

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): March 18, 2021

BRT APARTMENTS CORP.
(Exact name of Registrant as specified in charter)

<u>Maryland</u>	<u>001-07172</u>	<u>13-2755856</u>
(State or other jurisdiction of incorporation)	(Commission file No.)	(IRS Employer I.D. No.)

<u>60 Cutter Mill Road, Suite 303, Great Neck, New York</u>	<u>11021</u>
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code 516-466-3100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	BRT	NYSE

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- ☐ Emerging growth company

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

Item 7.01 Regulation FD Disclosure.

Certain of our executive officers will be meeting with analysts and other persons and may provide such persons with copies of, or discuss the information set forth in, the investor presentation furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

The information under this Item 7.01 and Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the information contemplated by this report is not intended to constitute a determination by us that the information is material or that the dissemination of the information is required by Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation-March 2021
101	Cover Page Interactive Data File - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

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

BRT APARTMENTS CORP.

March 18, 2021

By: /s/ George Zweier

George Zweier, Vice President
and Chief Financial Officer



Mercer Crossing – Dallas, TX



The Avenue – Ocoee, FL



Pointe at Lenox Park – Atlanta, GA

Investor Presentation

March 2021



Safe Harbor

Certain information contained in this presentation, together with other statements and information publicly disseminated by BRT Apartments Corp. (the "Company"), constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. These statements involve assumptions and forecasts that are based upon our current assessments of certain trends, risks and uncertainties, which assumptions appear to be reasonable to us at the time they are made. We intend such forward-looking statements to be covered by the safe harbor provision for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for the purpose of complying with these safe harbor provisions. Information regarding certain important factors that could

cause actual outcomes or other events to differ materially from any such forward-looking statements appear in the Company's Annual Report on Form 10-K for the year ended December 31, 2020 and the Quarterly Reports on Form 10-Q filed with the SEC thereafter, and in particular, the sections of such documents entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations". You should not rely on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could materially affect actual results or performance referred to above. We undertake no obligation to publicly update or revise any forward-looking statements included in this presentation, whether as a result of new information, future events or otherwise.



BRT Apartments is an owner and operator of Class B and B+ value-add and select Class A multi-family assets primarily in superior Sun Belt locations. The Company uses its expert real estate and investment experience to maximize risk-adjusted return for its stockholders.



Parkway Grande – San Marcos, TX



Vanguard Heights – Creve Coeur, MO



Verandas at Alamo Ranch – San Antonio, TX



Differentiated Strategy

- Focused on growth markets, targeting assets where we can create value using repositioning and renovation programs
- Extensive JV network mitigating risk and expanding our ability to grow into ideal markets
- Purchase price between \$20 million and \$100 million with BRT's equity contribution of between \$2 million and \$20 million



Stable Portfolio and Historically Robust Pipeline

- Primarily acquire properties with 90+% occupancy
- Historically strong deal flow from existing network of partners and brokers



Proven Management team, closely aligned with Stockholders

- Management and affiliates owns 37%¹ of the Company's total equity
- Internalized management
- Attractive annual dividend yield of 4.5%²



