

**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**2022**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

**A** For the 2022 calendar year, or tax year beginning **JUL 1, 2022** and ending **JUN 30, 2023**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>BROOKLYN NAVY YARD DEVELOPMENT CORP.</b> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>141 FLUSHING AVENUE 801</b> City or town, state or province, country, and ZIP or foreign postal code <b>BROOKLYN, NY 11205</b> <b>F</b> Name and address of principal officer: <b>DAVID EHRENBERG</b> <b>SAME AS C ABOVE</b>	<b>D</b> Employer identification number <b>11-2137138</b> <b>E</b> Telephone number <b>718-907-5931</b> <b>G</b> Gross receipts \$ <b>119,270,831.</b> <b>H(a)</b> Is this a group return for subordinates? ..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. See instructions <b>H(c)</b> Group exemption number
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: <b>BROOKLYNNAVYYARD.ORG</b>		
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation: <b>1966</b>
		<b>M</b> State of legal domicile: <b>NY</b>

**Part I Summary**

	<b>1</b>	Briefly describe the organization's mission or most significant activities: <b>TO MANAGE THE BROOKLYN NAVY YARD FOR THE CITY OF NEW YORK, SPECIFICALLY TO EXPAND JOB OPPORTUNITIES</b>		
	<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
<b>Activities &amp; Governance</b>	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>29</b>
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>29</b>
	<b>5</b>	Total number of individuals employed in calendar year 2022 (Part V, line 2a)	<b>5</b>	<b>398</b>
	<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>	<b>29</b>
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0.</b>
	<b>7b</b>	Net unrelated business taxable income from Form 990-T, Part I, line 11	<b>7b</b>	<b>0.</b>
	<b>Revenue</b>	<b>8</b>	Contributions and grants (Part VIII, line 1h)	Prior Year <b>29,650,526.</b>
<b>9</b>		Program service revenue (Part VIII, line 2g)	<b>67,520,344.</b>	<b>69,562,079.</b>
<b>10</b>		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>-15,373,037.</b>	<b>2,580,659.</b>
<b>11</b>		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>451,177.</b>	<b>1,804,244.</b>
<b>12</b>		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>82,249,010.</b>	<b>119,270,831.</b>
<b>Expenses</b>		<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>0.</b>
	<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>22,968,849.</b>	<b>24,718,691.</b>
	<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>
	<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25)	<b>0.</b>	
	<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>81,725,581.</b>	<b>66,549,590.</b>
	<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>104,694,430.</b>	<b>91,268,281.</b>
	<b>19</b>	Revenue less expenses. Subtract line 18 from line 12	<b>-22,445,420.</b>	<b>28,002,550.</b>
<b>Net Assets or Fund Balances</b>	<b>20</b>	Total assets (Part X, line 16)	Beginning of Current Year <b>1009962823.</b>	End of Year <b>1045949064.</b>
	<b>21</b>	Total liabilities (Part X, line 26)	<b>672,260,011.</b>	<b>680,441,745.</b>
	<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20	<b>337,702,812.</b>	<b>365,507,319.</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <b>WIMAL ARIYAWANSA, CFO EVP</b>	Date <b>3/6/2024</b>
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MAGDALENA CZERNIAWSKI</b>	Preparer's signature <b>MAGDALENA CZERNIAWSKI</b>
	Firm's name <b>CBIZ MARKS PANETH LLC</b>	Firm's EIN <b>87-3707167</b>
	Firm's address <b>685 THIRD AVENUE NEW YORK, NY 10017</b>	Phone no. <b>212-503-8800</b>

May the IRS discuss this return with the preparer shown above? See instructions  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [ ]

1 Briefly describe the organization's mission: TO MANAGE THE BROOKLYN NAVY YARD FOR THE CITY OF NEW YORK, SPECIFICALLY TO EXPAND JOB OPPORTUNITIES FOR NEW YORKERS BY FOSTERING THE DEVELOPMENT OF SMALL BUSINESSES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 71,814,428. including grants of \$ ) (Revenue \$ 72,785,329. ) TO MANAGE THE BROOKLYN NAVY YARD FOR THE CITY OF NEW YORK, SPECIFICALLY TO EXPAND JOB OPPORTUNITES FOR NEW YORKERS BY FOSTERING THE DEVELOPMENT OF SMALL BUSINESSES.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 71,814,428.

**Part IV** Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? See instructions .....	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Rev. Proc. 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If "Yes," complete Schedule D, Part V</i> .....		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X, as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
b Did the organization report an amount for investments - other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....		X
c Did the organization report an amount for investments - program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....	X	
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a Did the organization maintain an office, employees, or agents outside of the United States? .....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I.</i> See instructions .....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....		X

**Part IV** Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see the Schedule L, Part IV, instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? If "Yes," complete Schedule L, Part IV		X
b A family member of any individual described in line 28a? If "Yes," complete Schedule L, Part IV		X
c A 35% controlled entity of one or more individuals and/or organizations described in line 28a or 28b? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations on Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O	X	

**Part V** Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
1a Enter the number reported in box 3 of Form 1096. Enter -0- if not applicable		
b Enter the number of Forms W-2G included on line 1a. Enter -0- if not applicable		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 2a through 17 regarding employee counts, tax filings, and organizational activities.

