct of its business. The Board has also adopted a Code of Business Conduct and Ethics setting forth principles of business conduct applicable to the directors, officers and employees of the Company. The Guidelines and Code of Business Conduct and Ethics, as well as the charters of the Board's Nominating and Corporate Governance Committee, Audit Committee and Compensation and Human Resources Committee, may be viewed under "Corporate Governance" on the Company's website at [www.amrepcorp.com](http://www.amrepcorp.com), and written copies will be provided to any shareholder upon written request to the Company at AMREP Corporation, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083, Attention: Corporate Secretary. The Company intends to disclose on its website any amendment to or waiver of any provision of the Code of Business Conduct and Ethics that applies to its principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions. The Company's Insider Trading Policy, which applies to all employees and directors, includes, among other provisions, a prohibition of any hedging or monetization transactions involving the Company's securities.

Directors are expected to attend annual meetings of shareholders, and all of the directors attended last year's annual meeting. The Board held seven meetings during the last fiscal year. All of the directors attended all of the meetings held during the last fiscal year of the Board and its Committees of which they were members. Pursuant to the Guidelines, the Board has established a policy that the non-management directors meet in executive session at least twice per year and that the independent directors also meet in executive session at least twice per year. The Chairman of the Board (currently, Edward B. Cloues, II), if in attendance, will be the presiding director at each such executive session; otherwise, those attending may select a presiding director.

Any shareholder or other interested person wishing to communicate with the Board or any of the directors may send a letter addressed to the member or members of the Board to whom the communication is directed in care of AMREP Corporation, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083, Attention: Corporate Secretary. All such communications will be forwarded to the specified addressee(s).

### Nominating and Corporate Governance Committee

The Board has a Nominating and Corporate Governance Committee that operates under a written charter adopted by the Board. Each member of the Nominating and Corporate Governance Committee is required to be an independent director, as defined by the Governance Standards. The members of this Committee are Messrs. Cloues (Chairman), Robotti and Russo, each of whom has been determined by the Board to be an independent director within the meaning of the Governance Standards. This Committee



reports regularly to the Board concerning its activities. The Nominating and Corporate Governance Committee held two meetings during the last fiscal year.

The duties of the Nominating and Corporate Governance Committee include identifying individuals the Committee considers qualified to be elected Board members consistent with criteria approved by the Board, and recommending persons to be nominated by the Board for election by the shareholders. When considering a nominee for election as a director, the Committee considers the experience, skills and knowledge of business and management practices a candidate may possess and the perspective he or she may bring to the Board, and employs criteria calling for, among other things, personal and professional integrity, good judgment, a high level of ability and business acumen, and experience in the Company's industries, as well as the ability of the nominee to devote sufficient time to performing his or her duties on the Board in an effective manner. Although the Committee has no specific policy regarding the diversity of the membership of the Board, it is the objective of the Committee that the Board be comprised of persons of diverse backgrounds such that as a unit the members of the Board will possess the necessary skills to appropriately discharge their responsibilities as the Company's directors. The Committee is also responsible for periodically reviewing and recommending changes to the Guidelines and for overseeing the Company's corporate governance practices.

The Nominating and Corporate Governance Committee will consider candidates for director recommended by shareholders on the same basis as any other proposed nominees. Any shareholder desiring to propose a candidate for selection as a nominee of the Board by the Nominating and Corporate Governance Committee for election at the 2024 Annual Meeting of Shareholders may do so by sending a written communication no later than May 1, 2024 to the Nominating and Corporate Governance Committee, AMREP Corporation, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083, Attention: Corporate Secretary, identifying the proposing shareholder, specifying the number of shares of Common Stock held by such shareholder and stating the name and address of the proposed nominee and the information concerning such person that the regulations of the Securities and Exchange Commission require be included in a proxy statement relating to such person's proposed election as a director.

#### Audit Committee

The Board has an Audit Committee that operates under a written charter adopted by the Board. Each member of the Audit Committee is required to be an independent director, as defined by the Governance Standards. The members of this Committee are Messrs. Cloues (Chairman), Robotti and Russo, each of whom has been determined by the Board to be an independent director within the meaning of the Governance Standards. The Board has also determined that Mr. Robotti qualifies as an audit committee financial expert within the meaning of Securities and Exchange Commission regulations. This Committee reports regularly to the Board concerning its activities. The Audit Committee held five meetings during the last fiscal year.

The duties of the Audit Committee include (i) appointing the Company's independent registered public accounting firm, approving the services to be provided by that firm and its compensation and reviewing that firm's independence and performance of services, (ii) reviewing the scope and results of the yearly audit by the independent registered public accounting firm, (iii) reviewing the Company's system of internal controls and procedures, (iv) reviewing with management and the independent registered public accounting firm the Company's annual and quarterly financial statements, (v) reviewing the Company's financial reporting and accounting standards and principles and (vi) overseeing the administration and enforcement of the Company's Code of Business Conduct and Ethics. In addition to the Audit Committee's responsibilities set forth above, the Audit Committee has, pursuant to its charter, primary responsibility for the oversight of risks that could affect the Company.

### Compensation and Human Resources Committee

The Board has a Compensation and Human Resources Committee that operates under a written charter adopted by the Board. Each member of the Compensation and Human Resources Committee is required to be an independent director, as defined by the Governance Standards. The members of this Committee are Messrs. Robotti (Chairman), Cloues and Russo, each of whom has been determined by the Board to be an independent director within the meaning of the Governance Standards. This Committee reports regularly to the Board concerning its activities. The Compensation and Human Resources Committee held two meetings during the last fiscal year.

The Compensation and Human Resources Committee is responsible for reviewing and approving corporate goals and objectives applicable to the Company's chief executive officer and determining his compensation and that of the Company's other executive officers and making recommendations to the Board concerning other matters relating to executive officer and director compensation. With respect to salaries, bonuses and other compensation and benefits, the decisions and recommendations of the Compensation and Human Resources Committee are subjective and are not based on any list of specific criteria. In the past, factors influencing the Committee's decisions regarding executive salaries have included the Committee's assessment of the executive's performance and any changes in functional responsibility. In determining the salary to be paid to a particular individual, the Committee applies these and other criteria, while also using its best judgment of compensation applicable to other executives holding comparable positions both within the Company and at other companies. Executive officers of the Company do not play a role in determining their compensation. Neither the Board nor the Committee has engaged compensation consultants for the purposes of determining or advising upon executive or director compensation.

### Risk Oversight

The Board is actively involved in risk oversight and management of risk. The Board has ultimate responsibility for the oversight of risks facing the Company and for the management of those risks, including overseeing cybersecurity and other information technology security matters, with the Audit Committee conducting preliminary evaluations of risk and addressing risk prior to review by the Board. The Audit Committee considers and reviews with management the Company's internal control processes. The Audit Committee also considers and reviews with the Company's independent registered public accounting firm the adequacy of the Company's internal controls, including the processes for identifying significant risks or exposures, and elicits recommendations for the improvement of such procedures where needed. In addition to the Audit Committee's role, the full Board is involved in the oversight and administration of risk and risk management practices by overseeing members of senior management in their risk management capacities. Members of the Company's senior management have day-to-day responsibility for risk management and establishing risk management practices, and members of management are expected to report matters relating specifically to the Audit Committee directly thereto, and to report all other matters directly to the Chairman of the Board or the Board as a whole. Members of the Company's senior management have an open line of communication to the Chairman of the Board and the Board as a whole and have the discretion to raise issues from time-to-time in any manner they deem appropriate, and management's reporting on issues relating to risk management typically occurs through direct communication with directors, the Chairman of the Board or the Audit Committee as matters requiring attention arise.

In furtherance of its risk oversight responsibilities, the Board has evaluated the Company's overall compensation policies and practices for its employees to determine whether such policies and practices create incentives that could reasonably be expected to affect the risks faced by the Company and its management, has further assessed whether any risks arising from these policies and practices are reasonably likely to have a material adverse effect on the Company, and has concluded that the risks

arising from the Company’s policies and practices are not reasonably likely to have a material adverse effect on the Company.

No Material Proceedings

As of August 2, 2023, there are no material proceedings to which any director, executive officer or affiliate of the Company or any owner of more than five percent of the Common Stock, or any associate of any of the foregoing, (i) is a party adverse to the Company or any of its subsidiaries or (ii) has a material interest adverse to the Company or any of its subsidiaries.

**EXECUTIVE OFFICERS**

For information with respect to executive officers, see “Information about the Company’s Executive Officers” in Part I of the Company’s Annual Report on Form 10-K for the year ended April 30, 2023, filed pursuant to the Securities Exchange Act of 1934, as amended.

**COMPENSATION OF EXECUTIVE OFFICERS**

The following table contains summary information regarding the compensation of the Company’s executive officers as required by Item 402(n) of Regulation S-K.

**Summary Compensation Table**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards<sup>(1)</sup> (\$)</b>	<b>Option Awards<sup>(1)</sup> (\$)</b>	<b>All Other Compensation<sup>(2)</sup> (\$)</b>	<b>Total (\$)</b>
Christopher V. Vitale President and Chief Executive Officer of the Company	2023	346,500	150,000	89,300	-	14,540	600,340
	2022	332,700	100,000	69,000	252,110	14,020	767,830
Adrienne M. Uleau Vice President, Finance and Accounting of the Company	2023	166,500	55,000	23,500	-	7,720	252,720
	2022	153,800	41,000	28,750	-	6,420	229,970

(1) The amounts indicated represent the grant date fair value related to awards of restricted stock and options granted during 2023 and 2022 computed in accordance with stock-based accounting rules (Financial Accounting Standards Board Accounting Standards Codification Topic 718). The determination of this value is based on the methodology set forth in Note 11 to the Company’s audited financial statements included in the Company’s Annual Report on Form 10-K for the year ended April 30, 2023.

(2) The amounts reported include payment of life insurance premiums and matching contributions to the Company’s Simple IRA plan.

**Outstanding Equity Awards at April 30, 2023**

Name	Option Awards			Stock Awards	
	Equity incentive plan awards: Number of securities underlying unexercised unearned options	Option exercise price (\$)	Option expiration date	Equity Incentive Plan Awards	
				Number of Unearned Shares, Units or Other Rights that have not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights that have not Vested <sup>(1)</sup> (\$)
Christopher V. Vitale	50,000 <sup>(2)</sup>	14.24	11/1/2031	14,000 <sup>(3)</sup>	194,600
Adrienne M. Uleau	-	-	-	4,767 <sup>(4)</sup>	66,261

- (1) Value is based on the closing price per share of Common Stock of \$13.90 on April 28, 2023, as reported on the New York Stock Exchange.
- (2) In November 2021, the Company granted Mr. Vitale an option to purchase 50,000 shares of Common Stock under the AMREP Corporation 2016 Equity Compensation Plan with an exercise price of \$14.24 per share, which was the closing price on the New York Stock Exchange on the date of grant. The option will become exercisable for 100% of the option shares on November 1, 2026 if Mr. Vitale is employed by, or providing service to, the Company on such date. Subject to the definitions in the AMREP Corporation 2016 Equity Compensation Plan, in the event (a) Mr. Vitale has a termination of employment with the Company on account of death or disability, (b) the Company terminates Mr. Vitale's employment with the Company for any reason other than cause or (c) of a change in control, then the option will become immediately exercisable for 100% of the option shares. The option has a term of ten years from the date of grant and terminates at the expiration of that period. The option automatically terminates upon: (i) the expiration of the three month period after Mr. Vitale ceases to be employed by the Company, if the termination of his employment by Mr. Vitale or the Company is for any reason other than as hereinafter set forth in clauses (ii), (iii) or (iv); (ii) the expiration of the one year period after Mr. Vitale ceases to be employed by the Company on account of Mr. Vitale's disability; (iii) the expiration of the one year period after Mr. Vitale ceases to be employed by the Company, if Mr. Vitale dies while employed by the Company; or (iv) the date on which Mr. Vitale ceases to be employed by the Company, if the termination is for cause. If Mr. Vitale engages in conduct that constitutes cause after Mr. Vitale's employment terminates, the option immediately terminates. Notwithstanding the foregoing, in no event may the option be exercised after the date that is immediately before the tenth anniversary of the date of grant. Except as described above, any portion of the option that is not exercisable at the time Mr. Vitale has a termination of employment with the Company immediately terminates.
- (3) 2,000 restricted shares of Common Stock that vested on July 7, 2023, 2,666 restricted shares of Common Stock that vested on July 13, 2023, 2,000 restricted shares of Common Stock that vested on July 17, 2023, 2,000 restricted shares of Common Stock that will vest on July 7, 2024, 2,666 restricted shares of Common Stock that will vest on July 13, 2024 and 2,668 restricted shares of Common Stock that will vest on July 13, 2025, subject in each case to the continued employment of Mr. Vitale on each vesting date.
- (4) 833 restricted shares of Common Stock that vested on July 7, 2023, 700 restricted shares of Common Stock that vested on July 13, 2023, 1,000 restricted shares of Common Stock that vested on July 15, 2023, 834 restricted shares of Common Stock that will vest on July 7, 2024, 700 restricted shares of

Common Stock that will vest on July 13, 2024 and 700 restricted shares of Common Stock that will vest on July 13, 2025, subject in each case to the continued employment of Ms. Uleau on each vesting date.

On July 12, 2023, the Company approved the following compensation for Mr. Vitale and Ms. Uleau:

- effective as of July 17, 2023, the annual base salary for Mr. Vitale was changed from \$350,000 to \$360,000 and the annual base salary for Ms. Uleau was changed from \$170,000 to \$175,000;
- Mr. Vitale was awarded a cash bonus of \$165,000 and Ms. Uleau was awarded a cash bonus of \$60,000; and
- the Company awarded Mr. Vitale 8,000 restricted shares of Common Stock of the Company under the AMREP Corporation 2016 Equity Compensation Plan that vest as follows: 2,666 shares on July 12, 2024, 2,667 shares on July 12, 2025 and 2,667 shares on July 12, 2026, subject to the continued employment of Mr. Vitale on each vesting date and the Company awarded Ms. Uleau 2,100 restricted shares of Common Stock of the Company under the AMREP Corporation 2016 Equity Compensation Plan that vest as follows: 700 shares on July 12, 2024, 700 shares on July 12, 2025 and 700 shares on July 12, 2026, subject to the continued employment of Ms. Uleau on each vesting date.

In November 2021, the Company entered into an employment agreement with Mr. Vitale. Pursuant to the employment agreement,

- Mr. Vitale will serve as the President and Chief Executive Officer of the Company.
- The parties agreed to provisions relating to vacation, paid-time-off, office location, confidentiality, invention assignment, non-competition and non-solicitation.
- Upon any termination of Mr. Vitale's employment, the Company will pay and issue to Mr. Vitale any earned but unpaid base salary, the dollar value equivalent of the number of days of vacation and paid-time-off earned but not used, unreimbursed business expenses, unpaid bonus previously awarded by the Company and vested benefits, equity awards or payments (excluding any severance benefits or payments) payable or issuable under any policy or plan of the Company or under any equity award agreement or other arrangement between the Company and Mr. Vitale.
- Upon any termination of Mr. Vitale's employment due to the death of Mr. Vitale, the Company will pay to Mr. Vitale's executors, administrators or personal representatives, an amount equal to his then-annual base salary which he would otherwise have earned for the month in which he dies and for three months thereafter.
- Upon any termination of Mr. Vitale's employment by Mr. Vitale for Good Reason or the Company without Cause and delivery by Mr. Vitale of a release of claims to the Company, the Company will pay or provide to Mr. Vitale (a) a lump sum amount equal to 200% of the highest of (i) Mr. Vitale's annual base salary in effect immediately prior to the termination date, (ii) Mr. Vitale's annual base salary in effect on the date 210 days prior to the termination date or (iii) in the event the termination of Mr. Vitale's employment was for Good Reason, Mr. Vitale's annual base salary in effect prior to the event constituting Good Reason; and (b) all restricted stock, stock options and other outstanding equity grants with respect to the Company that are held by Mr. Vitale immediately prior to the termination date will become fully vested and, as applicable, fully exercisable as of the termination date.

- For purposes of the employment agreement, the term “Good Reason” means any of the following actions taken by the Company without Mr. Vitale’s consent: a diminution in base salary of more than five percent; the removal of Mr. Vitale as the President and Chief Executive Officer of the Company; a material diminution in Mr. Vitale’s authority, duties or responsibilities as the President and Chief Executive Officer of the Company; assigning any material new duties or responsibilities to Mr. Vitale in addition to those normally associated with his role as President and Chief Executive Officer of the Company; the Company ceasing to be a company subject to the periodic and current reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, or ceasing to have its Common Stock traded on an exchange registered as a national securities exchange under Section 6 of the Securities Exchange Act of 1934, as amended; a requirement that Mr. Vitale relocate his office other than as permitted by the employment agreement; or the failure of the Company to observe or perform any of its obligations to Mr. Vitale under the employment agreement.
- For purposes of the employment agreement, the term “Cause” means the failure of Mr. Vitale to observe or perform (other than by reason of illness, injury, disability or incapacity) any of the material terms or provisions of the employment agreement, conviction of a felony or other crime involving moral turpitude, misappropriation of funds of the Company, the commission of an act of dishonesty by Mr. Vitale resulting in or intended to result in wrongful personal gain or enrichment at the expense of the Company or a material breach (other than by reason of illness, injury, disability or incapacity) of any written employment or other policy of the Company.
- Upon any termination of Mr. Vitale’s employment in connection with a long-term disability, by Mr. Vitale for Good Reason or by the Company without Cause, the Company will pay to Mr. Vitale a lump sum cash payment equal to 200% of the annual cost of medical and other health care benefits for Mr. Vitale, his spouse and his other dependents and an amount equal to the estimated federal, state and local income and FICA taxes related thereto.
- Payments under the employment agreement may be adjusted as a result of section 409A and section 280G of the Internal Revenue Code of 1986, as amended.
- In the event Mr. Vitale is made, or threatened to be made, a party to any legal action or proceeding, whether civil or criminal, including any governmental or regulatory proceeding or investigation, by reason of the fact that Mr. Vitale is or was a director or senior officer of the Company, the Company will defend, indemnify and hold harmless Mr. Vitale, and the Company will promptly pay or reimburse Mr. Vitale’s related expenses to the fullest extent contemplated or permitted from time to time by applicable law and required by the Company’s Certificate of Incorporation. During Mr. Vitale’s employment with the Company and after termination of any such employment for any reason, the Company will cover Mr. Vitale under the Company’s directors’ and officers’ insurance policy applicable to other officers and directors according to the terms of such policy, but in no event for a period of time to exceed six years after the termination date.

Other than as described above, the Company’s executive officers are not subject to agreements or other arrangements that provide for payments upon a change in control of the Company and the Company’s policies for severance payments upon termination of employment apply to the executive officers on the same basis as the Company’s other salaried employees. The Compensation and Human Resources Committee retains the discretion to enter into severance agreements with individual executive officers on terms satisfactory to it. Under the terms of the AMREP Corporation 2016 Equity Compensation Plan and subject to the provisions of the applicable award agreement, restrictions on certain awards under the AMREP Corporation 2016 Equity Compensation Plan shall automatically lapse upon a change in control of the Company.

## PAY VERSUS PERFORMANCE

The following table sets forth information regarding the Company’s performance and the “compensation actually paid” to the Company’s named executive officers, as calculated in accordance with Item 402(v) of Regulation S-K.