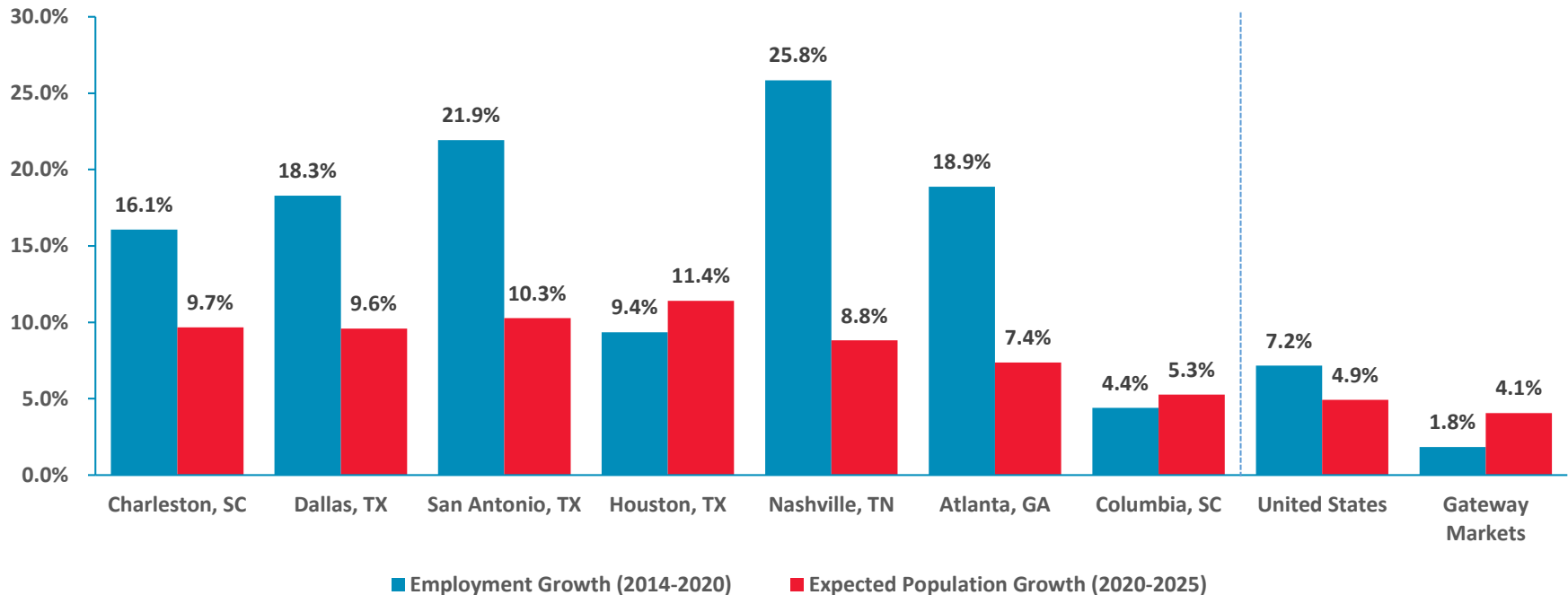
Scalable Growth Opportunity

- Target assets in the Sun Belt with favorable demographics
 - Historically high job growth
 - Outsized population growth

Capitalizing on Favorable Multi-Family Trends



- Multi-family apartments have seen tremendous growth in recent years due to high demand, driven partially by millennial's preference to rent rather than to buy
- Focus on opportunities in Sun Belt markets where we anticipate cap rates will be attractive due to positive net migration in the millennial age group moving into the area
- Middle class renters who are more likely to rent Class B, or better, apartments drive demand in our markets



Proven Senior Management Team

More than 35 Years experience in Multi-family



Jeffrey A. Gould,
President and CEO

President and CEO since 2002

Senior Vice President and Member of the Board of Directors of One Liberty Properties, Inc. (NYSE: OLP) since 1999

Vice President of Georgetown Partners, Inc., managing general partner of Gould Investors L.P. since 1996



Ryan W. Baltimore,
Senior Vice President

Corporate Strategy and Finance



David W. Kalish,
Senior Vice President

Finance



George E. Zweier,
Chief Financial Officer

Vice President and CFO



Mitchell K. Gould,
Executive Vice President

Acquisitions and Asset Management

Decades of Demonstrated Success in Multi-Family



Timeline of Business Operations

1983 - 2011



- Engaged in lending on commercial and mixed use properties
- Significant involvement in multi-family apartments and other real estate assets

2011 - 2016



- Commenced multi-family investing strategy
- Fully exited lending and servicing business
- Announced internalization of management
- Acquired 45 properties with 13,734 units
- Sold 13 properties with 4,397 units

2017 - 2020



- Announced quarterly dividend of \$0.18 per share in 2017
- Increased quarterly dividend to \$0.20 per share in 2018
- Increased quarterly dividend further to \$0.22 per share in 2019
- Acquired 18 properties with 5,112 units
- Sold 11 properties with 3,407 units

