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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2025

or

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

For the transition period from _____ to _____

Commission File Number: 001-42113

Seaport Entertainment Group Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

99-0947924
(I.R.S. Employer
Identification Number)

199 Water Street
28th Floor
New York, NY 10038
(Address of Principal Executive Offices)
(212) 732-8257
(Registrant's telephone number)

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

<u>Title of Each Class</u>	<u>Trading symbol</u>	<u>Name of Exchange on which registered</u>
Common Stock, par value \$0.01 per share	SEG	NYSE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

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

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

Large accelerated filer	☐	Accelerated filer	☐	
Non-accelerated filer	☒	Smaller reporting company	☐	Emerging growth company ☒

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

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

As of August 8, 2025, there were 12,732,077 shares of the registrant's common stock outstanding.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q (this “Quarterly Report”), including, without limitation, those related to our future operations constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this Quarterly Report are forward-looking statements and may include words such as “anticipate,” “believe,” “estimate,” “expect,” “forecast,” “intend,” “likely,” “may,” “plan,” “project,” “realize,” “should,” “transform,” “would” or the negative of these terms and other statements of similar expression. These forward-looking statements involve known and unknown risks, uncertainties, and other important factors that could cause our actual results, performance or achievements, or industry results, to differ materially from any predictions of future results, performance or achievements that we express or imply in this Quarterly Report.

Forward-looking statements include statements related to:

- forecasts of our future economic performance;
- our ability to operate as a stand-alone public company following our separation from Howard Hughes Holdings Inc. (“HHH”);
- our ability to achieve the intended benefits from our separation from HHH;
- expected capital required for our operations and development opportunities for our properties;
- impact of technology on our operations and business;
- expected performance of our business;
- expected commencement and completion for property developments;
- estimates of our future liquidity, development opportunities, development spending and management plans; and
- descriptions of assumptions underlying or relating to any of the foregoing.

Some of the risks, uncertainties and other important factors that may affect future results or cause actual results to differ materially from those expressed or implied by forward-looking statements include:

- risks related to our separation from, and relationship with, HHH;
- macroeconomic conditions, such as volatility in the capital markets, inflation, elevated interest rates and a prolonged recession or downturn in the national economy, any of which could impact us, our tenants or consumers;
- the impact of tariffs and global trade disruptions on us and our tenants, including the impact on inflation, interest rates, supply chains and consumer sentiment and spending;
- changes in discretionary consumer spending patterns or consumer tastes or preferences;
- risks associated with our investments in real estate assets and trends in the real estate industry;
- our ability to obtain operating and development capital on favorable terms, or at all, including our ability to obtain or refinance debt capital, particularly considering our business operations require substantial cash;

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- the availability of debt and equity capital;
- our ability to renew our leases or re-lease available space;
- our ability to compete effectively;
- our ability to successfully identify, acquire, develop and manage properties on terms that are favorable to us;
- the impact of uncertainty around, and disruptions to, our supply chain, including labor shortages and shipping delays;
- risks related to the concentration of our properties and operations in New York City and the Las Vegas area, including fluctuations in the regional and local economies and local real estate conditions;
- extreme weather conditions or climate change, including natural disasters, that may cause property damage or interrupt business;
- the impact of water and electricity shortages on our business;
- the contamination of our properties by hazardous or toxic substances;
- catastrophic events or geopolitical conditions, such as public health crises, that may disrupt our business;
- actual or threatened terrorist activity and other acts of violence, or the perception of a heightened threat of such events;
- losses that are not insured or that exceed the applicable insurance limits;
- risks related to disruption or failure of information technology networks and related systems—both ours and those operated and managed by third parties—including data breaches and other cybersecurity attacks;
- our ability to attract and retain key personnel;
- our inability to control certain of our properties due to the joint ownership of such property and our inability to successfully attract desirable strategic partners, including joint venture partners;
- risks related to the concentration of ownership of our common stock by Pershing Square Capital Management, L.P. and its rights pursuant to both the investor rights agreement we entered into with it on October 17, 2024 and our amended and restated certificate of incorporation; and
- the other risks and uncertainties described herein or identified under Part I, Item 1A, “Risk Factors,” in our Annual Report on Form 10-K for the year ended December 31, 2024.

Although we presently believe that the plans, expectations and anticipated results expressed in or suggested by the forward-looking statements contained in this Quarterly Report are reasonable, all forward-looking statements are inherently subjective, uncertain and subject to change, as they involve substantial risks and uncertainties, including those beyond our control. New factors emerge from time to time, and it is not possible for us to predict the nature, or assess the potential impact, of each new factor on our business. Given these uncertainties, we caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report. We undertake no obligation to update or revise any of our forward-looking statements for events or circumstances that arise after the date of this Quarterly Report, except as otherwise may be required by law.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

SEAPORT ENTERTAINMENT GROUP INC.

Consolidated Balance Sheets

<i>in thousands, except par value amounts</i>	June 30, 2025 (unaudited)	December 31, 2024
ASSETS		
Buildings and equipment	\$ 543,089	\$ 522,667
Less: accumulated depreciation	(220,627)	(215,484)
Land	9,497	9,497
Developments	148,096	146,461
Net investment in real estate	480,055	463,141
Investments in unconsolidated ventures	17,832	28,326
Cash and cash equivalents	123,276	165,667
Restricted cash	2,087	2,178
Accounts receivable, net	8,399	5,246
Deferred expenses, net	4,343	4,515
Operating lease right-of-use assets, net	45,949	38,682
Other assets, net	35,285	35,801
Total assets	\$ 717,226	\$ 743,556
LIABILITIES		
Mortgages payable, net	\$ 100,632	\$ 101,593
Operating lease obligations	55,787	47,470
Accounts payable and other liabilities	33,002	23,111
Total liabilities	189,421	172,174
EQUITY		
Preferred stock, \$0.01 par value, 20,000 shares authorized, none issued or outstanding	—	—
Common stock, \$0.01 par value, 480,000 shares authorized, 12,698 issued and outstanding as of June 30, 2025 and 12,708 issued and outstanding as of December 31, 2024	127	127
Additional paid in capital	616,100	613,015
Accumulated deficit	(98,322)	(51,660)
Total stockholders' equity	517,905	561,482
Noncontrolling interest in subsidiary	9,900	9,900
Total equity	527,805	571,382
Total liabilities and equity	\$ 717,226	\$ 743,556

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

SEAPORT ENTERTAINMENT GROUP INC.

**Consolidated and Combined Statements of Operations
(Unaudited)**

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
<i>in thousands, except per share data</i>				
REVENUES				
Hospitality revenue	\$ 15,177	\$ 9,053	\$ 22,912	\$ 13,130
Entertainment revenue	19,908	17,153	24,117	20,717
Rental revenue	4,232	6,814	8,021	13,351
Other revenue	484	650	820	983
Total revenues	39,801	33,670	55,870	48,181
EXPENSES				
Hospitality costs	17,845	9,693	33,587	15,961
Entertainment costs	15,281	14,925	22,358	21,306
Operating costs	7,684	10,375	15,763	18,938
General and administrative	8,291	18,613	18,073	35,167
Depreciation and amortization	6,581	5,333	14,672	13,407
Total expenses	55,682	58,939	104,453	104,779
OTHER				
Other income, net	(126)	(91)	(126)	(83)
Total other	(126)	(91)	(126)	(83)
Operating loss	(16,007)	(25,360)	(48,709)	(56,681)
Interest income (expense)	801	(3,210)	1,795	(5,756)
Equity in earnings (losses) from unconsolidated ventures	782	(6,427)	952	(16,638)
Loss before income taxes	(14,424)	(34,997)	(45,962)	(79,075)
Income tax expense (benefit)	—	—	—	—
Net loss	(14,424)	(34,997)	(45,962)	(79,075)
Preferred distributions to noncontrolling interest in subsidiary	(350)	—	(700)	—
Net loss attributable to common stockholders	\$ (14,774)	\$ (34,997)	\$ (46,662)	\$ (79,075)
Total weighted average shares				
Basic	12,695	5,522	12,695	5,522
Diluted	12,695	5,522	12,695	5,522
Net loss per share attributable to common stockholders				
Basic	\$ (1.16)	\$ (6.34)	\$ (3.68)	\$ (14.32)
Diluted	\$ (1.16)	\$ (6.34)	\$ (3.68)	\$ (14.32)

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

SEAPORT ENTERTAINMENT GROUP INC.
Consolidated and Combined Statements of Cash Flows
(Unaudited)

<i>in thousands</i>	Six months ended June 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (45,962)	\$ (79,075)
Adjustments to reconcile net loss to cash used in operating activities:		
Depreciation	12,872	11,617
Amortization	1,800	1,790
Amortization of deferred financing costs	27	386
Straight-line rent amortization	857	(401)
Stock compensation expense	3,636	66
Other	(109)	—
Equity in earnings (losses) from unconsolidated ventures, net of distributions and impairment charges	(952)	16,847
Provision for (recovery of) doubtful accounts	(1,124)	2,718
Net Changes:		
Accounts receivable	(1,011)	173
Other assets and deferred expenses	502	(3,443)
Deferred expenses	(51)	(80)
Accounts payable and other liabilities	8,283	10,253
Cash used in operating activities	(21,232)	(39,149)
CASH FLOWS FROM INVESTING ACTIVITIES		
Operating property improvements	(17,930)	(2,322)
Property development and redevelopment	(5,205)	(14,922)
Cash and restricted cash received upon consolidation of previously unconsolidated entity	685	—
Investments in unconsolidated ventures	—	(16,267)
Distributions from unconsolidated ventures	3,699	484
Cash used in investing activities	(18,751)	(33,027)
CASH FLOWS FROM FINANCING ACTIVITIES		
Principal payments on mortgages payable	(988)	(940)
Taxes paid on restricted stock vesting	(605)	—
Preferred distributions to noncontrolling interest in subsidiary	(700)	—
Fees paid in connection with equity issuances	(206)	—
Net investment by Former Parent	—	74,847
Cash (used in) provided by financing activities	(2,499)	73,907
Net change in cash, cash equivalents and restricted cash	(42,482)	1,731
Cash, cash equivalents and restricted cash at beginning of period	167,845	43,845
Cash, cash equivalents and restricted cash at end of period	125,363	45,576
RECONCILIATION OF CASH, CASH EQUIVALENTS AND RESTRICTED CASH		
Cash and cash equivalents	123,276	3,344
Restricted cash	2,087	42,232
Cash, cash equivalents and restricted cash at end of period	\$ 125,363	\$ 45,576
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	\$ 3,525	\$ 6,443
Interest capitalized	3,348	667
NON-CASH TRANSACTIONS		
Accrued property improvements, developments, and redevelopments	\$ (894)	\$ (11,034)
Capitalized stock compensation	259	319

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

SEAPORT ENTERTAINMENT GROUP INC.

Consolidated and Combined Statements of Equity (Unaudited)

<i>in thousands</i>	Common stock		Net investment by Former Parent	Additional paid in capital	Accumulated deficit	Stockholders' equity	Noncontrolling interest	Total equity
	Shares	Amount						
Balance, December 31, 2023	—	—	\$ 384,893	—	—	384,893	—	\$ 384,893
Net loss	—	—	(44,078)	—	—	(44,078)	—	(44,078)
Net investment by Former Parent	—	—	48,317	—	—	48,317	—	48,317
Balance, March 31, 2024	—	—	\$ 389,132	—	—	389,132	—	\$ 389,132
Net loss	—	—	(34,997)	—	—	(34,997)	—	(34,997)
Net transfers from Former Parent	—	—	26,596	—	—	26,596	—	26,596
Balance, June 30, 2024	—	—	\$ 380,731	—	—	380,731	—	\$ 380,731
Balance, December 31, 2024	12,708	127	\$ —	613,015	(51,660)	561,482	9,900	\$ 571,382
Net income (loss)	—	—	—	—	(31,888)	(31,888)	350	(31,538)
Preferred distributions to noncontrolling interest in subsidiary	—	—	—	—	—	—	(350)	(350)
Fees in connection with the Rights Offering	—	—	—	(12)	—	(12)	—	(12)
Shares acquired to satisfy minimum required tax withholding on vesting restricted stock	(18)	—	—	(508)	—	(508)	—	(508)
Stock compensation	9	—	—	2,085	—	2,085	—	2,085
Balance, March 31, 2025	12,699	127	—	614,580	(83,548)	531,159	9,900	\$ 541,059
Net income (loss)	—	—	—	—	(14,774)	(14,774)	350	(14,424)
Preferred distributions to noncontrolling interest in subsidiary	—	—	—	—	—	—	(350)	(350)
Fees in connection with the Rights Offering	—	—	—	(194)	—	(194)	—	(194)
Shares acquired to satisfy minimum required tax withholding on vesting restricted stock	(5)	—	—	(97)	—	(97)	—	(97)
Stock compensation	4	—	—	1,811	—	1,811	—	1,811
Balance, June 30, 2025	12,698	127	\$ —	616,100	(98,322)	517,905	9,900	\$ 527,805

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

SEAPORT ENTERTAINMENT GROUP INC.

**Notes to Consolidated and Combined Financial Statements
(Dollars in thousands, unless otherwise stated)
(Unaudited)**

1. Summary of Significant Accounting Policies

Description of the Company

Seaport Entertainment Group Inc. (“Seaport Entertainment Group,” “SEG,” the “Company,” “we,” “our” and “us”) is a Delaware corporation and was incorporated in 2024 in connection with, and anticipation of, Howard Hughes Holdings Inc.’s (“HHH” or “Former Parent”) spin-off of its entertainment-related assets in New York City and Las Vegas. The separation of Seaport Entertainment Group from HHH (the “Separation”), which was achieved through HHH’s pro rata distribution of 100% of the then-outstanding shares of common stock of Seaport Entertainment Group to holders of HHH common stock, was completed on July 31, 2024. Following the completion of the Separation, Seaport Entertainment Group became an independent, publicly traded company. On August 1, 2024, the Company’s common stock began trading on the NYSE American LLC under the symbol “SEG”. On June 30, 2025, the Company transferred the listing of the Company’s common stock from the NYSE American LLC to the New York Stock Exchange, continuing to trade under the symbol “SEG.”

The Company was formed to own, operate and develop a unique collection of assets positioned at the intersection of entertainment and real estate and consists of three operating segments: (1) Hospitality; (2) Entertainment (previously Sponsorships, Events, and Entertainment); and (3) Landlord Operations. Our assets, which are primarily concentrated in New York City and Las Vegas, include the Seaport in Lower Manhattan (the “Seaport”), a 25% minority interest in Jean-Georges Restaurants (defined below) as well as other partnerships, the Las Vegas Aviators Triple-A baseball team (the “Aviators”) and the Las Vegas Ballpark and an interest in and to 80% of the air rights above the Fashion Show mall in Las Vegas.

On July 31, 2024, in connection with the Separation, the Company entered into several agreements with HHH that govern the relationship between HHH and the Company following the Separation, including a separation and distribution agreement, tax matters agreement, employee matters agreement, and transition services agreement. The Former Parent retained no ownership interest in the Company following the Separation.

Principles of Consolidation and Combination and Basis of Presentation

The accompanying Unaudited Consolidated and Combined Financial Statements represent the assets, liabilities, and operations of Seaport Entertainment Group Inc. as well as the assets, liabilities, and operations related to the Seaport Entertainment division of HHH prior to the Separation that were transferred to Seaport Entertainment Group Inc. on July 31, 2024 in connection with the Separation.

Prior to the Separation, we operated as part of HHH and not as a standalone company. Our financial statements for the periods until the Separation on July 31, 2024 are combined financial statements prepared on a carve-out basis derived from the accounting records of HHH. Our financial statements for the periods beginning on and after August 1, 2024 are consolidated financial statements based on our financial position, results of operations and cash flows as a standalone company. The accompanying Unaudited Consolidated Financial Statements as of June 30, 2025 and December 31, 2024 and for the three and six months ended June 30, 2025 have been prepared on a standalone basis and are derived from the accounting records of the Company. The accompanying Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 have been prepared on a carve-out basis and are derived from the combined financial statements and accounting records of HHH as discussed below.

The accompanying Unaudited Consolidated and Combined Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States (“GAAP”). The accompanying Unaudited Consolidated

and Combined Financial Statements may not be indicative of the Company's future performance and do not necessarily reflect what the Company's financial position, results of operations, and cash flows would have been had the Company operated as a standalone company during all of the periods presented.