Pay Versus Performance						
Year	Summary Compensation Table total for PEO <sup>(1)</sup> (\$)	Compensation actually paid to PEO (\$)	Average summary compensation table total for non-PEO named executive officers <sup>(2)</sup> (\$)	Average compensation actually paid to non-PEO named executive officers (\$)	Value of initial fixed \$100 investment based on total shareholder return <sup>(3)</sup> (\$)	Net Income (\$)
2023	600,340	647,581 <sup>(4)</sup>	252,720	258,398 <sup>(5)</sup>	129.91	21,790,000
2022	767,830	804,537 <sup>(6)</sup>	229,970	238,040 <sup>(7)</sup>	120.19	15,862,000

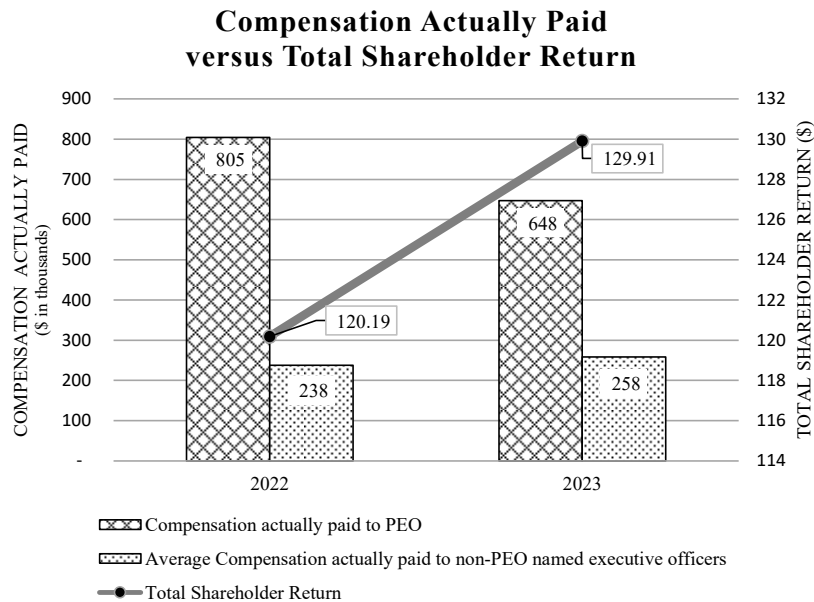
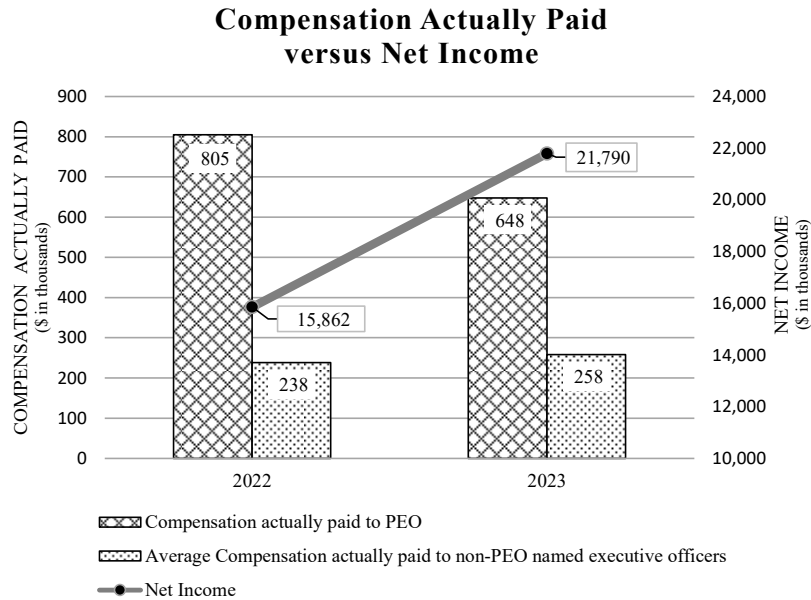
- (1) Christopher V. Vitale served as principal executive officer (“PEO”) of the Company for 2023 and 2022.
- (2) Adrienne M. Uleau, Vice President, Finance and Accounting of the Company, served as the only non-PEO named executive officer of the Company for 2023 and 2022.
- (3) For purposes of calculating total shareholder return, the measurement period is the market close on the last trading day in 2021, through and including the end of the fiscal year for which total shareholder return is being calculated. The closing price per share of the Company’s common stock on the last trading day in 2021 was \$10.70, in 2022 was \$12.86 and in 2023 was \$13.90.
- (4) For compensation actually paid to PEO in 2023, the Summary Compensation Table total for the PEO is adjusted to reflect the following changes:
  - \$89,350 was deducted representing the amount reported in the Stock Awards and Option Awards columns of the Summary Compensation Table in 2023;
  - \$111,200 was added representing the fair value as of the end of 2023 of all stock or option awards granted during 2023 that are outstanding and unvested as of the end of 2023;
  - \$36,086 was added representing the change as of the end of 2023 (from the end of 2022) in fair value of any stock or option awards granted prior to 2023 that are outstanding and unvested as of the end of 2023; and
  - \$10,695 was deducted representing the change as of the vesting date (from the end of 2022) in fair value of any stock or option awards granted prior to 2023 for which all applicable vesting conditions were satisfied at the end of or during 2023.
- (5) For compensation actually paid to non-PEO named executive officers in 2023, the Summary Compensation Table total for the non-PEO named executive officers is adjusted to reflect the following changes:
  - \$23,454 was deducted representing the amount reported in the Stock Awards and Option Awards columns of the Summary Compensation Table in 2023;
  - \$29,190 was added representing the fair value as of the end of 2023 of all stock or option awards granted during 2023 that are outstanding and unvested as of the end of 2023;

- \$2,774 was added representing the change as of the end of 2023 (from the end of 2022) in fair value of any stock or option awards granted prior to 2023 that are outstanding and unvested as of the end of 2023; and
  - \$2,831 was deducted representing the change as of the vesting date (from the end of 2022) in fair value of any stock or option awards granted prior to 2023 for which all applicable vesting conditions were satisfied at the end of or during 2023.
- (6) For compensation actually paid to PEO in 2022, the Summary Compensation Table total for the PEO is adjusted to reflect the following changes:
- \$321,110 was deducted representing the amount reported in the Stock Awards and Option Awards columns of the Summary Compensation Table in 2022;
  - \$329,699 was added representing the fair value as of the end of 2022 of all stock or option awards granted during 2022 that are outstanding and unvested as of the end of 2022;
  - \$14,040 was added representing the change as of the end of 2022 (from the end of 2021) in fair value of any stock or option awards granted prior to 2022 that are outstanding and unvested as of the end of 2022; and
  - \$14,079 was added representing the change as of the vesting date (from the end of 2021) in fair value of any stock or option awards granted prior to 2022 for which all applicable vesting conditions were satisfied at the end of or during 2022.
- (7) For compensation actually paid to non-PEO named executive officers in 2022, the Summary Compensation Table total for the non-PEO named executive officers is adjusted to reflect the following changes:
- \$28,750 was deducted representing the amount reported in the Stock Awards and Option Awards columns of the Summary Compensation Table in 2022;
  - \$32,150 was added representing the fair value as of the end of 2022 of all stock or option awards granted during 2022 that are outstanding and unvested as of the end of 2022;
  - \$4,320 was added representing the change as of the end of 2022 (from the end of 2021) in fair value of any stock or option awards granted prior to 2022 that are outstanding and unvested as of the end of 2022; and
  - \$350 was added representing the change as of the vesting date (from the end of 2021) in fair value of any stock or option awards granted prior to 2022 for which all applicable vesting conditions were satisfied at the end of or during 2022.



## Relationship between Company Performance and Compensation Actually Paid

The following charts show the relationship of the compensation actually paid to PEO and compensation actually paid to non-PEO named executive officers to net income and total shareholder return:



## COMPENSATION OF DIRECTORS

Compensation for the non-employee members of the Board is approved by the Board, which considers recommendations for director compensation from the Company's Compensation and Human Resources Committee. Compensation provided to the non-employee members of the Board is as follows:

- Each non-employee member of the Board is paid an annual cash fee of \$30,000 in equal quarterly installments.
- On the last trading day of each calendar year, each non-employee member of the Board will be issued the number of deferred common share units of the Company under the AMREP Corporation 2016 Equity Compensation Plan equal to \$30,000 divided by the closing price per share of Common Stock reported on the New York Stock Exchange on such date.
- The Chairman of the Audit Committee is paid an annual fee of \$7,500 in equal quarterly installments. The Chairman of the Compensation and Human Resources Committee is paid an annual fee of \$3,750 in equal quarterly installments. Other members of the Audit Committee and the Compensation and Human Resources Committee are not paid any fee with respect to service on such committees. The members of the Nominating and Corporate Governance Committee, including its Chairman, serve without additional compensation.
- In addition to the fees described above, Edward B. Cloues, II is paid an annual fee of \$95,000 for his services as Chairman of the Board in equal monthly installments.
- All amounts are pro-rated to reflect any director's removal or retirement from the Board, any decision that a director not stand for reelection to the Board or any new director being appointed or elected to the Board; provided that, any deferred common share units of the Company that would have been issued on the last trading day of a calendar year to a director who ceased to be a director prior to such issuance date shall be paid in cash rather than as deferred common share units of the Company, where the cash payment will equal the number of shares underlying the pro rata number of deferred common share units that would have been issued to the director multiplied by the closing price per share of Common Stock reported on the New York Stock Exchange on the last trading day of the calendar year.
- There are no separate meetings fees for the Board or any committee thereof.

The Board believes that significant stock ownership by Board members further aligns their interests with the interests of the Company's shareholders. Accordingly, each current non-employee director is expected to maintain ownership of at least 30,000 shares of Common Stock of the Company. Newly elected non-employee directors would be expected to meet this level of ownership within five years of their election to the Board and to maintain such ownership thereafter. Non-employee members of the Board may satisfy the ownership guidelines with Common Stock in these categories: shares owned directly or indirectly and time-vested restricted stock, deferred stock units or restricted stock units. The Board may modify this policy in its discretion.

The following table summarizes the compensation earned by the Company's directors for 2023:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(1)(2)</sup>	Total (\$)
Edward B. Cloues, II	132,500	30,000	162,500
Robert E. Robotti	33,750	30,000	63,750
Albert V. Russo	30,000	30,000	60,000

- (1) The amounts indicated represent the grant date fair value related to awards of deferred common share units during 2023 computed in accordance with stock-based accounting rules (Financial Accounting Standards Board Accounting Standards Codification Topic 718). The determination of this value is based on the methodology set forth in Note 11 to the Company's audited financial statements included in the Company's Annual Report on Form 10-K for the year ended April 30, 2023.
- (2) The following table sets forth the number of deferred common share units issued to each non-employee director on the last trading day of calendar year 2022 and the total number of deferred common share units outstanding with respect to each non-employee director (where each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow such director's termination of service as a director of the Company).

Name	Deferred Common Share Units Issued on the Last Trading Day of Calendar Year 2022	Total Outstanding Deferred Common Share Units
Edward B. Cloues, II	2,597	20,493
Robert E. Robotti	2,597	19,280
Albert V. Russo	2,597	20,493

#### EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of April 30, 2023 concerning Common Stock of the Company that is issuable under its compensation plans.

Plan Category	(A) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(B) Weighted average exercise price of outstanding options, warrants and rights	(C) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by shareholders	110,266 <sup>(1)</sup>	\$6.46 <sup>(2)</sup>	391,039 <sup>(3)</sup>
Equity compensation plans not approved by shareholders	-	-	-
Total	110,266	-	391,039

- (1) Represents 60,266 deferred common share units issued to non-employee directors pursuant to the AMREP Corporation 2016 Equity Compensation Plan (where each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow such director's termination of service as a director of the Company) and an option to purchase 50,000 shares of Common Stock issued to Mr. Vitale.
- (2) Represents the exercise price of \$14.24 per share for the option to purchase 50,000 shares of Common Stock issued to Mr. Vitale and the zero exercise price for the 60,266 deferred common share units issued to non-employee directors pursuant to the AMREP Corporation 2016 Equity Compensation Plan (where each deferred common share unit represents the right to receive one share

of Common Stock within 30 days after the first day of the month to follow such director's termination of service as a director of the Company).

- (3) Represents shares of Common Stock available for grant under the AMREP Corporation 2016 Equity Compensation Plan less outstanding grants previously made under the plan and the number of shares of Common Stock issued to former directors based on an equal number of outstanding deferred common share units previously issued, but does not include the number of shares of Common Stock to be issued to current directors pursuant to the deferred common share units described in Column A and the number of shares of Common Stock that may be issued pursuant to the option described in Column A.

### **TRANSACTIONS WITH RELATED PERSONS**

In March 2022, the Company acquired an aggregate of 2,096,061 shares of Common Stock, representing 28.6% of the Company's then-outstanding shares, from the Estate of Nicholas G. Karabots, Glendi Publications, Inc. and Kappa Media Group, Inc. at a price of \$10.45 per share in a privately negotiated transaction. The total purchase price was \$21,903,837.45. The closing price per share of Common Stock reported on the New York Stock Exchange was \$11.47 on the last trading day prior to the acquisition. As of the date of closing of the transaction, the repurchased shares were retired and returned to the status of authorized but unissued shares of Common Stock. There are no other transactions with related persons that are required to be disclosed under Item 404(a) of Regulation S-K.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

During 2023, there were no interlocking relationships involving the Company's Board of Directors or Compensation and Human Resources Committee, or the board of directors or compensation committee of any other company, that are required to be disclosed under Item 407 of Regulation S-K.

### **DELINQUENT SECTION 16(a) REPORTS**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's directors, officers and holders of more than 10% of its Common Stock to file initial reports of ownership and reports of changes of ownership of the Common Stock with the Securities and Exchange Commission and the New York Stock Exchange. Based solely on a review of the copies of the reports filed electronically with the Securities and Exchange Commission and certain written representations from the directors and executive officers, the Company believes that for 2023 all required Section 16(a) reports were filed on a timely basis, except that Edward B. Cloues, II failed to file on a timely basis one Section 16(a) report during 2023 with respect to one transaction (namely, Mr. Cloues filed a Form 4 on September 26, 2022 with respect to an acquisition of Common Stock that occurred on September 21, 2022) and that James H. Dahl and Rainey E. Lancaster failed to file on a timely basis Section 16(a) reports during 2023 with respect to multiple transactions (namely, Mr. Dahl and Ms. Lancaster filed a Form 4 on July 10, 2023 with respect to the acquisition of 25,361 shares of Common Stock that occurred in a series of transactions starting on July 22, 2022 and ending on December 28, 2022 and Mr. Dahl and Ms. Lancaster filed a Form 3 on July 10, 2023 with respect to the acquisition of 707,011 shares of Common Stock from March 28, 2022).

### **AUDIT-RELATED MATTERS**

The consolidated financial statements of the Company and its subsidiaries included in the Company's Annual Report on Form 10-K for the year ended April 30, 2023 have been audited by Baker Tilly US, LLP, an independent registered public accounting firm.

## **Audit Committee Report**

The Audit Committee has reviewed and discussed the Company's audited financial statements for 2023 with management, which has primary responsibility for the financial statements. Baker Tilly US, LLP, as the Company's independent registered public accounting firm for 2023, is responsible for expressing an opinion on the conformity of the Company's audited financial statements with U.S. generally accepted accounting principles. The Audit Committee has discussed with Baker Tilly US, LLP the matters that are required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission. Baker Tilly US, LLP has provided to the Audit Committee the written disclosures and the letter required by the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Baker Tilly US, LLP that firm's independence. Based on these considerations, the Audit Committee has recommended to the Board that the financial statements audited by Baker Tilly US, LLP be included in the Company's Annual Report on Form 10-K for 2023 for filing with the Securities and Exchange Commission.

The foregoing report is provided by the following directors who constitute the Audit Committee:

Edward B. Cloues, II, *Chairman*  
Robert E. Robotti  
Albert V. Russo

Dated: July 12, 2023

## **OTHER MATTERS**

The Board knows of no matters that will be presented for consideration at the Annual Meeting other than the matters referred to in this Proxy Statement. Should any other matters properly come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote such proxy in accordance with their best judgment.

## **SOLICITATION OF PROXIES**

The Company will bear the cost of this solicitation of proxies. In addition to solicitation of proxies by mail, the Company may reimburse brokers and other nominees for the expense of forwarding proxy materials to the beneficial owners of Common Stock held in their names. Directors, officers and employees of the Company may solicit proxies on behalf of the Board but will not receive any additional compensation therefor.

## **SHAREHOLDER PROPOSALS AND NOMINEES**

From time to time, shareholders present proposals that may be proper subjects for inclusion in the Proxy Statement and for consideration at an annual meeting of shareholders. Shareholders who intend to present proposals at the 2024 Annual Meeting of Shareholders and who wish to have such proposals included in the Company's proxy statement for the 2024 Annual Meeting of Shareholders must be certain that such proposals are received by the Company's Secretary at the Company's executive offices, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083, not later than April 4, 2024. Such proposals must meet the requirements set forth in the rules and regulations of the Securities and Exchange Commission in order to be eligible for inclusion in the Company's proxy statement.

Shareholder proposals not included in the Company's proxy statement and shareholder nominations for director by a shareholder may be brought before an annual meeting of shareholders in accordance with the advance notice procedures described in the Company's By-Laws. In general, notice must be received by the Corporate Secretary not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting and must contain specified information

concerning the matters to be brought before such meeting and concerning the shareholder proposing such matters. For the 2024 Annual Meeting of Shareholders, the Company's Secretary must receive notice of the proposal on or after May 10, 2024 and no later than June 9, 2024. Shareholder proposals must be in proper written form and must meet the detailed disclosure requirements set forth in the Company's By-Laws, including a description of the proposal, the name of the shareholder and beneficial owner, if any, and such parties' stock holdings and derivative positions in the Company's securities, if any. If the Company holds the 2024 Annual Meeting of Shareholders more than 30 days earlier or more than 60 days later than such anniversary date, the Company must receive your notice not earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

The Company's By-Laws also require that shareholder proposals concerning nomination of directors provide additional disclosure, including information the Company deems appropriate to ascertain the nominee's qualifications to serve on the Board, disclosure of compensation arrangements between the nominee, the nominating shareholder and the underlying beneficial owner, if any, and other information required to comply with the proxy rules and applicable law. The specific requirements of these advance notice provisions are set forth in Section 11 of the Company's By-Laws, a copy of which is available upon request. In addition, for shareholder proposals concerning nomination of directors to be included on the Company's universal proxy card in connection with the 2024 Annual Meeting of Shareholders, the notice to the Company must also include the information required by 17 CFR §240.14a-19. All shareholder proposals and director nominations pursuant to the advance notice provision in the Company's By-Laws should be sent to the Company's Secretary at the offices of the Company, 850 West Chester Pike, Suite 205, Havertown, Pennsylvania 19083.

#### **HOUSEHOLDING OF PROXY MATERIALS**

The Securities and Exchange Commission has adopted rules that permit companies and intermediaries to satisfy delivery requirements for proxy statements and annual reports to shareholders and, if applicable, notices of Internet availability of proxy materials, with respect to two or more shareholders sharing the same address by delivering a single copy of the material addressed to those shareholders. This process, commonly referred to as "householding," is designed to reduce duplicate printing and postage costs. The Company and some brokers may household notices of Internet availability of proxy materials, annual reports to shareholders and proxy materials, by delivering a single copy of the material to multiple shareholders sharing the same address unless contrary instructions have been received from the affected shareholders.

If a shareholder wishes to receive a separate notice of Internet availability of proxy materials, the annual report to shareholders or proxy statement, or if a shareholder received multiple copies of some or all of these materials and would prefer to receive a single copy in the future, the shareholder should submit a request by phone or in writing to the shareholder's broker if the shares are held in a brokerage account or, if the shares are registered in the name of the shareholder, to the Company's transfer agent, Continental Stock Transfer & Trust Company, Attn: Customer Service, 1 State Street, 30th Floor, New York, NY 10004-1561, [cstmail@continentalstock.com](mailto:cstmail@continentalstock.com), 800-509-5586.

By Order of the Board of Directors

Christopher V. Vitale, *President, Chief  
Executive Officer and Secretary*

Dated: August 2, 2023

## **Appendix A**

### **Annual Report to Shareholders**

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

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended April 30, 2023

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 1-4702

**AMREP CORPORATION**

(Exact name of Registrant as specified in its charter)

<u>Oklahoma</u> (State or other jurisdiction of incorporation or organization)	<u>59-0936128</u> (IRS Employer Identification No.)
<u>850 West Chester Pike, Suite 205, Havertown, PA</u> (Address of principal executive offices)	<u>19083</u> (Zip Code)

Registrant's telephone number, including area code: (610) 487-0905

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock \$0.10 par value	AXR	New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"). Yes  No

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

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

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input checked="" type="checkbox"/>
Emerging growth company <input type="checkbox"/>	

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

As of October 31, 2022, which was the last business day of the Registrant's most recently completed second fiscal quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was \$46,091,272. Such aggregate market value was computed by reference to the closing sale price of the registrant's Common Stock as quoted on the New York Stock Exchange on such date. For purposes of making this calculation only, the registrant has defined affiliates as including all directors and executive officers and certain persons related to them. In making such calculation, the registrant is not making a determination of the affiliate or non-affiliate status of any holders of shares of Common Stock.

As of July 10, 2023, there were 5,254,909 shares of the registrant's Common Stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

As stated in Part III of this annual report on Form 10-K, portions of the registrant's definitive proxy statement to be filed within 120 days after the end of the fiscal year covered by this annual report on Form 10-K are incorporated herein by reference.