2021



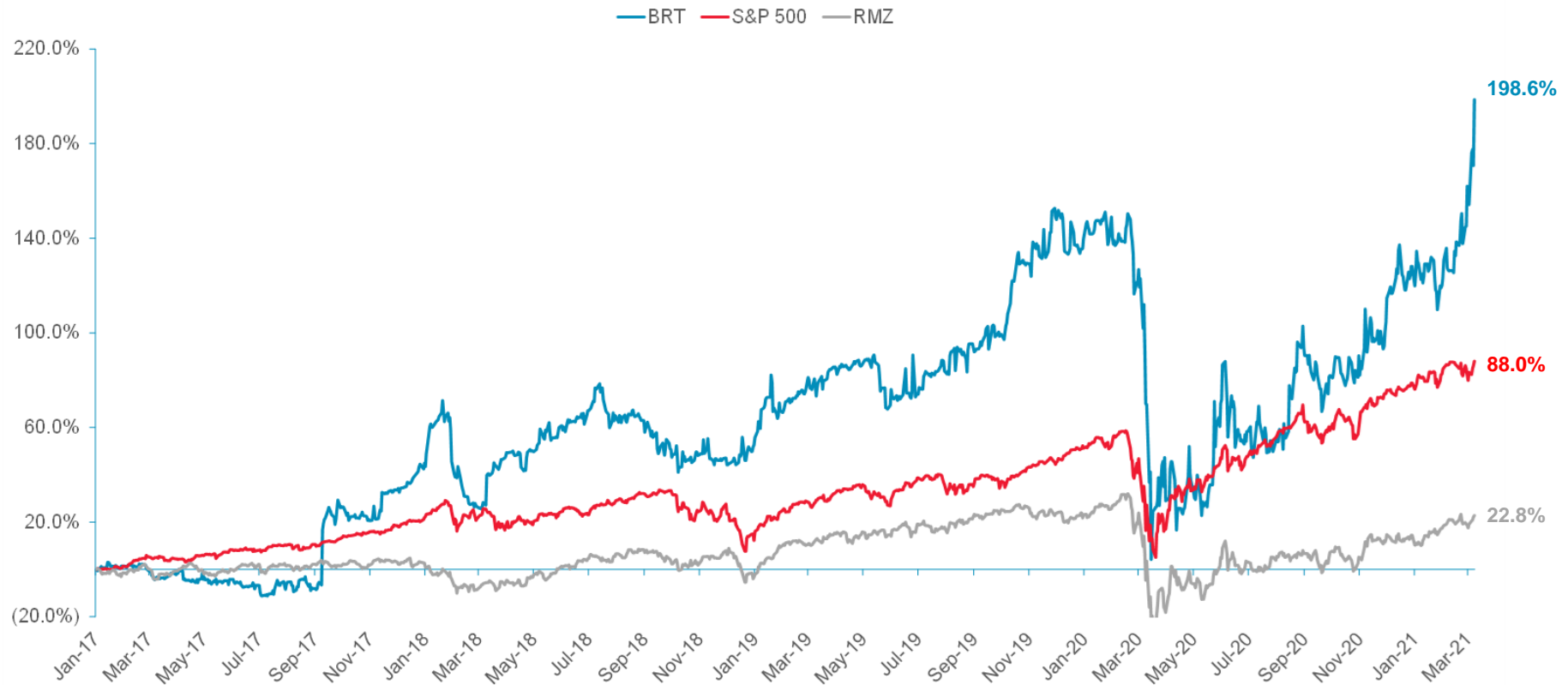
- Announced 2 dispositions and anticipate being net sellers in 2021 given the compressed cap rate environment.
- Will take advantage of further dispositions where we believe we can capture embedded value
- Potential deleveraging opportunity with use of proceeds
- Continue monitoring the markets and looking for accretive acquisition opportunities where available

Source: Company Filings

BRT's Total Return Since 2017



- Since January 1, 2017, BRT's total return has been 198.6%, outperforming both the S&P 500 and the MSCI U.S. REIT Index over the same time period by 110.6% and 175.8%, respectively



Differentiated Strategy Creating

Meaningful Value



Focus on Growth Markets

- Target assets with high NOI growth potential
- Create value through re-tenanting, repositioning, and value-add renovations
- Growth through active property management
- High barriers to entry; minimal new development; less institutional competition

JV-Centric Strategy

- JV structure leverages local expertise of joint venture partner network
- Superior flexibility to grow or exit markets versus vertically-integrated REITs
- Ability to pursue direct acquisitions of properties or buy outs of partners' equity interest on an opportunistic basis

Proven Access to Investment Opportunities

- Significant access to buying opportunities from strong JV partner network
- Broad network of third party management companies and partner relationships
- Flexible acquisition and funding profile; focus on one-off opportunities where major institutional buyers are not active
- BRT's niche is the less competitive, higher returning properties worth up to \$100 million

Joint Venture Strategy

Creating Value through Strong Operating Partnerships



Strong Deal Flow

- Generate opportunities from both existing partners and potential partners through a strong network built from the successful lending platform and equity partnerships in the past
- Have never advertised publicly

Flexibility

- Ability to enter and exit markets through a strong network
- High “hit-rate” and efficiencies on deals as we only review deals when under contract
- Have the ability to choose best-in-class third party management companies where the partners do not have a vertically integrated platform

Value-Creation through Local Partners

- Local operators with expertise in specific markets provide value-added opportunities through extensive market knowledge
- Able to get “off-market” deals through the partners’ relationships with local brokers and owners

Acquisition Approach and Strategy

Harnessing Partner Network to Facilitate Capital Deployment



ACTIVE CAPITAL PARTNER

Actively involved in operations and asset management

Strong local partner expertise accelerates site selection and enhances diligence process

CONSERVATIVE UNDERWRITING

Efficient underwriting: management primarily considers deals already under contract by JV Partner, resulting in a high “hit rate”

Leverages relationship with JV partner to enhance quality of due diligence

Working with partner maximizes ability to hone in on best locations for investment

TYPICAL DEAL METRICS

\$4 million to \$20 million equity investment

Generally provide 65% to 80% of equity requirement, pari passu

60% – 65% LTV first mortgage financing

Targeted 6% to 7% cash-on-cash yield day one

Targeted 10% to 20% IRR

Willing to take preferred / senior equity position to enhance returns and mitigate risk