The accompanying Unaudited Consolidated and Combined Financial Statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission for interim financial statements. Accordingly, certain information and footnote disclosures normally included in complete financial statements prepared under GAAP have been condensed or omitted. In our opinion, all adjustments considered necessary for a fair presentation of our financial position, results of operations and cash flows have been included. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with our financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2024.

Basis of Presentation - Prior to Separation

The Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 are presented as if the Company had been carved out of HHH. These Unaudited Combined Financial Statements reflect historical operations attributable to the Company and significant assumptions and allocations as well as attribution of certain assets and liabilities that were held by HHH prior to the Separation which are specifically identifiable or attributable to the Company.

All significant intercompany transactions within the Company have been eliminated. All transactions between the Company and HHH are considered to be effectively settled in the Unaudited Combined Financial Statements at the time the transaction is recorded, other than transactions described in Note 12 – *Related-Party Transactions* that have historically been settled in cash. The total net effect of the settlement of these intercompany transactions is reflected in the Unaudited Combined Statements of Cash Flows for the six months ended June 30, 2024 as a financing activity.

These Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 include expense allocations for: (1) certain support functions that were provided on a centralized basis within HHH, including, but not limited to property management, development, executive oversight, treasury, accounting, finance, internal audit, legal, information technology, human resources, communications, facilities, and risk management; and (2) employee benefits and compensation, including stock-based compensation. These expenses have been allocated to the Company on the basis of direct time spent on Company projects where identifiable, with the remainder allocated on a basis of revenue, headcount, payroll costs, or other applicable measures. For an additional discussion and quantification of expense allocations, see Note 12 – *Related-Party Transactions*.

Management believes the assumptions underlying the Unaudited Combined Financial Statements for the three and six months ended June 30, 2024, including the assumptions regarding allocated expenses, reasonably reflect the utilization of services provided to or the benefit received by the Company during the periods presented. Nevertheless, the Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 may not reflect the results of operations, financial position and cash flows had the Company been a standalone company during the period. Actual costs that the Company may have incurred had it been a standalone company during the three and six months ended June 30, 2024 would depend on several factors, including the chosen organization structure, whether functions were outsourced or performed by Company employees and strategic decisions made in areas such as executive leadership, corporate infrastructure, and information technology.

Debt obligations and related financing costs of HHH have not been included in the Unaudited Combined Financial Statements for the three and six months ended June 30, 2024, because the Company's business was not a party to the obligations between HHH and the debt holders. Further, the Company did not guarantee any of HHH's debt obligations.

Prior to the Separation, the income tax provision in the Unaudited Combined Statements of Operations was calculated as if the Company was operating on a standalone basis and filed separate tax returns in the jurisdictions in which it operates. Therefore, cash tax payments and items of current and deferred taxes may not be reflective of the Company's actual tax balances prior to or subsequent to the carve-out. Following the Separation, the Company files its own tax return and the income tax provision reflects the Company's tax balances that are realizable.

HHH maintains stock-based compensation plans at a corporate level. The Company's employees participated in such plans prior to the Separation and the portion of the cost of those plans related to the Company's employees is included in the Unaudited Combined Statements of Operations for the three and six months ended June 30, 2024. Prior to the Separation, the Company established the Seaport Entertainment Group Inc. 2024 Equity Incentive Plan, and subsequent to July 31, 2024, the Company issued stock-based awards pursuant to such plan.

Net investment by Former Parent in the Unaudited Combined Statement of Equity for the three and six months ended June 30, 2024 represents HHH's historical investment in the Company, the net effect of transactions with and allocations from HHH, and the Company's retained earnings. All transactions reflected in Net investment by Former Parent have been considered as financing activities for purposes of the Unaudited Combined Statement of Cash Flows for the six months ended June 30, 2024. For additional information, see "Basis of Presentation - Prior to Separation" above and Note 12 – *Related-Party Transactions*.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. The estimates and assumptions include, but are not limited to, capitalization of development costs, provision for income taxes, future cash flows used in impairment analysis and fair value used in impairment calculations, recoverable amounts of receivables and deferred tax assets, initial valuations of tangible and intangible assets acquired and the related useful lives of assets upon which depreciation and amortization is based. Estimates and assumptions have also been made with respect to future revenues and costs. Actual results could differ from these and other estimates.

Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the presentation of the current period financial statements. The Company has reclassified an aggregate of \$3.1 million of Operating costs to Hospitality and Entertainment costs in the amounts of \$1.2 million and \$1.9 million, respectively, on our Unaudited Combined Statement of Operations for the three months ended June 30, 2024. The Company has reclassified an aggregate of \$4.7 million of Operating costs to Hospitality and Entertainment costs in the amounts of \$1.7 million and \$3.0 million, respectively, on our Unaudited Combined Statement of Operations for the six months ended June 30, 2024.

The provision for (recovery of) doubtful accounts of \$1.3 million and \$2.3 million for the three and six months ended June 30, 2024, respectively, has been reclassified into Hospitality costs, Entertainment costs, and Operating costs on our Unaudited Combined Statement of Operations.

Certain reclassifications were also made to conform the prior period segment reporting to the current period segment presentation. These reclassifications are not material to the Unaudited Combined Statements of Operations for the three and six months ended June 30, 2024. Refer to Note 11 – *Segments* for additional information regarding the Company's reportable operating segments.

Segments

Segment information is prepared on the same basis that management reviews information for operational decision-making purposes. Management evaluates the performance of each of the Company's real estate assets and investments individually and combines such properties and investments into segments based on their economic characteristics and types of revenue streams. As of January 1, 2025, the Company's reportable operating segments are as follows: (i) Hospitality, (ii) Entertainment (previously Sponsorships, Events, and Entertainment), and (iii) Landlord Operations.

Fair Value Measurements

For assets and liabilities accounted for or disclosed at fair value, the Company utilizes the fair value hierarchy established by the accounting guidance for fair value measurements and disclosures to categorize the inputs to valuation techniques used to measure fair value into three levels. The three levels of inputs are as follows:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

Cash and Cash Equivalents

Cash and cash equivalents consist of highly liquid investments with maturities at date of purchase of three months or less and deposits with major banks throughout the United States. Such deposits are in excess of FDIC limits and are placed with high-quality institutions in order to minimize the concentration of counterparty credit risk.

Restricted Cash

Restricted cash reflects amounts segregated in escrow accounts in the name of the Company, primarily related to the payment of principal and interest on the Company's outstanding mortgages payable.

Accounts Receivable, net

Accounts receivable includes tenant receivables, straight-line rent receivables, and other receivables. On a quarterly basis, management reviews tenant receivables and straight-line rent assets for collectability. As required under ASC 842 *Leases* (ASC 842), this analysis includes a review of past due accounts and considers factors such as the credit quality of tenants, current economic conditions, and changes in customer payment trends. When full collection of a lease receivable or future lease payment is not probable, a reserve for the receivable balance is charged against rental revenue and future rental revenue is recognized on a cash basis. The Company also records reserves for estimated losses under ASC 450 *Contingencies* (ASC 450) if the estimated losses are probable and can be reasonably estimated.

Other receivables are primarily related to short-term trade receivables. The Company is exposed to credit losses through the sale of goods and services to customers. As required under ASC 326 *Financial Instruments – Credit Losses* (ASC 326), the Company assesses its exposure to credit loss related to these receivables on a quarterly basis based on historical collection experience and future expectations by portfolio. As of June 30, 2025 and December 31, 2024, there were no material past due receivables and there have been no material write-offs or recoveries of amounts previously written-off.

The following table represents the components of Accounts receivable, net of amounts considered uncollectible, in the accompanying Unaudited Consolidated Balance Sheets as of:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Tenant receivables	\$ 1,415	\$ 285
Straight-line rent receivables	2,974	2,780
Other receivables	4,010	2,181
Accounts receivable, net ^(a)	\$ 8,399	\$ 5,246

(a) As of June 30, 2025 and December 31, 2024, the total reserve balance was \$1.4 million and \$2.6 million, respectively.

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The following table summarizes the impacts of the collectability reserves in the accompanying Unaudited Consolidated and Combined Statements of Operations:

<i>in thousands</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Statements of Operations Location				
Rental revenue	\$ (745)	\$ 401	\$ (1,588)	\$ 457
Hospitality costs	(19)	1	(44)	101
Entertainment costs	(390)	986	(647)	1,640
Operating costs	30	320	50	519
Total (income) expense impact	\$ (1,124)	\$ 1,708	\$ (2,229)	\$ 2,717

As of June 30, 2025 and December 31, 2024, no customer accounted for greater than 10% of the Company's accounts receivable.

Stock-Based Compensation

Prior to the Separation on July 31, 2024, certain employees of the Company participated in HHH's stock-based compensation plans. Stock-based compensation expense was attributed to the Company based on the awards and terms previously granted to those employees and was recorded in the Unaudited Consolidated and Combined Statements of Operations. Subsequent to the Separation, the Company issued stock options, restricted stock and restricted stock units. Stock-based compensation expense is measured based on the grant date fair value of those awards and is recognized on a straight-line basis over the period during which an employee is required to provide service in exchange for the award, except for shares of stock granted to non-employee directors which, unless otherwise provided under the applicable award agreement, are fully vested, and are expensed at the grant date. Stock-based compensation expense is based on awards outstanding, and forfeitures are recognized as they occur. Stock-based compensation expense is included as part of expenses in the accompanying Unaudited Consolidated and Combined Statements of Operations.

Earnings (Loss) per Share

For the periods ending after the date of Separation, basic earnings per share ("EPS") attributable to the Company's common stockholders is based upon net income (loss) attributable to the Company's common stockholders divided by the weighted-average number of shares of common stock outstanding during the period. Diluted EPS reflects the effect of the assumed vesting of restricted stock, restricted stock units and the exercise of stock options only in the periods in which such effect would have been dilutive. For the periods when a net loss is reported, the computation of diluted EPS equals the basic EPS calculation since common stock equivalents would be antidilutive due to losses from continuing operations.

Impairment

The Company reviews its long-lived assets (including those held by its unconsolidated ventures) for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of an asset is not recoverable and exceeds its fair value. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future economic conditions, such as occupancy, rental rates, capital requirements and sales values that could differ materially from actual results in future periods. If impairment indicators exist and it is expected that undiscounted cash flows generated by the asset are less than its carrying amount, an impairment provision is recorded to write down the carrying amount of the asset to its fair value.

Impairment indicators include, but are not limited to, significant changes in projected completion dates, stabilization dates, operating revenues or cash flows, development costs, circumstances related to ongoing low occupancy, and market factors.

The cash flow estimates used both for determining recoverability and estimating fair value are inherently judgmental and reflect current and projected trends in rental, occupancy, pricing, development costs, sales pace and capitalization

rates, and estimated holding periods for the applicable assets. Although the estimated fair value of certain assets may be exceeded by the carrying amount, a real estate asset is only considered to be impaired when its carrying amount is not expected to be recovered through estimated future undiscounted cash flows. To the extent an impairment provision is necessary, the excess of the carrying amount of the asset over its estimated fair value is expensed to operations. In addition, the impairment provision is allocated proportionately to adjust the carrying amount of the asset. The adjusted carrying amount, which represents the new cost basis of the asset, is depreciated over the remaining useful life of the asset. Assets that have been impaired will in the future have lower depreciation and cost of sale expenses. The impairment will have no impact on cash flow.

Revenue Recognition and Related Matters

Hospitality Revenue

Hospitality revenue is generated by the Seaport restaurants and the Tin Building by Jean-Georges (as defined below) through customer transactions or through agreements with sponsors. The customer transaction price is the net amount collected from the customer and is recognized as revenue at a point in time when the food or beverage is provided to the customer. These transactions are ordinarily settled with cash or credit card over a short period of time. Sponsorship related revenue is recognized on a straight-line basis over the contractual period of time.

Entertainment Revenue

Entertainment revenue related to contracts with customers is generally comprised of baseball-related ticket sales, concert-related ticket sales, events-related service revenue, concession sales, and related advertising and sponsorships revenue. Baseball season ticket sales are recognized over time as games take place. Single baseball and concert tickets are recognized at a point in time as the games and concerts take place. Baseball and concert ticket-related payments are made in advance or on the day of the event. Events-related service revenue is recognized at the time the customer receives the benefit of the service, with a portion of related payments made in advance, as per the agreements, and the remainder of the payment made on the day of the event. For concession sales, the transaction price is the net amount collected from the customer at the time of service and revenue is recognized at a point in time when the food or beverage is provided to the customer. In all other cases, the transaction prices are fixed, stipulated in the ticket, and representative in each case of a single performance obligation.

Baseball-related and other advertising and sponsorship agreements allow third parties to display their advertising and products at the Company's venues for a certain amount of time and relate to a single performance obligation. The agreements generally cover a baseball season or other contractual period of time, and the related revenue is generally recognized on a straight-line basis over time, as time elapses, unless a specific performance obligation exists within the sponsorship contract where point-in-time delivery occurs and recognition at a specific performance or delivery date is more appropriate. Consideration terms for these services are fixed in each respective agreement and paid in accordance with individual contractual terms.

Entertainment revenue is disclosed net of any refunds, which are settled and recorded at the time of an event cancellation. The Company does not accrue or estimate any obligations related to refunds.

Rental Revenue

Rental revenue is associated with the Company's Landlord Operations assets and is comprised of minimum rent, percentage rent in lieu of fixed minimum rent, tenant recoveries, and overage rent.

Minimum rental revenues are recognized on a straight-line basis over the terms of the related leases when collectability is reasonably assured and the tenant has taken possession of, or controls, the physical use of the leased asset. Percentage rent in lieu of fixed minimum rent is recognized as sales are reported by tenants. Minimum rent revenues also include amortization related to above and below-market tenant leases on acquired properties. Rent payments for landlord assets are due on the first day of each month during the lease term.

Recoveries from tenants are stipulated in the leases, are generally computed based upon a formula related to real estate taxes, insurance, and other real estate operating expenses, and are generally recognized as revenues in the period the related costs are incurred.

Overage rent is recognized on an accrual basis once tenant sales exceed contractual thresholds contained in the lease and is calculated by multiplying the tenant sales in excess of the minimum amount by a percentage defined in the lease.

If the lease provides for tenant improvements, the Company determines whether the tenant improvements are owned by the tenant or by the Company. When the Company is the owner of the tenant improvements, rental revenue begins when the improvements are substantially complete. When the tenant is the owner of the tenant improvements, any tenant allowance funded by the Company is treated as a lease incentive and amortized as an adjustment to rental revenue over the lease term.

Other Revenue

Other revenue is comprised of sponsorship agreement revenue on our Landlord Operations assets and other miscellaneous revenue. Sponsorship related revenue is recognized on a straight-line basis over the contractual period of time. Other miscellaneous revenue is recognized at a point in time, at the time of sale when payment is received, and the customer receives the good or service.

Recently Issued or Adopted Accounting Standards

In December 2023, the FASB issued ASU 2023-09, Improvements to Income Tax Disclosures, a final standard on improvements to income tax disclosures which applies to all entities subject to income taxes. The standard requires disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The amendments in this ASU are effective for fiscal years beginning after December 15, 2024. The Company is currently evaluating the guidance and its impact on the Company's Unaudited Consolidated and Combined Financial Statements.

In November 2024, the FASB issued ASU 2024-03, Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. The standard requires that public business entities disclose additional information about specific expense categories in the notes to financial statements for interim and annual reporting periods. The amendments in this ASU will become effective for fiscal year 2027 annual financial statements and interim financial statements thereafter and may be applied prospectively to periods after the adoption date or retrospectively for all prior periods presented in the financial statements, with early adoption permitted. The Company plans to adopt the standard when it becomes effective beginning with the fiscal year 2027 annual financial statements, and is currently evaluating the impact this guidance will have on the disclosures included in the Unaudited Notes to the Consolidated and Combined Financial Statements.

In July 2025, the FASB issued ASU-2025-05, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets. The standard introduces a practical expedient for all entities and an accounting policy election for entities other than public business entities related to applying Subtopic 326-20 to current accounts receivable and current contract assets arising from transactions accounted for under Topic 606. The amendments in this ASU are effective for fiscal years beginning after December 15, 2025. The Company is currently evaluating the guidance and its impact on the Company's Unaudited Consolidated and Combined Financial Statements.