All references to the Company in this annual report on Form 10-K include the Registrant and its subsidiaries. Many of the amounts and percentages presented in this annual report on Form 10-K have been rounded for convenience of presentation. All references in this annual report on Form 10-K to 2023 and 2022 mean the Company's fiscal years ended April 30, 2023 and 2022, unless the context otherwise indicates.

## **PART I**

### **Item 1. Business**

AMREP Corporation was organized in 1961 as an Oklahoma corporation and, through its subsidiaries, is primarily engaged in two business segments: land development and homebuilding. The Company has no foreign sales or activities outside the United States. The Company conducts a substantial portion of its business in Rio Rancho, New Mexico ("Rio Rancho") and certain adjoining areas of Sandoval County, New Mexico. Rio Rancho is the third largest city in New Mexico with a population of approximately 108,000.

#### **Land Development**

As of April 30, 2023, the Company owned approximately 17,000 acres in Sandoval County, New Mexico. The Company offers for sale both developed and undeveloped real property to national, regional and local homebuilders, commercial and industrial property developers and others. Activities conducted or arranged by the Company include land and site planning, obtaining governmental and environmental approvals ("entitlements"), installing utilities and storm drains, ensuring the availability of water service, building or improving roads necessary for land development and constructing community amenities. The Company develops both residential lots and sites for commercial and industrial use as demand warrants. Engineering work is performed by both the Company's employees and outside firms, but development work is generally performed by outside contractors. The Company also provides limited landscaping services, generally servicing homebuilders and homeowners' associations.

The Company markets land for sale or lease both directly and through brokers. With respect to residential development, the Company generally focuses its sales efforts on a limited number of homebuilders, with 95% of 2023 developed residential land sale revenues having been made to four homebuilders. The number of new construction single-family residential starts in Rio Rancho by the Company, the Company's customers and other builders was 585 in 2023 and 876 in 2022. The development of residential, commercial and industrial properties requires, among other things, financing or other sources of funding, which may not be available.

The Company opportunistically acquires land, focusing primarily in New Mexico, after completion of market research, soil tests, environmental studies and other engineering work, a review of zoning and other governmental requirements, discussions with homebuilders or other prospective end-users of the property and financial analysis of the project and estimated development costs.

The continuity and future growth of the Company's real estate business, if the Company pursues such growth, will require that the Company acquire new properties in New Mexico or expand to other markets to provide sufficient assets to support a meaningful real estate business. The Company competes with other owners and developers of land that offer for sale developed and undeveloped residential lots and sites for commercial and industrial use.

The following table presents information on the large land development projects of the Company in New Mexico as of April 30, 2023:

	Developed <sup>1</sup>		Under Development <sup>2</sup>		Undeveloped <sup>3</sup>
	Residential	Commercial / Industrial	Residential	Commercial / Industrial	
	Lots	Acres	Acres	Acres	Acres
Lomas Encantadas	103	-	198	6	-
Hawk Site	89	-	103	129	-
Hawk Adjacent	-	-	44	-	-
Enchanted Hills/ Commerce Center	-	29	-	-	-
Papillon	-	-	-	-	308
Paseo Gateway	-	-	-	-	290
La Mirada	-	-	7	2	-

Lomas Encantadas is located in the eastern section of Unit 20 in Rio Rancho. Hawk Site and Hawk Adjacent are located in the northern section of Unit 25 in Rio Rancho. Enchanted Hills/Commerce Center is located in the eastern section of Unit 20 in Rio Rancho. Papillon is located in the northern section of Unit 25 in Rio Rancho. Paseo Gateway is located in the southern section of Unit 20 in Rio Rancho. La Mirada is located in Albuquerque, New Mexico.

The following table presents information on certain small residential land development projects of the Company in New Mexico as of April 30, 2023:

	Developed <sup>1</sup>	Under Development <sup>2</sup>	Location
	Lots	Acres	
Lavender Fields	15	-	Bernalillo County, New Mexico
Vista Entrada	6	-	Eastern section of Unit 20 in Rio Rancho
Tierra Contenta	30	-	Santa Fe, New Mexico
GeoPark	-	8	Santa Fe, New Mexico
Northern Meadows J-1	-	3	Southern section of Unit 22 in Rio Rancho

In addition to the property listed in the tables above, as of April 30, 2023, the Company held undeveloped property in Sandoval County, New Mexico of approximately 16,000 acres in high contiguous ownership areas and low contiguous ownership areas. High contiguous ownership areas may be suitable for special assessment districts or city redevelopment areas that may allow for development under the auspices of local government. Low contiguous ownership areas may require the purchase of a sufficient number of adjoining lots to create tracts suitable for development or may be offered for sale individually or in small groups.

Infrastructure Reimbursement Mechanisms. A portion of the Lomas Encantadas subdivision and a portion of the Enchanted Hills subdivision are subject to a public improvement district. The public improvement district reimburses

<sup>1</sup> Developed lots/acreage are any tracts of land owned by the Company that have been entitled with infrastructure work that is substantially complete.

<sup>2</sup> Acreage under development is real estate owned by the Company for which entitlement or infrastructure work is currently being completed. However, there is no assurance that the acreage under development will be developed because of the nature and cost of the approval and development process and market demand for a particular use. In addition, the mix of residential and commercial acreage under development may change prior to final development. The development of this acreage will require significant additional financing or other sources of funding, which may not be available.

<sup>3</sup> There is no assurance that undeveloped acreage will be developed because of the nature and cost of the approval and development process and market demand for a particular use. Undeveloped acreage is real estate that can be sold “as is” (e.g., where no entitlement or infrastructure work has begun on such property).

the Company for certain on-site and off-site costs of developing the subdivisions by imposing a special levy on the real property owners within the district. The Company has accepted discounted prepayments of amounts due under the public improvement district.

The Company instituted private infrastructure reimbursement covenants in Lavender Fields and on a portion of the property in Hawk Site. Similar to a public improvement district, the covenants are expected to reimburse the Company for certain on-site and off-site costs of developing the subject property by imposing an assessment on the real property owners subject to the covenants. The Company has accepted discounted prepayments of amounts due under the private infrastructure reimbursement covenants.

Impact fees are charges or assessments payable by homebuilders to local governing authorities in order to generate revenue for funding or recouping the costs of capital improvements or facility expansions necessitated by and attributable to the new development. The Company receives credits, allowances and offsets applicable to impact fees in connection with certain off-site costs incurred by the Company in developing subdivisions, which the Company generally sells to homebuilders.

Commercial Property. Out of the eight commercial lots in the La Mirada subdivision, the Company sold four of the commercial lots in 2023 and two of the commercial lots in 2022. As of April 30, 2023, the Company is in the process of constructing a 2,800 square foot single tenant building on a commercial lot in the La Mirada subdivision and a 2,800 square foot single tenant building on a commercial lot in Unit 10 in Rio Rancho. In 2022, the Company also sold approximately 1.8 acres of commercial property in the Enchanted Hills/Commerce Center subdivision.

Mineral Rights. The Company owns certain minerals and mineral rights in and under approximately 55,000 surface acres of land in Sandoval County, New Mexico.

Other Real Estate Interests. The Company owns an approximately 160-acre property in Brighton, Colorado planned for 410 homes. In 2022, the Company sold its approximately 5-acre property in Parker, Colorado and 143,000 square foot warehouse and office facility located in Palm Coast, Florida.

## **Homebuilding**

In fiscal year 2020, the Company commenced operations in New Mexico of its internal homebuilder, Amreston Homes. The Company offers a variety of home floor plans and elevations at different prices and with varying levels of options and amenities to meet the needs of homebuyers. The Company focuses on selling single-family detached and attached homes. The Company selects locations for homebuilding based on available land inventory and completion of a feasibility study. The Company utilizes internal and external sales brokers for home sales. Model homes are generally used to showcase the Company's homes and their design features. The Company provides built-to-order homes where construction of the homes does not begin until the customer signs the purchase agreement and speculative ("spec") homes for homebuyers that require a home within a short time frame. Sales contracts with homebuyers generally require payment of a deposit at the time of contract signing and sometimes additional deposits upon selection of certain options or upgrade features for their homes. Sales contracts also typically include a financing contingency that provides homebuyers with the right to cancel if they cannot obtain mortgage financing at specified interest rates within a specified period. Contracts may also include other contingencies, such as the sale of an existing home.

The construction of homes is conducted under the supervision of the Company's on-site construction field managers. Most construction work is performed by independent subcontractors under contracts that establish a specific scope of work at an agreed-upon price. Although the Company does not yet have sufficient historical experience to observe any seasonal effect on sales and construction activities, the Company does expect some seasonality in sales and construction activities which can affect the timing of closings. But any such seasonal effect on sales is expected to be relatively insignificant compared to the effect of the timing of opening of a property for sale and the subsequent timing of closings.

The housing industry in New Mexico is highly competitive. Numerous national, regional and local homebuilders compete for homebuyers on the basis of location, price, quality, reputation, design and community amenities. This competition with other homebuilders could reduce the number of homes the Company delivers or cause the Company to accept reduced margins to maintain sales volume. The Company also competes with resales of existing homes and available rental housing. Increased competitive conditions in the residential resale or rental market could decrease demand for new homes or unfavorably impact pricing for new homes.

## **Materials and Labor**

During 2023 and 2022, the Company experienced supply chain constraints, increases in the prices of building materials, shortages of skilled labor and delays in municipal approvals and inspections in both the land development business segment and homebuilding business segment, which caused delays in construction and the realization of revenues and increases in cost of revenues. Generally, construction materials for the Company's operations are available from numerous sources. However, the cost and availability of certain building materials, especially lumber, steel, concrete, copper and petroleum-based materials, is influenced by changes in local and global commodity prices and capacity as well as government regulation, such as government-imposed tariffs or trade restrictions on supplies such as steel and lumber. The ability to consistently source qualified labor at reasonable prices remains challenging as labor supply growth has not kept pace with construction demand. To partially protect against changes in construction costs, labor and materials costs are generally established prior to or near the time when related sales contracts are signed with homebuilders or homebuyers. However, the Company cannot determine the extent to which necessary building materials and labor will be available at reasonable prices in the future.

## **Regulatory and Environmental Matters**

The Company's operations are subject to extensive regulations imposed and enforced by various federal, state and local governing authorities. These regulations are complex and include building codes, land zoning and other entitlement restrictions, health and safety regulations, labor practices, marketing and sales practices, environmental regulations and various other laws, rules and regulations. The applicable governing authorities frequently have broad discretion in administering these regulations. The Company may experience extended timelines for receiving required approvals from municipalities or other government agencies that can delay anticipated development and construction activities.

Government restrictions, standards and regulations intended to reduce greenhouse gas emissions or potential climate change impacts may result in restrictions on land development or homebuilding in certain areas and may increase energy, transportation or raw material costs, which could reduce the Company's profit margins and adversely affect the Company's results of operations. Weather conditions and natural disasters can harm the Company. The occurrence of natural disasters or severe weather conditions can adversely affect the cost or availability of materials or labor, delay or increase costs of land development or damage homes or land development under construction. These matters may result in delays, may cause the Company to incur substantial compliance, remediation, mitigation and other costs, and can prohibit or severely restrict land development and homebuilding activity in environmentally sensitive areas.

## **Human Capital Resources**

As of April 30, 2023, the Company employed 28 full-time employees. The Company believes the people who work for the Company are its most important resource and are critical to the Company's continued success. The Company focuses significant attention on attracting and retaining talented and experienced individuals to manage and support the Company's operations. The Company strives to reward employees through competitive industry pay, benefits and other programs; instill the Company's culture with a focus on ethical behavior; and enhance employees' performance through investments in technology, tools and training to enable employees to operate at a high level. The Company's employees are not represented by any union. The Company considers its employee relations to be good. The Company offers employees a broad range of company-paid benefits, and the Company believes its compensation package and benefits are competitive with others in the industry. All employees are expected to exhibit and promote honest, ethical and respectful conduct in the workplace. All employees must adhere to a code of conduct that sets standards for appropriate ethical behavior.

## **AVAILABLE INFORMATION**

The Company maintains a website at [www.amrepcorp.com](http://www.amrepcorp.com). The Company's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge through the Company's website as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission. The information found on the Company's website is not part of this or any other report that the Company files with, or furnishes to, the Securities and Exchange Commission.

In addition to the Company's website, the Securities and Exchange Commission maintains an Internet site that contains the Company's reports, proxy and information statements, and other information that the Company electronically files with, or furnishes to, the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov).

**Item 1A. Risk Factors**

As a smaller reporting company, the Company has elected not to provide the disclosure under this item.

**Item 1B. Unresolved Staff Comments**

Not applicable.

**Item 2. Properties**

The executive offices of the Company are located in approximately 1,400 square feet of leased space in an office building in Havertown, Pennsylvania. The offices of the Company's real estate business are located in approximately 5,400 square feet of space in a 7,000 square foot office building in Rio Rancho owned by the Company. In addition, real estate inventory and investment properties are described in Item 1 of Part I of this annual report on Form 10-K with certain mortgages associated with such real estate described in Item 7 of Part II of this annual report on Form 10-K. The Company believes its facilities are adequate for its current requirements.

**Item 3. Legal Proceedings**

The Company and its subsidiaries are involved in various pending or threatened claims and legal actions arising in the ordinary course of business. While the ultimate results of these matters cannot be predicted with certainty, management believes that they will not have a material adverse effect on the Company's consolidated financial position, liquidity or results of operations.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Information about the Company's Executive Officers**

Set forth below is certain information concerning persons who are the current executive officers of the Company.

**Christopher V. Vitale**, age 47, has been a director of the Company since 2021 and has been President and Chief Executive Officer of the Company since 2017. From 2014 to 2017, Mr. Vitale was Executive Vice President, Chief Administrative Officer and General Counsel of the Company and, from 2013 to 2014, he was Vice President and General Counsel of the Company. Prior to joining the Company, Mr. Vitale held various legal positions at Franklin Square Holdings, L.P., a national sponsor and distributor of investment products, from 2011 to 2013 and at WorldGate Communications, Inc., a provider of digital voice and video phone services and video phones, from 2009 to 2011. Prior to joining WorldGate, Mr. Vitale was an attorney with the law firms of Morgan, Lewis & Bockius LLP and Sullivan & Cromwell LLP.

**Adrienne M. Uleau**, age 55, has been Vice President, Finance and Accounting of the Company since March 2020. From August 2018 to March 2020, Ms. Uleau was Controller of the Company. Prior to joining the Company, Ms. Uleau had been Controller of United Tectonics Corp., a construction services company, from 2016 to August 2018. From 2014 to 2016, Ms. Uleau was Financial Manager of Cushman and Wakefield. Prior to 2014, Ms. Uleau held various accounting positions.

The executive officers are elected or appointed by the board of directors of the Company or its appropriate subsidiary to serve until the appointment or election of their successors or their earlier death, resignation or removal.

**PART II**

**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

The Company's common stock is traded on the New York Stock Exchange under the symbol "AXR". On July 7, 2023, there were 260 holders of record of the common stock.

The Company's common stock is often thinly traded. As a result, large transactions in the Company's common stock may be difficult to execute in a short time frame and may cause significant fluctuations in the price of the Company's

common stock. Among other reasons, the stock is thinly traded due to the fact that four of the Company's shareholders beneficially owned approximately 55.8% of the outstanding common stock as of July 17, 2023 according to available information. The average trading volume in the Company's common stock on the New York Stock Exchange over the thirty-day trading period ending on April 30, 2023 was 8,540 shares per day.

The Company is an Oklahoma corporation and the anti-takeover provisions of its certificate of incorporation and of Oklahoma law generally prohibit the Company from engaging in "business combinations" with an "interested shareholder," as those terms are defined therein, unless the holders of at least two-thirds of the Company's then outstanding common stock approve the transaction. Consequently, the concurrence of the Company's largest shareholders would generally be needed for any "interested shareholder" to acquire control of the Company, even if a change in control would be beneficial to the Company's other shareholders.

### **Equity Compensation Plan Information**

See Item 12, which incorporates such information by reference from the Company's Proxy Statement for its 2023 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission.

### **Dividend Policy**

The Company has paid no cash dividends on its common stock since fiscal year 2008. The Company may consider dividends from time-to-time in the future in light of conditions then existing, including earnings, financial condition, cash position, capital requirements and other needs. No assurance is given that there will be any such future dividends declared.

### **Item 6.            [Reserved]**

### **Item 7.            Management's Discussion and Analysis of Financial Condition and Results of Operations**

For a description of the Company's business, refer to Item 1 of Part I of this annual report on Form 10-K. As indicated in Item 1, the Company, through its subsidiaries, is primarily engaged in two business segments: land development and homebuilding. The Company has no foreign sales. The following provides information that management believes is relevant to an assessment and understanding of the Company's consolidated results of operations and financial condition. The discussion should be read in conjunction with the consolidated financial statements and accompanying notes.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Company prepares its financial statements in conformity with accounting principles generally accepted in the United States of America. The Company discloses its significant accounting policies in the notes to its audited consolidated financial statements.

The preparation of such financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of those financial statements as well as the amounts reported in the financial statements and accompanying notes. Areas that require significant judgments and estimates to be made include: (1) land sale cost of revenues, net calculations, which are based on land development budgets and estimates of costs to complete; (2) cash flows, asset groupings and valuation assumptions in performing asset impairment tests of long-lived assets and assets held for sale; (3) actuarially determined defined benefit pension obligations and other pension plan accounting and disclosures; (4) risk assessment of uncertain tax positions; and (5) the determination of the recoverability of net deferred tax assets. Actual results could differ from those estimates.

There are numerous critical assumptions that may influence accounting estimates in these and other areas. Management bases its critical assumptions on historical experience, third-party data and various other estimates that it believes to be reasonable under the circumstances. The most critical assumptions made in arriving at these accounting estimates include the following:

- land sale cost of revenues, net are incurred throughout the life of a project, and the costs of initial sales from a project frequently must include a portion of costs that have been budgeted based on engineering estimates or other studies, but not yet incurred;
- when events or changes in circumstances indicate the carrying value of an asset may not be recoverable, a test for asset impairment may be required. Asset impairment determinations are based upon the intended use



of assets, the grouping of those assets, the expected future cash flows and estimates of fair value of assets. For real estate projects under development, an estimate of future cash flows on an undiscounted basis is determined using estimated future expenditures necessary to complete such projects and using management's best estimates about sales prices and holding periods. Testing of long-lived assets includes an estimate of future cash flows on an undiscounted basis using estimated revenue streams, operating margins, administrative expenses and terminal values. The estimation process involved in determining if assets have been impaired and in the determination of estimated future cash flows is inherently uncertain because it requires estimates of future revenues and costs, as well as future events and conditions. If the excess of undiscounted cash flows over the carrying value of a particular asset group is small, there is a greater risk of future impairment and any resulting impairment charges could be material;

- defined benefit pension obligations and other pension plan accounting and disclosures are based upon numerous assumptions and estimates, including the expected rate of investment return on pension plan assets, the discount rate used to determine the present value of liabilities, and certain employee-related factors such as turnover, retirement age and mortality;
- the Company assesses risk for uncertain tax positions and recognizes the financial statement effects of a tax position when it is more likely than not that the position will be sustained upon examination by tax authorities; and
- the Company provides a valuation allowance against net deferred tax assets unless, based upon the available evidence, it is more likely than not that the deferred tax assets will be realized. In making this determination, the Company projects its future earnings (including currently unrealized gains on real estate inventory) for the future recoverability of net deferred tax assets.

## **RESULTS OF OPERATIONS**

### **Year Ended April 30, 2023 Compared to Year Ended April 30, 2022**

For 2023, the Company had net income of \$21,790,000, or \$4.11 per diluted share, compared to net income of \$15,862,000, or \$2.21 per diluted share, in 2022. As discussed in more detail below, during 2023, the Company recognized a non-cash income tax benefit of \$16,071,000 as a result of a worthless stock deduction related to its former fulfillment services business and a non-cash pre-tax pension settlement general and administrative expense of \$7,597,000 due to (a) the Company's defined benefit pension plan paying certain lump sum payouts of pension benefits to former employees and (b) the transfer of nearly all remaining pension benefit liabilities to an insurance company through an annuity purchase.