Focus on Growth Markets

Strategically Diversified in Sun Belt Markets



STATE



PROPERTIES²



UNITS²



% of NOI CONTRIBUTION³

Texas	10	3,025	21%
Georgia	5	1,545	15%
South Carolina	5	1,391	11%
Florida	4	1,248	12%
Alabama	4	940	10%
Mississippi	2	776	7%
Tennessee	2	702	6%
North Carolina	2	576	5%
Missouri	3	355	5%
Ohio	1	264	3%
Virginia	1	220	5%
Other ¹	-	-	2%
TOTAL	39	11,042	100%

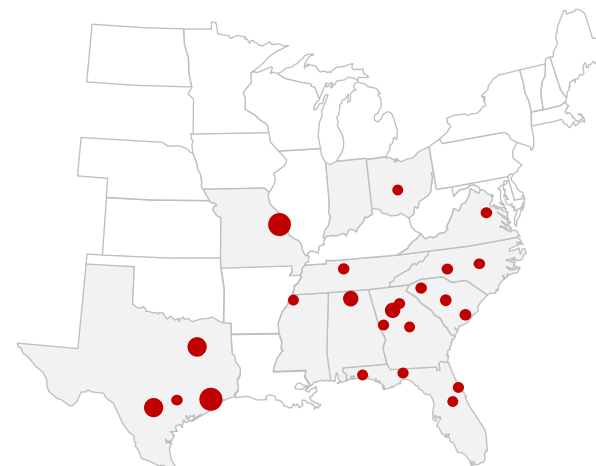
KEY PORTFOLIO FIGURES

Average Monthly Rental Rate^{3,5} **\$1,088**

Average Property Age (Years)^{2,3} **20**

Average Cost per Unit⁴ **\$129.4k**

Geographically Diverse Portfolio



Source: Company Filings, SNL

[1] Primarily reflects amounts from properties related to a commercial leasehold position in Yonkers, NY

[2] As of December 31, 2020

[3] For the quarter ending December 31, 2020. See appendix for an explanation of the manner in which net operating income, or NOI, is calculated.

PAGE 12 [4] Average cost includes total capitalization for renovations

[5] Reflects stabilized properties

Partnering with Private Owner/Operators

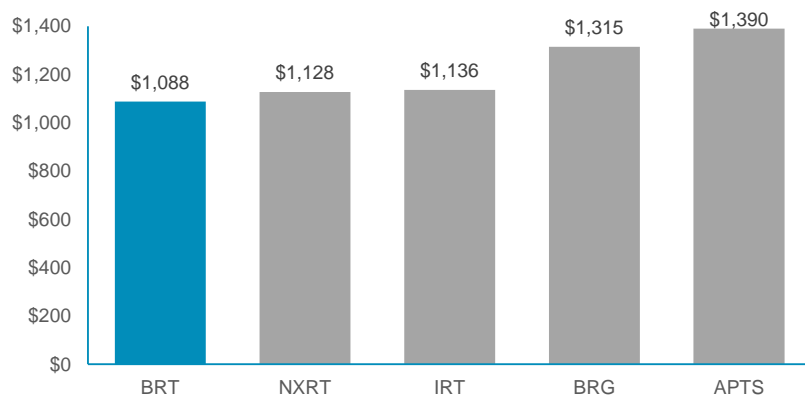
Strong partnerships with national operators who manage/own 100,000+ units

-  **ELECTRA**
AMERICA
-  **MANAGEMENT SERVICES, LLC**
- **MLG Capital**
-  Somerset Partners

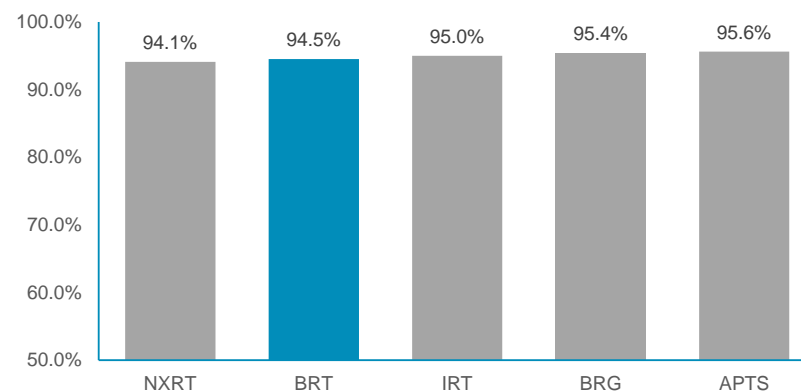
Upside in Rents Due to Strong Value-Add Program and Stable Occupancy