2. Investments in Unconsolidated Ventures

In the normal course of business, the Company enters into partnerships and ventures with an emphasis on investments associated with businesses that operate at the Company's real estate assets and other hospitality investments. The Company does not consolidate the investments in the periods presented below as it does not have a controlling financial interest in these ventures. As such, the Company primarily reports its interests in accordance with the equity method. Additionally, the Company evaluates its equity method investments for significance in accordance with Regulation S-X, Rule 3-09 and Regulation S-X, Rule 4-08(g) and presents separate annual financial statements or summarized financial information, respectively, as required by those rules.

Investments in unconsolidated ventures consist of the following:

	Ownership Interest ^(a)		Carrying Value		Share of Earnings (Losses)/ Dividends		Share of Earnings (Losses)/ Distributions	
	June 30,	December 31,	June 30,	December 31,	Three months ended		Six months ended	
	2025	2024	2025	2024	June 30,		June 30,	
					2025	2024	2025	2024
<i>in thousands except percentages</i>								
Equity Method Investments								
The Lawn Club ^(b)	50 %	50 %	\$ 3,025	\$ 6,103	\$ 779	\$ 510	\$ 621	\$ 68
Tin Building by Jean-Georges ^{(b) (c) (d)}	100 %	65 %	—	7,746	—	(6,953)	—	(16,556)
Jean-Georges Restaurants	25 %	25 %	14,807	14,477	3	16	331	(150)
Investments in unconsolidated ventures			\$ 17,832	\$ 28,326	\$ 782	\$ (6,427)	\$ 952	\$ (16,638)

- Ownership interests presented reflect the Company's stated ownership interest, or if applicable, the Company's final profit-sharing interest after receipt of any preferred returns based on the venture's distribution priorities.
- For these equity method investments, various provisions in the venture operating agreements regarding distributions of cash flow based on capital account balances, allocations of profits and losses and preferred returns may result in the Company's economic interest differing from its stated interest or final profit-sharing interest. For these investments, the Company recognizes income or loss based on the venture's distribution priorities, which could fluctuate over time and may be different from its stated ownership or final profit-sharing interest.
- On January 1, 2025, the Company became the primary beneficiary of the Tin Building by Jean-Georges and began consolidating the Company's investment in this venture into the Company's financial statements. Refer to discussion below for additional details.
- On June 30, 2025, the Company's ownership interest in the Tin Building by Jean-Georges increased to 100% through the execution of membership interest transfers from HHC Seafood Market Member, LLC, an indirect subsidiary of the Company ("HHC Seafood"), and VS-Fulton Seafood Market LLC, a wholly owned subsidiary of Jean-Georges Restaurants ("Fulton Partner" and together with HHC Seafood, the "Assignors") to a wholly owned subsidiary of the Company. Refer to discussion below for additional details.

The Lawn Club

In 2021, the Company formed HHC Lawn Games, LLC with The Lawn Club NYC, LLC ("Endorphin Ventures"), to construct and operate an immersive indoor and outdoor restaurant that includes an extensive area of indoor grass, a stylish clubhouse bar, and a wide variety of lawn games. This concept opened in the fourth quarter of 2023. Under the terms of the initial LLC agreement, the Company funded 80% of the cost to construct the restaurant, and Endorphin Ventures contributed the remaining 20%. In October 2023, the members executed an amended LLC agreement, pursuant to which the Company agreed to fund 90% of any remaining capital requirements for the venture, and Endorphin Ventures agreed to fund 10% of any remaining capital requirements for the venture. The Company recognizes its share of income or loss based on the joint venture distribution priorities, which could fluctuate over time. Upon the return of each member's contributed capital and a preferred return to the Company, distributions and recognition of income or loss will be allocated to the Company based on its final profit-sharing interest. The Company also entered into a lease agreement with HHC Lawn Games, LLC pursuant to which the Company agreed to lease approximately 27,000 square feet of the Fulton Market Building to this venture.

Tin Building by Jean-Georges

In 2015, the Company, together with Fulton Partner, formed Fulton Seafood Market, LLC ("Tin Building by Jean-Georges") to operate a 53,783 square foot culinary marketplace in the historic Tin Building. The Fulton Partner is a wholly

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owned subsidiary of Jean-Georges Restaurants. The Company purchased a 25% interest in Jean-Georges Restaurants in March 2022 as discussed below.

On June 30, 2025, the Assignors entered into a membership interest transfer agreement pursuant to which the Assignors transferred 100% of their interests in the Tin Building by Jean-Georges to an indirect subsidiary of the Company. As a result of the transfer, an indirect subsidiary of the Company became the sole member of the Tin Building by Jean-Georges.

The Company owns 100% of the Tin Building and leased 100% of the space to the Tin Building by Jean-Georges joint venture. Throughout these Unaudited Notes to the Consolidated and Combined Financial Statements, references to the Tin Building relate to the Company's 100% owned landlord operations and references to the Tin Building by Jean-Georges refer to the hospitality business in which the Company previously had an equity ownership interest, and, as of June 30, 2025, owns 100% of the equity interests. The Company, as landlord, funded 100% of the development and construction of the Tin Building. Under the previous terms of the Tin Building by Jean-Georges LLC agreement, the Company contributed the cash necessary to fund pre-opening, opening and operating costs of the Tin Building by Jean-Georges. The Fulton Partner was not required to make any capital contributions. The Tin Building was completed and placed in service during the third quarter of 2022 and the Tin Building by Jean-Georges culinary marketplace began operations in the third quarter of 2022.

The Tin Building by Jean-Georges was previously classified as a variable interest entity. As of January 1, 2025, in conjunction with the internalization of food and beverage operations, the Company, through employing the management team personnel and directing the operating activities that most significantly impact the Tin Building by Jean-Georges' economic performance, became the primary beneficiary of the Tin Building by Jean-Georges and began consolidating the Tin Building by Jean-Georges into the Company's financial statements. In accordance with ASC 805, identifiable assets and liabilities assumed were recorded at their estimated fair values on the date of consolidation. The allocation of the purchase price included in the current period balance sheet is based on the best estimate of management and is preliminary and subject to change. We will continue to obtain information to assist in determining the fair value of net assets assumed during the measurement period. The Company expects to finalize these amounts as soon as possible but no later than one year from the date of consolidation. The table below presents the preliminary allocation to the estimated fair value of identifiable assets and liabilities assumed:

<i>in thousands</i>	Preliminary Purchase Price Allocation
Building and equipment	\$ 7,174
Cash and cash equivalents	685
Accounts receivable, net	825
Other assets, net	1,564
Total assets	10,248
Accounts payable and other liabilities	(2,502)
Total liabilities	(2,502)
Net assets assumed	\$ 7,746

The unaudited supplemental pro forma revenues and net losses of the Company were \$39.4 million and \$35.0 million, respectively, for the three months ended June 30, 2024 and \$57.8 million and \$79.1 million, respectively, for the six months ended June 30, 2024, and have been prepared for the Company as if the Tin Building by Jean-Georges was consolidated by the Company on January 1, 2024. The most significant adjustments in the pro forma financial information includes the elimination of rents between the Company and the joint venture and the elimination of the previous equity method investment in the joint venture as though the consolidation had occurred on January 1, 2024.

The unaudited pro forma financial information above is provided for informational purposes only and is not necessarily indicative of what actual results of operations would have been had the consolidation and related transactions been completed as of January 1, 2024 or that may be achieved in the future.

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The Company's investment in the Tin Building by Jean-Georges meets the threshold for disclosure of summarized income statement information for the three and six months ended June 30, 2024. Relevant financial statement information is summarized as follows:

<i>in thousands</i>	Three months ended June 30, 2024	Six months ended June 30, 2024
Income Statement		
Revenues	\$ 8,751	\$ 15,406
Gross Margin	6,102	10,206
Net Loss	(6,953)	(16,556)

Jean-Georges Restaurants

In March 2022, the Company acquired a 25% interest in JG Restaurant HoldCo LLC ("Jean-Georges Restaurants") for \$45.0 million from JG TopCo LLC ("Jean-Georges"). Jean-Georges Restaurants currently has over 40 hospitality offerings and a pipeline of new concepts. The Company accounts for its ownership interest in accordance with the equity method and recorded its initial investment at cost, inclusive of legal fees and transaction costs. Under the terms of the current operating agreement, all cash distributions and the recognition of income-producing activities will be pro rata based on stated ownership interest.

Concurrent with the Company's acquisition of the 25% interest in Jean-Georges Restaurants, the Company entered into a warrant agreement with Jean-Georges. The Company paid \$10.0 million for the option to acquire up to an additional 20% interest in Jean-Georges Restaurants at a fixed exercise price per share subject to certain anti-dilution provisions. Should the warrant agreement be exercised by the Company, the \$10.0 million will be credited against the aggregate exercise price of the warrants. The warrant became exercisable on March 2, 2022, subject to automatic exercise in the event of dissolution or liquidation and will expire on March 2, 2026. The Company elected the measurement alternative for this purchase option as the equity security does not have a readily determinable fair value. As such, the investment is measured at cost, less any identified impairment charges. As of June 30, 2025, this warrant had not been exercised and has a carrying value of zero.

Creative Culinary Management Company, LLC ("CCMC"), a wholly owned indirect subsidiary of Jean-Georges Restaurants, provided management services for certain retail and food and beverage businesses that the Company owns, either wholly or through partnerships with third parties. Pursuant to the various management agreements, CCMC was responsible for employment and/or supervision of all employees providing services for the food and beverage operations and restaurants as well as the day-to-day operations and accounting for the food and beverage operations. Effective January 1, 2025, as the Company's initial step to internalize food and beverage operations at most of its wholly owned and joint venture-owned restaurants at the Seaport, the Company hired and onboarded employees of CCMC and entered into a services agreement (the "Services Agreement") with CCMC to provide the necessary employees and services for CCMC to perform CCMC's responsibilities under the various management agreements.

On June 30, 2025, indirect subsidiaries of the Company and wholly owned subsidiaries of Jean-Georges Restaurants entered into license agreements with respect to the license of certain intellectual property of Jean-Georges Restaurants for the Tin Building by Jean-Georges and the Fulton Restaurant (collectively, the "License Agreements"). As part of the restructuring transactions described above and in consideration of entry into the License Agreements, on July 1, 2025, an indirect subsidiary of the Company provided notice to CCMC terminating certain management agreements between CCMC and affiliates of the Company. As a result, the Services Agreement has been terminated pursuant to its terms.

3. Other Assets and Liabilities

Other Assets, net

The following table summarizes the significant components of Other assets, net:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Intangibles	\$ 15,801	\$ 17,379
Security and other deposits	10,995	11,116
Food and beverage and merchandise inventory	2,849	1,875
Prepaid expenses	5,468	4,862
Other	172	569
Other assets, net	\$ 35,285	\$ 35,801

Accounts Payable and Other Liabilities

The following table summarizes the significant components of Accounts payable and other liabilities:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Deferred income	\$ 15,260	\$ 3,946
Accounts payable and accrued expenses	11,207	10,998
Construction payables	107	73
Accrued payroll and other employee liabilities	4,711	5,961
Accrued interest	660	84
Tenant and other deposits	535	682
Other	522	1,367
Accounts payable and other liabilities	\$ 33,002	\$ 23,111

4. Mortgages Payable, Net

Mortgages Payable

Mortgages payable, net are summarized as follows:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Fixed-rate debt		
Secured mortgages payable	\$ 40,101	\$ 41,087
Variable-rate debt		
Secured mortgages payable	61,300	61,300
Unamortized deferred financing costs	(769)	(794)
Mortgages payable, net	\$ 100,632	\$ 101,593

As of June 30, 2025, land, buildings and equipment, developments, and other collateral with an aggregate net book value of \$243.0 million have been pledged as collateral for the Company's debt obligations. Secured mortgages payable are without recourse to the Company as of June 30, 2025.

Secured Mortgages Payable

The Company's outstanding mortgages are collateralized by certain of the Company's real estate assets. The Company's fixed-rate debt obligation requires semi-annual installments of principal and interest, and the Company's

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variable-rate debt requires monthly installments of only interest. As of June 30, 2025, the Company's secured mortgage loans did not have any undrawn lender commitment available to be drawn for property development.

The following table summarizes the Company's secured mortgages payable:

<i>in thousands</i>	June 30, 2025			December 31, 2024		
	Principal	Interest Rate	Maturity Date	Principal	Interest Rate	Maturity Date
Fixed rate ^(a)	\$ 40,101	4.92 %	December 15, 2038	\$ 41,087	4.92 %	December 15, 2038
Variable rate ^{(b) (c)}	61,300	11.30 %	July 1, 2029	61,300	9.49 %	July 1, 2029
Secured mortgages payable	\$ 101,401			\$ 102,387		

- (a) The Company has one fixed-rate debt obligation as of June 30, 2025 and December 31, 2024. The interest rate presented is based upon the coupon rate of the debt.
- (b) The Company has one variable-rate debt obligation as of June 30, 2025 and December 31, 2024. The interest rate presented is based on the applicable reference interest rate as of June 30, 2025 and December 31, 2024.
- (c) The Company has a total return swap with the lender in connection with its variable-rate debt. At June 30, 2025, the assumed rate of the indebtedness associated with our variable-rate debt obligation is based on SOFR + 4.5%, which is the combination of the interest rates on two instruments: (i) the variable-rate debt obligation, pursuant to which the Company is obligated to pay the lender an amount equal to SOFR + 7.0%, and (ii) the total return swap, pursuant to which the Company is entitled to receive 2.5% from the lender. The cash flows from this total return swap do not vary based on any underlying variable and there is no net settlement; as such, it is not considered to meet the criteria of ASC 815 Derivatives and Hedging and determined to not be a derivative.

On January 1, 2025, the mortgage loan on the Company's 250 Water Street development ("250 Water Street") was amended to increase the margin from 5.0% to 7.0%. The Company is entitled to receive this 2.0% increase from the lender by way of the total return swap, resulting in no change in cash flows to the Company.

5. Fair Value

ASC 820 *Fair Value Measurement* (ASC 820) emphasizes that fair value is a market-based measurement that should be determined using assumptions market participants would use in pricing an asset or liability. The standard establishes a hierarchical disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets or liabilities at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the asset or liability. Assets or liabilities with readily available active quoted prices, or for which fair value can be measured from actively quoted prices, generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

The following table presents the fair value measurement hierarchy levels required under ASC 820 for the estimated fair values of the Company's financial instruments that are not measured at fair value on a recurring basis:

<i>in thousands</i>	Fair Value Hierarchy	June 30, 2025		December 31, 2024	
		Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets:					
Cash and Restricted cash	Level 1	\$ 125,363	\$ 125,363	\$ 167,845	\$ 167,845
Accounts receivable, net ^(a)	Level 3	8,399	8,399	5,246	5,246
Liabilities:					
Fixed-rate debt ^(b)	Level 2	40,101	38,955	41,087	40,032
Variable-rate debt ^(b)	Level 2	61,300	61,300	61,300	61,300

(a) Accounts receivable, net is shown net of an allowance of \$1.4 million at June 30, 2025 and \$2.6 million at December 31, 2024. Refer to Note 1 - *Summary of Significant Accounting Policies* for additional information on the allowance.

(b) Excludes related unamortized financing costs.

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The carrying amounts of Cash and Restricted cash and Accounts receivable, net approximate fair value because of the short-term maturity of these instruments.

The fair value of fixed-rate debt in the table above was estimated based on a discounted future cash payment model, which includes risk premiums and risk-free rates derived from the SOFR or U.S. Treasury obligation interest rates as of June 30, 2025. Refer to Note 4 - *Mortgages Payable, Net* for additional information. The discount rates reflect the Company's judgment as to what the approximate current lending rates for loans or groups of loans with similar maturities and credit quality would be if credit markets were operating efficiently and assuming that the debt is outstanding through maturity.

The carrying amount for the Company's variable-rate debt approximates fair value given that the interest rate is variable and adjusts with current market rates for instruments with similar risks and maturities.

6. Commitments and Contingencies

Litigation

In the normal course of business, from time to time, the Company is involved in legal proceedings relating to the ownership and operations of its properties. In management's opinion, the liabilities, if any, that may ultimately result from normal course of business legal actions are not expected to have a material effect on the Company's Unaudited Consolidated and Combined Financial Statements or liquidity.