During 2023 and 2022, the Company has experienced supply chain constraints, increases in the prices of building materials, shortages of skilled labor and delays in municipal approvals and inspections in both the land development business segment and homebuilding business segment, which caused delays in construction and the realization of revenues and increases in cost of revenues. In addition, in response to inflation, the Federal Reserve increased benchmark interest rates during 2023 and 2022 and has signaled it expects additional future interest rate increases, which has resulted in a significant increase in mortgage interest rates during 2023 and 2022, impacting home affordability and consumer sentiment and tempering demand for new homes and finished residential lots. The rising cost of housing due to increases in average sales prices in recent years and the recent increases in mortgage interest rates, coupled with general inflation in the U.S. economy and other macroeconomic factors, have placed pressure on overall housing affordability and have caused many potential homebuyers to pause and reconsider their housing choices. Given the affordability challenges described above and the resulting impact on demand, the Company has increased sales incentives on certain homes classified as homebuilding model inventory or homebuilding construction in process, opportunistically leased completed homes and slowed the pace of housing starts and land development projects. The Company believes these conditions will continue to impact the land development and homebuilding industries for at least the remainder of calendar year 2023.

Future economic conditions and the demand for land and homes are subject to continued uncertainty due to many factors, including the recent increase in mortgage interest rates, higher inflation, low supplies of new and existing home inventory available for sale, ongoing disruptions from supply chain challenges and labor shortages, the ongoing impact of the COVID-19 pandemic and government directives, and other factors. While construction and land costs remain elevated, the Company has been able to offset these cost increases through land and home price increases in

2023 and 2022 due to a strong pricing environment, which may not continue. The Company's past performance may not be indicative of future results.

Revenues. The following presents information on revenues (dollars in thousands):

	Year Ended April 30,		
	2023	2022	Increase (decrease)
Land sale revenues	\$ 30,659	\$ 36,200	\$ (5,541) (15)%
Home sale revenues	16,691	13,565	3,126 23%
Building sales and other revenues	1,326	9,161	(7,835) (86)%
Total	\$ 48,676	\$ 58,926	(10,250) (17)%

- The change in land sale revenues for 2023 compared to 2022 was primarily due to a decrease in revenue of developed commercial land and undeveloped land offset in part by an increase in revenue of developed residential land. The Company's land sale revenues consist of (dollars in thousands):

	Year Ended April 30, 2023		
	Acres Sold	Revenue	Revenue Per Acre <sup>1</sup>
Developed			
Residential	46.5	\$ 25,651	\$ 552
Commercial	3.8	4,832	1,272
Total Developed	50.3	30,483	606
Undeveloped	10.8	176	16
Total	61.1	\$ 30,659	502

	Year Ended April 30, 2022		
	Acres Sold	Revenue	Revenue Per Acre <sup>1</sup>
Developed			
Residential	47.6	\$ 21,973	\$ 462
Commercial	7.7	6,054	786
Total Developed	55.3	28,027	507
Undeveloped	1,233.5	8,173	7
Total	1,288.8	\$ 36,200	28

The changes in the revenue per acre of developed residential land, developed commercial land and undeveloped land for 2023 compared to 2022 were primarily due to the location and mix of lots sold. The Company sold 1,196 acres of contiguous undeveloped land in Sandoval County, New Mexico in 2022, representing \$7,107,000 of revenue, to one purchaser. The Company does not expect the sale of a significant amount of undeveloped land in 2022 to be indicative of the sale of such undeveloped land in the future.

- The change in home sale revenues for 2023 compared to 2022 was primarily due to an increase in average selling prices offset in part by a decrease in the number of homes sold as a result of decreases in demand (including from the affordability challenges described above), supply chain constraints, shortages of skilled labor and delays in municipal approvals and inspections. The Company's home sale revenues consist of (dollars in thousands):

	Year Ended April 30,	
	2023	2022
Homes sold	32	41
Average selling price	\$ 525	\$ 331

<sup>1</sup> Revenues per acre may not calculate precisely due to the rounding of revenues to the nearest thousand dollars.

As of April 30, 2023, the Company had 18 homes in production, including 10 homes under contract, which homes under contract represented \$5,640,000 of expected home sale revenues when closed, subject to customer cancellations and change orders. As of April 30, 2022, the Company had 38 homes in production, including 17 homes under contract, which homes under contract represented \$8,713,000 of expected home sale revenues when closed, subject to customer cancellations and change orders.

- Building sales and other revenues consist of (in thousands):

	Year Ended April 30,	
	2023	2022
Sales of buildings	\$ -	\$ 8,439
Oil and gas royalties	146	276
Landscaping revenues	585	-
Miscellaneous other revenues	595	446
Total	<u>\$ 1,326</u>	<u>\$ 9,161</u>

Sales of buildings during 2022 consisted of revenues from the sale of a 4,338 square foot, single tenant retail building in the La Mirada subdivision and from the sale of a 143,000 square foot warehouse and office facility located in Palm Coast, Florida. The Company does not expect the sale of the warehouse and office facilities located in Palm Coast, Florida to be indicative of future sales of such properties since the Company has no other similar properties. Landscaping revenues consisted of landscaping services, generally servicing homebuilders and homeowners' associations, provided by the Company.

Miscellaneous other revenues for 2023 primarily consisted of extension fees for purchase contracts, forfeited deposits and residential rental revenues. Miscellaneous other revenues for 2022 primarily consisted of rent received from a tenant at a building in Palm Coast, Florida and tenants at a shopping center in Albuquerque, New Mexico, a non-refundable option payment and proceeds from the sale of equipment.

Cost of Revenues. The following presents information on cost of revenues (dollars in thousands):

	Year Ended April 30,		
	2023	2022	Increase (decrease)
Land sale cost of revenues, net	\$ 17,379	\$ 17,645	\$ (266) (2)%
Home sale cost of revenues	12,037	10,237	1,800 18%
Building sales and other cost of revenues	361	4,387	(4,026) (92)%
Total	<u>\$ 29,777</u>	<u>\$ 32,269</u>	(2,492) (8)%

- Land sale cost of revenues, net consist of (in thousands):

	Year Ended April 30,	
	2023	2022
Land sale cost of revenues	\$ 22,477	\$ 21,198
Less:		
Public improvement district reimbursements	(759)	(558)
Private infrastructure covenant reimbursements	(626)	(184)
Payments for impact fee credits	<u>(3,713)</u>	<u>(2,811)</u>
Land sale cost of revenues, net	<u>\$ 17,379</u>	<u>\$ 17,645</u>

Land sale gross margins were 42% for 2023 compared to 51% for 2022. The change in gross margin was primarily due to the location, size and mix of property sold (including the sale of 1,233.5 acres in 2022 versus 10.8 acres in 2023 of undeveloped land with a low associated land sale cost of revenues) offset in part by lower than estimated costs in 2022 associated with certain completed projects. As a result of many factors,

including the nature and timing of specific transactions and the type and location of land being sold, revenues, average selling prices and related gross margin from land sales can vary significantly from period to period and prior results are not necessarily a good indication of what may occur in future periods.

- The change in home sale cost of revenues for 2023 compared to 2022 was primarily due to location, size of homes, increases in the prices of building materials and shortages of skilled labor. Despite such increase in home sale cost of revenues, home sale gross margins were 28% for 2023 compared to 25% for 2022. The change in gross margin was primarily due to the location and mix of homes sold and to operational efficiencies.
- Building sales and other cost of revenues for 2023 consisted of cost of goods sold for landscaping services. Building sales and other cost of revenues for 2022 consisted of expenses associated with the sale of a 143,000 square foot warehouse and office facility located in Palm Coast, Florida and the sale of a 4,338 square foot, single tenant retail building in the La Mirada subdivision.

General and Administrative Expenses. The following presents information on general and administrative expenses (dollars in thousands):

	Year Ended April 30,			
	2023	2022	Increase (decrease)	
Operations				
Land development	\$ 2,843	\$ 3,258	\$ (415)	(13)%
Homebuilding	1,016	878	138	16%
Corporate	1,613	1,218	395	32%
Operations Total	\$ 5,472	\$ 5,354	118	2%
Pension settlement	\$ 7,597	\$ -	7,597	(a)

(a) Percentage not meaningful.

- The change in land development general and administrative expenses for 2023 compared to 2022 was primarily due to a refund of certain property taxes. The Company did not record any non-cash impairment charges on real estate inventory or investment assets in 2023 or 2022. Due to volatility in market conditions and development costs, the Company may experience future impairment charges.
- The change in homebuilding general and administrative expenses for 2023 compared to 2022 was primarily due to expansion of the Company's homebuilding operations.
- The change in corporate general and administrative expenses for 2023 compared to 2022 was primarily due to increases in pension benefit expenses, payroll and professional services offset in part by decreases in office rent and expenses and depreciation.
- The pension settlement general and administrative expense was due to (a) the Company's defined benefit pension plan paying certain lump sum payouts of pension benefits to former employees and (b) the transfer of nearly all remaining pension benefit liabilities to an insurance company through an annuity purchase. No such pension settlement general and administrative expense was incurred in 2022.

Interest Income (Expense). Interest income (expense), net increased to \$8,000 for 2023 from \$2,000 for 2022. Interest and loan costs of \$57,000 and \$224,000 were capitalized in real estate inventory for 2023 and 2022.

Other Income. Other income of \$1,803,000 for 2023 consisted of the sale of all of the Company's minerals and mineral rights in and under approximately 147 surface acres of land in Brighton, Colorado. Other income of \$261,000 for 2022 primarily consisted of \$185,000 received in connection with the bankruptcy of a warranty provider, \$45,000 of debt forgiveness with respect to a note payable and \$30,000 received from a life insurance policy for a retired executive of the Company.

Income Taxes. The Company had a benefit for income taxes of \$14,149,000 for 2023 compared to a provision for income taxes of \$5,704,000 for 2022. The benefit for income taxes for 2023 was primarily due to the income tax benefit related to the Company's worthless stock deduction offset in part by income taxes for the amount of income before income taxes during the year. The provision for income taxes for 2022 correlated to the amount of income

before income taxes during the year. Refer to Note 13 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding the Company's worthless stock deduction.

### **LIQUIDITY AND CAPITAL RESOURCES**

The Company had cash and cash equivalents of \$19,993,000 and \$15,721,000 as of April 30, 2023 and April 30, 2022. AMREP Corporation is a holding company that conducts substantially all of its operations through subsidiaries. As a holding company, AMREP Corporation is dependent on its available cash and on cash from subsidiaries to pay expenses and fund operations. The Company's liquidity is affected by many factors, including some that are based on normal operations and some that are related to the real estate industry and the economy generally.

The Company's primary sources of funding for working capital requirements are cash flow from operations, bank financing for specific real estate projects, a revolving line of credit and existing cash balances. Land and homebuilding properties generally cannot be sold quickly, and the ability of the Company to sell properties has been and will continue to be affected by market conditions. The ability of the Company to generate cash flow from operations is primarily dependent upon its ability to sell the properties it has selected for disposition at the prices and within the timeframes the Company has established for each property. The development of additional lots for sale, construction of homes or pursuing other real estate projects may require financing or other sources of funding, which may not be available on acceptable terms (or at all). If the Company is unable to obtain such financing, the Company's results of operations could be adversely affected.

The Company expects the primary demand for funds in the future will be for the development and acquisition of land, construction of home and commercial projects and general and administrative expenses. The development and acquisition of land and construction of home and commercial projects is generally required to satisfy delivery obligations of developed land or finished homes to customers. Further, the Company regularly evaluates property available for purchase from third parties for possible acquisition and development by the Company. To the extent the sources of capital described above are insufficient to meet its needs, the Company may conduct public or private offerings of securities, dispose of certain assets or draw on existing or new debt facilities. The Company believes that it has adequate cash, bank financing and cash flows from operations to provide for its anticipated spending in fiscal year 2024.

COVID-19. Any epidemic, pandemic or similar serious public health issue, and the measures undertaken by governmental authorities to address it, could significantly disrupt or prevent the Company from operating its business in the ordinary course for an extended period. As a result, the impact of such public health issues and the related governmental actions could materially impact the Company's financial position, results of operations and cash flows. For instance, in March 2020, the World Health Organization declared COVID-19 a global pandemic, resulting in extraordinary and wide-ranging actions taken by public health and governmental authorities to contain and combat the outbreak and spread of COVID-19, including quarantines, shelter-in-place orders and similar mandates for many individuals to substantially restrict daily activities and for many businesses to curtail or cease normal operations. These restrictions had an adverse impact on the Company beginning in the spring of 2020. As effective treatment and mitigation measures for COVID-19 advanced, economic activity gradually resumed and demand for new homes improved significantly. The effects of the pandemic on economic activity, combined with the strong demand for new homes, caused many disruptions to the Company's supply chain and shortages in certain building components and materials, as well as labor shortages. These conditions caused construction cycles to lengthen and while the Company's business is now fully functioning, some of those conditions continue to impact the Company's operations and financial performance.

There is continuing uncertainty regarding how long COVID-19 and its resultant effect on the economy will continue to impact the Company's supply chain and operations. The Company's operational and financial performance could be impacted by a resurgence in the pandemic and any containment or mitigation measures put in place as a result of the resurgence, all of which are highly uncertain, unpredictable and outside the Company's control. If COVID-19 or any of its variants continues to have a significant negative impact on the economy, or if a new pandemic emerges, the Company's results of operations and financial condition could be adversely impacted.

Pension Plan. The Company has a defined benefit pension plan for which accumulated benefits were frozen and future service credits were curtailed as of March 1, 2004. Under generally accepted accounting principles, the Company's defined benefit pension plan was overfunded as of April 30, 2023 by \$747,000, with \$1,030,000 of assets and \$283,000 of liabilities, and was overfunded as of April 30, 2022 by \$90,000, with \$18,054,000 of assets and \$17,964,000 of liabilities. The pension plan liabilities were determined using a weighted average discount interest rate of 4.51% per

year as of April 30, 2023 and 3.97% per year as of April 30, 2022, which are based on the FTSE Pension Discount Curve as of such dates as it corresponds to the projected liability requirements of the pension plan. The pension plan is subject to minimum IRS contribution requirements, but these requirements can be satisfied by the use of the pension plan's existing credit balance. No cash contributions to the pension plan were required during 2023 or 2022 and the Company did not make any contributions to the pension plan during 2023 or 2022. The Company recognized a non-cash pre-tax pension settlement general and administrative expense of \$7,597,000 during 2023 due to (a) the Company's defined benefit pension plan paying certain lump sum payouts of pension benefits to former employees and (b) the transfer of nearly all remaining pension benefit liabilities to an insurance company through an annuity purchase.

Cash Flow. The following presents information on the cash flows for the Company (dollars in thousands):

	Year Ended April 30,			
	2023	2022	Increase (decrease)	
Net cash provided by operating activities	\$ 6,389	\$ 15,476	\$ (9,087)	(59)%
Net cash used in investing activities	(131)	(1,195)	1,064	89%
Net cash used in financing activities	(1,986)	(23,361)	21,375	91%
Increase (decrease) in cash and cash equivalents	\$ 4,272	\$ (9,080)	13,352	(a)

(a) Percentage not meaningful.

- Operating Activities. The net cash provided by operating activities for 2023 was primarily due to cash generated from business operations and a reduction real estate inventory offset in part by an increase in investment assets and other assets and a reduction in accounts payable and accrued expenses, notes payable and income taxes payable. The net cash provided by operating activities for 2022 was primarily due to cash generated from business operations offset in part by an increase in real estate inventory and investment assets and other assets and a reduction in accounts payable and accrued expenses and income taxes payable.
- Investing Activities. The net cash used in investing activities for each of 2023 and 2022 was primarily due to an increase in capital expenditures of property and equipment, including the acquisition in 2022 of a 7,000 square foot office building in Rio Rancho from which the Company's real estate business now operates
- Financing Activities. The net cash used in financing activities for 2023 was primarily due to principal debt repayments. The net cash used in financing activities for 2022 was primarily due to the Company's share repurchase activity and principal debt repayments offset in part by the proceeds from debt financing. Notes payable decreased from \$2,030,000 as of April 30, 2022 to \$44,000 as of April 30, 2023, primarily due to principal debt repayments. Refer to Note 6 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding each of the Company's notes payable. Refer to Note 15 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding the Company's share repurchase activity. The Company does not expect the Company's share repurchase activity to be indicative of its future activity in this area.

Asset and Liability Levels. The following presents information on certain assets and liabilities (dollars in thousands):

	April 30,			
	2023	2022	Increase (decrease)	
Real estate inventory	\$ 65,625	\$ 67,249	\$ (1,624)	(2)%
Investment assets, net	13,747	9,017	4,730	52%
Other assets	3,249	1,882	1,367	73%
Deferred income taxes, net	12,493	958	11,535	(a)
Prepaid pension costs	747	90	657	(a)
Accounts payable and accrued expenses	4,851	6,077	(1,226)	(20)%
Income taxes receivable (payable), net	41	(3,648)	3,689	(a)

(a) Percentage not meaningful.

- Real estate inventory consists of (dollars in thousands):

	April 30,		
	2023	2022	Increase (decrease)
Land inventory in New Mexico	\$ 59,361	\$ 59,374	\$ (13) (a)
Land inventory in Colorado	3,445	3,434	11 (a)
Homebuilding model inventory	1,171	1,135	36 3%
Homebuilding construction in process	1,648	3,306	(1,658) (50)%
Total	<u>\$ 65,625</u>	<u>\$ 67,249</u>	

(a) Percentage not meaningful.

Refer to Note 2 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding real estate inventory. From April 30, 2022 to April 30, 2023, the change in land inventory in New Mexico was primarily due to land development activity and the acquisition and sale of land, the change in homebuilding model inventory was primarily due to the sale of homes offset in part by the completion of homes not yet sold and the change in homebuilding construction in process was primarily due to supply chain constraints, shortages of skilled labor and delays in municipal approvals and inspections causing construction cycle time to lengthen.

- Investment assets, net consist of (dollars in thousands):

	April 30,		
	2023	2022	Increase (decrease)
Land held for long-term investment	\$ 8,961	\$ 9,017	\$ (56) (1)%
Owned real estate leased or intended to be leased	4,802	-	4,802 (a)
Less accumulated depreciation	<u>(16)</u>	<u>-</u>	(16) (a)
Owned real estate leased or intended to be leased, net	4,786	-	4,786 (a)
Total	<u>\$ 13,747</u>	<u>\$ 9,017</u>	

(a) Percentage not meaningful.

Land held for long-term investment represents property located in areas that are not planned to be developed in the near term and that has not been offered for sale in the normal course of business.

Owned real estate leased or intended to be leased represents homes and buildings leased or intended to be leased to third parties. As of April 30, 2023, eight homes are leased to residential tenants and two buildings under construction have been leased to commercial tenants. Given the impact on demand as a result of affordability challenges described in Note 16 to the consolidated financial statements contained in this annual report on Form 10-K, the Company has opportunistically leased completed homes. Depreciation associated with owned real estate leased or intended to be leased was \$16,000 for 2023; there was no such depreciation in 2022.

- From April 30, 2022 to April 30, 2023:
  - The change in other assets was primarily due to an increase in prepaid expenses related to a land development cash collateralized performance guaranty and stock compensation.
  - The change in deferred income taxes, net was primarily due to the income tax effect of the Company's worthless stock deduction offset in part by the income tax effect of the amount of income before income taxes during the year. Refer to Note 13 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding the Company's worthless stock deduction and refer to Note 11 to the consolidated financial statements contained in this annual report on Form 10-K for detail regarding the pension settlement general and administrative expense.

- The change in accounts payable and accrued expenses was primarily due to the payment of invoices offset in part by an increase in customer deposits.
- The change in taxes (receivable) payable, net was primarily due to the payment of taxes offset by the elimination of the current year tax provision.
- The change in prepaid pension costs was primarily due to the funding levels of the Company's frozen defined benefit pension plan. The Company recorded, net of tax, other comprehensive income of \$5,743,000 for 2023 and \$50,000 for 2022 reflecting the change in accrued pension costs during each period net of the related deferred tax and unrecognized prepaid pension amounts.

Off-Balance Sheet Arrangements. As of April 30, 2023 and April 30, 2022, the Company did not have any off-balance sheet arrangements (as defined in Item 303(a)(4)(ii) of Regulation S-K).

Recent Accounting Pronouncements. Refer to Note 1 to the consolidated financial statements contained in this annual report on Form 10-K for a discussion of recently issued accounting pronouncements.