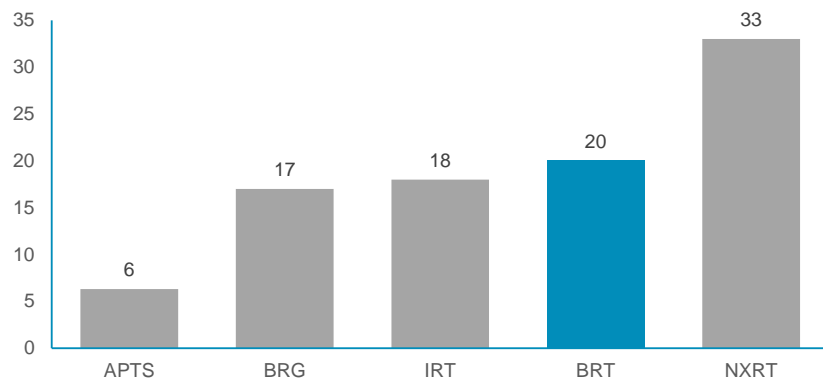
AVERAGE RENT PER UNIT¹



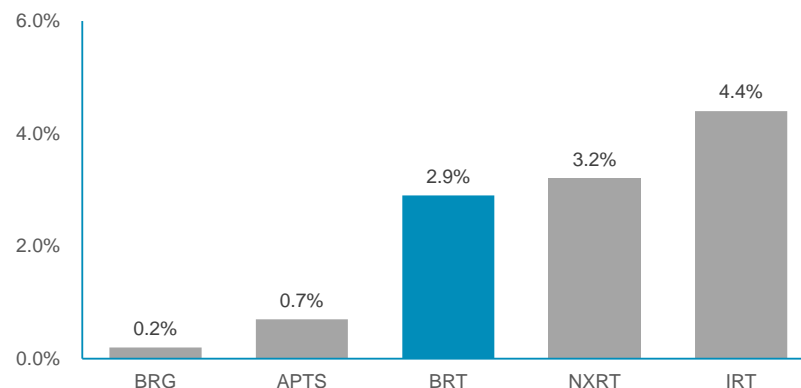
PORTFOLIO OCCUPANCY¹



AVERAGE AGE OF PROPERTY (YEARS)¹



Q4 2020 SAME STORE NOI GROWTH²



Source: Company Filings, SNL

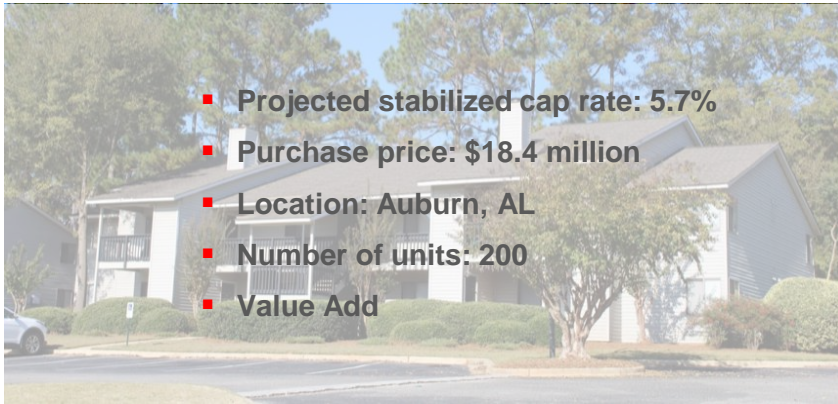
PAGE 14 [1] As of the quarter ending December 31, 2020