**Part VI Governance, Management, and Disclosure.** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year ..... 29 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
b	Enter the number of voting members included on line 1a, above, who are independent ..... 29		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person? .....		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		X
6	Did the organization have members or stockholders? .....	X	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body? .....	X	
b	Each committee with authority to act on behalf of the governing body? .....	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses on Schedule O .....		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a		X
b		
10b		
11a	X	
b		
11a		
12a	X	
b		
12b	X	
c		
12c	X	
13		X
14	X	
15		
a	X	
b	X	
15a		
15b		
16a		X
b		
16a		
16b		

**Section C. Disclosure**

- 17 List the states with which a copy of this Form 990 is required to be filed NY
- 18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain on Schedule O)
- 19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records  
**WILMAL ARIYAWANSA, CFO, EVP - 718-907-5931**  
**63 FLUSHING AVENUE, BROOKLYN, NY 11205**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response or note to any line in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
  - List all of the organization's current key employees, if any. See the instructions for definition of "key employee."
  - List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
  - List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
  - List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHANNA GREENBAUM EVP, CHIEF OF STAFF (OUTGOING)	35.00			X				264,837.	0.	93,544.
(2) WIMAL ARIYAWANSA CFO AND EVP	35.00			X				253,518.	0.	100,273.
(3) PAUL KELLY GEN. COUNSEL AND EVP	35.00			X				253,008.	0.	81,442.
(4) NASER GJELOSHI EVP AND COO	35.00			X				261,656.	0.	41,016.
(5) BRIAN DREW LINETT SR VP AND CONTROLLER	35.00					X		185,545.	0.	92,381.
(6) CARMINE A. STABILE SR VP OF OPT. & INFR.	35.00					X		187,930.	0.	88,279.
(7) CHENEY CHERRY SR VP OF HUMAN RESOURCES	35.00					X		210,987.	0.	40,907.
(8) LINDSAY GREENE PRESIDENT AND CEO (START 3/15/22)	35.00			X				227,061.	0.	17,608.
(9) KERRY A. KEEGAN SR VP OF DESIGN AND CONSTRUCTION	35.00					X		191,147.	0.	49,650.
(10) ARI SCHNERIDERMAN SR VP OF TECHNOLOGY	35.00					X		197,204.	0.	34,642.
(11) DAVID EHRENBERG PRESIDENT AND CEO (TERM 3/11/22)	35.00			X				189,479.	0.	37,603.
(12) ABBY HAMLIN BOARD MEMBER (OUTGOING)	1.00	X						0.	0.	0.
(13) ADAM FREIDMAN BOARD MEMBER	1.00	X						0.	0.	0.
(14) ALEXANDER NOJOVITS BOARD MEMBER	1.00	X						0.	0.	0.
(15) AMANI MARTIN BOARD MEMBER	1.00	X						0.	0.	0.
(16) CAMILLE HASTICK BOARD MEMBER	1.00	X						0.	0.	0.
(17) CARLO A. SCISSURA BOARD MEMBER	1.00	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC)	(E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DANIEL MCQUADE BOARD MEMBER (OUTGOING)	1.00	X					0.	0.	0.	
(19) EDWARD MAFOUND BOARD MEMBER	1.00	X					0.	0.	0.	
(20) GABRIELLE FIALKOFF BOARD MEMBER	1.00	X					0.	0.	0.	
(21) HENRY GUTMAN BOARD CHAIR	2.00	X		X			0.	0.	0.	
(22) HENRY T. BERGER BOARD MEMBER	1.00	X					0.	0.	0.	
(23) JANE MARSHALL BOARD MEMBER	1.00	X					0.	0.	0.	
(24) JILLIAN JOSEPH VICE CHAIR	1.00	X		X			0.	0.	0.	
(25) JOEL LEITNER BOARD MEMBER	1.00	X					0.	0.	0.	
(26) JOSEPH KOHL-RIGGS BOARD MEMBER	1.00	X					0.	0.	0.	
<b>1b Subtotal</b>							2,422,372.	0.	677,345.	
<b>c Total from continuation sheets to Part VII, Section A</b>							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b>							2,422,372.	0.	677,345.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

37

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
BLACKHAWK DATA LLC, 505 8TH AVE SUITE 12A-03, NEW YORK, NY 10018	CONSULTING SERVICES	570,718.
MITOFSKY SHAPIRO NEVILLE & HAZEN LLP, 152 MADISON AVENUE, 3RD FLOOR, NEW YORK, NY	LEGAL SERVICES	400,473.
WXY ARCHITECTURE URBAN DESIGN 25 PARK PL, 5TH FLOOR, NEW YORK, NY 10007	ARCHITECTURAL SERVICES	367,654.
SMITH-MILLER & HAWKINSON, LLP 37 DEACON BROWN'S PT, NORTH HAVEN, ME 04853	ARCHITECTURAL SERVICES	366,747.
LERCH BATES INSPECTION SERVICES, LLC 1430 BROADWAY SUITE 908, NEW YORK, NY 10018	ARCHITECTURAL SERVICES	281,622.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