### **IMPACT OF INFLATION**

The Company's operations can be impacted by inflation. Inflation can cause increases in the cost of land, materials, services, interest rates and labor. Unless such increased costs are recovered through increased sales prices or improved operating efficiencies, operating margins will decrease. The Company's homebuilding segment as well as homebuilders that are customers of the Company's land development business segment face inflationary concerns that rising housing costs, including interest costs, may substantially outpace increases in the incomes of potential purchasers and make it difficult for them to purchase a new home or sell an owned home. If this situation were to exist, the demand for homes produced by the Company's homebuilding segment could decrease and the demand for the Company's land by homebuilder customers could decrease. Although the rate of inflation has been historically low in recent years, it increased significantly in 2023 and 2022 and the Company has and is experiencing significant increases in the prices of labor and certain materials as a result of this increase and increased demand for new homes. Inflation may also increase the Company's financing costs. While the Company attempts to pass on to its customers increases in costs through increased sales prices, market forces may limit the Company's ability to do so. If the Company is unable to raise sales prices enough to compensate for higher costs, or if mortgage interest rates increase significantly, the Company's revenues, gross margins and net income could be adversely affected.

### **FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of the Company. The Company and its representatives may from time to time make written or oral statements that are "forward-looking", including statements contained in this annual report on Form 10-K and other filings with the Securities and Exchange Commission, reports to the Company's shareholders and news releases. All statements that express expectations, estimates, forecasts or projections are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, other written or oral statements, which constitute forward-looking statements, may be made by or on behalf of the Company. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "projects", "forecasts", "may", "should", variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and contingencies that are difficult to predict. All forward-looking statements speak only as of the date of this annual report on Form 10-K or, in the case of any document incorporated by reference, the date of that document. All subsequent written and oral forward-looking statements attributable to the Company or any person acting on behalf of the Company are qualified by the cautionary statements in this section. Many of the factors that will determine the Company's future results are beyond the ability of management to control or predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in or suggested by such forward-looking statements.

The forward-looking statements contained in this annual report on Form 10-K include, but are not limited to, statements regarding (1) the Company's ability to finance its future working capital, land development, acquisition of land, homebuilding, commercial projects, general and administrative expenses and capital expenditure needs, (2) the Company's expected liquidity sources, including the availability of bank financing for projects and the utilization of existing bank financing, (3) anticipated development of the Company's real estate holdings, (4) the development and construction of possible future commercial properties to be marketed to tenants, (5) the designs, pricing and levels of options and amenities with respect to the Company's homebuilding operations, (6) the amount and timing of



reimbursements under, and the general effectiveness of, the Company's public improvement districts and private infrastructure reimbursement covenants, (7) the number of planned residential lots in the Company's subdivisions, (8) estimates of the Company's exposure to warranty claims, estimates of the cost to complete of common land development costs and the estimated relative sales value of individual parcels of land in connection with the allocation of common land development costs, (9) the sale of a significant amount of undeveloped land in 2022 and the sale of the warehouse and office facilities located in Palm Coast, Florida not being indicative of future operating results and the Company's share repurchase activity not being indicative of future financing activities, (10) estimates and assumptions used in determining future cash flows of real estate projects, (11) the conditions resulting in homebuyer affordability challenges persisting through calendar year 2023, (12) the backlog of homes under contract and in production, the dollar amount of expected sale revenues when such homes are closed and homes and buildings leased or intended to be leased to third parties, (13) the effect of recent accounting pronouncements, (14) contributions by the Company to the pension plan, the amount of future annual benefit payments to pension plan participants payable from plan assets, the appropriateness of valuation methods to determine the fair value of financial instruments in the pension plan and the expected return on assets in the pension plan, (15) the timing of recognizing unrecognized compensation expense related to shares of common stock issued under the AMREP Corporation 2016 Equity Compensation Plan, (16) the Company's belief that its compensation package and benefits offered to employees are competitive with others in the industry, (17) the future issuance of deferred stock units to directors of the Company, (18) the future business conditions that may be experienced by the Company, including the pace of the Company's housing starts and land development projects, (19) the dilution to earnings per share that outstanding options to purchase shares of common stock of the Company may cause in the future, (20) the adequacy of the Company's facilities, (21) the materiality of claims and legal actions arising in the normal course of the Company's business, (22) projections of future earnings for the future recoverability of deferred tax assets and state net operating losses that are not expected to be realizable, (23) the duration, effect and severity of any pandemic and (24) the measures that governmental authorities may take to address a pandemic which may precipitate or exacerbate one or more of the above-mentioned or other risks and significantly disrupt or prevent the Company from operating in the ordinary course for an extended period of time. The Company undertakes no obligation to update or publicly release any revisions to any forward-looking statement to reflect events, circumstances or changes in expectations after the date of such forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not required.

**Item 8. Financial Statements and Supplementary Data**

**Management's Annual Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America.

Because of the inherent limitations of internal control over financial reporting, including the possibilities of human error and the circumvention or overriding of controls, material misstatements may not be prevented or detected on a timely basis. Accordingly, even internal controls determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Furthermore, projections of any evaluation of the effectiveness of internal controls to future periods are subject to the risk that such controls may become inadequate due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of internal control over financial reporting as of April 30, 2023 based upon the criteria set forth in a report entitled "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on its assessment, management has concluded that, as of April 30, 2023, internal control over financial reporting was effective.

This annual report on Form 10-K does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to such attestation pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report on internal control over financial reporting in this annual report on Form 10-K.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the board of directors of AMREP Corporation and Subsidiaries:

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of AMREP Corporation and Subsidiaries (the “Company”) as of April 30, 2023, the related consolidated statements of operations, comprehensive income, shareholders’ equity and cash flows for the year ended April 30, 2023, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2023, and the results of its operations and its cash flows for the year ended April 30, 2023, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

#### Common Land Sale Cost of Revenues

##### *Critical Audit Matter Description*

As described in Notes 1, 2, and 8 to the consolidated financial statements, the Company records common land sale cost of revenues based upon an allocation of certain common development costs associated with the entire project. Common development costs include the installation of utilities and roads and can be based upon estimates to complete. The allocation of these costs is based upon the estimates. These estimates and cost allocations are reviewed on a regular basis until a project is substantially completed, and may be revised and reallocated as necessary on the basis of current estimates.

We identified common land sale cost of revenues as a critical audit matter because of the significant estimates and assumptions management makes in allocating common land costs to individual parcels of real estate once sold.

Performing audit procedures to evaluate the reasonableness of these estimates and assumptions requires a high degree of auditor judgment and an increased extent of effort.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the critical audit matter included, among other things, the following:

- Testing significant assumptions used to develop the estimated costs to complete the land development projects.
- Testing completeness and accuracy of the underlying data and allocation calculations.
- Testing rollforward of land held for development including detailed testing of cost of sales and additions. This includes testing the actual development costs to supporting documentation including underlying contracts.
- Testing the reasonableness of the assumptions utilized in the allocation of common development costs.

/s/ Baker Tilly US, LLP

Baker Tilly US, LLP

We have served as the Company's auditor since 2022.

Philadelphia, Pennsylvania

July 25, 2023

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of  
AMREP Corporation

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of AMREP Corporation and Subsidiaries (the “Company”) as of April 30, 2022, the related consolidated statements of operations, comprehensive income, shareholders’ equity and cash flows for the one year in the period ended April 30, 2022, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2022, and the results of its operations and its cash flows for the one year in the period ended April 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matter communicated below is a matter arising from audit of the financial statements for the year ended April 30, 2022 that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Allocation of common development costs*

For the year ended April 30, 2022, the Company’s land sale cost of revenues includes all direct acquisition costs and other costs specifically identified with the land and an allocation of common development costs associated with its land development projects. As discussed in Note 1 to the consolidated financial statements, common development costs are allocated based on the estimated relative sales value of the individual parcels of land being sold to the total expected sales value for the unsold parcels of land in the applicable portion of the subdivision. At the time of the closings of the sales of individual land parcels, certain common development costs may not yet be incurred. To recognize the appropriate amount of cost of revenues, the Company estimates the total remaining common development costs associated with its land development projects. Estimates may be affected by changes to zoning laws, land development requirements and the cost of labor, material, and subcontractors.

Auditing the Company’s allocation of common development costs associated with its land development projects was complex and subject to sensitive management assumptions.

To test the Company's allocation of common development costs associated with its land development projects, our audit procedures included, among others, testing the significant assumptions used to develop the estimated costs to complete the land development projects and testing the completeness and accuracy of the underlying data and allocation calculations. To test the reasonableness of the assumptions utilized in the allocation of common development costs, we compared the estimated land development costs to actual costs of similar communities developed by the Company; agreed the actual development costs to supporting documentation, including underlying contracts; tested the estimated relative selling prices by comparing to actual current selling prices; and reviewed margins disaggregated by project for reasonableness.

/s/ Marcum LLP

Marcum LLP

We served as the Company's auditor from 2017 to 2022.

Philadelphia, Pennsylvania

July 21, 2022

**AMREP CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
**APRIL 30, 2023 AND 2022**

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

	2023	2022
<u>ASSETS</u>		
Cash and cash equivalents	\$ 19,993	\$ 15,721
Real estate inventory	65,625	67,249
Investment assets, net	13,747	9,017
Other assets	3,249	1,882
Income taxes receivable	41	-
Deferred income taxes, net	12,493	958
Prepaid pension costs	747	90
TOTAL ASSETS	\$ 115,895	\$ 94,917
 <u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>		
LIABILITIES:		
Accounts payable and accrued expenses	\$ 4,851	\$ 6,077
Notes payable	44	2,030
Income taxes payable	-	3,648
TOTAL LIABILITIES	4,895	11,755
SHAREHOLDERS' EQUITY:		
Common stock, \$.10 par value; shares authorized – 20,000,000; shares issued – 5,254,909 at April 30, 2023 and 5,240,309 at April 30, 2022	526	524
Capital contributed in excess of par value	32,686	32,383
Retained earnings	76,618	54,828
Accumulated other comprehensive income (loss), net	1,170	(4,573)
TOTAL SHAREHOLDERS' EQUITY	111,000	83,162
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 115,895	\$ 94,917

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

**AMREP CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Amounts in thousands)

	Year Ended April 30,	
	2023	2022
REVENUES:		
Land sale revenues	\$ 30,659	\$ 36,200
Home sale revenues	16,691	13,565
Building sales and other revenues	1,326	9,161
Total revenues	48,676	58,926
COSTS AND EXPENSES:		
Land sale cost of revenues, net	17,379	17,645
Home sale cost of revenues	12,037	10,237
Building sales and other cost of revenues	361	4,387
General and administrative expenses		
Operations	5,472	5,354
Pension settlement	7,597	-
Total costs and expenses	42,846	37,623
Operating income	5,830	21,303
Interest income, net	8	2
Other income	1,803	261
Income before income taxes	7,641	21,566
(Benefit) provision for income taxes	(14,149)	5,704
Net income	\$ 21,790	\$ 15,862
Basic earnings per share	\$ 4.13	\$ 2.21
Diluted earnings per share	\$ 4.11	\$ 2.21
Weighted average number of common shares outstanding – basic	5,282	7,170
Weighted average number of common shares outstanding – diluted	5,307	7,193

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

**AMREP CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Amounts in thousands)

	Year Ended April 30,	
	2023	2022
Net income	\$ 21,790	\$ 15,862
Other comprehensive income, net of tax:		
Pension settlement	7,597	-
Income tax effect	<u>(2,354)</u>	<u>-</u>
Pension settlement, net of tax	5,243	-
Decrease in pension liability	615	75
Income tax effect	<u>(115)</u>	<u>(25)</u>
Decrease in pension liability, net of tax	500	50
Other comprehensive income	<u>5,743</u>	<u>50</u>
Total comprehensive income	<u>\$ 27,533</u>	<u>\$ 15,912</u>

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



**AMREP CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(Amounts in thousands)

	Common Stock		Capital Contributed in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
Balance, May 1, 2021	7,323	\$ 730	\$ 45,072	\$ 47,710	\$ (4,623)	\$ 88,889
Issuance of restricted common stock	13	1	149	-	-	150
Issuance of deferred common share units	-	-	90	-	-	90
Reclassification of common stock settled from deferred common share units	-	2	(2)	-	-	-
Repurchase of common stock	(2,096)	(209)	(12,951)	(8,744)	-	(21,904)
Issuance of option to purchase common stock	-	-	25	-	-	25
Net income	-	-	-	15,862	-	15,862
Other comprehensive income	-	-	-	-	50	50
Balance, April 30, 2022	<u>5,240</u>	<u>\$ 524</u>	<u>\$ 32,383</u>	<u>\$ 54,828</u>	<u>\$ (4,573)</u>	<u>\$ 83,162</u>
Issuance of restricted common stock	15	2	162	-	-	164
Issuance of deferred common stock units	-	-	90	-	-	90
Compensation related to issuance of option to purchase common stock	-	-	51	-	-	51
Net income	-	-	-	21,790	-	21,790
Other comprehensive income	-	-	-	-	5,743	5,743
Balance, April 30, 2023	<u>5,255</u>	<u>\$ 526</u>	<u>\$ 32,686</u>	<u>\$ 76,618</u>	<u>\$ 1,170</u>	<u>\$ 111,000</u>

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

**AMREP CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in thousands)

	Year Ended April 30,	
	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 21,790	\$ 15,862
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	63	225
Amortization of debt issuance costs	-	84
Non-cash credits and charges:		
Stock-based compensation	238	217
Deferred income tax provision	(13,762)	1,766
Net periodic pension cost	(283)	(490)
Pension settlement	7,597	-
Gain on debt forgiveness	-	(45)
Changes in assets and liabilities:		
Real estate inventory and investment assets	(3,122)	(7,295)
Other assets	(1,191)	113
Accounts payable and accrued expenses	(1,251)	1,486
Taxes (receivable) payable, net	(3,690)	3,553
Net cash provided by operating activities	6,389	15,476
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from corporate-owned life insurance policy	-	92
Capital expenditures of property and equipment	(131)	(1,287)
Net cash used in investing activities	(131)	(1,195)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from debt financing	50	6,857
Principal debt payments	(2,036)	(8,264)
Payments for debt issuance costs	-	(50)
Repurchase of common stock	-	(21,904)
Net cash used in financing activities	(1,986)	(23,361)
Increase (decrease) in cash and cash equivalents	4,272	(9,080)
Cash and cash equivalents, beginning of year	15,721	24,801
Cash and cash equivalents, end of year	\$ 19,993	\$ 15,721
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Income taxes refunded, net	\$ 134	\$ 3
Interest paid	\$ 57	\$ 203

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

**AMREP CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING AND FINANCIAL REPORTING POLICIES**

Organization and principles of consolidation

The consolidated financial statements include the accounts of AMREP Corporation, an Oklahoma corporation, and its subsidiaries (collectively, the “Company”). The Company, through its subsidiaries, is primarily engaged in two business segments: land development and homebuilding. The Company has no foreign sales. All intercompany accounts and transactions have been eliminated in consolidation.

The consolidated balance sheets are presented in an unclassified format since the Company has substantial operations in the real estate industry and its operating cycle is greater than one year. Certain 2022 balances in these financial statements have been reclassified to conform to the current year presentation with no effect on the net income or shareholders’ equity. To better align with industry practice, the Company reclassified public improvement district reimbursements, private infrastructure covenant reimbursements and a portion of miscellaneous other revenues representing payment for impact fee credits within building sales and other revenues for 2022 as a reduction to land sale cost of revenues in these financial statements to conform to the current year presentation with no effect on net income or shareholders’ equity.

Fiscal year

The Company’s fiscal year ends on April 30. All references to 2023 and 2022 mean the fiscal years ended April 30, 2023 and 2022, unless the context otherwise indicates.

Revenue recognition

The Company accounts for land sale revenues, home sale revenues and building sales and other revenues in accordance with Accounting Standards Update (“ASU”) 2014-09, *Revenue from Contracts with Customers (Topic 606)*.

Land sale revenues: Revenues and cost of revenues from land sales are recognized when the parties are bound by the terms of a contract, consideration has been exchanged, title and other attributes of ownership have been conveyed to the buyer by means of a closing and the Company is not obligated to perform further significant development of the specific property sold. In general, the Company’s performance obligation for each of these land sales is fulfilled upon the delivery of the land, which generally coincides with the receipt of cash consideration from the counterparty.

Land sale cost of revenues, net includes all direct acquisition costs and other costs specifically identified with the property, including pre-acquisition costs and capitalized real estate taxes and interest, and an allocation of certain common development costs associated with the entire project. Common development costs include the installation of utilities and roads, and may be based upon estimates of cost to complete. The allocation of costs is based on the estimated relative sales value of the individual parcels of land being sold to the total expected sales value for the unsold parcels of land in the applicable portion of the subdivision. Estimates and cost allocations are reviewed on a regular basis until a project is substantially completed, and are revised and reallocated as necessary on the basis of current estimates. Amounts received from public improvement districts, private infrastructure covenants and payments for impact fee credits reduce the amount of land sale cost of revenues.

Home sale revenues: Revenues and cost of revenues from home sales are recognized at the time each home is delivered and title and possession are transferred to the buyer. The Company’s performance obligation to deliver a home is generally satisfied in less than one year from the date a binding sale agreement is signed. In general, the Company’s performance obligation for each home sale is fulfilled upon the delivery of the completed home, which generally coincides with the receipt of cash consideration from the counterparty. If the Company’s performance obligations are not complete upon the home closing, the Company defers a portion of the home sale revenues related to the outstanding obligations and subsequently recognizes that revenue upon completion of such obligations. As of April 30, 2023 and April 30, 2022, deferred home sale revenues and costs related thereto were immaterial.

Forfeited customer deposits for homes are recognized in home sale revenues in the period in which the Company determines that the customer will not complete the purchase of the home and the Company has the right to retain the deposit. In order to promote sales of homes, the Company may offer homebuyers sales incentives. These

incentives vary by type and amount on a community-by-community and home-by-home basis. Incentives are reflected as a reduction in home sale revenues.

Home construction and related costs are capitalized as incurred within real estate inventory under the specific identification method on the balance sheet and are charged to home sale cost of revenues on the consolidated statement of operations when the related home is sold.

The Company offers homeowners a comprehensive third-party warranty on each home. Homes are generally covered by a ten-year warranty for qualified and defined structural defects, one year for defects and products used and two years for electrical, plumbing, heating, ventilation and air conditioning parts and labor. Estimates of the Company's exposure to warranty claims are included within accrued expenses at the time home sale revenues are recognized

Building sales and other revenues: Revenues and cost of revenues from building sales and other consist of sales of buildings, oil and gas royalties and miscellaneous other revenues.

Sales of buildings consist of building sales in New Mexico and Florida. Revenues from these building sales are recognized when the parties are bound by the terms of a contract, consideration has been exchanged, title and other attributes of ownership have been conveyed to the buyer by means of a closing and the Company is not obligated to perform further significant development of the specific property sold. In general, the Company's performance obligation for each of these building sales is fulfilled upon the delivery of the property, which generally coincides with the receipt of cash consideration from the counterparty. Building sales and other cost of revenues includes all direct acquisition costs and other costs specifically identified with the property, including pre-acquisition and acquisition costs, if applicable, closing and selling costs and construction costs.

Oil and gas royalties are recognized at the time of receipt of cash by the Company as such amounts are unknown with any degree of certainty prior to receipt.

Landscaping revenues consist of landscaping services, generally servicing homebuilders and homeowners' associations, provided by the Company.

Miscellaneous other revenues primarily include extension fees for purchase contracts and rental payments and additional rent from tenants pursuant to leases with respect to property or buildings of the Company. Base rental payments are recognized as revenue monthly over the term of the lease. Additional rent related to the reimbursement of real estate taxes, insurance, repairs and maintenance, and other operating expenses is recognized as revenue in the period the expenses are incurred.

#### Cash and cash equivalents

Cash equivalents consist of highly liquid investments that have an original maturity of ninety days or less when purchased and are readily convertible into cash. Restricted cash consists of cash deposits with a bank that are restricted due to subdivision improvement agreements with a governmental authority. The Company did not have any restricted cash as of April 30, 2023 or April 30, 2022.

#### Long-lived assets

Long-lived assets consist of real estate inventory and investment assets and are accounted for in accordance with Accounting Standards Codification ("ASC") 360-10. A substantial majority of the Company's real estate assets are located in Rio Rancho, New Mexico ("Rio Rancho") and certain adjoining areas of Sandoval County, New Mexico. As a result of this geographic concentration, the Company has been and will be affected by changes in economic conditions in that region.

