

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549
FORM 10-K
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended **December 31, 2023**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from _____
to _____.

Commission file number: **333-191820**

GYRODYNE, LLC

(Exact name of registrant as specified in its charter)

NEW YORK

(State or other jurisdiction of incorporation or organization)

46-3838291

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

1 FLOWERFIELD, SUITE 24, ST. JAMES, NY

(Address of principal executive offices)

11780

(Zip Code)

Registrant's telephone number, including area code **(631) 584-5400**

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common shares of limited liability company interests, par value \$1.00 per share	GYRO	Nasdaq Capital Market

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

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

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

Indicate by check mark whether the registrant (1) has filed all the reports required to be filed by Section 13 or Section 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 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.

(Check One):

Large accelerated filer

Non-accelerated filer

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

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

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

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

The aggregate market value of common shares held by non-affiliates of the registrant on **June 30, 2023** was **\$7,424,816**. The aggregate market value was computed by reference to the closing price on such date of the common shares as reported on the Nasdaq Stock Market. Common shares held by each executive officer and director and by each person who to the registrant's knowledge owns 5% or more of the outstanding voting stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

On March 28, 2024, 2,199,308 common shares of the Registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None

**TABLE OF CONTENTS TO FORM 10-K
FOR THE YEAR ENDED DECEMBER 31, 2023**

<u>ITEM #</u>	<u>PAGE</u>
PART I	
1. Business.	4
1A Risk Factors.	18
1B. Unresolved Staff Comments.	30
1C. Cybersecurity	30
2. Properties.	31
3. Legal Proceedings.	32
4. Mine Safety Disclosures.	32
PART II	
5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.	33
6. Selected Financial Data.	33
7. Management’s Discussion and Analysis of Financial Conditions and Results of Operations.	34
7A. Quantitative and Qualitative Disclosures about Market Risk.	42
8. Financial Statements and Supplementary Data.	43
9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.	43
9A. Controls and Procedures.	43
9B. Other Information.	44
PART III	
10. Directors, Executive Officers and Corporate Governance.	44
11. Executive Compensation.	47
12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.	51
13. Certain Relationships and Related Transactions, and Director Independence.	54
14. Principal Accounting Fees and Services.	55
PART IV	
15. Exhibits, Financial Statement Schedules.	55
Signatures	58
Exhibit Index	59

PART I

Introduction:

When we use the terms “Gyrodyne,” the “Company,” “we,” “us,” and “our,” we mean Gyrodyne, LLC and all entities owned or controlled by us, including non-consolidated entities. References herein to our Annual Report are to this Annual Report on Form 10-K for the year ended December 31, 2023. References to “common shares” in this report refer to Gyrodyne, LLC’s common shares representing limited liability company interests. References to the “Board” in this report refer to the Board of Directors of Gyrodyne, LLC.

All references to 2023 and 2022 refer to our fiscal years ended on the dates, as the context requires, December 31, 2023 and December 31, 2022, respectively.

Item 1. Business.

Overview

Gyrodyne, LLC (including its subsidiaries, “Gyrodyne”, the “Company” or the “Registrant”) is a limited liability company formed under the laws of the State of New York whose primary business is the management of a portfolio of medical office and industrial properties and the pursuit of entitlements on such properties located in Suffolk (“Flowerfield”) and Westchester (“Cortlandt Manor”) Counties, New York.

Substantially all of our developed properties are subject to leases in which the tenant reimburses the Company for a portion, all of or substantially all of the costs and/or cost increases for utilities, insurance, repairs, maintenance and real estate taxes. Certain leases provide that the Company is responsible for certain operating expenses.

Gyrodyne’s corporate strategy is to enhance the value of Flowerfield and Cortlandt Manor by pursuing entitlement opportunities to provide purchasers increased development flexibility, and by enhancing the value of our leases. The Board believes the aforementioned strategy will increase the aggregate value for such properties as a whole. The value of the real estate reported in the consolidated statement of net assets as of December 31, 2023 includes some, but not all of the potential value impact that may result from such value enhancement efforts. There can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all.