10

SEE PART VII, SECTION A CONTINUATION SHEETS





**Part VIII** Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns .....					
	b	Membership dues .....					
	c	Fundraising events .....					
	d	Related organizations .....	18,300,000.				
	e	Government grants (contributions) .....	27,023,849.				
	f	All other contributions, gifts, grants, and similar amounts not included above ...					
	g	Noncash contributions included in lines 1a-1f	\$				
	h	<b>Total.</b> Add lines 1a-1f .....		45,323,849.			
Program Service Revenue			<b>Business Code</b>				
	2 a	RENTS	531390	42,037,835.	42037835.		
	b	INTEREST LEASES	531390	17,299,727.	17299727.		
	c	UTILITIES	531390	8,699,372.	8,699,372.		
	d	INSURANCE	531390	1,190,875.	1,190,875.		
	e	TENANT REIMBURSABLE CHARGES	531390	334,270.	334,270.		
	g	<b>Total.</b> Add lines 2a-2f .....		69,562,079.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) .....		1,072,961.		1072961.	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties .....					
	6 a	Gross rents .....	(i) Real				
			(ii) Personal				
				88,692.			
	b	Less: rental expenses ...	6b	0.			
	c	Rental income or (loss)	6c	88,692.			
		Net rental income or (loss) .....		88,692.		88,692.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities				
			(ii) Other		1507698.		
					0.		
b	Less: cost or other basis and sales expenses .....	7b					
c	Gain or (loss) .....	7c	1507698.				
	Net gain or (loss) .....		1,507,698.	1,507,698.			
8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	8a					
b	Less: direct expenses .....	8b					
	Net income or (loss) from fundraising events .....						
9 a	Gross income from gaming activities. See Part IV, line 19 .....	9a					
b	Less: direct expenses .....	9b					
	Net income or (loss) from gaming activities .....						
10 a	Gross sales of inventory, less returns and allowances .....	10a					
b	Less: cost of goods sold .....	10b					
	Net income or (loss) from sales of inventory .....						
Miscellaneous Revenue			<b>Business Code</b>				
	11 a	BAD DEBT RECOVERY	900099	716,791.	716,791.		
	b	PROPERTY MANAGEMENT	900099	446,028.	446,028.		
	c	OTHER INCOME	900099	215,348.	215,348.		
	d	All other revenue .....	900099	337,385.	337,385.		
e	<b>Total.</b> Add lines 11a-11d .....		1,715,552.				
12	<b>Total revenue.</b> See instructions .....		119270831.	72785329.	0.	1161653.	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.				
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ...				
2 Grants and other assistance to domestic individuals. See Part IV, line 22 .....				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	1,589,293.		1,589,293.	
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	16,080,598.	9,437,486.	6,643,112.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	1,328,828.	827,660.	501,168.	
9 Other employee benefits .....	4,156,187.	2,364,198.	1,791,989.	
10 Payroll taxes .....	1,563,785.	855,835.	707,950.	
11 Fees for services (nonemployees):				
a Management .....				
b Legal .....	1,983,963.		1,983,963.	
c Accounting .....	78,840.		78,840.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.)	1,174,453.	1,173,853.	600.	
12 Advertising and promotion .....	310,794.		310,794.	
13 Office expenses .....	607,574.		607,574.	
14 Information technology .....	1,456,961.		1,456,961.	
15 Royalties .....				
16 Occupancy .....	12,902,886.	12,902,886.		
17 Travel .....				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials ...				
19 Conferences, conventions, and meetings .....	168,912.	166,384.	2,528.	
20 Interest .....	16,338,156.	16,338,156.		
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	19,887,537.	19,887,537.		
23 Insurance .....	2,705,360.	2,661,408.	43,952.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.)				
a <b>MATERIALS AND SUPPLIES</b>	4,078,556.	3,187,415.	891,141.	
b <b>MISCELLANEOUS</b>	2,249,365.	207,068.	2,042,297.	
c <b>SHUTTLE SERVICE CONTRAC</b>	1,804,542.	1,804,542.		
d <b>COMMUNITY EMPLOYMENT</b>	422,716.		422,716.	
e All other expenses .....	378,975.		378,975.	
25 <b>Total functional expenses.</b> Add lines 1 through 24e	91,268,281.	71,814,428.	19,453,853.	0.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	2,100.	1	2,100.
	2	Savings and temporary cash investments	18,406,744.	2	18,951,914.
	3	Pledges and grants receivable, net	4,797,005.	3	4,432,600.
	4	Accounts receivable, net	37,679,993.	4	37,719,654.
	5	Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6	
	7	Notes and loans receivable, net	21,232,376.	7	21,232,376.
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	2,182,958.	9	2,238,313.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 565,074,701.		
	10b	Less: accumulated depreciation	10b 288,817,046.		
	10c		266,415,998.	10c	276,257,655.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11	157,805,563.	13	157,805,563.
	14	Intangible assets		14	
15	Other assets. See Part IV, line 11	501,440,086.	15	527,308,889.	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 33)	1009962823.	16	1045949064.	
Liabilities	17	Accounts payable and accrued expenses	10,744,724.	17	10,648,474.
	18	Grants payable		18	
	19	Deferred revenue	11,724,492.	19	28,995,552.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties	142,187,660.	24	140,531,385.
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	507,603,135.	25	500,266,334.
	26	<b>Total liabilities.</b> Add lines 17 through 25	672,260,011.	26	680,441,745.
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 27, 28, 32, and 33.				
	27	Net assets without donor restrictions		27	
	28	Net assets with donor restrictions		28	
	Organizations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 29 through 33.				
	29	Capital stock or trust principal, or current funds	0.	29	0.
	30	Paid-in or capital surplus, or land, building, or equipment fund	0.	30	0.
	31	Retained earnings, endowment, accumulated income, or other funds	337,702,812.	31	365,507,319.
32	<b>Total net assets or fund balances</b>	337,702,812.	32	365,507,319.	
33	<b>Total liabilities and net assets/fund balances</b>	1009962823.	33	1045949064.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	119,270,831.
2	Total expenses (must equal Part IX, column (A), line 25)	2	91,268,281.
3	Revenue less expenses. Subtract line 2 from line 1	3	28,002,550.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	337,702,812.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	-198,043.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	365,507,319.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:			
<input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits	X	



Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f); 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2018, (b) 2019, (c) 2020, (d) 2021, (e) 2022, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources; 9 Net income from unrelated business activities, whether or not the business is regularly carried on; 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.); 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2022 (line 6, column (f), divided by line 11, column (f)); 15 Public support percentage from 2021 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2022; 16b 33 1/3% support test - 2021; 17a 10% -facts-and-circumstances test - 2022; 17b 10% -facts-and-circumstances test - 2021; 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	51638955.	18550148.	9792385.	29650526.	45323849.	154955863
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	43925016.	47774696.	53331236.	67520344.	69562079.	282113371
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	95563971.	66324844.	63123621.	97170870.	114885928	437069234
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0.
c Add lines 7a and 7b						0.
8 Public support. (Subtract line 7c from line 6.)						437069234

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2018	(b) 2019	(c) 2020	(d) 2021	(e) 2022	(f) Total
9 Amounts from line 6	95563971.	66324844.	63123621.	97170870.	114885928	437069234
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	249,323.	93,671.	12,250.	494,218.	1161653.	2011115.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	249,323.	93,671.	12,250.	494,218.	1161653.	2011115.
11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	744,635.	5021982.	5242498.	363,383.	1715552.	13088050.
13 Total support. (Add lines 9, 10c, 11, and 12.)	96557929.	71440497.	68378369.	98028471.	117763133	452168399

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2022 (line 8, column (f), divided by line 13, column (f))	15	96.66 %
16 Public support percentage from 2021 Schedule A, Part III, line 15	16	96.62 %

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2022 (line 10c, column (f), divided by line 13, column (f))	17	.44 %
18 Investment income percentage from 2021 Schedule A, Part III, line 17	18	.22 %

19a 33 1/3% support tests - 2022. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2021. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions



**Part IV** Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

**Section A. All Supporting Organizations**

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b <b>Type I or Type II only.</b> Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c <b>Substitutions only.</b> Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

**Part IV** Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization?		
b A family member of a person described on line 11a above?		
c A 35% controlled entity of a person described on line 11a or 11b above? <i>If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.</i>		

**Section B. Type I Supporting Organizations**

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i>		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i>		

**Section C. Type II Supporting Organizations**

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i>		

**Section D. All Type III Supporting Organizations**

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i>		
3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i>		

**Section E. Type III Functionally Integrated Supporting Organizations**

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).		
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.		
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.		
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions).		
2 Activities Test. Answer lines 2a and 2b below.		
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i>		
b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i>		
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No" provide details in Part VI.</i>		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i>		

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1  Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions. All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	<b>Adjusted Net Income</b> (subtract lines 5, 6, and 7 from line 4)	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	<b>Total</b> (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	<b>Minimum Asset Amount</b> (add line 7 to line 6)	8	

Section C - Distributable Amount		(A) Prior Year	Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	<b>Distributable Amount.</b> Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7  Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