Real estate inventory: Real estate inventory includes land and improvements on land held for development or sale. The cost basis of the land and improvements includes all direct acquisition costs including development costs, certain amenities, capitalized interest, capitalized real estate taxes and other costs. Interest and real estate taxes are not capitalized unless active development is underway. Real estate inventory held for development or sale is stated at accumulated cost and is evaluated and reviewed for impairment when events or changes in circumstances indicate the carrying value of an asset may not be recoverable.

Investment assets, net: Investment assets, net consist of (i) land held for long-term investment, which represents property located in areas that are not planned to be developed in the near term and that has not been offered for sale in the normal course of business, and (ii) owned real estate leased or intended to be leased, which represents

homes and buildings leased or intended to be leased to third parties. Investment assets are stated at the lower of cost or net realizable value. Depreciation of investment assets (other than land) is provided principally by the straight-line method at various rates calculated to amortize the book values of the respective assets over their estimated useful lives, which generally are 10 to 40 years for buildings and improvements. Land is not subject to depreciation.

Impairment of long-lived assets: Long-lived assets are evaluated and tested for impairment when events or changes in circumstances indicate the carrying value of an asset may not be recoverable. Asset impairment tests are based upon the intended use of assets, expected future cash flows and estimates of fair value of assets. The evaluation of long-lived assets includes an estimate of future cash flows on an undiscounted basis using estimated revenue streams, operating margins and general and administrative expenses. The estimation process involved in determining if assets have been impaired and in the determination of estimated future cash flows is inherently uncertain because it requires estimates of future revenues and costs, as well as future events and conditions. If the excess of undiscounted cash flows over the carrying value of a project is small, there is a greater risk of future impairment and any resulting impairment charges could be material. Due to the subjective nature of the estimates and assumptions used in determining future cash flows, actual results could differ materially from current estimates and the Company may be required to recognize impairment charges in the future.

#### Leases

Right-of-use assets and lease liabilities are recorded on the balance sheet for all leases with an initial term over one year. Leases with an initial term of 12 months or less are not recorded on the balance sheet. Right-of-use assets are classified within other assets and the corresponding lease liability is included in accounts payable and accrued expenses in the balance sheet.

#### Share-based compensation

The Company accounts for awards of restricted stock, stock options and deferred stock units in accordance with ASC 718-10, which requires that compensation cost for all stock awards be calculated and amortized over the service period (generally equal to the vesting period). Compensation expense for awards of restricted stock, stock options and deferred stock units are based on the fair value of the awards at their grant dates. To estimate the grant-date fair value of stock options, the Company uses the Black-Scholes option-pricing model. The Black-Scholes model estimates the per share fair value of an option on its date of grant based on the following: the option's exercise price; the price of the underlying stock on the date of grant; the estimated dividend yield; a "risk-free" interest rate; the estimated option term; and the expected volatility. For the "risk-free" interest rate, the Company uses a U.S. Treasury bond due in a number of years equal to the option's expected term. To estimate expected volatility, the Company analyzes the historic volatility of the Company's common stock.

#### Income taxes

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities, and are measured by using currently enacted tax rates expected to apply to taxable income in the years in which those differences are expected to reverse. The Company provides a valuation allowance against deferred tax assets unless, based upon the available evidence, it is more likely than not that the deferred tax assets will be realized.

#### Earnings per share

Basic earnings per share is based on the weighted average number of common shares outstanding during each year. Unvested restricted shares of common stock are not included in the computation of basic earnings per share, as they are considered contingently returnable shares. Unvested restricted shares of common stock are included in diluted earnings per share if they are dilutive. Deferred stock units are included in both basic and diluted earnings per share computations. Stock options are not included in the computation of basic earnings per share. Stock options are included in diluted earnings per share if they are not anti-dilutive and are in-the-money.

#### Pension plan

The Company recognizes the over-funded or under-funded status of its defined benefit pension plan as an asset or liability as of the date of the plan's year-end statement of financial position and recognizes changes in that funded status in the year in which the changes occur through comprehensive income.

### Comprehensive income

Comprehensive income is defined as the change in equity during a period from transactions and other events from non-owner sources. Total comprehensive income is the total of net income or loss and other comprehensive income or loss that, for the Company, consists of the minimum pension liability net of the related deferred income tax effect.

### Management's estimates and assumptions

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Significant judgments and estimates that affect the financial statements include, but are not limited to, (i) land sale cost of revenues, net calculations, which are based on land development budgets and estimates of costs to complete; (ii) cash flows, asset groupings and valuation assumptions in performing asset impairment tests of long-lived assets and assets held for sale; (iii) actuarially determined benefit obligations and other pension plan accounting and disclosures; (iv) risk assessment of uncertain tax positions; and (v) the determination of the recoverability of net deferred tax assets. The Company bases its significant estimates on historical experience and on various other assumptions that management believes are reasonable under the circumstances. Actual results could differ from these estimates.

### Recent accounting pronouncements

There are no new accounting standards or updates to be adopted that the Company currently believes might have a significant impact on its consolidated financial statements.

## **(2) REAL ESTATE INVENTORY**

Real estate inventory consists of (in thousands):

	April 30,	
	2023	2022
Land inventory in New Mexico	\$ 59,361	\$ 59,374
Land inventory in Colorado	3,445	3,434
Homebuilding model inventory	1,171	1,135
Homebuilding construction in process	1,648	3,306
Total	<u>\$ 65,625</u>	<u>\$ 67,249</u>

Land inventory in New Mexico represents land and improvements on land in New Mexico held for development or sale. Land inventory in Colorado represents an approximately 160-acre property in Brighton, Colorado. Homebuilding model inventory represents costs for residential homes that are completed and ready for sale. Homebuilding construction in process represents costs for residential homes being built.

Interest and loan costs of \$57,000 and real estate taxes of \$79,000 were capitalized in real estate inventory for the year ending April 30, 2023. Interest and loan costs of \$224,000 and real estate taxes of \$28,000 were capitalized in real estate inventory for the year ending April 30, 2022.

## **(3) INVESTMENT ASSETS, NET**

Investment assets, net consist of (in thousands):

	April 30,	
	2023	2022
Land held for long-term investment	\$ 8,961	\$ 9,017
Owned real estate leased or intended to be leased	4,802	-
Less accumulated depreciation	<u>(16)</u>	<u>-</u>
Owned real estate leased or intended to be leased, net	4,786	-
Total	<u>\$ 13,747</u>	<u>\$ 9,017</u>

As of April 30, 2023, eight homes are leased to residential tenants and two buildings under construction have been leased to commercial tenants. Depreciation associated with owned real estate leased or intended to be leased was \$16,000 for 2023; there was no such depreciation in 2022.

**(4) OTHER ASSETS**

Other assets consist of (in thousands):

	April 30,	
	2023	2022
Prepaid expenses	\$ 1,536	\$ 366
Miscellaneous assets	362	249
Property	1,251	1,247
Equipment	366	240
Less accumulated depreciation of property and equipment	(266)	(220)
Property and equipment, net	<u>1,351</u>	<u>1,267</u>
Total	<u>\$ 3,249</u>	<u>\$ 1,882</u>

Prepaid expenses as of April 30, 2023 primarily consist of a land development cash collateralized performance guaranty, stock compensation, insurance and corporate income and real estate taxes. Prepaid expenses as of April 30, 2022 primarily consist of insurance, stock compensation, real estate taxes and utility deposits. Amortized lease cost for right-of-use assets associated with the leases of office facilities was \$25,000 and \$70,000 for 2023 and 2022. In 2022, the Company acquired a 7,000 square foot office building in Rio Rancho from which its real estate business now operates. Depreciation expense associated with property and equipment was \$46,000 and \$24,000 for 2023 and 2022.

**(5) ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consist of (in thousands):

	April 30,	
	2023	2022
Land development and homebuilding operations		
Accrued expenses	\$ 1,028	\$ 1,238
Trade payables	1,870	3,026
Customer deposits	1,319	1,357
	<u>4,217</u>	<u>5,621</u>
Corporate operations	634	456
Total	<u>\$ 4,851</u>	<u>\$ 6,077</u>

**(6) NOTES PAYABLE**

The following tables present information on the Company's notes payable in effect as of April 30, 2023 (dollars in thousands):

(data as of April 30)	Lender	Principal Amount Available	Outstanding Principal	
		for New Borrowings	Amount	
		2023	2023	2022
Loan Identifier				
Revolving Line of Credit	BOKF	\$ 4,177	\$ -	\$ -
La Mirada	BOKF	-	-	2,030
Equipment Financing	DC	-	44	-
Total		<u>\$ 4,177</u>	<u>\$ 44</u>	<u>\$ 2,030</u>

(data as of April 30, 2023)	Interest Rate	Mortgaged Property Book Value	Scheduled Maturity
Revolving Line of Credit	8.03%	\$ 1,721	August 2025
La Mirada	8.03%	8,210	June 2024
Equipment Financing	2.35%	43	June 2028

(data for year ended April 30)	Principal Repayments		Capitalized Interest and Fees	
Loan Identifier	2023	2022	2023	2022
Revolving Line of Credit	\$ -	\$ -	\$ -	\$ -
La Mirada	2,030	3,468	57	193
Equipment Financing	7	-	-	-
Total	\$ 2,037	\$ 3,468	\$ 57	\$ 193

As of April 30, 2023, the Company and each of its subsidiaries were in compliance with the financial covenants contained in the loan documentation for the then outstanding notes payable. Additional information regarding each of the above notes payable is provided below.

- **Revolving Line of Credit.** In February 2021, AMREP Southwest Inc. (“ASW”), a subsidiary of the Company, entered into a Loan Agreement with BOKF, NA dba Bank of Albuquerque (“BOKF”). The Loan Agreement is evidenced by a Revolving Line of Credit Promissory Note and is secured by a Line of Credit Mortgage, Security Agreement and Fixture Filing, between ASW and BOKF, with respect to a 298-acre property within the Paseo Gateway subdivision located in Rio Rancho. BOKF has agreed to lend up to \$5,750,000 to ASW on a revolving line of credit basis for general corporate purposes, including up to \$250,000 dedicated for use in connection with a company credit card. The outstanding principal amount of the loan may be prepaid at any time without penalty. Interest on the outstanding principal amount of the loan is payable monthly at the annual rate equal to the one-month secured overnight financing rate as administered by the CME Group Benchmark Administration Limited plus a spread of 3.15%, adjusted monthly.

ASW made certain representations and warranties in connection with this loan and is required to comply with various covenants, reporting requirements and other customary requirements for similar loans, including ASW and its subsidiaries having at least \$3.0 million of unencumbered and unrestricted cash, cash equivalents and marketable securities in order to be entitled to advances under the loan. The loan documentation contains customary events of default for similar financing transactions, including: ASW’s failure to make principal, interest or other payments when due; the failure of ASW to observe or perform its covenants under the loan documentation; the representations and warranties of ASW being false; the insolvency or bankruptcy of ASW; and the failure of ASW to maintain a net worth of at least \$32 million. Upon the occurrence and during the continuance of an event of default, BOKF may declare the outstanding principal amount and all other obligations under the loan immediately due and payable. ASW incurred customary costs and expenses and paid certain fees to BOKF in connection with the loan.

- **La Mirada.** In June 2021, Wymont LLC (“Wymont”), a subsidiary of the Company, acquired a 15-acre property in Albuquerque, New Mexico comprising the La Mirada subdivision. In June 2021, Wymont entered into a Development Loan Agreement with BOKF. The Development Loan Agreement is evidenced by a Non-Revolving Line of Credit Promissory Note and is secured by a Mortgage, Security Agreement and Financing Statement, between Wymont and BOKF, with respect to the acquired property. Pursuant to a Guaranty Agreement entered into by ASW in favor of BOKF, ASW guaranteed Wymont’s obligations under each of the above agreements. BOKF has agreed to lend up to \$7,375,000 to Wymont on a non-revolving line of credit basis to partially fund the acquisition and development of the acquired property. The outstanding principal amount of the loan may be prepaid at any time without penalty. Interest on the outstanding principal amount of the loan is payable monthly at the annual rate equal to the London Interbank Offered Rate for a thirty-day interest period plus a spread of 3.0%, adjusted monthly, subject to a minimum interest rate of 3.75%. Generally, BOKF is required to release the lien of its mortgage on any commercial lot within the acquired property upon Wymont making a principal payment equal to the net sales proceeds with respect to the sale of such lot. BOKF is required to release the lien of its mortgage on any residential lot within the acquired property upon Wymont making a principal payment equal to \$60,600 per such released lot.



Wymont and ASW made certain representations and warranties in connection with this loan and are required to comply with various covenants, reporting requirements and other customary requirements for similar loans. The loan documentation contains customary events of default for similar financing transactions, including: Wymont’s failure to make principal, interest or other payments when due; the failure of Wymont or ASW to observe or perform their respective covenants under the loan documentation; the representations and warranties of Wymont or ASW being false; the insolvency or bankruptcy of Wymont or ASW; and the failure of ASW to maintain a net worth of at least \$32 million. Upon the occurrence and during the continuance of an event of default, BOKF may declare the outstanding principal amount and all other obligations under the loan immediately due and payable. Wymont incurred customary costs and expenses and paid certain fees to BOKF in connection with the loan.

- Equipment Financing. In June 2022, Rioscapes LLC (“Rioscapes”), a subsidiary of the Company, entered into a Loan Contract-Security Agreement with Deere & Company (“DC”). The loan is secured by a security interest in certain construction equipment. DC lent \$50,000 to Rioscapes on a non-revolving line of credit basis to fund the acquisition of the construction equipment. ASW guaranteed Rioscapes’s obligations under the loan. The principal is payable monthly based on a 72-month amortization and the outstanding principal amount of the loan may be prepaid at any time without penalty. Interest on the outstanding principal amount of the loan is payable monthly at the annual rate equal to 2.35%. Rioscapes made certain representations and warranties in connection with this loan and is required to comply with various covenants, reporting requirements and other customary requirements for similar loans. The loan documentation contains customary events of default for similar financing transactions, including: Rioscapes’s failure to make principal, interest or other payments when due; the failure of Rioscapes to observe or perform its covenants under the loan documentation; the representations and warranties of Rioscapes being false; the insolvency or bankruptcy of Rioscapes or ASW; the merger by Rioscapes or ASW into another entity; and the sale by Rioscapes or ASW of substantially all of their assets. Upon the occurrence and during the continuance of an event of default, DC may declare the outstanding principal amount and all other obligations under the loan immediately due and payable. Rioscapes incurred customary costs and expenses and paid certain fees to DC in connection with the loan.
- Letter of Credit and Loan Reserves. As of April 30, 2023, the Company had (a) a letter of credit outstanding under its Revolving Line of Credit in the principal amount of \$1,323,000 in favor of a municipality guarantying the completion of improvements in a subdivision being constructed by the Company and (b) \$250,000 reserved under its Revolving Line of Credit for credit card usage. As of April 30, 2023, the Company had loan reserves outstanding under its note payable for La Mirada in the aggregate principal amount of \$2,364,000 in favor of a municipality guarantying the completion of improvements in a subdivision being constructed by the Company. The amounts under the letter of credit and loan reserves are not reflected as outstanding principal in notes payable.

The following table summarizes the notes payable scheduled principal repayments subsequent to April 30, 2023 (in thousands):

Fiscal Year	Scheduled Payments
2024	\$ 8
2025	8
2026	8
Thereafter	20
Total	<u>\$ 44</u>

The following table presents information on the Company’s notes payable in effect during 2023 or 2022 and terminated prior to April 30, 2023 (in thousands):

Loan Identifier	Lender	Original Maximum Available Principal Amount	Outstanding Principal Amount	
			April 30,	
			2023	2022
Lomas Encantadas U2B P3	BOKF	\$ 2,400	\$ -	\$ 410
Hawk Site U37	SLFCU	3,000	-	-
Hawk Site U23 U40	BOKF	2,700	-	30
Lavender Fields – acquisition	Seller	1,838	-	1,749
Lavender Fields – development	BOKF	3,750	-	1,293

Additional information regarding each of the above terminated notes payable is provided below:

- Lomas Encantadas U2B P3. In September 2020, Lomas Encantadas Development Company LLC (“LEDC”), a subsidiary of the Company, entered into a Development Loan Agreement with BOKF. The Development Loan Agreement was evidenced by a Non-Revolving Line of Credit Promissory Note and was secured by a Mortgage, Security Agreement and Financing Statement, between LEDC and BOKF with respect to certain planned residential lots within the Lomas Encantadas subdivision located in Rio Rancho. The loan was scheduled to mature in September 2023. The outstanding principal amount of the loan was prepaid without penalty and the loan was terminated in January 2022.
- Hawk Site U37. In February 2020, Mountain Hawk East Development Company LLC (“MHEDC”), a subsidiary of the Company, entered into a Business Loan Agreement with Sandia Laboratory Federal Credit Union (“SLFCU”). The Business Loan Agreement was evidenced by a Promissory Note, and was secured by a Line of Credit Mortgage, between MHEDC and SLFCU, with respect to certain planned residential lots within the Hawk Site subdivision located in Rio Rancho. The loan was scheduled to mature in August 2022. The outstanding principal amount of the loan was prepaid without penalty and the loan was terminated in October 2021.
- Hawk Site U23 U40. In January 2021, Mountain Hawk West Development Company LLC (“MHWDC”), a subsidiary of the Company, entered into a Development Loan Agreement with BOKF. The Development Loan Agreement was evidenced by a Non-Revolving Line of Credit Promissory Note and was secured by a Mortgage, Security Agreement and Financing Statement, between MHWDC and BOKF, with respect to certain planned residential lots within the Hawk Site subdivision located in Rio Rancho. The loan was scheduled to mature in July 2023. The outstanding principal amount of the loan was prepaid without penalty and the loan was terminated in April 2022.
- Lavender Fields. In June 2020, Lavender Fields, LLC (“LF”), a subsidiary of the Company, acquired 28 acres in Bernalillo County, New Mexico comprising the Meso AM subdivision, which has been developed into 82 finished residential lots.
  - Acquisition. The acquisition included \$1,838,000 of deferred purchase price, of which \$919,000 was payable on or before June 2021 and \$919,000 was payable on or before June 2022. The deferred purchase price was evidenced by a non-interest bearing Promissory Note and was secured by a Mortgage, Security Agreement and Fixture Filing with respect to the acquired property. In May 2021, LF and the holder of the promissory note evidencing the deferred purchase price agreed to reduce the deferred purchase price by \$45,000 and the remaining outstanding deferred purchase price of \$1,704,000 was fully paid by LF.
  - Development. In June 2020, LF entered into a Development Loan Agreement with BOKF. The Development Loan Agreement was evidenced by a Non-Revolving Line of Credit Promissory Note and was secured by a Mortgage, Security Agreement and Financing Statement, between LF and BOKF with respect to the acquired property. The loan was scheduled to mature in June 2024. The outstanding principal amount of the loan was prepaid without penalty and the loan was terminated in April 2022.

(7) **REVENUES**

Land sale revenues. Land sale revenues are sales of developed residential land, developed commercial land and undeveloped land to multiple customers.

Home sale revenues. Home sale revenues are from homes constructed and sold by the Company in the Albuquerque, New Mexico metropolitan area.

Building sales and other revenues. Building sales and other revenues consist of (in thousands):

	Year Ended April 30,	
	2023	2022
Sales of buildings	\$ -	\$ 8,439
Oil and gas royalties	146	276
Landscaping revenues	585	-
Miscellaneous other revenues	595	446
Total	<u>\$ 1,326</u>	<u>\$ 9,161</u>

Sales of buildings during 2022 consist of revenues from the sale of a 4,338 square foot, single tenant retail building in the La Mirada subdivision and from the sale of a 143,000 square foot warehouse and office facility located in Palm Coast, Florida.

In January 2023, the Company sold certain minerals and mineral rights in and under approximately 147 surface acres of land in Brighton, Colorado that were leased to a third party. The Company owns certain minerals and mineral rights in and under approximately 55,000 surface acres of land in Sandoval County, New Mexico.

Landscaping revenues consist of landscaping services, generally servicing homebuilders and homeowners' associations, provided by the Company.

Miscellaneous other revenues for 2023 primarily consist of extension fees for purchase contracts, forfeited deposits and residential rental revenues. Miscellaneous other revenues for 2022 primarily consist of rent received from a tenant at a building in Palm Coast, Florida and tenants at a shopping center in Albuquerque, New Mexico, a non-refundable option payment and proceeds from the sale of equipment.