[2] Q4 2019 to Q4 2020

Sample Acquisitions



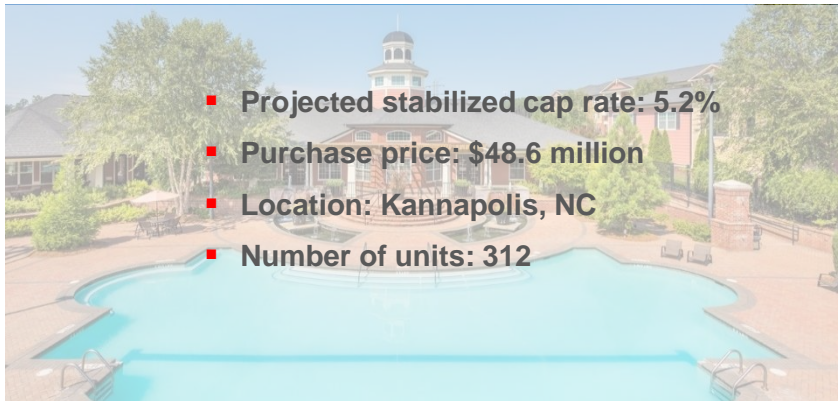
THE VILLAGE AT LAKESIDE



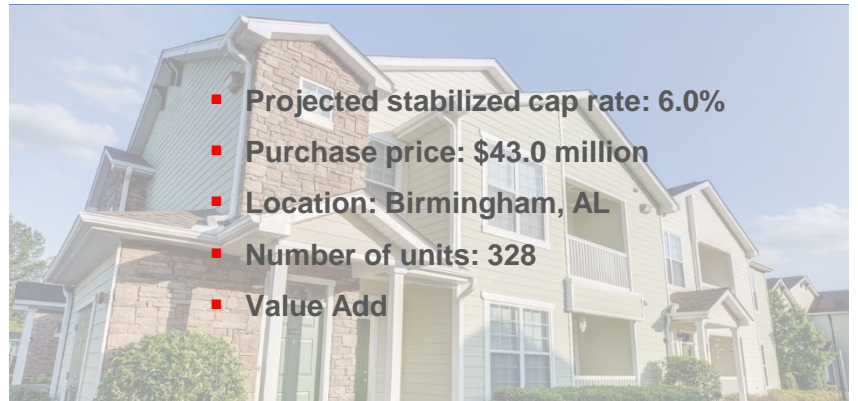
ABBOTTS RUN



THE VIVE AT KELLSWATER









SOMERSET AT TRUSSVILLE



History of Value Creation



Dispositions

 DISPOSITION DATE	 PROPERTY NAME	 LOCATION	 # OF UNITS	 BRT SHARE OF GAIN ON SALE¹	 IRR¹
Jul-15	Ivy Ridge	Marietta, GA	207	\$4.6mm	31.7%
Mar-16	Grove at Trinity Pointe	Cordova, TN	464	\$4.5mm	21.2%
Mar-16	Mountain Park Estates	Kennesaw, GA	450	\$6.3mm	26.0%
Apr-16	Courtney Station	Pooler, GA	300	\$4.3mm	13.0%
Jun-16	Madison at Schilling Farms	Collierville, TN	324	\$3.7mm	10.0%
Jun-16	Village Green	Little Rock, AK	172	\$0.4mm	10.0%
Sep-16	Sundance	Wichita, KS	496	\$5.4mm	32.0%
Oct-16	Southridge	Greenville, SC	350	\$9.2mm	27.0%
Oct-16	Spring Valley	Panama City, FL	160	\$3.9mm	37.0%
Nov-16	Sandtown Vista	Atlanta, GA	350	\$4.7mm	40.2%
Nov-16	Autumn Brook	Hixson, TN	156	\$0.5mm	-5.1%
Jul-17	Meadowbrook	Humble, TX	260	\$4.6mm	23.5% ²
Jul-17	Parkside	Humble, TX	160	\$2.8mm	23.5% ²
Jul-17	Ashwood Park	Pasadena, TX	144	\$1.7mm	23.5% ²
Oct-17	Waverly Place Apartments	Melborune, FL	208	\$10.0mm	25.0% ³
Feb-18	Fountains	Palm Beach Gardens, FL	542	\$21.2mm	25.0% ³
Feb-18	Apartments at the Venue	Valley, AL	618	\$5.2mm	15.7%
Nov-18	The Factory at Garco Park	North Charleston, SC	271	\$6.2mm	20.0%
Dec-18	Cedar Lakes	Lake St. Louis, MO	420	\$5.6mm	15.9%
Jul-19	Stonecrossing	Houston, TX	384	\$9.0mm	18.3%
Dec-19	Waterside	Indianapolis, IN	400	\$9.8mm	23.2%
TOTAL			6,836	\$123.6mm	

Value-Add Case Study: Mississippi Portfolio

Southhaven, MS



PROPERTY DESCRIPTION

- 2 class B multi-family properties located in Southaven, Mississippi.
- Built in 2002, 2005 and 2006
- 776 total units
- 324 units have been renovated as of 7/31/2020.

ACQUISITION DATA

- Civic Center 1 purchased for \$35mm, or \$89,286, per unit
- Civic Center 2 purchased for \$38.205mm, or \$99,492, per unit
- Blended acquisition cap rate of 6.1% (based on projected NOI and total cost)
- Civic 1 capex budget of \$1,940,400 or \$4,950, per unit
- Civic 2 capex budget of \$1,655,800 or per unit 4,312, per unit

VALUE ADD UPGRADES

- Upgraded interior units with new cabinet doors, resurface countertop, new lighting fixtures, new vinyl flooring in the kitchens and bathrooms, new paint color scheme, new USB outlets in Kitchen. Some units also received a new appliance package in the kitchen.
- Targeted upgrades that result in the highest return on investment.