Operating Leases

The Company leases land or buildings at certain properties from third parties, which are recorded in Operating lease right-of-use assets, net, and Operating lease obligations on the Unaudited Consolidated Balance Sheets. See Note 9 – *Leases* for additional information. Contractual rental expense was \$1.7 million and \$1.6 million for the three months ended June 30, 2025 and 2024, respectively, and \$3.3 million and \$3.7 million for the six months ended June 30, 2025 and 2024, respectively. The amortization of straight-line rents included in the contractual rent amount was \$0.6 million for each of the three months ended June 30, 2025 and 2024, and \$1.1 million and \$1.2 million for the six months ended June 30, 2025 and 2024, respectively.

7. Income Taxes

The Company's tax provision for interim periods is determined using an estimate of its annual current and deferred effective tax rates, adjusted for discrete items. The Company generated operating losses in the interim periods presented. The income tax benefit recognized related to this loss was zero for each of the three and six months ended June 30, 2025 and 2024, after an assessment of the available positive and negative evidence, which causes the Company's effective tax rate to deviate from the federal statutory rate.

8. Revenues

Revenues from contracts with customers (excluding lease-related revenues) are recognized when control of the promised goods or services is transferred to the Company's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

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The following presents the Company's revenues disaggregated by revenue source:

<i>in thousands</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Revenues from contracts with customers				
Recognized at a point in time or over time				
Hospitality revenue	\$ 15,177	9,053	\$ 22,912	13,130
Entertainment revenue	19,908	17,153	24,117	20,717
Other revenue	484	650	820	983
Total	35,569	26,856	47,849	34,830
Rental and lease-related revenues				
Rental revenue	4,232	6,814	8,021	13,351
Total revenues	\$ 39,801	\$ 33,670	\$ 55,870	\$ 48,181

Contract Assets and Liabilities

Contract assets are the Company's right to consideration in exchange for goods or services that have been transferred to a customer, excluding any amounts presented as a receivable. Contract liabilities are the Company's obligation to transfer goods or services to a customer for which the Company has received consideration.

There were no contract assets for the periods presented. The contract liabilities primarily relate to deferred Aviators and Seaport concert series ticket sales and sponsorship revenues. The beginning and ending balances of contract liabilities and significant activity during the periods presented are as follows:

<i>in thousands</i>	Contract Liabilities
Balance at December 31, 2023	\$ 3,707
Consideration earned during the period	(18,104)
Consideration received during the period	26,110
Balance at June 30, 2024	\$ 11,713
Balance at December 31, 2024	\$ 3,946
Consideration earned during the period	(21,137)
Consideration received during the period	32,451
Balance at June 30, 2025	\$ 15,260

Remaining Unsatisfied Performance Obligations

The Company's remaining unsatisfied performance obligations represent a measure of the total dollar value of work to be performed on contracts executed and in progress. These performance obligations primarily relate to the completion of the 2025 Aviators baseball season and 2025 concert series, as well as performance under various sponsorship agreements. The aggregate amount of the transaction price allocated to the Company's remaining unsatisfied performance obligations from contracts with customers as of June 30, 2025 is \$24.8 million. The Company expects to recognize this amount as revenue over the following periods:

<i>in thousands</i>	Less than 1 year	1-2 years	3 years and thereafter	Total
Total remaining unsatisfied performance obligations	\$ 18,197	\$ 2,409	4,241	\$ 24,847

The Company's remaining performance obligations are adjusted to reflect any known contract cancellations, revisions to customer agreements, and deferrals, as appropriate.

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During the three months ended June 30, 2025 and 2024, no customer accounted for 10% or more of the Company's total revenue.

During the six months ended June 30, 2025, no customer accounted for 10% or more of the Company's total revenue. During the six months ended June 30, 2024, revenue from one customer accounted for approximately 12% of the Company's total revenue, through a related-party transaction.

9. Leases

Lessee Arrangements

The Company determines whether an arrangement is a lease at inception. Operating leases are included in Operating lease right-of-use assets, net, and Operating lease obligations on the Unaudited Consolidated Balance Sheets. Right-of-use assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at commencement date based on the present value of future minimum lease payments over the lease term. As most of the Company's leases do not provide an implicit rate, the Company uses an estimate of the incremental borrowing rate based on the information available at the lease commencement date in determining the present value of future lease payments. The Operating lease right-of-use asset also includes any lease payments made, less any lease incentives and initial direct costs incurred. The Company does not have any finance leases. The Company elected the practical expedient to not separate lease components from non-lease components of its lease agreements for all classes of underlying assets. Certain of the Company's lease agreements include non-lease components such as fixed common area maintenance charges. The Company applies Leases (Topic 842) to the single combined lease component.

The Company's lessee agreements consist of operating leases primarily for ground leases and other real estate. The majority of the Company's leases have remaining lease terms ranging from approximately 10 years to approximately 50 years, excluding extension options. The Company considers its strategic plan and the life of associated agreements in determining when options to extend or terminate lease terms are reasonably certain of being exercised. Leases with an initial term of 12 months or less are not recorded on the balance sheet; the Company recognizes lease expense for these leases on a straight-line basis over the lease term. Certain of the Company's lease agreements include variable lease payments based on a percentage of income generated through subleases, changes in price indices and market rates, and other costs arising from operating, maintenance, and taxes. The Company's lease agreements do not contain residual value guarantees or restrictive covenants. The Company leases various buildings and office space constructed on its ground leases to third parties.

The Company's leased assets and liabilities are as follows:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Assets		
Operating lease right-of-use assets, net	\$ 45,949	\$ 38,682
Liabilities		
Operating lease obligations	\$ 55,787	\$ 47,470

The components of lease expense are as follows:

<i>in thousands</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Operating lease cost	\$ 1,554	\$ 1,548	\$ 3,085	\$ 3,095
Variable lease cost	180	67	247	620
Total lease cost	\$ 1,734	\$ 1,615	\$ 3,332	\$ 3,715

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Future minimum lease payments as of June 30, 2025, are as follows:

<i>in thousands</i>	Operating Leases
Remainder of 2025	\$ 1,337
2026	3,766
2027	4,385
2028	4,443
2029	4,504
Thereafter	234,210
Total lease payments	252,645
Less: imputed interest	(196,858)
Present value of lease liabilities	\$ 55,787

Other information related to the Company's lessee agreements is as follows:

Supplemental Unaudited Consolidated and Combined Statements of Cash Flows Information	Six months ended June 30,	
<i>in thousands</i>	2025	2024
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows on operating leases	\$ 2,034	\$ 2,147
Non-cash transactions:		
Adjustment to operating lease obligations ^(a)	\$ 8,429	—
Adjustment to operating lease right-of-use assets ^(a)	8,429	—

(a) The Company amended its corporate office lease whereby the maturity date was extended 10 years and certain rent terms were revised.

Other Information	June 30, 2025	June 30, 2024
Weighted-average remaining lease term (years)		
Operating leases	40.0	45.5
Weighted-average discount rate		
Operating leases	8.2 %	7.8 %

Lessor Arrangements

The Company receives rental income from the leasing of retail, office, multi-family, and other space under operating leases, as well as certain variable tenant recoveries. Operating leases for our retail, office, and other properties are with a variety of tenants and have an average remaining term of approximately five years. Lease terms generally vary among tenants and may include early termination options, extension options, and fixed rental rate increases or rental rate increases based on an index. Multi-family leases generally have a term of 12 months or less. The Company elected the practical expedient to not separate lease components from non-lease components of its lease agreements for all classes of underlying assets.

During the three months ending June 30, 2025, an office tenant of Pier 17 exercised a termination option within its lease. As a result of the tenant exercising the termination option, the lease term now expires three years earlier than the stated maturity date. The Company received a \$2.0 million payment during the three months ended June 30, 2025 upon exercise of the termination option. An additional \$2.0 million payment is due at the end of the revised term in February 2027. The Company recorded the payment received during the three months ended June 30, 2025 in accounts payable and other liabilities on our Unaudited Consolidated Balance Sheet as of June 30, 2025 and the Company will recognize the payment as revenue on the Statement of Operations on a straight-line basis over the revised term of the lease.

Minimum rent revenues related to commenced operating leases are as follows:

<i>in thousands</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Total minimum rent revenues	\$ 3,055	\$ 5,261	\$ 6,084	\$ 10,422

Total future minimum rents associated with operating leases are as follows as of June 30, 2025:

<i>in thousands</i>	Total Minimum Rent
Remainder of 2025	\$ 5,649
2026	8,799
2027	8,793
2028	6,438
2029	6,537
Thereafter	54,967
Total	\$ 91,183

Minimum rent revenues are recognized on a straight-line basis over the terms of the related leases when collectability is reasonably assured and the tenant has taken possession of, or controls, the physical use of the leased asset. Percentage rent in lieu of fixed minimum rent is recognized as sales are reported by tenants. Minimum rent revenues reported on the Unaudited Consolidated and Combined Statements of Operations also include amortization related to above and below-market tenant leases on acquired properties.

10. Equity

Earnings Per Share

Earnings per share is calculated by dividing the net income (loss) attributable to common stockholders by the weighted average number of shares outstanding during the period. Stock-based payment awards are included in the calculation of diluted income using the treasury stock method if dilutive.

On the date of Separation, immediately prior to the Separation, there were 5,521,884 shares that were issued and outstanding. This share amount is being utilized for the calculation of basic earnings (loss) per share attributable to common stockholders for all periods in 2024 because the Company was not a standalone public company prior to the date of Separation and there was no stock trading information available to calculate earnings (loss) per share attributable to common stockholders. In addition, for all periods in 2024, the computation of diluted earnings per share equals the basic earnings (loss) per share attributable to common stockholders calculation since there was no stock trading information available to compute dilutive effect of shares issuable under share-based compensation plans needed under the treasury method in accordance with ASC Topic 260 and since common stock equivalents were antidilutive due to losses from operations.

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For the three and six months ended June 30, 2025 and 2024, loss per share attributable to common stockholders is computed as follows:

<i>in thousands, except per share data</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Numerator - Basic				
Net loss	\$ (14,424)	\$ (34,997)	\$ (45,962)	\$ (79,075)
Preferred distributions to noncontrolling interest in subsidiary	(350)	-	(700)	—
Net loss attributable to common stockholders - basic and diluted	<u>\$ (14,774)</u>	<u>\$ (34,997)</u>	<u>\$ (46,662)</u>	<u>\$ (79,075)</u>
Denominator				
Weighted average shares outstanding - basic	12,695	5,522	12,695	5,522
Effect of dilutive securities	—	—	—	—
Weighted average shares outstanding - diluted	<u>12,695</u>	<u>5,522</u>	<u>12,695</u>	<u>5,522</u>
Net loss per share attributable to common stockholders - basic and diluted	<u>\$ (1.16)</u>	<u>\$ (6.34)</u>	<u>\$ (3.68)</u>	<u>\$ (14.32)</u>

The calculation of diluted earnings per share attributable to common stockholders excluded the following shares that could potentially dilute basic earnings per share in the future because their inclusion would have been antidilutive:

<i>in thousands</i>	Three months ended June 30, 2025	Six months ended June 30, 2025
Shares issuable upon exercise of restricted stock and restricted stock units	(44)	39
Shares issuable upon exercise of stock options	—	—

During the three months ended June 30, 2025, the Company had more shares vested than issued, impacting the calculation of the potential anti-dilutive impact on weighted average shares outstanding for the period.

Noncontrolling Interest in Subsidiary

On July 31, 2024, a subsidiary of HHH that became our subsidiary in connection with the Separation, issued 10,000 shares of 14.000% Series A preferred stock, par value \$0.01 per share, with an aggregate liquidation preference of \$10.0 million. The Series A Preferred Stock ranks senior to the Company's interest in our subsidiary with respect to dividend rights and rights upon liquidation, dissolution and other considerations. The Series A Preferred Stock has no maturity date and will remain outstanding unless redeemed. The Series A Preferred Stock is not redeemable by the Company prior to July 11, 2029 except under limited circumstances intended to preserve certain tax benefits for HHH. Upon consolidation, the issued and outstanding preferred share interest is shown as Noncontrolling interest in subsidiary in our Unaudited Consolidated Balance Sheet as of June 30, 2025 and as of December 31, 2024 and the related dividends are reflected as Preferred distributions to noncontrolling interest in subsidiary in our Consolidated Statement of Operations during the three and six months ended June 30, 2025.

11. Segments

The Company has three business segments that offer different products and services. The Company's three segments are managed separately as each requires different operating strategies or management expertise. Our chief operating decision maker ("CODM") is our Chief Executive Officer. Our CODM uses Adjusted EBITDA to assess operating results for each of the Company's business segments. The Company defines Adjusted EBITDA as earnings before interest, taxes, depreciation, amortization, equity in earnings (losses) from unconsolidated ventures, general and administrative expenses, and other expenses. The Company's segments or assets within such segments could change in the future as development of certain properties commences or other operational or management changes occur.

All operations are within the United States. The Company's reportable segments are as follows:

- **Hospitality** – consists of restaurant and retail businesses in the Historic District, Pier 17, and the Tin Building by Jean-Georges that are owned, either wholly or through joint ventures, and operated by the Company or through license and management agreements. The hospitality segment also includes the equity interest in Jean-Georges Restaurants. For the three and six months ended June 30, 2024, the net loss from the Tin Building by Jean-Georges is included in Equity in losses from unconsolidated ventures in the segment operating results below.
- **Entertainment** – consists of baseball operations of the Aviators and Las Vegas Ballpark along with concert and other revenue generated at the Seaport in New York, New York.
- **Landlord Operations** – consists of the Company's rental operations associated with over 478,000 square feet of properties situated in three primary locations at the Seaport in New York, New York: Pier 17, Historic Area/Uplands, and Tin Building, as well as 250 Water Street.

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Segment operating results are as follows:

<i>in thousands</i>	Hospitality⁽¹⁾	Entertainment	Landlord Operations	Other⁽²⁾	Total
Three months ended June 30, 2025					
Total revenues	\$ 15,197	\$ 20,118	\$ 9,771	\$ (5,285)	\$ 39,801
Hospitality Costs	(23,079)	—	—	5,234	(17,845)
Entertainment Costs	—	(15,411)	—	130	(15,281)
Operating costs	—	—	(7,739)	55	(7,684)
Total operating expenses	(23,079)	(15,411)	(7,739)	5,419	(40,810)
Other income (loss), net	(243)	117	—	—	(126)
Total segment expenses	(23,322)	(15,294)	(7,739)	5,419	(40,936)
Equity in earnings (losses) from unconsolidated ventures	782	—	—	—	782
Segment Adjusted EBITDA	(7,343)	4,824	2,032	134	(353)
Depreciation and amortization	—	—	—	—	(6,581)
Interest income (expense)	—	—	—	—	801
General and administrative expenses	—	—	—	—	(8,291)
Loss before income taxes	—	—	—	—	(14,424)
Income tax benefit (expense)	—	—	—	—	—
Net loss					(14,424)
Three months ended June 30, 2024					
Total revenues	\$ 9,053	\$ 17,153	\$ 9,139	(1,675)	\$ 33,670
Hospitality Costs	(11,368)	—	—	1,675	(9,693)
Entertainment Costs	—	(14,925)	—	—	(14,925)
Operating costs	—	—	(10,375)	—	(10,375)
Total operating expenses	(11,368)	(14,925)	(10,375)	1,675	(34,993)
Other income (loss), net	2	(94)	1	—	(91)
Total segment expenses	(11,366)	(15,019)	(10,374)	1,675	(35,084)
Equity in earnings (losses) from unconsolidated ventures	(6,427)	—	—	—	(6,427)
Segment Adjusted EBITDA	(8,740)	2,134	(1,235)	—	(7,841)
Depreciation and amortization	—	—	—	—	(5,333)
Interest income (expense)	—	—	—	—	(3,210)
Provision for impairment	—	—	—	—	—
Loss on early extinguishment of debt	—	—	—	—	—
General and administrative expenses	—	—	—	—	(18,613)
Loss before income taxes	—	—	—	—	(34,997)
Income tax benefit (expense)	—	—	—	—	—
Net loss					\$ (34,997)

- (1) Period-over-period comparability is impacted by the consolidation of the Tin Building by Jean-Georges as of January 1, 2025. For prior periods in 2024, the Tin Building by Jean-Georges was an unconsolidated joint venture accounted for under the equity method in the Equity in earnings (losses) from unconsolidated ventures within our Hospitality segment.
- (2) Other includes any inter-segment eliminations necessary to reconcile to Unaudited Consolidated and Combined Company totals.