Major customers. Substantially all of the land sale revenues were received from four customers during 2023 and four customers during 2022. There were no outstanding receivables from these customers as of April 30, 2023 or April 30, 2022. There were three customers that each contributed in excess of 10% of the Company's revenues during 2023. The revenues from each such customer during 2023 are as follows: \$7,763,000, \$6,810,000 and \$6,182,000, with each of these revenues reported in the Company's land development business segment. There were four customers that each contributed in excess of 10% of the Company's revenues during 2022. The revenues for each such customer during 2022 are as follows: \$10,982,000, \$7,107,000, \$6,750,000 and \$6,445,000, with each of these revenues reported in the Company's land development business segment.

(8) **COST OF REVENUES**

Land sale cost of revenues, net consist of (in thousands):

	Year Ended April 30,	
	2023	2022
Land sale cost of revenues	\$ 22,477	\$ 21,198
Less:		
Public improvement district reimbursements	(759)	(558)
Private infrastructure covenant reimbursements	(626)	(184)
Payments for impact fee credits	(3,713)	(2,811)
Land sale cost of revenues, net	<u>\$ 17,379</u>	<u>\$ 17,645</u>

Land sale cost of revenues, net includes all direct acquisition costs and other costs specifically identified with the property and an allocation of certain common development costs associated with the entire project. Amounts received

from public improvement districts, private infrastructure covenants and payments for impact fee credits reduce the amount of land sale cost of revenues. A portion of the Lomas Encantadas subdivision and a portion of the Enchanted Hills subdivision in Rio Rancho are subject to a public improvement district. The public improvement district reimburses the Company for certain on-site and off-site costs of developing the subdivisions by imposing a special levy on the real property owners within the district. The Company has accepted discounted prepayments of amounts due under the public improvement district. The Company instituted private infrastructure reimbursement covenants on various land development projects. Similar to a public improvement district, the covenants are expected to reimburse the Company for certain on-site and off-site costs of developing the subject property by imposing a special levy on the real property owners subject to the covenants. The Company has accepted discounted prepayments of amounts due under the private infrastructure reimbursement covenants. Impact fees are charges or assessments payable by homebuilders to local governing authorities in order to generate revenue for funding or recouping the costs of capital improvements or facility expansions necessitated by and attributable to the new development. The Company receives credits, allowances and offsets applicable to impact fees in connection with certain off-site costs incurred by the Company in developing subdivisions, which the Company generally sells to homebuilders.

Home sale cost of revenues includes costs for residential homes that were sold.

Building sales and other cost of revenues for 2023 consist of expenses associated with the cost of goods sold for landscaping services. Building sales and other cost of revenues for 2022 consist of expenses associated with the sale of a 143,000 square foot warehouse and office facility located in Palm Coast, Florida and the sale of a 4,338 square foot, single tenant retail building in the La Mirada subdivision.

**(9) GENERAL AND ADMINISTRATIVE EXPENSES**

General and administrative expenses consist of (in thousands):

	<u>Year Ended April 30,</u>	
	<u>2023</u>	<u>2022</u>
Land development	\$ 2,843	\$ 3,258
Homebuilding	1,016	878
Corporate	1,613	1,218
Total	<u>\$ 5,472</u>	<u>\$ 5,354</u>
Pension settlement	<u>\$ 7,597</u>	<u>\$ -</u>

**(10) FAIR VALUE MEASUREMENTS**

The FASB’s accounting guidance defines fair value and establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The FASB’s guidance classifies the inputs to measure fair value into the following hierarchy:

- Level 1      Unadjusted quoted prices for identical assets or liabilities in active markets.
- Level 2      Quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3      Inputs for the asset or liability are unobservable and reflect the reporting entity’s own assumptions about the assumptions that market participants would use in pricing the asset or liability.

The fair value measurement level of an asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques need to maximize the use of observable inputs and minimize the use of unobservable inputs. There were no transfers between Levels 1, 2 or 3 during 2023 or 2022.

The Financial Instruments Topic of the FASB Accounting Standards Codification requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to

estimate that value. The Topic excludes all nonfinancial instruments from its disclosure requirements. Fair value is determined under the hierarchy discussed above. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company. The following methods and assumptions are used in estimating fair value disclosure for financial instruments: the carrying amounts of cash and cash equivalents and trade payables approximate fair value because of the short maturity of these financial instruments; and debt that bears variable interest rates indexed to prime or LIBOR also approximates fair value as it reprices when market interest rates change.

## (11) BENEFIT PLANS

### Pension plan

The Company has a defined benefit pension plan for which accumulated benefits were frozen and future service credits were curtailed as of March 1, 2004. Under generally accepted accounting principles, the Company's defined benefit pension plan was overfunded as of April 30, 2023 by \$747,000, with \$1,030,000 of assets and \$283,000 of liabilities and as of April 30, 2022 by \$90,000, with \$18,054,000 of assets and \$17,964,000 of liabilities. The pension plan liabilities were determined using a weighted average discount interest rate of 4.51% per year as of April 30, 2023 and 3.97% per year as of April 30, 2022, which are based on the FTSE Pension Discount Curve as of such dates as it corresponds to the projected liability requirements of the pension plan.

The Company funds the pension plan in compliance with IRS funding requirements. The pension plan is subject to minimum IRS contribution requirements, but these requirements can be satisfied by the use of the pension plan's existing credit balance. No cash contributions to the pension plan were required or made during 2023 or 2022. Pension assets and liabilities are measured at fair value (measured in accordance with the guidance described in Note 10) and are subject to fair value adjustment in certain circumstances (for example, when there is evidence of impairment). There were no impairments resulting in a change in fair value during 2023 or 2022.

The Company recognized a non-cash pre-tax pension settlement general and administrative expense of \$7,597,000 during 2023 due to (a) the Company's defined benefit pension plan paying certain lump sum payouts of pension benefits to former employees and (b) the transfer of nearly all remaining pension benefit liabilities to an insurance company through an annuity purchase. There were no such charges in 2022.

Net periodic pension cost for 2023 and 2022 was comprised of the following components (in thousands):

	<u>Year Ended April 30,</u>	
	<u>2023</u>	<u>2022</u>
Interest cost on projected benefit obligation	\$ 603	\$ 503
Expected return on assets	(1,123)	(1,535)
Plan expenses	106	150
Recognized net actuarial loss	372	392
Net periodic pension cost	\$ (42)	\$ (490)
Settlement	7,597	-
Net periodic pension cost after settlement	<u>7,555</u>	<u>(490)</u>

Assumptions used in determining net periodic pension cost and the pension benefit obligation were:

	<u>Year Ended April 30,</u>	
	<u>2023</u>	<u>2022</u>
Discount rate used to determine net periodic pension cost	3.97%	2.48%
Discount rate used to determine pension benefit obligation	N/A	3.97%
Expected long-term rate of return on assets used for pension	7.75%	7.75%

The expected return on assets for the pension plan is based on management's expectation of long-term average rates of return to be achieved by the underlying investment portfolio. In establishing this assumption, management considers historical and expected returns for the asset classes in which the pension plan is invested, as well as current economic and market conditions.

The actuarial gain of \$1,667,000 for 2023 is a plan experience gain. The actuarial gain of \$2,414,000 for 2022 consists of a gain from a change in discount rate gain of \$2,360,000, other assumption losses of \$76,000 and plan experience gains of \$130,000. The following table sets forth changes in the pension plan's benefit obligation and assets, and summarizes components of amounts recognized in the Company's balance sheet (in thousands):

	April 30,	
	2023	2022
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 17,964	\$ 21,578
Service cost	106	150
Interest cost	603	503
Actuarial gain	(1,667)	(2,414)
Benefits paid	(1,366)	(1,853)
Settlement	(15,357)	-
Benefit obligation at end of year	<u>\$ 283</u>	<u>\$ 17,964</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 18,054	\$ 21,102
Actual return on plan assets	(103)	(1,239)
Company contributions	-	-
Benefits paid	(1,366)	(1,703)
Plan expenses	(198)	(106)
Settlement	(15,357)	-
Fair value of plan assets at end of year	<u>\$ 1,030</u>	<u>\$ 18,054</u>
Overfunded status	<u>\$ 747</u>	<u>\$ 90</u>

The funded status of the pension plan is equal to the net liability recognized in the balance sheets. The following table summarizes the amounts recorded in accumulated other comprehensive income (loss), which have not yet been recognized as a component of net periodic pension costs (in thousands):

	Year Ended April 30,	
	2023	2022
Pretax accumulated comprehensive income (loss)	<u>\$ 138</u>	<u>\$ (8,350)</u>

The following table summarizes the changes in accumulated other comprehensive income (loss) related to the pension plan for the years ended April 30, 2023 and 2022 (in thousands):

	Pension Benefits	
	Pretax	Net of Tax
Accumulated comprehensive loss, May 1, 2021	\$ 8,426	\$ 4,623
Net actuarial gain	316	214
Amortization of net loss	(392)	(264)
Accumulated comprehensive loss, April 30, 2022	<u>\$ 8,350</u>	<u>\$ 4,573</u>
Net actuarial loss	(372)	(302)
Amortization of net loss	(243)	(198)
Settlement	(7,597)	(5,243)
Accumulated comprehensive income (loss), April 30, 2023	<u>\$ 138</u>	<u>\$ (1,170)</u>

The Company recognizes the known changes in the funded status of the pension plan in the period in which the changes occur through other comprehensive income, net of the related income tax effect. The Company recorded, net of tax, other comprehensive income of \$5,743,000 and \$50,000 in 2023 and 2022 to account for the net effect of changes to the pension liability.

The amount of benefit payments in future fiscal years to pension plan participants payable from plan assets is expected to be as follows: 2024 - \$283,000.

The asset allocation for the pension plan by asset category was as follows:

	April 30,	
	2023	2022
Equity securities	-	57%
Fixed income securities	-	38
Cash and cash equivalents	100	5
Total	<u>100%</u>	<u>100%</u>

As of April 30, 2023, the pension plan assets are held in cash and cash equivalents due to the amount of pension plan liabilities. The pension plan holds no securities of the Company.

The Company has adopted the disclosure requirements in ASC 715, which requires additional fair value disclosures consistent with those required by ASC 820. The following is a description of the valuation methodologies used for pension plan assets measured at fair value: common stock – valued at the closing price reported on a listed stock exchange; corporate bonds, debentures and government agency securities – valued using pricing models, quoted prices of securities with similar characteristics or discounted cash flow; and U.S. Treasury securities – valued at the closing price reported in the active market in which the security is traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following table sets forth by level within the fair value hierarchy the pension plan’s assets at fair value as of April 30, 2023 and 2022 (in thousands):

2023:

	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 1,030	\$ 1,030	\$ -	\$ -
Total assets at fair value	<u>\$ 1,030</u>	<u>\$ 1,030</u>	<u>\$ -</u>	<u>\$ -</u>

2022:

	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 791	\$ 791	\$ -	\$ -
Investments at fair value:				
Equity securities	10,348	10,348	-	-
Fixed income securities	6,915	6,915	-	-
Total assets at fair value	<u>\$ 18,054</u>	<u>\$ 18,054</u>	<u>\$ -</u>	<u>\$ -</u>

Simple IRA

The Company provides a Simple IRA plan as a retirement plan for eligible employees. Under the Simple IRA plan, eligible employees may contribute a portion of their pre-tax yearly salary, up to the maximum contribution limit for Simple IRA plans as set forth under the Internal Revenue Code of 1986, as amended, with the Company matching such contributions on a dollar-for-dollar basis up to 3% of each contributing employee’s annual pre-tax compensation. The Company’s employer contribution was \$74,000 and \$55,000 for 2023 and 2022.

Equity compensation plan

The AMREP Corporation 2016 Equity Compensation Plan (the “Equity Plan”) authorizes stock-based awards of various kinds to non-employee directors and employees covering up to a total of 500,000 shares of common stock of the Company. The Equity Plan will expire by its terms on, and no award will be granted under the Equity Plan on or

after, September 19, 2026. As of April 30, 2023, the Company has issued 108,961 shares of common stock of the Company under the Equity Plan and has reserved for issuance 110,266 shares of common stock of the Company under the Equity Plan upon exercise of issued and outstanding deferred common share units and an option to purchase shares, resulting in 280,773 shares of common stock of the Company available for issuance under the Equity Plan.

Shares of restricted common stock that are issued under the Equity Plan (“restricted shares”) are considered to be issued and outstanding as of the grant date and have the same dividend and voting rights as other common stock. Compensation expense related to the restricted shares is recognized over the vesting period of each grant based on the fair value of the shares as of the date of grant. The fair value of each grant of restricted shares is determined based on the trading price of the Company’s common stock on the date of such grant, and this amount will be charged to expense over the vesting term of the grant. Forfeitures are recognized as reversals of compensation expense on the date of forfeiture.

The restricted share award activity for 2023 and 2022 was as follows:

Restricted share awards	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Non-vested as of May 1, 2021	29,000	\$ 6.18
Granted during 2022	13,000	11.50
Vested during 2022	(20,500)	6.61
Forfeited during 2022	-	-
Non-vested as of April 30, 2022	<u>21,500</u>	8.98
Granted during 2023	14,600	11.17
Vested during 2023	(9,833)	8.09
Forfeited during 2023	-	-
Non-vested as of April 30, 2023	<u>26,267</u>	10.53

The Company recognized non-cash compensation expense related to the vesting of restricted shares of common stock net of forfeitures of \$144,000 and \$102,000 for 2023 and 2022. As of April 30, 2023, there was \$104,000 of unrecognized compensation expense related to restricted shares of common stock previously issued under the Equity Plan which had not vested, which is expected to be recognized over the remaining vesting term not to exceed three years.

In November 2021, the Company granted Christopher V. Vitale, the President and Chief Executive Officer of the Company, an option to purchase 50,000 shares of common stock of the Company under the Equity Plan with an exercise price of \$14.24 per share, which was the closing price on the New York Stock Exchange on the date of grant. The option will become exercisable for 100% of the option shares on November 1, 2026 if Mr. Vitale is employed by, or providing service to, the Company on such date. Subject to the definitions in the Equity Plan, in the event (a) Mr. Vitale has a termination of employment with the Company on account of death or disability, (b) the Company terminates Mr. Vitale’s employment with the Company for any reason other than cause or (c) of a change in control, then the option will become immediately exercisable for 100% of the option shares. The option has a term of ten years from the date of grant and terminates at the expiration of that period. The option automatically terminates upon: (i) the expiration of the three month period after Mr. Vitale ceases to be employed by the Company, if the termination of his employment by Mr. Vitale or the Company is for any reason other than as hereinafter set forth in clauses (ii), (iii) or (iv); (ii) the expiration of the one year period after Mr. Vitale ceases to be employed by the Company on account of Mr. Vitale’s disability; (iii) the expiration of the one year period after Mr. Vitale ceases to be employed by the Company, if Mr. Vitale dies while employed by the Company; or (iv) the date on which Mr. Vitale ceases to be employed by the Company, if the termination is for cause. If Mr. Vitale engages in conduct that constitutes cause after Mr. Vitale’s employment terminates, the option immediately terminates. Notwithstanding the foregoing, in no event may the option be exercised after the date that is immediately before the tenth anniversary of the date of grant. Except as described above, any portion of the option that is not exercisable at the time Mr. Vitale has a termination of employment with the Company immediately terminates. The fair value of the option was \$252,000 as of the date of grant using the Black-Scholes fair value option valuation model. The following assumptions were used for determining the fair value of the option: expected volatility of 38.04%; average risk-free interest rate of 1.46%; dividend yield of 0%; and expected life of 7.5 years. As of April 30, 2023, the option has not been exercised, cancelled or forfeited.



The Company recognized non-cash compensation expense related to the option of \$51,000 and \$25,000 during 2023 and 2022. As of April 30, 2023, the option was out-of-the-money and therefore was not included in “weighted average number of common shares outstanding – diluted” when calculating diluted earnings per share. The option could be dilutive to earnings per share in the future. As of April 30, 2022, the option was out-of-the-money and therefore was not included in “weighted average number of common shares outstanding – diluted” when calculating diluted earnings per share.

On December 31, 2022 and 2021, each non-employee member of the Company’s Board of Directors was issued the number of deferred common share units of the Company under the Equity Plan equal to \$30,000 divided by the closing price per share of Common Stock reported on the New York Stock Exchange on such date. Based on the closing price per share of \$11.55 and \$15.20 on December 31, 2022 and 2021, the Company issued a total of 7,791 and 5,919 deferred common share units to members of the Company’s Board of Directors. Each deferred common share unit represents the right to receive one share of Common Stock within 30 days after the first day of the month to follow such director’s termination of service as a director of the Company.

Director compensation non-cash expense, which is recognized for the annual grant of deferred common share units ratably over the director’s service in office during the calendar year, was \$90,000 for each of 2023 and 2022. At April 30, 2023 and 2022, there was \$30,000 of accrued compensation expense related to the deferred stock units expected to be issued in December of the following fiscal year.

## **(12) OTHER INCOME**

Other income of \$1,803,000 for 2023 primarily consists of the sale of all of the Company’s minerals and mineral rights in and under approximately 147 surface acres of land in Brighton, Colorado. Other income of \$261,000 for 2022 primarily consists of \$185,000 received in connection with the bankruptcy of a warranty provider, \$45,000 of debt forgiveness with respect to a note payable and \$30,000 earned from a life insurance policy for a retired executive of the Company.

## **(13) INCOME TAXES**

### Worthless Stock Deduction

Palm Coast Data Holdco, Inc., a subsidiary of the Company, had previously been the owner of the Company’s fulfillment services business. During 2023, the Company converted Palm Coast Data Holdco, Inc. to a limited liability company and made an election to treat the limited liability company as a disregarded entity for U.S. federal income tax purposes. This resulted in a worthless stock deduction for tax purposes. As a result of the worthless stock deduction, the Company incurred an operating tax loss of \$62,180,000, yielding an income tax benefit of \$13,058,000 for U.S. federal corporate income taxes and an income tax benefit of \$3,013,000 for New Mexico state corporate income taxes. The Company expects its operations to generate sufficient taxable income to fully utilize the tax benefit of this tax loss. The full tax benefit expected from the Company’s worthless stock deduction was accrued during 2023 and reflected as a reduction to the Company’s (benefit) provision for income taxes and an increase in deferred income taxes, net without any valuation allowance.

The Company did not provide a valuation allowance against deferred tax assets, net with respect to the worthless stock deduction due to the Company’s belief that it is more likely than not based upon the available evidence that such deferred tax assets will be realized. In making this determination, the Company projected its future earnings (including currently unrealized gains on real estate inventory) for the future recoverability of such deferred tax assets. While the Company believes that it has utilized a reasonable method to make this valuation allowance determination, should factors and conditions differ materially from those used by the Company in making such determination (including if the Company does not generate sufficient future taxable income to fully utilize the tax benefit of the tax loss included in deferred income taxes, net), the actual realization of deferred tax assets could differ materially from the reported amounts.

This tax loss may be subject to audit and possible adjustment by the U.S. Internal Revenue Service (“IRS”), which could result in a reversal of none, part or all of the income tax benefit or could result in a benefit higher than the amount recorded. If the IRS rejects or reduces the amount of the income tax benefit related to the worthless stock deduction, the Company may have to pay additional cash income taxes, which would adversely affect the Company’s results of operations, financial condition and cash flows. The Company cannot guarantee what the ultimate outcome or amount of the tax benefit the Company will receive, if any. Under federal income tax law, net operating losses have

an unlimited carryforward period and the deductibility of such federal net operating losses is limited to 80% of taxable income in any year during the carryforward period.

In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, the Company's ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if the Company experiences an "ownership change." A Section 382 "ownership change" generally occurs if one or more shareholders or groups of shareholders who own at least 5% of the Company's stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws in the United States. It is possible that any future ownership changes could have a material effect on the use of the Company's net operating loss carryforwards or other tax attributes.