Our efforts to generate the highest values for Flowerfield and Cortlandt Manor may involve in limited circumstances other strategies to manage risk and or enhance the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders. Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pay distributions to holders of Gyrodyne common shares. The process of seeking entitlements and the amount and timing of distributions from proceeds of asset sales involve risks and uncertainties. As such, it is impossible at this time to determine with certainty the ultimate amount of proceeds that will actually be distributed to our shareholders or the timing of such payments. Accordingly, no assurance can be given that the distributions will equal or exceed the estimate of net assets presented in our consolidated statements of net assets. The actual nature, amount and timing of all distributions will be determined by Gyrodyne’s Board in its sole discretion and will depend in part upon the Company’s ability to convert our remaining assets into cash in compliance with our obligations under the Stipulation entered into in connection with the class action lawsuit (See Item 3 – Legal Proceedings) settled in 2015 and satisfy our remaining liabilities and obligations. Under Gyrodyne’s Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”), such dissolution would occur upon an election to dissolve the Company by the Board that is approved by the vote of holders of a majority of Gyrodyne common shares or, in the Board’s sole discretion and without any separate approval by the holders of Gyrodyne common shares, at any time the value of Gyrodyne’s assets, as determined by the Board in good faith, is less than \$1,000,000.

We remain committed to (1) enhancing the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders, (2) completing the disposition of our assets, (3) making timely distributions to our shareholders, (4) managing capital and liquidity, (5) mitigating risks relating to interest rates and real estate cycles and (6) completing the liquidation of the Company.

The Company’s remaining real estate investments, each of which is held in a single asset limited liability company wholly owned by the Company, consist of:

- Cortlandt Manor: 13.8 acres in Cortlandt Manor, New York, including the 31,000 square foot Cortlandt Medical Center; and
- Flowerfield: 63 acres in St. James, New York, including a 14-acre multi-tenanted industrial park comprising 135,000 rentable square feet.

Strategic Plan to Enhance Property Values, Liquidate/Distribute Proceeds and Dissolve

Our corporate strategy is to pursue entitlements on our two remaining properties so that they can be sold to one or more developers with increased development flexibility and thus maximize value and distributions to our shareholders. Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pay liquidating distributions to holders of Gyrodyne common shares. We are unable to predict the precise nature, amount or timing of such distributions. To accomplish our goal of maximizing asset values and distributions to our shareholders, the Company's plan consists of:

- managing the real estate portfolio to improve operating cash flow while simultaneously increasing the market values of the underlying properties;
- managing the strategic sale of real estate assets;
- pursuing the entitlement efforts of the Flowerfield and Cortlandt Manor properties, to increase development flexibility;
- focusing use of capital by the Company to preserve or improve the market value of the real estate portfolio;
- ensuring sufficient capital to fortify our cash position to ensure we are operating through a position of strength through the duration of the liquidation to negotiate and enforce purchase agreements and defend our property rights in the Article 78 Proceeding and in any other such proceeding that may arise; and
- balancing working capital and funds available for the entitlement process.

Gyrodyne's dual strategy is to enhance the value of Flowerfield and Cortlandt Manor by pursuing entitlement opportunities to provide purchasers with increased development flexibility, and by enhancing the value of our leases. The Company believes the aforementioned dual strategy will increase the aggregate value for such properties as a whole. The value of the real estate reported in the consolidated statement of net assets as of December 31, 2023 includes some but not all of the potential value impact that may result from such value enhancement efforts. There can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all. Our efforts to generate the highest values for Flowerfield and Cortlandt Manor may involve, in limited circumstances, strategies to manage risk and or enhance the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders.

Sales of properties by Gyrodyne could take the form of individual sales of assets, sales of groups of assets, a single sale of all or substantially all of the assets or some other form of sale. The assets may be sold to one or more purchasers in one or more transactions over a period of time.

A sale of substantially all of the assets of the Company would require shareholder approval under New York law. However, in the event of the sale of individual properties, that do not constitute substantially all of the Company's assets, it is not required or anticipated that any shareholder votes will be solicited. The prices at which the various assets may be sold depend largely on factors beyond our control, including, without limitation, the condition of financial and real estate markets, the availability of financing to prospective purchasers of the assets, regulatory approvals, public market perceptions, and limitations on transferability of certain assets.

On March 30, 2022, the Town of Smithtown Planning Board (the "Planning Board") unanimously granted Gyrodyne's application for preliminary approval to divide the Flowerfield property into eight lots, subject to certain conditions (the "Flowerfield Subdivision Application").