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<i>in thousands</i>	Hospitality⁽¹⁾	Entertainment	Landlord Operations	Other⁽²⁾	Total
Six months ended June 30, 2025					
Total revenues	\$ 22,933	\$ 24,327	\$ 18,571	\$ (9,961)	\$ 55,870
Hospitality Costs	(43,508)	—	—	9,921	(33,587)
Entertainment Costs	—	(22,488)	—	130	(22,358)
Operating costs	—	—	(15,818)	55	(15,763)
Total operating expenses	(43,508)	(22,488)	(15,818)	10,106	(71,708)
Other income (loss), net	(243)	117	—	—	(126)
Total segment expenses	(43,751)	(22,371)	(15,818)	10,106	(71,834)
Equity in earnings (losses) from unconsolidated ventures	952	—	—	—	952
Segment Adjusted EBITDA	(19,866)	1,956	2,753	145	(15,012)
Depreciation and amortization	—	—	—	—	(14,672)
Interest income (expense)	—	—	—	—	1,795
General and administrative expenses	—	—	—	—	(18,073)
Loss before income taxes	—	—	—	—	(45,962)
Income tax benefit (expense)	—	—	—	—	—
Net loss					\$ (45,962)
Six months ended June 30, 2024					
Total revenues	\$ 13,130	\$ 20,717	\$ 17,557	\$ (3,223)	\$ 48,181
Hospitality Costs	(19,184)	—	—	3,223	(15,961)
Entertainment Costs	—	(21,306)	—	—	(21,306)
Operating costs	—	—	(18,938)	—	(18,938)
Total operating expenses	(19,184)	(21,306)	(18,938)	3,223	(56,205)
Other income, net	4	(92)	5	—	(83)
Total segment expenses	(19,180)	(21,398)	(18,933)	3,223	(56,288)
Equity in earnings (losses) from unconsolidated ventures	(16,638)	—	—	—	(16,638)
Segment Adjusted EBITDA	(22,688)	(681)	(1,376)	—	(24,745)
Depreciation and amortization	—	—	—	—	(13,407)
Interest income (expense)	—	—	—	—	(5,756)
Provision for impairment	—	—	—	—	—
Loss on early extinguishment of debt	—	—	—	—	—
General and administrative expenses	—	—	—	—	(35,167)
Loss before income taxes	—	—	—	—	(79,075)
Income tax benefit (expense)	—	—	—	—	—
Net loss					\$ (79,075)

(1) Period-over-period comparability is impacted by the consolidation of the Tin Building by Jean-Georges as of January 1, 2025. For prior periods in 2024, the Tin Building by Jean-Georges was an unconsolidated joint venture accounted for under the equity method in the Equity in earnings (losses) from unconsolidated ventures within our Hospitality segment.

(2) Other includes any inter-segment eliminations necessary to reconcile to Unaudited Consolidated and Combined Company totals.

The following represents assets by segment and the reconciliation of total segment assets to total assets in the Unaudited Consolidated Balance Sheets as of:

<i>in thousands</i>	June 30, 2025	December 31, 2024
Hospitality	\$ 53,556	\$ 54,020
Entertainment	121,658	125,207
Landlord Operations	411,997	397,584
Total segment assets	587,211	576,811
Corporate	130,015	166,745
Total assets	\$ 717,226	\$ 743,556

12. Related-Party Transactions

Prior to the Separation, the Company had not historically operated as a standalone business and had various relationships with HHH whereby HHH provided services to the Company. The Company also engaged in transactions with CCMC and generates rental revenue by leasing space to equity method investees, which are related parties, as described below.

Net Transfers from Former Parent

As discussed in Note 1 – *Summary of Significant Accounting Policies* in the basis of presentation section and below, net investment by Former Parent is primarily impacted by allocation of expenses for certain services related to shared functions provided by HHH prior to the Separation and contributions from HHH which are the result of net funding provided by or distributed to HHH. The components of net investment by Former Parent are:

<i>in thousands</i>	Six months ended June 30,	
	2025	2024
Net investment by Former Parent as reflected in the Unaudited Combined Statement of Cash Flows	\$ —	\$ 74,847
Non-cash stock compensation expense	—	66
Net investment by Former Parent as reflected in the Unaudited Combined Statement of Equity	\$ —	\$ 74,913

Corporate Overhead and Other Allocations

Prior to the Separation, HHH provided the Company certain services, including (1) certain support functions that were provided on a centralized basis within HHH, including but not limited to property management, development, executive oversight, treasury, accounting, finance, internal audit, legal, information technology, human resources, communications, and risk management; and (2) employee benefits and compensation, including stock-based compensation. The Company's Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 reflect an allocation of these costs. When specific identification or a direct attribution of costs based on time incurred for the Company's benefit is not practicable, a proportional cost method is used, primarily based on revenue, headcount, payroll costs or other applicable measures.

The allocation of expenses, net of amounts capitalized, from HHH to the Company were reflected as follows in the Unaudited Combined Statements of Operations:

<i>in thousands</i>	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Operating costs	\$ —	\$ 321	\$ —	\$ 521
General and administrative	—	3,568	—	6,994
Other income, net	—	(8)	—	(16)
Total	\$ —	\$ 3,881	\$ —	\$ 7,499

Allocated expenses recorded in operating costs, general and administrative expenses, and other income, net in the table above primarily include the allocation of employee benefits and compensation costs, including stock compensation expense, as well as overhead and other costs for shared support functions provided by HHH on a centralized basis prior to the Separation. Operating costs as provided in the table above include immaterial expenses recorded to hospitality costs and entertainment costs with the remainder recorded to operating costs. During the six months ended June 30, 2024, the Company capitalized costs of \$0.3 million and \$0.2 million that were incurred by HHH for the Company's benefit in Developments and Building and equipment, respectively.

The financial information herein may not necessarily reflect the combined financial position, results of operations, and cash flows of the Company in the future or what they would have been had the Company been a separate, standalone entity during the period from January 1, 2024 to June 30, 2024 and for the full year ended December 31, 2024. Management believes that the methods used to allocate expenses to the Company are reasonable; however, the allocations may not be indicative of actual expenses that would have been incurred had the Company operated as an independent, publicly traded company prior to the date of Separation. Actual costs that the Company may have incurred had it been a standalone company during the three and six months ended June 30, 2024 would depend on a number of factors, including the chosen organizational structure, whether functions were outsourced or performed by Company employees and strategic decisions made in areas such as executive leadership, corporate infrastructure, and information technology.

Unless otherwise stated, these intercompany transactions between the Company and HHH have been included in the Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 and are considered to be effectively settled at the time the transaction is recorded. The total net effect of the settlement of these intercompany transactions is reflected in the Unaudited Combined Statements of Cash Flows as a financing activity for the six months ended June 30, 2024 and in the Unaudited Consolidated Balance Sheets as an adjustment to additional paid-in capital as of June 30, 2025 and as of December 31, 2024.

Stock Compensation

Prior to the Separation, the Company's employees participated in HHH's stock-compensation plan, and the Company was allocated a portion of stock compensation expense based on the services provided to the Company. The non-cash stock compensation expense for employee services directly attributable to the Company totaled \$(0.6) million for the three months ended June 30, 2024, and \$0.1 million for the six months ended June 30, 2024, and is included within general and administrative expenses in the Unaudited Combined Statements of Operations for the three and six months ended June 30, 2024. These expenses are presented net of \$(0.1) million and \$0.3 million capitalized to development projects during the three and six months ended June 30, 2024, respectively. Employee benefits and compensation expense, including stock-based compensation expense, related to the HHH employees who provided shared services to the Company prior to the Separation have also been allocated to the Company and are recorded in general and administrative expenses and included in the table above.

Related-Party Management Fees and Transition Services

Prior to the Separation, HHH provided management services to the Company for managing its real estate assets and the Company reimbursed HHH for expenses incurred and paid HHH a management fee for services provided. These landlord management fees amounted to \$0.1 million and \$0.2 million for the three and six months ended June 30, 2024.

As discussed in Note 2 – *Investments in Unconsolidated Ventures*, CCMC, a wholly owned indirect subsidiary of Jean-Georges Restaurants, which is a related party of the Company, also provided management services for certain of the Company's retail and food and beverage businesses, either wholly owned or through partnerships with third parties. The Company's businesses managed by CCMC included, but were not limited to, locations such as The Tin Building by Jean-Georges, The Fulton, and Malibu Farm. Effective January 1, 2025, as the Company's initial step to internalize food and beverage operations at most of its wholly owned and joint venture-owned restaurants at the Seaport, the Company hired and onboarded employees of CCMC and entered into the Services Agreement with CCMC to provide the necessary employees and services for CCMC to perform CCMC's responsibilities under the various management agreements.

Accordingly, employee compensation and benefits costs previously paid by, and reimbursed to, CCMC are now paid directly by the Company. As of December 31, 2024, the Consolidated Balance Sheet reflects receivables for funds provided to CCMC to fund operations of \$0.1 million with no corresponding receivable as of June 30, 2025. As of June 30, 2025 and December 31, 2024, the Unaudited Consolidated Balance Sheets reflect accounts payable of \$0.2 million and \$0.5 million, respectively due to CCMC with respect to reimbursable expenses and management fees to be funded by the Company. The Company's related-party management fees due to CCMC amounted to 0.4 million and \$0.6 million during the three months ended June 30, 2025 and 2024, respectively. The Company's related-party management fees due to CCMC amounted to \$1.5 million and \$1.1 million during the six months ended June 30, 2025 and 2024, respectively. Related party management fees for the three and six months ended June 30, 2025 include \$0.3 million and \$0.9 million, respectively, of fees related to the Tin Building by Jean-Georges, a previously unconsolidated joint venture accounted for under the equity method. Refer to Note 2 – *Investments in Unconsolidated Ventures* for further information. On June 30, 2025, indirect subsidiaries of the Company and wholly owned subsidiaries of Jean-Georges Restaurants entered into the License Agreements with respect to the license of certain intellectual property of Jean-Georges Restaurants for the Tin Building by Jean-Georges and the Fulton Restaurant. As part of the restructuring transactions described above and in consideration of entry into the License Agreements, on July 1, 2025, an indirect subsidiary of the Company provided notice to CCMC terminating certain management agreements between CCMC and affiliates of the Company. As a result, the Services Agreement has been terminated pursuant to its terms.

In connection with the Separation, the Company entered into a transition services agreement with HHH that provides for the performance of certain services by HHH for our benefit for a period of time after the Separation. During the three

and six months ended June 30, 2025, the Company recorded expenses of \$23,000 and \$0.1 million, respectively, related to this transition services agreement with HHH within general and administrative expenses.

In connection with and prior to the Separation, on July 31, 2024, the variable rate mortgage related to 250 Water Street was refinanced. Pursuant to the terms of the refinanced loan, we entered into a total return swap with the lender. See Note 4 – *Mortgages Payable, Net* for additional information. Our obligations under such total return swap are in turn supported by a guaranty provided by a subsidiary of HHH.

In consideration of providing such guarantee, the Company entered into an Indemnity Fee Agreement with HHH and pays an annual guaranty fee equal to 2.0% of the \$61.3 million refinanced debt balance. The Company capitalized \$0.3 million and \$0.6 million of such fees to Net investment in real estate in the three and six months ended June 30, 2025, respectively.

Related-party Rental Revenue

The Company owns the real estate assets that are leased by the Lawn Club and the Tin Building by Jean-Georges. As discussed in Note 2 – *Investments in Unconsolidated Ventures*, the Company owned a noncontrolling interest in both of these ventures and accounted for its interests in accordance with the equity method in 2024. As of January 1, 2025, the Company consolidates the Tin Building by Jean-Georges, and the rental revenue related to the applicable lease is eliminated in consolidation.

The Unaudited Consolidated Balance Sheets reflect accounts receivable generated by rental revenue earned by the Company of \$0.5 million due from the Lawn Club as of June 30, 2025 and \$0.2 million due from both ventures as of December 31, 2024.

During the three months ended June 30, 2025 and 2024, the Unaudited Consolidated and Combined Statements of Operations reflect rental revenue associated with these related parties of \$0.3 million and \$3.1 million, respectively. During the six months ended June 30, 2025 and 2024, the Unaudited Consolidated and Combined Statements of Operations reflect rental revenue associated with these related parties of \$0.5 million and \$6.0 million, respectively. This is primarily comprised of \$2.9 million and \$5.8 million from the Tin Building by Jean-Georges during the three and six months ended June 30, 2024.

Related-party Other Receivables

As of June 30, 2025, the Unaudited Consolidated Balance Sheets includes a \$0.1 million receivable mainly related to operating expenses to be reimbursed by the Lawn Club venture. There was no other receivable balance as of December 31, 2024.

13. Subsequent Events

Subsequent events and transactions were evaluated through the date the consolidated financial statements were issued.

On July 1, 2025, an indirect subsidiary of the Company provided notice to CCMC terminating certain management agreements between CCMC and affiliates of the Company. As a result, the Services Agreement has been terminated pursuant to its terms.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context otherwise requires, references in this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") to "Seaport Entertainment Group," "SEG," the "Company," "we," "us," or "our" shall mean the assets, liabilities, and operating activities related to the Seaport Entertainment division of Howard Hughes Holdings Inc. ("HHH") that was transferred to Seaport Entertainment Group Inc. on July 31, 2024 in connection with the Company's separation from HHH (the "Separation"), as well as the assets, liabilities, and operating activities of Seaport Entertainment Group Inc. The following discussion should be read as a supplement to and should be read in conjunction with our Unaudited Consolidated and Combined Financial Statements ("Unaudited Consolidated and Combined Financial Statements") and the related notes included elsewhere in this quarterly report on Form 10-Q ("Quarterly Report"). This discussion contains forward-looking statements that involve risks, uncertainties, assumptions, and other factors, including those described elsewhere in this Quarterly Report and in our Annual Report on Form 10-K for the year ended December 31, 2024. Actual results could differ materially from those discussed in or implied by forward-looking statements as a result of these factors. You are cautioned not to place undue reliance on this information which speaks only as of the date of this Quarterly Report. We are not obligated to update this information, whether as a result of new information, future events or otherwise, except as may be required by law.

All references to numbered Notes are specific to Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report. Capitalized terms used, but not defined, in this MD&A have the same meanings as in such Notes.

Changes for monetary amounts between periods presented are calculated based on the amounts in thousands of dollars stated in our Unaudited Consolidated and Combined Financial Statements and then rounded to the nearest million. Therefore, certain changes may not recalculate based on the amounts rounded to the nearest million.

Overview

General Overview

The Company was formed to own, operate, and develop a unique collection of assets positioned at the intersection of entertainment and real estate. Our existing portfolio encompasses a wide range of leisure and recreational activities, including live concerts, fine dining, nightlife, professional sports, and high-end and experiential retail. We primarily analyze our portfolio of assets through the lens of our three operating segments: (1) Hospitality, (2) Entertainment (previously Sponsorships, Events, and Entertainment), and (3) Landlord Operations, and are focused on realizing value for stockholders primarily through dedicated management of existing assets, expansion of partnerships, strategic acquisitions, and completion of development and redevelopment projects.

Hospitality

Hospitality represents our ownership interests in various food and beverage operating businesses and sponsorship agreements related to these businesses. We own, either wholly or through partnerships with third parties, and operate, including license and management agreements, fine dining and casual dining restaurants, cocktail bars, nightlife and entertainment venues (The Fulton, Mister Dips, Carne Mare, Malibu Farm and Gitano), as well as the Tin Building by Jean-Georges, which offers a variety of culinary experiences, including restaurants, bars, grocery markets, retail, and private dining, and our unconsolidated venture, the Lawn Club. These businesses are all our tenants and are part of our Landlord Operations. We also have a 25% interest in Jean-Georges Restaurants. We aim to capitalize on opportunities in the food and beverage space to leverage growing consumer appetite for unique restaurant experiences as a catalyst to further expand the Company's culinary footprint. Our Hospitality-related period-over-period comparisons do not adjust for operational revisions to our asset strategies from period to period, such as opening or closing restaurant concepts or redirecting operations to use space for private events and/or concerts.