Provision for Income Taxes and Deferred Income Tax Asset

The provision (benefit) for income taxes consists of the following (in thousands):

	Year Ended April 30,	
	2023	2022
Current:		
Federal	\$ -	\$ 2,876
State and local	35	1,062
	<u>35</u>	<u>3,938</u>
Deferred:		
Federal	(10,555)	1,333
State and local	(3,629)	433
	<u>(14,184)</u>	<u>1,766</u>
Total (benefit) provision for income taxes	<u>\$ (14,149)</u>	<u>\$ 5,704</u>

The components of the net deferred income taxes are as follows (in thousands):

	April 30,	
	2023	2022
Deferred income tax assets:		
State tax loss carryforwards	\$ 2,921	\$ 4,199
U.S. federal NOL carryforward	10,010	-
Accrued pension costs	-	9
Vacation accrual	9	14
Real estate basis differences	3,233	3,441
Other	284	230
Total deferred income tax assets	<u>16,457</u>	<u>7,893</u>
Deferred income tax liabilities:		
Depreciable assets	(19)	-
Deferred gains on investment assets	(2,474)	(2,387)
Prepaid pension costs	(576)	(363)
Other	(43)	(36)
Total deferred income tax liabilities	<u>(3,112)</u>	<u>(2,786)</u>
Valuation allowance for realization of certain deferred income tax assets	(852)	(4,149)
Net deferred income tax asset	<u>\$ 12,493</u>	<u>\$ 958</u>

A valuation allowance is provided when it is considered more likely than not that certain deferred tax assets will not be realized. The valuation allowance relates primarily to deferred tax assets, including net operating loss carryforwards, in states where the Company either has no current operations or its operations are not considered likely to realize the deferred tax assets due to the amount of the applicable state net operating loss or its expected expiration

date. The \$3,297,000 decrease in the valuation allowance in 2023 is due to a reevaluation of state net operating losses expected to be realizable.

The Company has federal net operating loss carryforwards of \$47,670,000, which do not have an expiration. The Company has state net operating loss carryforwards of \$55,930,000 that expire beginning in the fiscal year ending April 30, 2038.

The following table reconciles taxes computed at the U.S. federal statutory income tax rate from continuing operations to the Company's actual tax provision (in thousands):

	Year Ended April 30,	
	2023	2022
Computed tax provision at statutory rate	\$ 1,614	\$ 4,526
Increase (reduction) in tax resulting from:		
Deferred tax rate changes	105	(453)
Change in valuation allowances	(3,297)	183
State income taxes, net of federal income tax effect	(2,222)	1,095
Permanent items	(13,057)	-
Other	2,708	353
Actual tax (benefit) provision	<u>\$ (14,149)</u>	<u>\$ 5,704</u>

The Company is subject to U.S. federal income taxes and various state and local income taxes. Tax regulations within each jurisdiction are subject to interpretation and require significant judgment to apply. Federal tax returns prior to the fiscal year ended April 30, 2018 are no longer subject to examination due to the expiration of the statute of limitations. State tax returns prior to the fiscal year ended April 30, 2020 are no longer subject to examination due to the expiration of the applicable statutes of limitations.

ASC 740 clarifies the accounting for uncertain tax positions, prescribing a minimum recognition threshold a tax position is required to meet before being recognized, and providing guidance on the derecognition, measurement, classification and disclosure relating to income taxes. The Company has no unrecognized tax benefits for 2023 and 2022.

The Company has elected to include interest and penalties in its income tax expense. The Company had no accrued interest or penalties as of April 30, 2023 and 2022.

#### **(14) LEASE COMMITMENTS**

The Company leases an office and office equipment in Pennsylvania and office equipment in New Mexico. The leases are generally non-cancelable operating leases with an initial term of two to five years. The Company recognizes lease expense for these leases on a straight-line basis over the lease term. The lease agreements do not contain any residual value guarantees or material restrictive covenants. As of April 30, 2023, right-of-use assets and lease liabilities were \$93,000 and \$95,000. As of April 30, 2022, right-of-use assets and lease liabilities were \$118,000 and \$117,000. Total operating lease expense was \$56,000 and \$30,000 for 2023 and 2022.

Remaining operating lease payments subsequent to April 30, 2023 are \$26,000 in fiscal year 2024, \$27,000 in fiscal year 2025, \$29,000 in fiscal year 2026 and \$9,000 in subsequent years. Remaining operating lease payments had imputed interest resulting in a present value of lease liabilities of \$83,000. For 2023, the weighted average remaining lease term and weighted average discount rate of the Company's operating leases were 3.34 years and 5.50%. For 2022, the weighted average remaining lease term and weighted average discount rate of the Company's operating leases were 4.34 years and 5.50%. The lease contracts for the Company generally do not provide a readily determinable implicit rate. For these contracts, the Company estimated the incremental borrowing rate based on information available upon the adoption of ASU 2016-02. The Company applied a consistent method in periods after the adoption of ASU 2016-02 to estimate the incremental borrowing rate.

#### **(15) STOCK REPURCHASES**

In March 2022, the Company repurchased 2,096,061 shares of common stock of the Company at a price of \$10.45 per share in a privately negotiated transaction. As of the date of the repurchase, the repurchased shares were retired and returned to the status of authorized but unissued shares of common stock.

**(16) RISKS AND UNCERTAINTIES**

During 2023 and 2022, the Company has experienced supply chain constraints, increases in the prices of building materials, shortages of skilled labor and delays in municipal approvals and inspections in both the land development business segment and homebuilding business segment, which caused delays in construction and the realization of revenues and increases in cost of revenues. In addition, in response to inflation, the Federal Reserve increased benchmark interest rates during 2023 and 2022 and has signaled it expects additional future interest rate increases, which has resulted in a significant increase in mortgage interest rates during 2023 and 2022, impacting home affordability and consumer sentiment and tempering demand for new homes and finished residential lots. The rising cost of housing due to increases in average sales prices in recent years and the recent increases in mortgage interest rates, coupled with general inflation in the U.S. economy and other macroeconomic factors, have placed pressure on overall housing affordability and have caused many potential homebuyers to pause and reconsider their housing choices. Given the affordability challenges described above and the resulting impact on demand, the Company has increased sales incentives on certain homes classified as homebuilding model inventory or homebuilding construction in process, opportunistically leased completed homes and slowed the pace of housing starts and land development projects. The Company believes these conditions will continue to impact the land development and homebuilding industries for at least the remainder of calendar year 2023.

Future economic conditions and the demand for land and homes are subject to continued uncertainty due to many factors, including the recent increase in mortgage interest rates, higher inflation, low supplies of new and existing home inventory available for sale, ongoing disruptions from supply chain challenges and labor shortages, the ongoing impact of the COVID-19 pandemic and government directives, and other factors.

**(17) INFORMATION ABOUT THE COMPANY'S OPERATIONS IN DIFFERENT INDUSTRY SEGMENTS**

The following tables set forth summarized data relative to the industry segments in which the Company operated for the periods indicated (in thousands):

	<u>Land</u>			
	<u>Development</u>	<u>Homebuilding</u>	<u>Corporate</u>	<u>Consolidated</u>
2023 (a)				
Revenues	\$ 34,404	\$ 14,272	\$ -	\$ 48,676
Net income (loss)	\$ 13,331	\$ 3,348	\$ 5,111	\$ 21,790
Capital expenditures	\$ 118	\$ 13	\$ -	\$ 131
Total assets as of April 30, 2023	\$ 95,457	\$ 6,105	\$ 14,333	\$ 115,895
2022 (a)				
Revenues	\$ 40,827	\$ 11,201	\$ 6,898	\$ 58,926
Net income (loss)	\$ 15,322	\$ 1,626	\$ (1,086)	\$ 15,862
Capital expenditures	\$ 1,272	\$ 15	\$ -	\$ 1,287
Total assets as of April 30, 2022	\$ 86,991	\$ 5,631	\$ 2,295	\$ 94,917

(a) Revenue information provided for each segment may include amounts classified as building sales and other revenues in the accompanying consolidated statements of operations. Corporate is net of intercompany eliminations.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer and Vice President, Finance and Accounting, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this annual report on Form 10-K. As a result of such evaluation, the Chief Executive Officer and Vice President, Finance and Accounting have concluded that such disclosure controls and procedures were effective as of April 30, 2023 to

provide reasonable assurance that the information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and (ii) accumulated and communicated to the Company’s management, including the Company’s Chief Executive Officer and Vice President, Finance and Accounting, as appropriate, to allow timely decisions regarding disclosure. The Company believes that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

The report called for by Item 308(a) of Regulation S-K is incorporated herein by reference to Management’s Annual Report on Internal Control Over Financial Reporting, included in Part II, “Item 8. Financial Statements and Supplementary Data” of this annual report on Form 10-K.

No change in the Company’s system of internal control over “financial reporting” (as such term is defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, internal control over financial reporting.

**Item 9B. Other Information**

None.

**Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not Applicable.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The information set forth under the headings “Election of Director”, “The Board of Directors and its Committees” and “Delinquent Section 16(a) Reports” in the Company’s Proxy Statement for its 2023 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission (the “Proxy Statement”) is incorporated herein by reference. In addition, information concerning the Company’s executive officers is included in Part I above under the caption “Information about the Company’s Executive Officers.”

**Item 11. Executive Compensation**

The information set forth under the headings “Compensation of Executive Officers” and “Compensation of Directors” in the Proxy Statement is incorporated herein by reference.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information set forth under the headings “Common Stock Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in the Proxy Statement is incorporated herein by reference.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information set forth under the headings “The Board of Directors and its Committees” and “Transactions with Related Persons” in the Proxy Statement is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services**

The information set forth under the subheadings “Audit Fees” and “Pre-Approval Policies and Procedures” in the Proxy Statement is incorporated herein by reference.

## PART IV

### **Item 15. Exhibits, Financial Statement Schedules**

(a) 1. Financial Statements. The following consolidated financial statements and supplementary financial information are filed as part of this annual report on Form 10-K:

AMREP Corporation and Subsidiaries:

- Management's Annual Report on Internal Control Over Financial Reporting
- Report of Independent Registered Public Accounting Firm dated July 25, 2023 – Baker Tilly US, LLP (PCAOB ID #23)
- Report of Independent Registered Public Accounting Firm dated July 21, 2022 – Marcum LLP (PCAOB ID #688)
- Consolidated Balance Sheets – April 30, 2023 and 2022
- Consolidated Statements of Operations for the Years Ended April 30, 2023 and April 30, 2022
- Consolidated Statements of Comprehensive Income for the Years Ended April 30, 2023 and April 30, 2022
- Consolidated Statements of Shareholders' Equity for the Years Ended April 30, 2023 and April 30, 2022
- Consolidated Statements of Cash Flows for the Years Ended April 30, 2023 and April 30, 2022
- Notes to Consolidated Financial Statements

2. Financial Statement Schedules.

Financial statement schedules not included in this annual report on Form 10-K have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits.

The exhibits filed in this annual report on Form 10-K are listed in the Exhibit Index.

(b) Exhibits. See (a)3 above.

(c) Financial Statement Schedules. See (a)2 above.

### **Item 16. Form 10-K Summary**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMREP CORPORATION  
(Registrant)

Dated: July 25, 2023

By: /s/ Adrienne M. Uleau  
Name: Adrienne M. Uleau  
Title: Vice President, Finance and Accounting

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Christopher V. Vitale</u> Christopher V. Vitale	President, Chief Executive Officer and Director (Principal Executive Officer)	July 25, 2023
<u>/s/ Adrienne M. Uleau</u> Adrienne M. Uleau	Vice President, Finance and Accounting (Principal Financial Officer and Principal Accounting Officer)	July 25, 2023
<u>/s/ Edward B. Cloues, II</u> Edward B. Cloues, II	Director	July 25, 2023
<u>/s/ Robert E. Robotti</u> Robert E. Robotti	Director	July 25, 2023
<u>/s/ Albert V. Russo</u> Albert V. Russo	Director	July 25, 2023

## EXHIBIT INDEX

<u>NUMBER</u>	<u>ITEM</u>
3.1	Certificate of Incorporation, as amended. (Incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q filed September 14, 2016)
3.2	By-laws, as amended. (Incorporated by reference to Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q filed December 12, 2022)
4.1 <sup>(b)</sup>	Description of the Company's Securities Registered Pursuant to Section 12 of the Exchange Act.
10.2	Business Loan Agreement, dated as of February 3, 2020, between Sandia Laboratory Federal Credit Union and Mountain Hawk East Development Company LLC. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed February 3, 2020)
10.3	Promissory Note, dated February 3, 2020, by Mountain Hawk East Development Company LLC in favor of Sandia Laboratory Federal Credit Union. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed February 3, 2020)
10.4	Line of Credit Mortgage, dated as of February 3, 2020, between Sandia Laboratory Federal Credit Union and Mountain Hawk East Development Company LLC. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed February 3, 2020)
10.5	Commercial Guaranty, dated as of February 3, 2020, made by AMREP Southwest Inc. for the benefit of Sandia Laboratory Federal Credit Union. (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed February 3, 2020)
10.6	Promissory Note, dated as of June 15, 2020, between MesoAM LLC and Lavender Fields, LLC. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.7	Mortgage, Security Agreement and Fixture Filing, dated as of June 15, 2020, by Lavender Fields, LLC. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.8	Development Loan Agreement, dated as of June 19, 2020, between BOKF, NA dba Bank of Albuquerque and Lavender Fields, LLC. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.9	Non-Revolving Line of Credit Promissory Note, dated June 19, 2020, by Lavender Fields, LLC in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.10	Mortgage, Security Agreement and Financing Statement, dated as of June 19, 2020, between BOKF, NA dba Bank of Albuquerque and Lavender Fields, LLC. (Incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.11	Guaranty Agreement, dated as of June 19, 2020, made by AMREP Southwest Inc. for the benefit of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.6 to Registrant's Current Report on Form 8-K filed June 19, 2020)
10.12	Development Loan Agreement, dated as of September 22, 2020, between BOKF, NA dba Bank of Albuquerque and Lomas Encantadas Development Company, LLC. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed September 23, 2020)
10.13	Non-Revolving Line of Credit Promissory Note, dated September 22, 2020, by Lomas Encantadas Development Company, LLC in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed September 23, 2020)
10.14	Mortgage, Security Agreement and Financing Statement, dated as of September 22, 2020, between BOKF, NA dba Bank of Albuquerque and Lomas Encantadas Development Company, LLC. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed September 23, 2020)
10.15	Guaranty Agreement, dated as of September 22, 2020, made by AMREP Southwest Inc. for the benefit of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed September 23, 2020)



- 10.16 Development Loan Agreement, dated as of January 21, 2021, between BOKF, NA dba Bank of Albuquerque and Mountain Hawk West Development Company LLC. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed January 25, 2021)
- 10.17 Non-Revolver Line of Credit Promissory Note, dated January 21, 2021, by Mountain Hawk West Development Company LLC in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed January 25, 2021)
- 10.18 Mortgage, Security Agreement and Financing Statement, dated as of January 21, 2021, between BOKF, NA dba Bank of Albuquerque and Mountain Hawk West Development Company LLC. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed January 25, 2021)
- 10.19 Guaranty Agreement, dated as of January 21, 2021, made by AMREP Southwest Inc. for the benefit of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed January 25, 2021)
- 10.20 Loan Agreement, dated as of February 3, 2021, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed February 3, 2021)
- 10.21 First Modification Agreement, dated January 25, 2022, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc., to Loan Agreement, dated as of February 3, 2021. (Incorporated by reference to Exhibit 10.29 to Registrant's Annual Report on Form 10-K filed July 21, 2022)
- 10.22 Second Modification Agreement, dated April 13, 2022, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc., to Loan Agreement, dated as of February 3, 2021. (Incorporated by reference to Exhibit 10.30 to Registrant's Annual Report on Form 10-K filed July 21, 2022)
- 10.23 Third Modification Agreement, dated August 15, 2022, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed August 16, 2022)
- 10.24<sup>(b)</sup> Fourth Modification Agreement, dated February 4, 2023, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc.
- 10.25 Revolver Line of Credit Promissory Note, dated February 3, 2021, by AMREP Southwest Inc. in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed February 3, 2021)
- 10.26 First Amended and Restated Revolver Line of Credit Promissory Note, dated August 15, 2022, by AMREP Southwest Inc. in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed August 16, 2022)
- 10.27 Line of Credit Mortgage, Security Agreement and Fixture Filing, dated as of February 3, 2021, between BOKF, NA dba Bank of Albuquerque and AMREP Southwest Inc. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed February 3, 2021)
- 10.28 Development Loan Agreement, dated as of June 24, 2021, between BOKF, NA dba Bank of Albuquerque and Wymont LLC. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed June 25, 2021)
- 10.29 Non-Revolver Line of Credit Promissory Note, dated June 24, 2021, by Wymont LLC in favor of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed June 25, 2021)
- 10.30 Mortgage, Security Agreement and Financing Statement, dated as of June 24, 2021, between BOKF, NA dba Bank of Albuquerque and Wymont LLC. (Incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K filed June 25, 2021)
- 10.31 Guaranty Agreement, dated as of June 24, 2021, made by AMREP Southwest Inc. for the benefit of BOKF, NA dba Bank of Albuquerque. (Incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K filed June 25, 2021)
- 10.32<sup>(a)</sup> AMREP Corporation 2016 Equity Compensation Plan. (Incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed September 16, 2016)
- 10.33<sup>(a)</sup> Form of Deferred Stock Unit Agreement under the 2016 Equity Compensation Plan. (Incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K filed September 16, 2016)

- 10.34<sup>(a)</sup> Form of Restricted Stock Award Agreement under the 2016 Equity Compensation Plan. (Incorporated by reference to Exhibit 10.3 to Registrant’s Current Report on Form 8-K filed September 16, 2016)
- 10.35<sup>(a)</sup> Employment Agreement, dated November 1, 2021, by and between AMREP Corporation and Christopher V. Vitale. (Incorporated by reference to Exhibit 10.1 to Registrant’s Current Report on Form 8-K filed November 2, 2021)
- 10.36<sup>(a)</sup> Stock Option Grant, dated as of November 1, 2021, delivered by AMREP Corporation to Christopher V. Vitale. (Incorporated by reference to Exhibit 10.2 to Registrant’s Current Report on Form 8-K filed November 2, 2021)
- 16.1 Letter, dated September 12, 2022, from Marcum LLP. (Incorporated by reference to Exhibit 16.1 to Registrant’s Current Report on Form 8-K filed September 14, 2022)
  - 21<sup>(b)</sup> Subsidiaries of Registrant.
  - 23.1<sup>(b)</sup> Consent of Baker Tilly US, LLP.
  - 23.2<sup>(b)</sup> Consent of Marcum LLP.
  - 31.1<sup>(b)</sup> Certification required by Rule 13a-14(a) under the Securities Exchange Act of 1934.
  - 31.2<sup>(b)</sup> Certification required by Rule 13a-14(a) under the Securities Exchange Act of 1934.
  - 32<sup>(b)</sup> Certification required by Rule 13a-14(b) under the Securities Exchange Act of 1934.
- 101.INS Inline XBRL Instance Document.
- 101.SCH Inline XBRL Taxonomy Extension Schema.
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase.
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase.
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase.
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase.
- 104 Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit)

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(a) Management contract or compensatory plan or arrangement in which directors or officers participate.

(b) Filed herewith.

## CORPORATE INFORMATION

### AMREP Corporation

August 2023

#### BOARD OF DIRECTORS

**Edward B. Cloues, II**, Chairman <sup>1,2,3</sup>  
*Former Chairman of the Board and CEO,  
K-Tron International, Inc.  
(Industrial Manufacturer)*

**Robert E. Robotti** <sup>1,2,3</sup>  
*President, Robotti & Company Advisors, LLC  
(Investment Advisor) and Robotti Securities, LLC  
(Broker-Dealer)*

**Albert V. Russo** <sup>1,2,3</sup>  
*Managing Partner, Russo Associates,  
Pioneer Realty and 401 Broadway Building  
(Commercial Real Estate)*

**Christopher V. Vitale**  
*President and Chief Executive Officer, AMREP  
Corporation*

1 Member Audit Committee

2 Member Compensation and Human Resources Committee

3 Member Nominating and Corporate Governance Committee

#### OFFICERS

**Christopher V. Vitale**  
*President and Chief Executive Officer*

**Adrienne M. Uleau**  
*Vice President, Finance and Accounting*

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#### Independent Registered Public Accounting Firm

*Baker Tilly US, LLP  
1650 Market Street, Suite 4500  
Philadelphia, PA 19103-7341*

#### Transfer Agent and Registrar

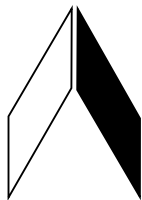
*Continental Stock Transfer & Trust Company  
Attn: Customer Service  
1 State Street, 30th Floor  
New York, NY 10004-1561  
Email: [cstmail@continentalstock.com](mailto:cstmail@continentalstock.com)  
Phone: 800-509-5586  
Website: [www.continentalstock.com](http://www.continentalstock.com)*

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**AMREP Corporation Website: [www.amrepcorp.com](http://www.amrepcorp.com)**

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**Common Stock (symbol AXR) listed on the  
New York Stock Exchange**



**AMREP CORPORATION**

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Havertown, PA 19083