Before Renovation

After Renovation



VALUE ADD PROGRAM RETURN ON INVESTMENT

Property	Average Cost Per Unit	Average Rent Increase	ROI
Civic Center 1	\$4,282	\$92	26%
Civic Center 2	\$4,601	\$103	27%

Development Transactions

Superior Locations with Limited New Supply



- Pursue Class A / A+ new construction in emerging Southeast US markets
- Willing to provide at least 50% of the required equity with well-capitalized development partners
- Garden style or mid-rise construction
- Targeting unlevered stabilized return of at least 6%

Canalside Sola, Columbia, SC



**Bells Bluff, Nashville, TN
(rendering)**

Location	Estimated Development Cost	Capital Drawn (Debt and Equity)	Planned Units	Status
Columbia, SC	\$60,697,000	\$59,994,000	339	■ Occupancy is 85% as of 12/31/2020
Nashville, TN	\$73,263,000	\$72,324,000	402	■ Occupancy is 74% as of 12/31/2020

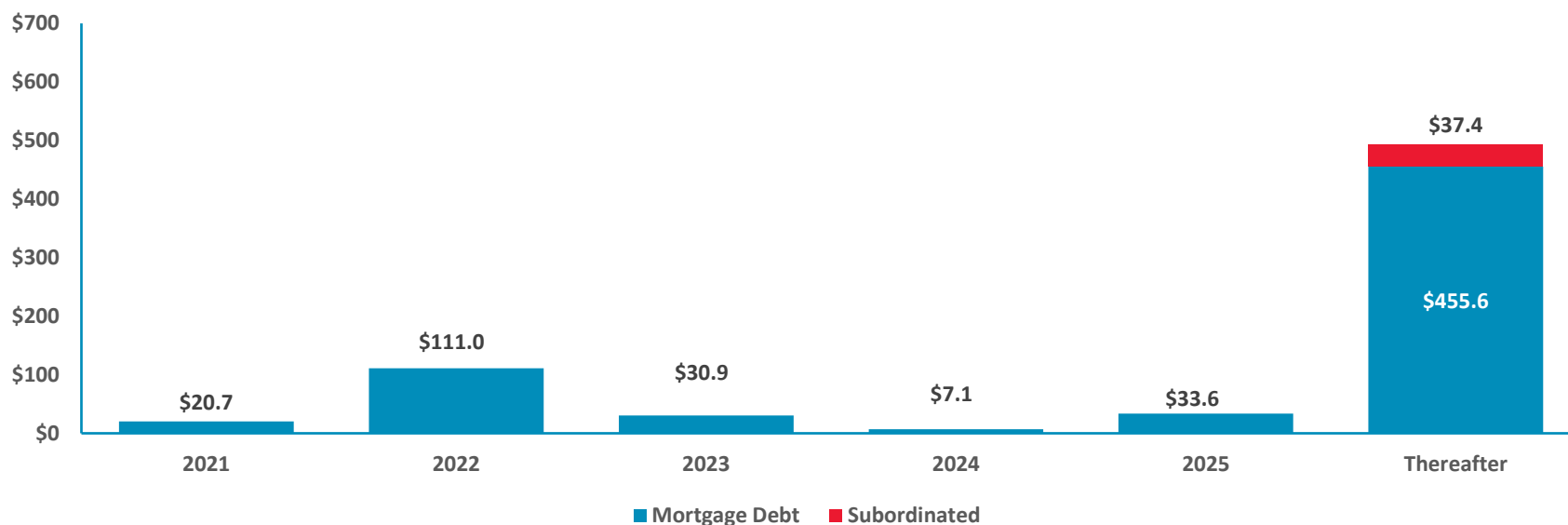
Well Laddered Debt Maturities



- Weighted average interest rate on property debt is 4.04% with a weighted averaged remaining term to maturity of 7.2 years¹
- Attractive corporate level subordinated notes bear interest at the rate of 3M LIBOR + 200bps and mature on April 30, 2036. The rate was 2.21% on December 31, 2020
- At March 11, 2021 BRT had up to \$10.0 million available under its credit facility (not portrayed in the chart below)

PRINCIPAL PAYMENT SCHEDULE

USD in millions



Source: Company Filings

Note: All data as of the fiscal quarter ending December 31, 2020

[1] Weighted by outstanding mortgage balance

[2] Mortgage debt amounts include 100% of the outstanding balance with respect to wholly owned properties and the Company's pro rata share of the outstanding balance for properties owned in a joint venture. See reconciliation in appendix

Differentiated Niche Strategy

Scalable Growth Opportunity

**Stable Portfolio and
Robust Pipeline**

**Proven Management
with Close Alignment of Interests**



Appendix

Non-GAAP Financial Measures, Definitions and Reconciliations



NOI

We compute NOI by taking rental revenues less property operating expenses, and with respect to our unconsolidated properties, we use our pro rata share of such amounts. We define "Same Store NOI" as NOI for all our consolidated properties and our pro rata share of the operations of unconsolidated properties that were owned for the entirety of the periods being presented, other than properties in lease up and developments. Other REIT's may use different methodologies for calculating NOI, and accordingly, our NOI may not be comparable to other REIT's. We believe NOI provides an operating perspective not immediately apparent from GAAP operating income or net (loss) income. NOI is one of the measures we use to evaluate our performance because it (i) measures the core operations of property performance by excluding corporate level expenses and other items unrelated to property operating performance and (ii) captures trends in rental housing and property operating expenses. We view Same Store NOI as an important measure of operating performance because it allows a comparison of operating results of properties owned for the entirety of the current and comparable periods and therefore eliminates variations caused by acquisitions or dispositions during the periods. However, NOI should only be used as an alternative measure of our financial performance.