**Part V** Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations *(continued)*

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i> )	5
6	Other distributions ( <i>describe in Part VI</i> ). See instructions.	6
7	<b>Total annual distributions.</b> Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive ( <i>provide details in Part VI</i> ). See instructions.	8
9	Distributable amount for 2022 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2022	(iii) Distributable Amount for 2022
1	Distributable amount for 2022 from Section C, line 6		
2	Underdistributions, if any, for years prior to 2022 (reasonable cause required - <i>explain in Part VI</i> ). See instructions.		
3	Excess distributions carryover, if any, to 2022		
a	From 2017		
b	From 2018		
c	From 2019		
d	From 2020		
e	From 2021		
f	<b>Total of lines 3a through 3e</b>		
g	Applied to underdistributions of prior years		
h	Applied to 2022 distributable amount		
i	Carryover from 2017 not applied (see instructions)		
j	Remainder. Subtract lines 3g, 3h, and 3i from line 3f.		
4	Distributions for 2022 from Section D, line 7: \$		
a	Applied to underdistributions of prior years		
b	Applied to 2022 distributable amount		
c	Remainder. Subtract lines 4a and 4b from line 4.		
5	Remaining underdistributions for years prior to 2022, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
6	Remaining underdistributions for 2022. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions.		
7	<b>Excess distributions carryover to 2023.</b> Add lines 3j and 4c.		
8	<b>Breakdown of line 7:</b>		
a	Excess from 2018		
b	Excess from 2019		
c	Excess from 2020		
d	Excess from 2021		
e	Excess from 2022		

Part VI Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

SCHEDULE A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:

OTHER INCOME

2018 AMOUNT: \$ 336,846.

2019 AMOUNT: \$ 274,149.

2020 AMOUNT: \$ 56,743.

2021 AMOUNT: \$ 197,042.

2022 AMOUNT: \$ 215,348.

FILM SHOOTS

2018 AMOUNT: \$ 251,805.

2019 AMOUNT: \$ 127,500.

2020 AMOUNT: \$ 169,032.

2021 AMOUNT: \$ 40,347.

2022 AMOUNT: \$ 163,890.

PROPERTY MANAGEMENT

2018 AMOUNT: \$ 155,984.

2019 AMOUNT: \$ 6,760.

2020 AMOUNT: \$ 3,900,325.

2021 AMOUNT: \$ 14,460.

2022 AMOUNT: \$ 446,028.

GROUND LEASE

2019 AMOUNT: \$ 627,169.

2020 AMOUNT: \$ 1,000,000.

FEEES FROM TENANTS

**Part VI**

**Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

2019 AMOUNT: \$ 24,413.

**SHARED SERVICE INCOME**

2019 AMOUNT: \$ 26,228.

**GARBAGE REMOVAL**

2019 AMOUNT: \$ 80,190.

2020 AMOUNT: \$ 76,942.

2021 AMOUNT: \$ 111,534.

2022 AMOUNT: \$ 173,495.

**PERCENTAGE RENT**

2019 AMOUNT: \$ 22,241.

**DEVELOPER FEE**

2019 AMOUNT: \$ 3,833,332.

**STATE TAX REFUND**

2020 AMOUNT: \$ 39,456.

**BAD DEBT RECOVERY**

2022 AMOUNT: \$ 716,791.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2022

Open to Public Inspection

Name of the organization

BROOKLYN NAVY YARD DEVELOPMENT CORP.

Employer identification number

11-2137138

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate value of contributions to (during year), 3 Aggregate value of grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year, 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?, 6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year, 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?, 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

Table with 2 columns: Revenue included on Form 990, Part VIII, line 1, Assets included in Form 990, Part X. Rows include: 1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items., 1b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:, 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2022

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange program
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment \_\_\_\_\_ %
  - b Permanent endowment \_\_\_\_\_ %
  - c Term endowment \_\_\_\_\_ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |                             | Yes    | No |
|-----------------------------|--------|----|
| (i) Unrelated organizations | 3a(i)  |    |
| (ii) Related organizations  | 3a(ii) |    |
- b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		508,773,494.	282,430,867.	226,342,627.
d Equipment		6,396,241.	5,820,281.	575,960.
e Other		49,904,966.	565,898.	49,339,068.
<b>Total.</b> Add lines 1a through 1e. (Column (c) must equal Form 990, Part X, column (E), line 10c.)				276,257,655.



**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely held equity interests .....		
(3) Other .....		
(A) .....		
(B) .....		
(C) .....		
(D) .....		
(E) .....		
(F) .....		
(G) .....		
(H) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) INVESTMENT IN AFFILIATES	157,805,563.	COST
(2) .....		
(3) .....		
(4) .....		
(5) .....		
(6) .....		
(7) .....		
(8) .....		
(9) .....		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)	157,805,563.	