Entertainment

Entertainment includes the Las Vegas Aviators Triple-A Minor League Baseball team (the "Aviators") and the Las Vegas Ballpark, our interest in and to the Fashion Show Mall Air Rights, events at The Rooftop at Pier 17, and sponsorship

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agreements related to these venues. The Aviators are a Triple-A affiliate of the Oakland Athletics and play at the Las Vegas Ballpark, a 10,000-person capacity ballpark located in Downtown Summerlin. The Rooftop at Pier 17 is a premier outdoor concert venue that hosts a popular Summer Concert Series featuring emerging and established musicians alike. Commencing in the fourth quarter of 2025, we plan to launch year-round concerts and events for The Rooftop at Pier 17 utilizing a seasonal floor-to-ceiling glass enclosure for the winter months. We see The Rooftop at Pier 17 as an opportunity to continue to drive events and entertainment growth as we believe that the demand for live music and private events is strong and accelerating.

Landlord Operations

Landlord Operations represents our ownership interests in, and operation of physical real estate assets located in the Seaport, a historic neighborhood in Lower Manhattan on the banks of the East River and within walking distance of the Brooklyn Bridge. Landlord Operations assets include:

- Pier 17, a mixed-use building containing restaurants, entertainment, office space, and The Rooftop at Pier 17, an outdoor concert venue;
- the Tin Building, a mixed-use building containing a culinary destination featuring a variety of experiences including restaurants, bars, grocery markets, retail, and private dining;
- the Fulton Market Building, a mixed-use building containing office and retail spaces, including a movie theater and the Lawn Club, an experiential retail concept focused on “classic lawn games” and cocktails;
- the Historic District retail and other locations which include the Museum Block, Schermerhorn Row, and more;
- 250 Water Street, a full block development site approved for zoning of affordable and market-rate housing, office, retail, and community-oriented gathering space; and
- 85 South Street, an eight-story residential building.

Our assets included in the Landlord Operations segment primarily sit under a long-term ground lease from the City of New York with extension options through 2120. We are focused on continuing to fill vacancies in our Landlord Operations portfolio and believe this to be an opportunity to drive incremental segment growth.

Separation from HHH

On July 31, 2024, HHH completed its spin-off of the Company through the pro rata distribution of all the outstanding shares of common stock of SEG to HHH’s stockholders as of the close of business on the record date of July 29, 2024 (the “Separation”).

In connection with the Separation, on July 31, 2024, the Company entered into a separation and distribution agreement and various other agreements with HHH, including a transition services agreement, an employee matters agreement, and a tax matters agreement. Additionally, HHH contributed capital of \$23.4 million to the Company prior to the Separation to support the operating, investing, and financing activities of the Company.

Basis of Presentation

Prior to the Separation, we operated as part of HHH and not as a standalone company. Our financial statements for the periods until the Separation on July 31, 2024 are combined financial statements prepared on a carve-out basis and are derived from the accounting records of HHH. Our financial statements for the periods beginning on and after August 1, 2024 are consolidated financial statements based on our financial position, results of operations and cash flows as a standalone company. Accordingly, the accompanying Unaudited Consolidated Financial Statements as of June 30, 2025 and December 31, 2024 and for the three and six months ended June 30, 2025 have been prepared on a standalone basis and are derived from the accounting records of the Company. The accompanying Unaudited Combined Financial

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Statements for the three and six months ended June 30, 2024 have been prepared on a carve-out basis and are derived from the combined financial statements and accounting records of HHH.

The accompanying Unaudited Consolidated and Combined Financial Statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”). The accompanying Unaudited Consolidated and Combined Financial Statements may not be indicative of the Company’s future performance and do not necessarily reflect what the Company’s financial position, results of operations, and cash flows would have been had the Company operated as a standalone company during all of the periods presented.

For an additional discussion on the basis of presentation of the accompanying Unaudited Consolidated and Combined Financial Statements, see Note 1 – *Summary of Significant Accounting Policies* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report.

Key Factors Affecting Our Business

We believe that our performance and future success depend on a number of factors that present significant opportunities for us but also pose risks and challenges, including those discussed below and in Part I, Item 1A, “Risk Factors,” in our Annual Report on Form 10-K for the year ended December 31, 2024.

Management Strategies and Operational Changes

As discussed elsewhere in this Quarterly Report, we historically operated as part of HHH and not as a standalone company. Therefore, our historical results prior to the Separation are reflective of the management strategies and operations of the Company based on the direction and strategies of HHH. Additionally, our historical results reflect the allocation of expenses from HHH associated with certain services prior to the Separation, including (1) certain support functions that were provided on a centralized basis within HHH, including but not limited to property management, development, executive oversight, treasury, accounting, finance, internal audit, legal, information technology, human resources, communications, and risk management; and (2) employee benefits and compensation, including stock-based compensation. The Company’s Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 reflect an allocation of these costs. As a standalone public company, our ongoing costs related to such support functions may differ from, and may potentially exceed, the amounts that have been allocated to the Company in the Company’s Unaudited Combined Financial Statements for the three and six months ended June 30, 2024. Following the Separation, HHH continues to provide some of these services on a transitional basis in exchange for agreed-upon fees. In addition to one-time costs to design and establish our corporate functions, we will also incur incremental costs associated with being a standalone public company, including additional labor costs, such as salaries, benefits, and potential bonuses and/or stock based compensation awards for staff additions to establish certain corporate functions historically supported by HHH and not covered by the transition services agreement, and corporate governance costs, including board of director compensation and expenses, audit and other professional services fees, annual report and proxy statement costs, Securities and Exchange Commission (“SEC”) filing fees, transfer agent fees, consulting and legal fees and stock exchange listing fees. As a standalone company, our future results and cost structure may differ based on new strategies and operational changes implemented by our management team, which may include changes to our chosen organizational structure, whether functions are outsourced or performed by Company employees, and strategic decisions made in areas such as executive leadership, corporate infrastructure, and information technology.

Tin Building and our Investment in the Tin Building by Jean-Georges

The Company owns 100% of the Tin Building which was completed and placed in service in our Landlord Operations segment during the third quarter of 2022. The Company leases 100% of the rentable space in the Tin Building to the Tin Building by Jean-Georges joint venture, a Hospitality segment business in which we recognized 100% of the economic interest in accordance with the equity method through December 31, 2024. As of January 1, 2025, in conjunction with the internalization of food and beverage operations, the Company began consolidating the Tin Building by Jean-Georges joint venture within the Hospitality segment. The Company recognizes lease payments from the Tin Building by Jean-Georges in Rental revenue within the Landlord Operations segment. As the Company recognizes 100% of operating income or losses from the Tin Building by Jean-Georges, the Tin Building lease has no net impact to the Company's total net loss. However, Landlord Operations Adjusted EBITDA, as defined below, includes only rental revenue related to the Tin Building lease payments, and does not include rent expense in Equity in losses from unconsolidated ventures for the three and six months ended June 30, 2024 or rent expense for the three and six months ended June 30, 2025 included in Hospitality costs in Hospitality Adjusted EBITDA. The rental revenue and hospitality costs associated with the lease payments are eliminated in the Unaudited Consolidated Statements of Operations for the three and six months ended June 30, 2025. See Note 2 – *Investments in Unconsolidated Ventures* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report for additional details related to the Tin Building by Jean-Georges joint venture and unaudited pro forma information.

On June 30, 2025, the Assignors entered into a membership interest transfer agreement pursuant to which the Assignors transferred 100% of their interests in the Tin Building by Jean-Georges to an indirect subsidiary of the Company. As a result of the transfer, an indirect subsidiary of the Company became the sole member of the Tin Building by Jean-Georges.

Prior to June 30, 2025, the Tin Building by Jean-Georges was managed by CCMC, a related party that is indirectly owned by Jean-Georges Restaurants. On June 30, 2025, indirect subsidiaries of the Company and wholly owned subsidiaries of Jean-Georges Restaurants entered into License Agreements with respect to the license of certain intellectual property of Jean-Georges Restaurants for the Tin Building by Jean-Georges and the Fulton Restaurant. As part of the restructuring transactions described above and in consideration of entry into the License Agreements, on July 1, 2025, an indirect subsidiary of the Company provided notice to CCMC terminating certain management agreements between CCMC and affiliates of the Company. As a result, the Services Agreement has been terminated pursuant to its terms.

The Tin Building by Jean-Georges had a soft opening in August 2022 and a grand opening celebration in late September 2022, with an expanded focus on experiences including in-person dining, retail shopping and delivery and limited operating hours. In 2023, the Tin Building by Jean-Georges was open seven days per week, with strong foot traffic and sales. However, operating losses at the Tin Building by Jean-Georges joint venture remained elevated, as the venture continues to refine its operating model. Performance at the Tin Building by Jean-Georges improved in 2024 and operating results remained consistent with prior year during the three and six months ended June 30, 2025. As the Company is the sole owner of the Tin Building by Jean-Georges as of June 30, 2025, the future success of the Tin Building by Jean-Georges may have a significant impact on our results of operations.

Seasonality

Our operations are highly seasonal and are significantly impacted by weather conditions. Concerts at our outdoor venue and Aviators baseball games primarily occur from May through October, and we typically see increased customer traffic at our restaurants during the summer months when the weather is generally warmer and more favorable, which contributes to higher revenue during these periods. However, weather-related disruptions, such as floods and heavy rains, can negatively impact our summer operations. For instance, outdoor concerts may have to be cancelled or rescheduled due to inclement weather, which can result in lost revenue. Similarly, floods can lead to temporary closures of our restaurants and can disrupt our supply chain, leading to potential revenue losses and increased costs.

During the fall and winter months, our operations tend to slow down due to the colder weather which results in fewer outdoor events, less foot traffic at our restaurants, and the end of the Aviators baseball season. This seasonality pattern results in lower revenues during these periods. Moreover, severe winter weather conditions, such as snowstorms and freezing temperatures, can further deter customers from visiting our restaurants, further impacting our revenues and cash

flow. Our seasonality also results in fluctuations in cash and cash equivalents, accounts receivable, deferred expenses, and accounts payable and other liabilities at different times during the year.

Lease Renewals and Occupancy

As of June 30, 2025, the average remaining term of our occupied retail, office, and other properties leases where we are the lessor was approximately six years, excluding renewal options. The stability of the rental revenue generated by our properties depends principally on our tenants' ability to pay rent and our ability to collect rents, renew expiring leases, re-lease space upon the expiration or other termination of leases, lease currently vacant properties, and maintain or increase rental rates at our leased properties. To the extent our properties become vacant, we would forego rental income while remaining responsible for the payment of property taxes and maintaining the property until it is re-leased, which could negatively impact our operating results. In January 2025, the Company entered into a lease with immersive entertainment and experience creator, Meow Wolf, to occupy approximately 74,000 square feet of vacant space in Pier 17, inclusive of a space currently occupied and expiring in December 2025. During the three months ending June 30, 2025, an office tenant of Pier 17 exercised a termination option within its lease. As a result of the tenant exercising the termination option, the lease term now expires three years earlier than the stated maturity date. The Company received a \$2.0 million payment during the three months ended June 30, 2025 upon exercise of the termination option. An additional \$2.0 million payment is due at the end of the revised term in February 2027. The Company recorded the payment received during the three months ended June 30, 2025 in accounts payable and other liabilities on our Unaudited Consolidated Balance Sheet as of June 30, 2025 and the Company will recognize the payment as revenue on the Statement of Operations on a straight-line basis over the revised term of the lease. We continue to monitor our lease renewals and occupancy rates. As of June 30, 2025, our real estate assets at the Seaport were 83% leased or programmed.

Inflationary Pressures and Other Macroeconomic Trends

Financial results across all our segments may be impacted by inflation. In Landlord Operations, certain of our leases contain rent escalators that increase rent at a fixed amount and may not be sufficient during periods of high inflation. For properties leased to third-party tenants, the impact of inflation on our property and operating expenses is limited as substantially all our leases are net leases, and property-level expenses are generally reimbursed by our tenants. Inflation and increased costs may also have an adverse impact on our tenants and their creditworthiness if the increase in property-level expenses is greater than their increase in revenues. For unleased properties and properties occupied by our restaurants, we are more exposed to inflationary pressures on property and operating expenses. For our Hospitality and Entertainment segments, inflationary pressure has a direct impact on our profitability due to increases in our costs, as well as potential reductions in customers that could negatively impact revenue. Although certain indicators have suggested that inflation has made downward progress, the economy continues to be impacted by elevated inflation rates and faces further inflation risk.

Other adverse economic conditions, including slower economic growth and the potential for a recession, could also have an adverse effect on us, our tenants and consumers. For example, rapid changes in U.S. trade policy, new or increased tariffs, retaliatory tariffs and global trade disruptions could negatively impact us or our tenants, including by further aggravating inflation, increasing costs, disrupting supply chains and negatively affecting consumer sentiment and spending.

Significant Items Impacting Comparability

Separation Costs. The Company incurred pre-tax charges related to the planned separation from HHH, primarily related to legal and consulting costs, of \$7.9 million and \$17.1 million for the three and six months ended June 30, 2024, respectively. No costs related to the Separation were incurred or recorded for the three or six months ended June 30, 2025.

Shared Service Costs. Prior to the Separation, HHH provided the Company certain services, including (1) certain support functions that were provided on a centralized basis within HHH, including, but not limited to property management, development, executive oversight, treasury, accounting, finance, internal audit, legal, information technology, human resources, communications, and risk management; and (2) employee benefits and compensation, including stock-based compensation. The Company's Unaudited Combined Financial Statements for the three and six months ended June 30, 2024 reflect an allocation of these costs. When specific identification or a direct attribution of costs

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based on time incurred for the Company's benefit is not practicable, a proportional cost method is used, primarily based on revenue, headcount, payroll costs or other applicable measures. The Company recorded expenses associated with shared services that are not directly attributable to the Company of \$3.9 million and \$7.5 million for the three and six months ended June 30, 2024, respectively.

Tin Building by Jean-Georges. On June 30, 2025, the Assignors entered into a membership interest transfer agreement pursuant to which the Assignors transferred 100% of their interests in the Tin Building by Jean-Georges to an indirect subsidiary of the Company. As a result of the transfer, an indirect subsidiary of the Company became the sole member of the Tin Building by Jean-Georges. The Company owns 100% of the Tin Building and leased 100% of the space to the Tin Building by Jean-Georges joint venture. Throughout this Form 10-Q, references to the Tin Building relate to the Company's 100% owned landlord operations and references to the Tin Building by Jean-Georges refer to the hospitality business in which the Company previously had an equity ownership interest, and as of June 30, 2025, owns 100%. See *Tin Building and our Investment in the Tin Building by Jean-Georges* above for additional details.

Results of Operations

Comparison of the Three Months Ended June 30, 2025 and 2024

The following table sets forth our operating results:

<i>in thousands except percentages</i>	Three Months Ended June 30,		Change	
	2025	2024	\$	%
REVENUES				
Hospitality revenue	\$ 15,177	\$ 9,053	\$ 6,124	68%
Entertainment revenue	19,908	17,153	2,755	16%
Rental revenue	4,232	6,814	(2,582)	(38)%
Other revenue	484	650	(166)	(26)%
Total revenue	39,801	33,670	6,131	18%
EXPENSES				
Hospitality costs	17,845	9,693	8,152	84%
Entertainment costs	15,281	14,925	356	2%
Operating costs	7,684	10,375	(2,691)	(26)%
General and administrative	8,291	18,613	(10,322)	(55)%
Depreciation and amortization	6,581	5,333	1,248	23%
Total expenses	55,682	58,939	(3,257)	(6)%
OTHER				
Other income (loss), net	(126)	(91)	(35)	38%
Total other	(126)	(91)	(35)	38%
Operating loss	(16,007)	(25,360)	9,353	37%
Interest income (expense)	801	(3,210)	4,011	125%
Equity in earnings (losses) from unconsolidated ventures	782	(6,427)	7,209	112%
Loss before income taxes	(14,424)	(34,997)	20,573	59%
Income tax (benefit) expense	—	—	—	0%
Net loss	(14,424)	(34,997)	20,573	59%
Preferred distributions to noncontrolling interest in subsidiary	(350)	—	(350)	(100)%
Net loss attributable to common stockholders	\$ (14,774)	\$ (34,997)	\$ 20,223	58%

Net loss attributable to common stockholders decreased \$20.2 million, or 58%, to \$14.8 million for the three months ended June 30, 2025, compared to \$35.0 million in the prior-year period, primarily due to a \$10.3 million decrease in general and administrative expenses, a \$4.0 million increase in interest income, and a decrease of \$7.2 million in equity in losses from unconsolidated ventures.