On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties (collectively, the "Petitioners") commenced a special proceeding under Article 78 of New York's Civil Practice Law & Rules (the "Article 78 Proceeding") against the Town of Smithtown and certain other parties, including Gyrodyne, seeking to annul the Planning Board's determinations relating to the Flowerfield Subdivision Application. Specifically, the petition commencing the Article 78 Proceeding (the "Petition") seeks to annul the Planning Board's (i) approval of a findings statement pursuant to the State Environmental Quality Review Act ("SEQRA"), dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the Flowerfield Subdivision Application, and (ii) preliminary approval on March 30, 2022 of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. Gyrodyne and the Town of Smithtown are vigorously defending the Planning Board's determinations against the Petition. In June 2022, Gyrodyne and the Town of Smithtown filed motions to dismiss the Petition. During the third quarter of 2023, the Article 78 Proceeding was re-assigned to a different judge for the second time. On February 6, 2024, the Supreme Court of the State of New York, Suffolk County issued an order (the "Order"), denying the Motions in part and granting them in part. Specifically, the Order (i) denied the Motions as to three individual Petitioners and the St. James-Head of the Harbor Neighborhood Preservation Coalition, Inc., (ii) granted the Motions as to the remaining twenty (20) individual Petitioners and the Village of Head of the Harbor, (iii) denied the branch of Gyrodyne's motion alleging that Petitioners failed to state a claim, and (iv) requires Gyrodyne to serve an answer within twenty (20) days of service of the Order. The parties will submit their respective briefs on the merits of the remaining Petitioners' contentions after which we believe the Court will render a decision.

The Article 78 Proceeding could take an additional six months or more for a decision given the impact the pandemic has had on the court system with additional time needed for an appeal, if one is filed. Nevertheless, Gyrodyne remains confident that the process of negotiating purchase agreements, securing final subdivision approval and final unappealable site plan approval and consummating the sale of our properties will culminate by year-end 2025, although there can be no assurance that Gyrodyne and the Town of Smithtown will be successful in the defense of the Planning Board's determinations against the Petition or that other factors beyond our control (i.e., potential contract contingencies including site plan approval for the undeveloped portion of Flowerfield (the developed portion, situated on two separate lots may be sold together or separately upon the resolution of the Article 78 Proceeding and the conclusion of the subdivision, without any site plan approvals)) will not necessitate an extension of the timeline.

The Flowerfield subdivision will remain subject to the Article 78 Proceeding unless Gyrodyne and the Town of Smithtown prevail in their defense of the Planning Board's determinations against the Petition. Nevertheless, the Company will continue its efforts to identify one or more purchasers for Flowerfield and execute purchase agreements, and it is unclear at this time what impact, if any, the Article 78 Proceeding will have on such efforts.

On March 20, 2023, the Town of Cortlandt Town Board adopted the SEQRA findings statement and approved local law establishing the Medical Oriented Zoning District (the "MOD") which includes Gyrodyne's Cortlandt Manor property. Pursuant to the adopted MOD, Gyrodyne received designation for total density of 154,000 square feet to be comprised of 150,000 square feet of medical use and 4,000 square feet of retail use (lot lines and their respective density could change until formal subdivision occurs).

Various other factors will continue to impact the timeline to achieve final approvals, including the backlog of land use applications, labor shortages and environmental concerns. Nevertheless, we will continue to market the properties and, although there can be no assurances, the Company believes subdivision approval will be received in mid-2024 for Flowerfield, and could be received for Cortlandt Manor in mid-2025, contingent on the timing for entering contracts (which we anticipate will include closing terms conditioned upon receiving subdivision (if requested) and site plan approval which the Company believes can be pursued simultaneously rather than sequentially). The Company believes that standard market terms for real property transactions in both Cortlandt Manor and the Town of Smithtown would include, as conditions to closing, final subdivision approval, final unappealable site plan approval and the resolution of the Article 78 Proceeding.

Based on the aforementioned factors, the Company believes the process of negotiating purchase agreements, securing final approvals and consummating the sale of our properties will culminate by year-end 2025. The Company intends to aggressively market its properties and negotiate contracts in an effort to complete the process as soon as practicable with the ultimate timeline being largely dependent on factors outside the Company's control, including without limitation the Article 78 Proceeding and delays in securing final regulatory approvals caused by the ongoing backlog of land use applications, government labor shortages and the pandemic. Consequently, there can be no assurance that the Company will be able to meet our formal stated deadline of December 2025.

Assuming the process of seeking entitlements and selling assets is completed by December 31, 2025 and giving effect to the estimated cash flows from the operation of our existing properties, we expect that Gyrodyne will have a cash balance on December 31, 2025 of approximately \$30.72 million, prior to any future special distributions based on the estimate of net assets in liquidation presented in our Consolidated Statements of Net Assets. Such cash would equate to future distributions of \$19.51 per share based on Gyrodyne having 1,574,308 common shares outstanding (inclusive of the issuance of shares and net proceeds from the Rights Offering, the December 31, 2023 estimated net assets in liquidation would be \$16.12 per share based on 2,199,308 shares outstanding – *See Subsequent Business Events -Rights Offering*). These estimated distributions are based on values as of December 31, 2023 and include some but not all of the potential value that may be derived from the entitlement efforts.