**Part IX Other Assets.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	15,122,611.
(2) RESTRICTED CASH	29,653,116.
(3) TENANTS' SECURITY DEPOSITS	7,629,184.
(4) RIGHT OF USE ASSET	181,044,968.
(5) LEASE RECEIVABLE	293,859,010.
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	527,308,889.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) TENANT'S SECURITY DEPOSITS	7,703,638.
(3) LEASE LIABILITY-LONG TERM	199,513,697.
(4) DEFERRED INFLOW OF RESOURCES	293,048,999.
(5) .....	
(6) .....	
(7) .....	
(8) .....	
(9) .....	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	500,266,334.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	124,149,864.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	5,595,824.	
e	Add lines 2a through 2d	2e		5,595,824.
3	Subtract line 2e from line 1		3	118,554,040.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	716,791.	
c	Add lines 4a and 4b	4c		716,791.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	119,270,831.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	109,669,045.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	18,400,764.	
e	Add lines 2a through 2d	2e		18,400,764.
3	Subtract line 2e from line 1		3	91,268,281.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	91,268,281.

**Part XIII Supplemental Information.**

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

RELATED ENTITIES' REVENUE	26,104,724.
CONSOLIDATED ELIMINATIONS	-20,508,900.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	5,595,824.

**PART XI, LINE 4B - OTHER ADJUSTMENTS:**

BAD DEBT RECOVERY	716,791.
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**PART XII, LINE 2D - OTHER ADJUSTMENTS:**

RELATED ENTITIES' EXPENSES	39,287,473.
CONSOLIDATING ELIMINATIONS	-20,169,918.



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.  
Attach to Form 990.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for instructions and the latest information.

**2022**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization **BROOKLYN NAVY YARD DEVELOPMENT CORP.** Employer identification number **11-2137138**

**Part I Questions Regarding Compensation**

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- First-class or charter travel
- Travel for companions
- Tax indemnification and gross-up payments
- Discretionary spending account
- Housing allowance or residence for personal use
- Payments for business use of personal residence
- Health or social club dues or initiation fees
- Personal services (such as maid, chauffeur, chef)

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment?
  - b Participate in or receive payment from a supplemental nonqualified retirement plan?
  - c Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization?
  - b Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization?
  - b Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a	X	
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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Schedule J (Form 990) 2022

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

**Note:** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOHANNA GREENBAD EVP, CHIEF OF STAFF (OUTGOING)	(i) 264,837.	(ii) 0.	(iii) 0.	42,781.	50,763.	358,381.	0.
(2) WIMAL ARIYAWANSA CFO AND EVP	(i) 253,518.	(ii) 0.	(iii) 0.	41,824.	58,449.	353,791.	0.
(3) PAUL KELLY GEN. COUNSEL AND EVP	(i) 253,008.	(ii) 0.	(iii) 0.	42,452.	38,990.	334,450.	0.
(4) NASER GJELOSHI EVP AND COO	(i) 261,656.	(ii) 0.	(iii) 0.	41,016.	0.	302,672.	0.
(5) BRIAN DREW LINEPT SR VP AND CONTROLLER	(i) 185,545.	(ii) 0.	(iii) 0.	31,669.	60,712.	277,926.	0.
(6) CARMINE A. STABILE SR VP OF OPT. & INFR.	(i) 187,930.	(ii) 0.	(iii) 0.	28,580.	59,699.	276,209.	0.
(7) CHENEY CHERRY SR VP OF HUMAN RESOURCES	(i) 210,987.	(ii) 0.	(iii) 0.	21,343.	19,564.	251,894.	0.
(8) LINDSAY GREENE PRESIDENT AND CEO (START 3/15/22)	(i) 227,061.	(ii) 0.	(iii) 0.	0.	17,608.	244,669.	0.
(9) KERRY A. KERGAN SR VP OF DESIGN AND CONSTRUCTION	(i) 191,147.	(ii) 0.	(iii) 0.	29,640.	20,010.	240,797.	0.
(10) ARI SCHNERIDERMAN SR VP OF TECHNOLOGY	(i) 197,204.	(ii) 0.	(iii) 0.	29,875.	4,767.	231,846.	0.
(11) DAVID EHREBERG PRESIDENT AND CEO (TERM 3/11/22)	(i) 189,479.	(ii) 0.	(iii) 0.	27,580.	10,023.	227,082.	0.
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							
(i)							
(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A:

JOHANNA GREENBAUM, OUTGOING EXECUTIVE VICE PRESIDENT, RECEIVED A SEVERANCE

OF \$43,334 IN 2022.

SCHEDULE O  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
Attach to Form 990 or Form 990-EZ.  
Go to [www.irs.gov/Form990](http://www.irs.gov/Form990) for the latest information.

OMB No. 1545-0047

2022  
Open to Public  
Inspection

Name of the organization

BROOKLYN NAVY YARD DEVELOPMENT CORP.

Employer identification number

11-2137138

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FOR NEW YORKERS BY FOSTERING THE DEVELOPMENT OF SMALL BUSINESSES.

FORM 990, PART VI, SECTION A, LINE 6:

THE ORGANIZATION HAS 33 MEMBERS. 29 MEMBERS WHO ARE APPOINTED BY THE MAYOR  
OF THE CITY OF NEW YORK, AND THE REMAINING 4 MEMBERS WERE THE FOUNDING  
MEMBERS ON JULY 1, 1992.