Pro-Rata Share

Pro rata refers to our share of the accounts and operations of our unconsolidated properties and is based on our percentage equity interest in such properties. We use pro rata to help the reader gain a better understanding of our unconsolidated joint ventures. However, the use of pro rata information has certain limitations and is not representative of our operations and accounts as presented in accordance with GAAP. Accordingly, pro rata information should be used with caution and in conjunction with the GAAP data presented herein and, in our reports, filed with the SEC.



At December 31, 2020, the Company held interests in unconsolidated joint ventures that own 31 multi-family properties (the "Unconsolidated Properties"). The condensed balance sheets below present information regarding such properties (dollars in thousands):

December 31, 2020	
ASSETS	
Real estate properties, net of accumulated depreciation of \$145,600	\$ 1,075,178
Cash and cash equivalents	16,939
Other assets	29,392
Total Assets	\$ 1,121,509
LIABILITIES AND EQUITY	
Liabilities:	
Mortgages payable, net of deferred costs of \$563	\$ 829,646
Accounts payable and accrued liabilities	20,237
Total Liabilities	849,883
Commitments and contingencies	
Equity:	
Total unconsolidated joint venture equity	271,626
Total Liabilities and Equity	\$ 1,121,509
BRT interest in joint venture equity	
	\$ 169,474
Unconsolidated Mortgages Payable:	
BRT's pro-rata share	\$ 525,709
Partner's pro-rata share	303,937
Total	\$ 829,646

**Consolidated**

Year	Total Principal Payments	Scheduled Amortization	Principal Payments Due at Maturity	Percent of Total Principal Payments Due At Maturity	Weighted Average Interest Rate (1)
2021	\$ 17,274	\$ 3,272	\$ 14,002	12 %	4.29 %
2022	62,543	1,924	60,619	54 %	4.29 %
2023	1,270	1,270	—	—	—
2024	1,316	1,316	—	—	—
2025	16,661	1,286	15,375	14 %	4.42 %
Thereafter	31,933	8,769	23,164	20 %	3.77 %
Total	\$ 130,997	\$ 17,837	\$ 113,160	100 %	

Unconsolidated (BRT pro rata share)

Year	Total Principal Payments	Scheduled Amortization	Principal Payments Due at Maturity	Percent of Total Principal Payments Due At Maturity	Weighted Average Interest Rate (1)
2021	\$ 3,388	\$ 3,388	\$ —	—	—
2022	48,443	4,984	43,459	10 %	3.38 %
2023	29,582	4,997	24,585	5 %	4.12 %
2024	5,782	5,782	—	—	—
2025	16,972	7,102	9,870	2 %	3.94 %
Thereafter	423,698	44,663	379,034	83 %	4.12 %
Total	\$ 527,865	\$ 71,350	\$ 456,948	100 %	

**Combined**

Year	Total Principal Payments	Scheduled Amortization	Principal Payments Due at Maturity	Percent of Total Principal Payments Due At Maturity	Weighted Average Interest Rate (1)
2021	\$ 20,662	\$ 6,660	\$ 14,002	2 %	4.29 %
2022	110,986	6,908	104,078	18 %	3.91 %
2023	30,852	6,267	24,585	4 %	4.12 %
2024	7,098	7,098	—	—	—
2025	33,633	8,388	25,245	4 %	4.23 %
Thereafter	455,631	53,432	402,198	72 %	4.10 %
Total	\$ 658,862	\$ 88,753	\$ 570,108	100 %	

Weighted Average Remaining Term to Maturity (2) 7.2 years

Weighted Average Interest Rate (2) 4.04 %

Debt Service Coverage Ratio for the quarter ended December 31, 2020 1.55 (3)

(1) Based on balloon payments at maturity. Includes consolidated and BRT pro rata share amounts.

(2) Includes consolidated and BRT pro rata share unconsolidated amounts.

(3) See definition under "Non-GAAP Financial Measures and Definitions." Includes consolidated and 100% of the unconsolidated amounts.

Junior Subordinated Notes

Principal Balance	\$37,400
Interest Rate	3 month LIBOR + 2.00% (i.e, 2.21% at 12/31/2020)
Maturity	April 30, 2036

Credit Facility (as of March 11, 2021)

Maximum Amount Available	Up to \$10,000
Amount Outstanding	\$0
Interest Rate	Prime + 0.50% (floor of 4.25%)
Maturity	April 18, 2021