The change in equity in losses from unconsolidated ventures, hospitality revenue, rental revenue, and hospitality costs are primarily due to the consolidation of the Tin Building by Jean-Georges as of January 1, 2025.

Items Included in Segment Adjusted EBITDA

Segment Adjusted EBITDA for each segment includes certain intersegment revenues and expenses that eliminate in the Consolidated Statements of Operations for all periods presented. See “Segment Operating Results” for discussion of significant variances in revenues and expenses included in Adjusted EBITDA.

Items Excluded from Segment Adjusted EBITDA

The following includes information on the significant variances in expenses and other items not directly related to segment activities.

General and Administrative. General and administrative costs decreased \$10.3 million to \$8.3 million for the three months ended June 30, 2025, compared to \$18.6 million in the prior-year period, primarily due to a \$7.9 million decrease in separation costs, as well as reduced labor and administrative expenses incurred for the period.

Interest Income (Expense). Interest income increased \$4.0 million to \$0.8 million for the three months ended June 30, 2025, compared to a net expense of \$3.2 million in the prior-year period. This change is primarily due to a \$1.2 million increase in interest income, a \$1.7 million increase in amounts capitalized to development assets and a \$1.0 million decrease in interest expense on secured mortgages payable.

Comparison of the Six Months Ended June 30, 2025 and 2024

The following table sets forth our operating results:

<i>in thousands except percentages</i>	Six Months Ended June 30,		Change	
	2025	2024	\$	%
REVENUES				
Hospitality revenue	\$ 22,912	\$ 13,130	\$ 9,782	75%
Entertainment revenue	24,117	20,717	3,400	16%
Rental revenue	8,021	13,351	(5,330)	(40)%
Other revenue	820	983	(163)	(17)%
Total revenue	55,870	48,181	7,689	16%
EXPENSES				
Hospitality costs	33,587	15,961	17,626	110%
Entertainment costs	22,358	21,306	1,052	5%
Operating costs	15,763	18,938	(3,175)	(17)%
General and administrative	18,073	35,167	(17,094)	(49)%
Depreciation and amortization	14,672	13,407	1,265	9%
Total expenses	104,453	104,779	(326)	0%
OTHER				
Other income, net	(126)	(83)	(43)	52%
Total other	(126)	(83)	(43)	52%
Operating loss	(48,709)	(56,681)	7,972	14%
Interest income (expense)	1,795	(5,756)	7,551	131%
Equity in earnings (losses) from unconsolidated ventures	952	(16,638)	17,590	106%
Loss before income taxes	(45,962)	(79,075)	33,113	42%
Income tax (benefit) expense	—	—	—	0%
Net loss	(45,962)	(79,075)	33,113	42%
Preferred distributions to noncontrolling interest in subsidiary	(700)	—	(700)	(100)%
Net loss attributable to common stockholders	\$ (46,662)	\$ (79,075)	\$ 32,413	41%

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Net loss attributable to common stockholders decreased \$32.4 million, or 41%, to \$46.7 million for the six months ended June 30, 2025, compared to \$79.1 million in the prior-year period, primarily due to a \$17.1 million decrease in general and administrative expenses and a decrease of \$17.6 million in equity in losses from unconsolidated ventures.

The decrease in equity in losses from unconsolidated ventures and changes in hospitality revenue, rental revenue, and hospitality costs are primarily due to the consolidation of the Tin Building by Jean-Georges as of January 1, 2025.

Items Included in Segment Adjusted EBITDA

Segment Adjusted EBITDA for each segment includes certain intersegment revenues and expenses that eliminate in the Consolidated Statements of Operations for all periods presented. See “Segment Operating Results” for discussion of significant variances in revenues and expenses included in Adjusted EBITDA.

Items Excluded from Segment Adjusted EBITDA

The following includes information on the significant variances in expenses and other items not directly related to segment activities.

General and Administrative. General and administrative costs decreased \$17.1 million to \$18.1 million for the six months ended June 30, 2025, compared to \$35.2 million in the prior-year period, primarily due to a \$17.1 million decrease in separation costs.

Interest Income (Expense). Interest income increased \$7.6 million to \$1.8 million for the six months ended June 30, 2025, compared to a net expense of \$5.8 million in the prior-year period. This change is primarily due to a \$2.6 million increase in interest income, a \$2.7 million increase in amounts capitalized to development assets and a \$2.0 million decrease in interest expense on secured mortgages payable.

Segment Operating Results

Hospitality

Segment Adjusted EBITDA

The following table presents segment Adjusted EBITDA for Hospitality:

<i>Hospitality Adjusted EBITDA^(a)</i> <i>in thousands except percentages</i>	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
	2025	2024	\$	%	2025	2024	\$	%
Hospitality revenue ^(b)	\$ 15,197	\$ 9,053	\$ 6,144	68%	\$ 22,933	\$ 13,130	\$ 9,803	75%
Total revenues	15,197	9,053	6,144	68%	22,933	13,130	9,803	75%
Hospitality costs ^(c)	(23,079)	(11,368)	(11,711)	103%	(43,508)	(19,184)	(24,324)	(127)%
Total operating expenses	(23,079)	(11,368)	(11,711)	103%	(43,508)	(19,184)	(24,324)	(127)%
Other income, net	(243)	2	(245)	(12,250)%	(243)	4	(247)	(6,175)%
Total expenses	(23,322)	(11,366)	(11,956)	105%	(43,751)	(19,180)	(24,571)	(128)%
Equity in earnings (losses) from unconsolidated ventures	782	(6,427)	7,209	(112)%	952	(16,638)	17,590	106%
Adjusted EBITDA	<u>\$ (7,343)</u>	<u>\$ (8,740)</u>	<u>\$ 1,397</u>	<u>(16)%</u>	<u>\$ (19,866)</u>	<u>\$ (22,688)</u>	<u>\$ 2,822</u>	<u>12%</u>

(a) Period-over-period comparability is impacted by the consolidation of the Tin Building by Jean-Georges as of January 1, 2025. For prior periods in 2024, the Tin Building by Jean-Georges was an unconsolidated joint venture accounted for under the equity method in the Equity in earnings (losses) from unconsolidated ventures within our Hospitality segment.

(b) Hospitality revenue includes amounts related to intercompany transactions that eliminate in the Statement of Operations.

(c) Hospitality costs include amounts related to intercompany leases that eliminate in the Statement of Operations.

For the three months ended June 30, 2025

Hospitality Adjusted EBITDA increased \$1.4 million compared to the prior-year period primarily due to the following:

Hospitality Revenue

Hospitality revenue increased \$6.1 million to \$15.2 million for the three months ended June 30, 2025, compared to \$9.1 million in the prior-year period. This change was primarily due to an increase as a result of consolidating the Tin Building by Jean-Georges in 2025.

Hospitality Costs

Hospitality costs increased \$11.7 million to \$23.1 million for the three months ended June 30, 2025, compared to \$11.4 million in the prior-year period. This is primarily resulting from the consolidation of the Tin Building by Jean-Georges in 2025, partially offset by reduced expenses across various restaurants within the Seaport.

Equity in Earnings (Losses) from Unconsolidated Ventures

Equity in earnings (losses) from unconsolidated ventures increased \$7.2 million to \$0.8 million for the three months ended June 30, 2025, compared to losses of \$6.4 million in the prior-year period. This change was primarily due to a \$7.0 million decrease in losses as a result of consolidating the Tin Building by Jean-Georges as of January 1, 2025, and a \$0.3 million increase in earnings for the Lawn Club.

For the six months ended June 30, 2025

Hospitality Adjusted EBITDA losses decreased \$2.8 million compared to the prior-year period primarily due to the following:

Hospitality Revenue

Hospitality revenue increased \$9.8 million to \$22.9 million for the six months ended June 30, 2025, compared to \$13.1 million in the prior-year period. This change was primarily a result of consolidating the Tin Building by Jean-Georges as of January 1, 2025, as well as an increase as a result of the opening of new hospitality concepts during the period. This is partially offset by decreased revenue across various restaurants within the Seaport as a result of reduced operating hours during the period.

Hospitality Costs

Hospitality costs increased \$24.3 million to \$43.5 million for the six months ended June 30, 2025, compared to \$19.2 million in the prior-year period. The change is primarily due to the consolidation of the Tin Building by Jean-Georges as of January 1, 2025, partially offset by reduced expenses across various restaurants within the Seaport as a result of reduced operating hours during the period.

Equity in Earnings (Losses) from Unconsolidated Ventures

Equity in earnings (losses) from unconsolidated ventures increased \$17.6 million to \$1.0 million for the six months ended June 30, 2025, compared to losses of \$16.6 million in the prior-year period. This change was primarily due to a \$16.7 million decrease in losses as a result of consolidating the Tin Building by Jean-Georges as of January 1, 2025, a \$0.5 million increase in earnings from Jean-Georges Restaurants, and a \$0.6 million increase in earnings for the Lawn Club.

Entertainment

Segment Adjusted EBITDA

The following table presents segment Adjusted EBITDA for Entertainment:

<i>Entertainment Adjusted EBITDA</i> <i>in thousands except percentages</i>	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
	2025	2024	\$	%	2025	2024	\$	%
Entertainment revenue ^(a)	\$ 20,118	\$ 17,153	\$ 2,965	17%	\$ 24,327	\$ 20,717	\$ 3,610	17%
Total revenues	20,118	17,153	2,965	17%	24,327	20,717	3,610	17%
Entertainment costs ^(b)	(15,411)	(14,925)	(486)	3%	(22,488)	(21,306)	(1,182)	(6)%
Total operating expenses	(15,411)	(14,925)	(486)	3%	(22,488)	(21,306)	(1,182)	6%
Other income, net	117	(94)	211	(224)%	117	(92)	209	(227)%
Total expenses	(15,294)	(15,019)	(275)	2%	(22,371)	(21,398)	(973)	(5)%
Adjusted EBITDA	\$ 4,824	\$ 2,134	\$ 2,690	126%	\$ 1,956	\$ (681)	\$ 2,637	387%

(a) Entertainment revenue includes amounts related to intercompany transactions that eliminate in the Statement of Operations.

(b) Entertainment costs include amounts related to intercompany transactions that eliminate in the Company's Statement of Operations.

For the three months ended June 30, 2025

Entertainment Adjusted EBITDA increased \$2.7 million compared to the prior-year period primarily due to the following:

Entertainment Revenue

Entertainment revenue increased \$3.0 million to \$20.1 million for the three months ended June 30, 2025, compared to \$17.2 million in the prior-year period. This change was primarily due to increased concert-related revenue as a result of additional concerts on The Rooftop at Pier 17 compared to the prior year period.

Entertainment Costs

Entertainment costs increased \$0.5 million to \$15.4 million for the three months ended June 30, 2025, compared to \$14.9 million in the prior-year period. This change was primarily due to increased costs related to increased concert activity at the Seaport, partially offset by a reduction of the provision for doubtful accounts compared to the prior year period.

For the six months ended June 30, 2025

Entertainment Adjusted EBITDA increased \$2.6 million compared to the prior-year period primarily due to the following:

Entertainment Revenue

Entertainment revenue increased \$3.6 million to \$24.3 million for the six months ended June 30, 2025, compared to \$20.7 million in the prior-year period. This change was primarily due to increased concert-related revenue as a result of additional concerts on The Rooftop at Pier 17 compared to the prior year period, as well as increased revenue from the Aviators.

Entertainment Costs

Entertainment costs increased \$1.2 million to \$22.5 million for the six months ended June 30, 2025, compared to \$21.3 million in the prior-year period. This change was primarily due to increased costs related to increased concert activity at the Seaport and increased operating expenses at the Aviators. This is partially offset by a reduction of the provision for doubtful accounts compared to the prior year period.

Landlord Operations

Segment Adjusted EBITDA

The following table presents segment Adjusted EBITDA for Landlord Operations:

Landlord Operations Adjusted EBITDA in thousands except percentages	Three Months Ended June 30,		Change		Six Months Ended June 30,		Change	
	2025	2024	\$	%	2025	2024	\$	%
Rental revenue ^(a)	\$ 9,287	\$ 8,489	\$ 798	9%	\$ 17,751	\$ 16,574	\$ 1,177	7%
Other revenue	484	650	(166)	(26)%	820	984	(164)	(17)%
Total revenues	9,771	9,139	632	7%	18,571	17,558	1,013	6%
Operating costs ^(b)	(7,739)	(10,375)	2,636	(25)%	(15,818)	(18,938)	3,120	16%
Total operating expenses	(7,739)	(10,375)	2,636	(25)%	(15,818)	(18,938)	3,120	(16)%
Other income, net	—	1	(1)	(100)%	—	5	(5)	(100)%
Total expenses	(7,739)	(10,374)	2,635	(25)%	(15,818)	(18,933)	3,115	16%
Adjusted EBITDA	\$ 2,032	\$ (1,235)	\$ 3,267	(265)%	\$ 2,753	\$ (1,375)	\$ 4,128	300%

(a) Rental revenue includes amounts related to intercompany leases that eliminate in the Company's Statement of Operations.

(b) Operating costs include amounts related to intercompany transactions that eliminate in the Company's Statement of Operations.

For the three months ended June 30, 2025

Landlord Operations Adjusted EBITDA increased \$3.3 million compared to the prior-year period primarily due to the following:

Rental Revenue

Rental revenue increased \$0.8 million to \$9.3 million for the three months ended June 30, 2025, compared to \$8.5 million in the prior-year period. This change was primarily driven by a decrease in reserves affecting rental revenue compared to the prior-year period, recognition of termination fee revenue, and an increase in rent escalation revenue and revenue generated by variable-rent leases.

Other Revenue

Other revenue decreased \$0.2 million to \$0.5 million for the three months ended June 30, 2025, compared to \$0.7 million for the prior-year period as a result of a decrease in sponsorship revenues attributable to landlord operations.

Operating Costs

Operating costs decreased \$2.6 million to \$7.7 million for the three months ended June 30, 2025, compared to \$10.4 million in the prior year period. This change was primarily due to decreases in payroll and marketing costs period over period.

For the six months ended June 30, 2025

Landlord Operations Adjusted EBITDA increased \$4.1 million compared to the prior-year period primarily due to the following:

Rental Revenue

Rental revenue increased \$1.2 million to \$17.8 million for the six months ended June 30, 2025, compared to \$16.6 million in the prior-year period. This change was primarily driven by a decrease in reserves affecting rental revenue compared to the prior-year period and an increase in rent escalation revenue and revenue generated by variable-rent leases.

Other Revenue

Other revenue decreased \$0.2 million to \$0.8 million for the three months ended June 30, 2025, compared to \$1.0 million for the prior-year period as a result of a decrease in sponsorship revenues attributable to landlord operations.

Operating Costs

Operating costs decreased \$3.1 million to \$15.8 million for the six months ended June 30, 2025, compared to \$18.9 million in the prior year period. This change was primarily due to decreases in payroll and marketing costs period over period.

Liquidity and Capital Resources

As of June 30, 2025 and December 31, 2024, our cash and cash equivalents were \$123.3 million and \$165.7 million, respectively. As of June 30, 2025 and December 31, 2024, our restricted cash was \$2.1 million and \$2.2 million, respectively. Prior to the Separation, we operated as a division within HHH's consolidated structure, which used a centralized approach to cash management and financing of our operations. This arrangement is not reflective of the manner in which we would have financed our operations had we been a standalone, publicly traded company during the six months ended June 30, 2024 and during the full year ended December 31, 2024. Restricted cash is segregated in escrow accounts related to payment of principal and interest on the Company's outstanding mortgages payable.