FORM 990, PART VI, SECTION A, LINE 7A:

AT ALL TIMES, THERE SHALL BE AS MANY DIRECTORS AS THERE ARE MEMBERS, AND  
EACH DIRECTOR SHALL BE A MEMBER. THE MEMBERS SHALL ELECT THEMSELVES AS  
DIRECTORS AT THE ANNUAL MEETING OF THE MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11B:

THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTANT AND IS REVIEWED BY  
THE BOARD OF DIRECTORS AND MANAGEMENT PRIOR TO FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C:

ALL BNYDC OFFICERS, DIRECTORS AND KEY EMPLOYEES COMPLETE AND CERTIFY TO  
CONFLICTS OF INTEREST. BNYDC HUMAN RESOURCES OVERSEES COMPLETION BY ALL  
BNYDC EMPLOYEES OF A CONFLICT OF INTEREST QUESTIONNAIRE/CERTIFICATION. THE  
NYC CONFLICT OF INTEREST BOARD REQUIRES AND ADMINISTERS ANNUAL  
CERTIFICATION/DISCLOSURE STATEMENT OF ANY CONFLICTS OF INTEREST BY KEY  
EMPLOYEES, OFFICERS AND DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 15:

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) 2022

Name of the organization BROOKLYN NAVY YARD DEVELOPMENT CORP.	Employer identification number 11-2137138
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WITH RESPECT TO COMPENSATION OF BNYDC'S CEO, THE CHAIRMAN OF THE BOARD OF DIRECTORS DETERMINES APPROPRIATE ANNUAL COMPENSATION FOR THE CEO ON AN ANNUAL BASIS USING (I) FORMAL AND INFORMAL INPUT ON THE CEO'S PERFORMANCE FROM THE CEO, OTHER DIRECTORS, OFFICERS AND/OR SENIOR MANAGEMENT; AND (II) DATA AS TO COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS. THE CHAIRMAN OF THE BOARD OF DIRECTORS THEN REVIEWS AND RECEIVES WRITTEN APPROVAL OF THIS DETERMINATION FROM A SUBSET OF THE BOARD OF DIRECTORS. BNYDC HUMAN RESOURCES OR THE CHAIRMAN OF THE BOARD DOCUMENTS AND RECORDS THE DELIBERATIONS AND DECISION ON THE CEO'S COMPENSATION.

WITH RESPECT TO COMPENSATION OF OTHER BNYDC OFFICERS OR KEY EMPLOYEES, THE CEO DETERMINES APPROPRIATE ANNUAL COMPENSATION FOR THIS SET OF EMPLOYEES ON AN ANNUAL BASIS USING (I) FORMAL AND INFORMAL INPUT ON EACH KEY EMPLOYEE OR OFFICER'S PERFORMANCE FROM THE EMPLOYEE/OFFICER HIM OR HERSELF, THE BOARD DIRECTORS, OTHER OFFICERS AND/OR OTHER KEY EMPLOYEES; AND (II) DATA AS TO COMPARABLE COMPENSATION FOR SIMILARLY QUALIFIED PERSONS IN FUNCTIONALLY COMPARABLE POSITIONS AT SIMILARLY SITUATED ORGANIZATIONS. THE CEO THEN (I) REVIEWS AND RECEIVES WRITTEN APPROVAL OF THIS DETERMINATION FROM SENIOR MANAGEMENT (OTHER THAN THE EMPLOYEE IN CONSIDERATION), AND (II) THEN TAKES THIS TO THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL BY THE CHAIRMAN AND A SUBSET OF THE BOARD OF DIRECTORS. BNYDC HUMAN RESOURCES DOCUMENTS AND RECORDS THE DELIBERATIONS AND DECISION ON THE COMPENSATION OF KEY EMPLOYEES AND OFFICERS.

FORM 990, PART VI, SECTION C, LINE 19:

THE GOVERNING DOCUMENTS ARE MADE AVAILABLE TO THE GENERAL PUBLIC AT THE ORGANIZATIONS ADMINISTRATIVE OFFICE AND OTHER PUBLIC WEBSITES UPON REQUEST.



Name of the organization BROOKLYN NAVY YARD DEVELOPMENT CORP.	Employer identification number 11-2137138
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FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

INVESTOR DISTRIBUTIONS -198,043.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Related Organizations and Unrelated Partnerships**

Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.  
Attach to Form 990.