HHH's third-party long-term debt and the related interest expense were not allocated to us for any of the periods presented as we were not the legal obligor nor were we a guarantor of such debt. As of each of June 30, 2025 and December 31, 2024, we had third-party mortgages payable of \$101.4 million related to our 250 Water Street development, a variable-rate mortgage which requires monthly installments of only interest, and the Las Vegas Ballpark, a fixed-rate mortgage which requires semi-annual installments of principal and interest. As of each of June 30, 2025 and December 31, 2024, the Company's secured mortgage loans did not have any undrawn lender commitment available to be drawn for property development. In connection with the Separation, on July 31, 2024, the variable rate mortgage related to 250 Water Street was refinanced, with HHH paying down \$53.7 million of the outstanding principal balance and SEG refinancing the remaining \$61.3 million at an interest rate of SOFR plus a margin of 4.5% with a scheduled maturity date of July 1, 2029. On January 1, 2025, the mortgage loan on 250 Water Street was amended, increasing the stated margin rate from 5.0% to 7.0%. See Note 4 – *Mortgages Payable, Net* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report for additional information.

Following the Separation, our capital structure and sources of liquidity have changed from our historical capital structure because HHH is no longer financing our operations, investments in joint ventures, and development and redevelopment projects. Our development and redevelopment opportunities are capital intensive and will require significant additional funding, if and when pursued. Our ability to fund our operating needs and development and redevelopment projects will depend on our future ability to continue to manage cash flow from operating activities, and on our ability to obtain debt or equity financing on acceptable terms. In addition, we typically must provide completion guarantees to lenders in connection with their financing for our development and redevelopment projects. Additionally, on July 31, 2024, a subsidiary of HHH that became our subsidiary in connection with the Separation, issued 10,000 shares of 14.000% Series A preferred stock, par value \$0.01 per share, with an aggregate liquidation preference of \$10.0 million.

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Management believes that our existing cash balances and restricted cash balances, along with access to capital markets, provide (i) adequate liquidity to meet all of our current and long-term (beyond 12 months) obligations when due, including our third-party mortgages payable, and (ii) adequate liquidity to fund capital expenditures and development and redevelopment projects. However, our access to, and the availability of, financing on acceptable terms and conditions in the future will be impacted by many factors, including (1) our credit ratings, including the lowering of any of our credit ratings, or the absence of a credit rating, (2) the liquidity of the overall capital markets, and (3) the current state of the economy and, accordingly, there can be no assurances that we will be able to obtain additional debt or equity financing on acceptable terms in the future, or at all, which could have a negative impact on our liquidity and capital resources. The cash flows presented in our Unaudited Consolidated and Combined Statement of Cash Flows for the six months ended June 30, 2024 may not be indicative of the cash flows we would have recognized had we operated as a standalone publicly traded company for the period presented.

[Table of Contents](#)**Cash Flows**

The following table sets forth a summary of our cash flows:

<i>in thousands</i>	Six Months Ended June 30,	
	2025	2024
Cash used in operating activities	\$ (21,232)	\$ (39,149)
Cash used in investing activities	(18,751)	(33,027)
Cash (used in) provided by financing activities	(2,499)	73,907

Operating Activities

Cash used in operating activities decreased \$17.9 million to \$21.2 million in the six months ended June 30, 2025, compared to \$39.1 million in the prior-year period. The decrease primarily relates to changes in cash used in operating activities in each of our segments and decreased general and administrative expenses.

Investing Activities

Cash used in investing activities decreased \$14.3 million to \$18.8 million in the six months ended June 30, 2025, compared to \$33.0 million in the prior-year period. The decrease in cash used in investing activities was primarily related to the consolidation of the Tin Building by Jean-Georges.

Financing Activities

Cash provided by financing activities decreased \$76.4 million to cash used in financing activities of \$2.5 million in the six months ended June 30, 2025, compared to cash provided by financing activities of \$73.9 million in the prior-year period, primarily due to the elimination of net transfers provided by HHH to fund the operating and investing activities described above.

Contractual Obligations

We have material contractual obligations that arise in the normal course of business. Contractual obligations entered into prior to the Separation may not be representative of our contractual obligations profile as a standalone, publicly traded company. Our pre-Separation contractual obligations do not reflect changes that we expect to experience in the future as a result of the Separation, such as contractual arrangements that we may enter into in the future that were historically entered into by HHH for shared services.

We have outstanding mortgages payable related to the 250 Water Street development and Las Vegas Ballpark, which are collateralized by certain of the Company's real estate assets. A summary of our mortgages payable as of June 30, 2025 and December 31, 2024 can be found in Note 4 – *Mortgages Payable, Net* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report.

We lease land or buildings at certain properties from third parties. Rental payments are expensed as incurred and have been, to the extent applicable, straight-lined over the term of the lease. Contractual rental expense was \$1.7 million and \$1.6 million for the three months ended June 30, 2025 and 2024, respectively, and \$3.3 million and \$1.2 million for the six months ended June 30, 2025 and 2024, respectively. The amortization of straight-line rents included in the contractual rent amount was \$0.6 million for each of the three months ended June 30, 2025 and 2024, and \$1.1 million and \$1.2 million for each of the six months ended June 30, 2025 and 2024, respectively. A summary of our lease obligations as of June 30, 2025 and December 31, 2024, can be found in Note 9 – *Leases* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report.

Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires management to make informed judgments, assumptions and estimates that affect the reported amounts of assets, liabilities, revenues, and expenses. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Changes in facts and circumstances or additional information may result in revised estimates, and actual results may differ from these estimates.

There have been no material changes to our Critical Accounting Estimates as described within “Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K Filed with the SEC on March 10, 2025.

Impairments

Methodology

We review our long-lived assets for potential impairment indicators whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Although the carrying amount may exceed the estimated fair value of certain properties, a real estate asset is only considered to be impaired when its carrying amount is not expected to be recovered through estimated future undiscounted cash flows. To the extent an impairment provision is necessary, the excess of the carrying amount of the asset over its estimated fair value is expensed to operations and the carrying amount of the asset is reduced. The adjusted carrying amount, which represents the new cost basis of the asset, is depreciated over the remaining useful life of the asset.

Judgments and Uncertainties

An impairment loss is recognized if the carrying amount of an asset is not recoverable and exceeds its fair value. The cash flow estimates used both for determining recoverability and estimating fair value are inherently judgmental and reflect current and projected trends in rental, occupancy, pricing, development costs, sales pace and capitalization rates, selling costs, and estimated holding periods for the applicable assets. As such, the evaluation of anticipated cash flows is highly subjective and is based in part on assumptions that could differ materially from actual results in future periods. Unfavorable changes in any of the primary assumptions could result in a reduction of anticipated future cash flows and could indicate property impairment. Uncertainties related to the primary assumptions could affect the timing of an impairment. While we believe our assumptions are reasonable, changes in these assumptions may have a material impact on our financial results.

Variable Interest Entities

Methodology

Our Unaudited Consolidated and Combined Financial Statements include all of our accounts, including our majority owned and controlled subsidiaries and variable interest entities (“VIEs”) for which we are the primary beneficiary. If the Company determined it was not the primary beneficiary of a VIE during the six months ended June 30, 2025 and December 31, 2024, the Company did not consolidate the VIE in which it holds a variable interest.

Judgments and Uncertainties

The Company determines whether it is the primary beneficiary of a VIE upon initial involvement with a VIE and reassesses whether it is the primary beneficiary of a VIE on an ongoing basis. The determination of whether an entity is a VIE and whether the Company is the primary beneficiary of a VIE is based upon facts and circumstances for the VIE and requires significant judgments such as whether the entity is a VIE, whether the Company’s interest in a VIE is a variable interest, the determination of the activities that most significantly impact the economic performance of the entity, whether the Company controls those activities, and whether the Company has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could be significant to the VIE.

The Tin Building by Jean-Georges was previously classified as a variable interest entity. As of January 1, 2025, in conjunction with the internalization of food and beverage operations, the Company, through employing the management team personnel and directing the operating activities that most significantly impact the Tin Building by Jean-Georges' economic performance, became the primary beneficiary of the Tin Building by Jean-Georges and began consolidating the Tin Building by Jean-Georges into the Company's financial statements. See Note 2 – *Investments in Unconsolidated Ventures* for additional information.

On June 30, 2025, the Assignors entered into a membership interest transfer agreement pursuant to which the Assignors transferred 100% of their interests in the Tin Building by Jean-Georges to an indirect subsidiary of the Company. As a result of the transfer, an indirect subsidiary of the Company became the sole member of the Tin Building by Jean-Georges.

Investments in Unconsolidated Ventures

Methodology

The Company's investments in unconsolidated ventures are accounted for under the equity method to the extent that, based on contractual rights associated with the investments, the Company can exert significant influence over a venture's operations. Under the equity method, the Company's investment in the venture is recorded at cost and is subsequently adjusted to recognize the Company's allocable share of the earnings or losses of the venture. Dividends and distributions received by the business are recognized as a reduction in the carrying amount of the investment.

The Company evaluates its equity method investments for significance in accordance with Regulation S-X, Rule 3-09 and Regulation S-X, Rule 4-08(g) and presents separate annual financial statements or summarized financial information, respectively, as required by those rules.

For investments in ventures where the Company has virtually no influence over operations and the investments do not have a readily determinable fair value, the business has elected the measurement alternative to carry the securities at cost less impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or similar investment of the issuer.

Judgments and Uncertainties

Generally, joint venture operating agreements provide that assets, liabilities, funding obligations, profits and losses, and cash flows are shared in accordance with ownership percentages. For certain equity method investments, various provisions in the joint venture operating agreements regarding distributions of cash flow based on capital account balances, allocations of profits and losses and preferred returns may result in the Company's economic interest differing from its stated ownership or if applicable, the Company's final profit-sharing interest after receipt of any preferred returns based on the venture's distribution priorities. For these investments, the Company recognizes income or loss based on the joint venture's distribution priorities, which could fluctuate over time and may be different from its stated ownership or final profit-sharing percentage.

Capitalization of Development Costs

Methodology

Development costs, which primarily include direct costs related to placing the asset in service associated with specific development properties, are capitalized as part of the property being developed. Construction and improvement costs incurred in connection with the development of new properties, or the redevelopment of existing properties are capitalized before they are placed into service. Costs include planning, engineering, design, direct material, labor and subcontract costs. Real estate taxes, utilities, direct legal and professional fees related to the sale of a specific unit, interest, insurance costs and certain employee costs incurred during construction periods are also capitalized. Capitalization commences when the development activities begin and cease when a project is completed, put on hold or at the date that the Company decides not to move forward with a project. Capitalized costs related to a project where the Company has determined not to move forward are expensed if they are not deemed recoverable. Capitalized interest costs are based on qualified

expenditures and interest rates in place during the construction period. Demolition costs associated with redevelopments are expensed as incurred unless the demolition was included in the Company's development plans and imminent as of the acquisition date of an asset. Once the assets are placed into service, they are depreciated in accordance with the Company's policy. In the event that management no longer has the ability or intent to complete a development, the costs previously capitalized are evaluated for impairment.

Judgments and Uncertainties

The capitalization of development costs requires judgment, and can directly and materially impact our results of operations because, for example, (i) if we do not capitalize costs that should be capitalized, then our operating expenses would be overstated during the development period, and the subsequent depreciation of the developed real estate would be understated, or (ii) if we capitalize costs that should not be capitalized, then our operating expenses would be understated during the development period, and the subsequent depreciation of the real estate would be overstated. For the six months ended June 30, 2025 and 2024, we capitalized development costs of \$5.2 million and \$3.9 million, respectively.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are subject to interest rate risk with respect to our variable-rate mortgage payable as increases in interest rates would cause our payments to increase. With respect to our fixed-rate mortgage payable, increases in interest rates could make it more difficult to refinance such debt when it becomes due.

Based on our variable rate debt balance, interest expense would have increased by approximately \$0.2 million and \$0.3 million for the three and six months ended June 30, 2025, respectively, if short-term interest rates had been 1% higher. As of June 30, 2025, the weighted average interest rate on the \$40.1 million of fixed-rate indebtedness outstanding was 4.92% per annum, with principal paydowns at various dates through December 15, 2038.

For additional information concerning our debt and management's estimation process to arrive at a fair value of our debt as required by GAAP, please refer to the Liquidity and Capital Resources section above in Management's Discussion and Analysis of Financial Condition and Results of Operations and Note 4 – *Mortgages Payable, Net* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains a set of disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are designed to ensure that information required to be disclosed in the Company's reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that this information is accumulated and communicated to the Company's management, including the Company's principal executive officer and the principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure.

As required by Exchange Act Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of management, including the Company's principal executive officer and principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report. Based on this evaluation, the Company's principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this Quarterly Report, were effective to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to the Company's management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

We are currently and expect from time to time in the future to be involved in legal proceedings that arise in the ordinary course of our business. Management periodically assesses our liabilities and contingencies in connection with these matters based upon the latest information available. The results of any current or future litigation cannot be predicted with certainty; however, as of June 30, 2025, we believe there were no pending lawsuits or claims against us that, individually or in the aggregate, could have a material adverse effect on our business, results of operations or financial condition. For more information, see Note 6 - *Commitments and Contingencies* in the Unaudited Notes to the Consolidated and Combined Financial Statements included in this Quarterly Report.

Item 1A. Risk Factors

There were no material changes to the risk factors set forth in the section titled “Item 1A. Risk Factors” of the Company’s Annual Report on Form 10-K for the year ended December 31, 2024. You should carefully read and consider the risks and uncertainties described in such Annual Report, together with all of the other information included in this Quarterly Report, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Cautionary Statement Regarding Forward-Looking Statements” and our Unaudited Consolidated and Combined Financial Statements and related Notes, as well as other documents that we file with the SEC from time to time.

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

Use of Proceeds

On October 17, 2024, we completed our previously announced rights offering pursuant to a registration statement on Form S-1 (File No. 333-279690), as amended (the “Registration Statement”), which was declared effective on September 18, 2024. The rights offering generated net proceeds to us of approximately \$166.8 million. There has been no material change in the use of proceeds from the rights offering as described in the final prospectus that forms a part of the Registration Statement. We continue to intend to use the proceeds for general operating, working capital and other corporate purposes.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Rule 10b5-1 Trading Arrangements

During the fiscal quarter ended June 30, 2025, none of the Company’s directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any “non-Rule 10b5-1 trading arrangement,” as such term is defined in Item 408(c) of Regulation S-K.

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Item 6. Exhibits

Exhibit No.	Description
2.1	Separation Agreement, dated July 31, 2024, between the Company and Howard Hughes Holdings Inc. (incorporated by reference to Exhibit 2.1 to the Form 8-K filed by the Company on August 1, 2024)
3.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Form 8-K filed by the Company on August 1, 2024)
3.2	Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Form 8-K filed by the Company on August 1, 2024)
4.1	Investor Rights Agreement, dated October 17, 2024, by and among the Company, Pershing Square Holdings, Ltd., Pershing Square, L.P. and Pershing Square International, Ltd. and any other parties that may from time to time become parties thereto (incorporated by reference to Exhibit 10.1 to the Form 8-K filed by the Company on October 18, 2024)
31.1*	Certification of Chief Executive Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer, pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
104*	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

* Filed herewith.

** Furnished herewith. The certifications attached as Exhibits 32.1 and 32.2 to this Quarterly Report are deemed furnished and not filed with the SEC and are not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Quarterly Report, irrespective of any general incorporation language contained in such filing.

SIGNATURES

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

Date: August 11, 2025

SEAPORT ENTERTAINMENT GROUP INC.

By: /s/ Matthew M. Partridge
Name: Matthew M. Partridge
Title: Executive Vice President, Chief Financial Officer and
Treasurer
(Principal Financial Officer)

By: /s/ Lenah J. Elaiwat
Name: Lenah J. Elaiwat
Title: Senior Vice President and Chief Accounting Officer
(Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anton D. Nikodemus, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seaport Entertainment Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Reserved];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2025

By: /s/ Anton D. Nikodemus

Name: Anton D. Nikodemus

Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Matthew M. Partridge, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Seaport Entertainment Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. [Reserved];
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2025

By: /s/ Matthew M. Partridge

Name: Matthew M. Partridge

Title: Chief Financial Officer and Treasurer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Seaport Entertainment Group Inc. (the “Company”) hereby certifies that, to such officer’s knowledge:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 11, 2025

By: /s/ Anton D. Nikodemus

Name: Anton D. Nikodemus

Title: Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Seaport Entertainment Group Inc. (the “Company”) hereby certifies that, to such officer’s knowledge:

- (i) the accompanying Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2025 (the “Report”) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 11, 2025

By: /s/ Matthew M. Partridge

Name: Matthew M. Partridge

Title: Chief Financial Officer and Treasurer
(Principal Financial Officer)