OMB No. 1545-0047

**2022**

Open to Public  
Inspection

Name of the organization

**BROOKLYN NAVY YARD DEVELOPMENT CORP.**

Employer identification number  
**11-2137138**

**Part I Identification of Disregarded Entities.** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
BNY 10 LLC					
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	0.	21,819,640.	BROOKLYN NAVY YARD DEVELOPMENT CORP
BNY 121/GATEHOUSE LLC					
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	0.	0.	BROOKLYN NAVY YARD DEVELOPMENT CORP
BNY 25/268 LLC					
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	0.	0.	BROOKLYN NAVY YARD DEVELOPMENT CORP
BNY 500 LLC					
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	0.	0.	BROOKLYN NAVY YARD DEVELOPMENT CORP

**Part II Identification of Related Tax-Exempt Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
BUILDING 127 LL, INC - 83-1766314							
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NEW YORK	501(C)(3)	LINE 12A, I	BROOKLYN NAVY YARD DEVELOPMENT		X
BUILDING 77 QALICE, INC - 47-2526419							
63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NEW YORK	501(C)(3)	LINE 12A, I	BROOKLYN NAVY YARD DEVELOPMENT		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2022

**Part I** Continuation of Identification of Disregarded Entities

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
BNY WATERFRONT LLC - 81-4546510 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASEHOLD MORTGAGE AND LEASING	NEW YORK	0.	19,618,083.	BROOKLYN NAVY YARD DEVELOPMENT CORP.
BNY 25/30 LLC 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	1,325.	5,342,091.	BROOKLYN NAVY YARD DEVELOPMENT CORP.
BNY 72 LLC 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	1,325.	34,992,403.	BROOKLYN NAVY YARD DEVELOPMENT CORP.
BNY S 1/6 LLC 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	LEASE AND MORTGAGE MANAGEMENT	NEW YORK	1,325.	10,389,486.	BROOKLYN NAVY YARD DEVELOPMENT CORP.

**Part III** Identification of Related Organizations Taxable as a Partnership. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
GMC MASTER TENANT, LLC - 80-0837157, 63 FLUSHING AVE, UNIT 300, BROOKLYN, NY 11205 BUILDING 127 MASTER	FINANCING AND CONSTRUCTION BLDG	NY	N/A	N/A	N/A	N/A		X	N/A		X	N/A
TENANT, LLC - 61-1863910, 63 FLUSHING AVE, UNIT 300, BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NY	N/A	N/A	N/A	N/A		X	N/A		X	N/A
GMC LANDLORD, LLC - 90-0871426, 63 FLUSHING AVE, UNIT 300, BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NY	N/A	N/A	N/A	N/A		X	N/A		X	N/A

**Part IV** Identification of Related Organizations Taxable as a Corporation or Trust. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
127 MANAGER INC - 82-3803049 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NY	BROOKLYN NAVY YARD DEVELOPMENT	C CORP	0.	458,204.	100%		X
BUILDING 127 PURCHASER INC - 82-3940136 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	FINANCING AND CONSTRUCTION BLDG	NY	BROOKLYN NAVY YARD DEVELOPMENT	C CORP	2,010,660.	40,395,043.	100%		X
GMC BROOKLYN INC - 45-5599732 63 FLUSHING AVE UNIT 300 BROOKLYN, NY 11205	FINANCING CONSTRUCTION	NY	BROOKLYN NAVY YARD DEVELOPMENT	C CORP	0.	51,214,681.	100%		X

**Part V Transactions With Related Organizations.** Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	<input checked="" type="checkbox"/>	<input type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
c Gift, grant, or capital contribution from related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
e Loans or loan guarantees by related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
f Dividends from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
g Sale of assets to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
h Purchase of assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
i Exchange of assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets to related organization(s)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
k Lease of facilities, equipment, or other assets from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
l Performance of services or membership or fundraising solicitations for related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
m Performance of services or membership or fundraising solicitations by related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
o Sharing of paid employees with related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
p Reimbursement paid to related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
q Reimbursement paid by related organization(s) for expenses	<input type="checkbox"/>	<input checked="" type="checkbox"/>
r Other transfer of cash or property to related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
s Other transfer of cash or property from related organization(s)	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) BNY 25/30 LLC	D	5,298,467.FMV	
(2) BNY 72 LLC	D	34,656,123.FMV	
(3) BNY S 1/6 LLC	D	10,302,035.FMV	
(4) BNY WATERFRONT LLC	D	19,418,198.FMV	
(5) BNY 10 LLC	D	21,652,748.FMV	
(6) BULIDING 77 QALICB, INC	C	18,300,000.FMV	



**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R. See instructions.

**PART III, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIP:**

**NAME OF RELATED ORGANIZATION:**

GMC MASTER TENANT, LLC

**DIRECT CONTROLLING ENTITY:** BROOKLYN NAVY YARD DEVELOPMENT CORP.

**PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:**

**OF RELATED ORGANIZATION:**

127 MANAGER INC

**DIRECT CONTROLLING ENTITY:** BROOKLYN NAVY YARD DEVELOPMENT CORP.

**NAME OF RELATED ORGANIZATION:**

BUILDING 127 PURCHASER INC

**DIRECT CONTROLLING ENTITY:** BROOKLYN NAVY YARD DEVELOPMENT CORP.

**NAME OF RELATED ORGANIZATION:**

GMC BROOKLYN INC

**DIRECT CONTROLLING ENTITY:** BROOKLYN NAVY YARD DEVELOPMENT CORP.