The Consolidated Statements of Net Assets are based on certain estimates. Uncertainties as to the precise value of our non-cash assets, which include some but not all of the estimated potential additional value from the efforts to maximize value of Flowerfield and Cortlandt Manor and the ultimate amount of our liabilities make it impracticable to predict the aggregate net value ultimately distributable to shareholders in a liquidation. Land entitlement costs, claims, liabilities and expenses from operations, including operating costs, salaries, real estate taxes, payroll and local taxes, legal, accounting and consulting fees and miscellaneous office expenses, will continue to be incurred during our process of seeking entitlements and selling assets, which includes certain enhancement efforts. Such expenses, if they exceed estimates, will reduce the estimated amount of assets available for ultimate distribution to shareholders, and, while a precise estimate of those expenses cannot currently be made, management and our Board believe that available cash (including proceeds received under our credit facilities and supplemented by the net proceeds received in the rights offering which closed on March 7, 2024) and amounts received on the sale of assets will be adequate to provide for our obligations, liabilities, expenses and claims (including contingent liabilities). However, no assurances can be given that available cash and amounts received on the sale of assets will be adequate to provide for our obligations, liabilities, expenses and claims and to make cash distributions to shareholders. If such available cash and amounts received on the sale of assets are not adequate to provide for our obligations, liabilities, expenses and claims, distributions of cash and other assets to our shareholders would be eliminated. In the event our shareholders receive distributions from Gyrodyne and there are insufficient funds to pay any creditors who seek payment of claims against Gyrodyne, shareholders could be held liable for payments made to them and could be required to return all or a part of the distributions made to them.

Property Value Enhancement

The Company is pursuing entitlements to increase the development flexibility of its Flowerfield and Cortlandt Manor properties. During the year ended December 31, 2023, the Company incurred approximately \$449,000 of land entitlement costs, consisting primarily of engineering costs, legal fees and real estate taxes to support the Company's respective entitlement efforts. We estimate that the Company may incur approximately \$1.21 million in additional land entitlement costs through December 31, 2025 in pursuit of entitlements (approximately \$340,000 in Cortlandt Manor and \$871,000 in Flowerfield).

The Company is focusing its resources on positioning the properties to be sold with all entitlements to achieve increased development flexibility in the shortest period of time with the least amount of risk to the Company. Because of the vagaries of the real estate market, however, there can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all. During the process of pursuing such entitlements, the Company may entertain offers from potential buyers who may be willing to pay prices for the properties on an "as is basis" that the Company finds more attractive from a timing or value perspective than values we believe may be reasonably achievable through completing the entitlement process ourselves.

Cortlandt Manor. On March 15, 2016, the Town of Cortlandt Manor (the "Town") adopted a 2016 Sustainable Comprehensive Plan (the "Plan") of which one key strategy was the recommendation of a Medical Oriented District ("MOD"). The purpose of the proposed MOD is to expand the Town's existing medical infrastructure and encourage economic development, including capital investment, job creation and housing options. The MOD would allow for a continuum of care, i.e., independent living, assisted living and nursing/hospital care, within or in neighboring facilities by centralizing medical services and related activities. As a designated zoning district, the MOD could include hospital, ambulatory surgery, primary and urgent care, hospice, laboratories, social services, boutique hotels, retail and a wide range of housing.

The Company's existing 31,421 square foot Cortlandt Medical Center, situated on 13.8 acres, is located directly opposite New York Presbyterian's Hudson Valley Hospital Center and within the boundaries of the MOD. The Company has committed resources toward both market research and feasibility studies in support of achieving entitlements to maximize the value of the property. For approximately nine years the Company along with its planner and engineers have been working closely with the Town to help plan the MOD, identify issues and solutions involved in creating the Plan and more specifically, the MOD.

On March 31, 2017, The Company filed an application with the Town to develop the Cortlandt Manor property, as follows:

SUBDIVISION LOT #	BUILDING SIZE/YIELD
Medical office	100,000 sft
Multi-family apartments	200 units
Retail	4,000 sft

In response to the extensive public comments and Town Board input received during the State Environmental Quality Review ("SEQR") Draft Generic Environmental Impact Statement ("DGEIS") public hearing process, the Company amended the site plan and subdivision application with the Town to develop the Cortlandt Manor property as follows:

SUBDIVISION LOT #	BUILDING SIZE/YIELD
Medical office Lot #1	100,000 sft
Retail (Lot #1)	4,000 sft
Medical Office Lot #2	84,600 sft

As a property owner with eligible parcels in this district, Gyrodyne submitted an Environmental Assessment Form to the Town of Cortlandt Planning Department in December 2017 to support its application to receive a MOD campus designation. Once designated, the parcels would be governed by the use, dimensional and other provisions of the MOD zoning regulations and MOD zoning would replace the existing zoning. While the MOD zoning has not been formally adopted, Gyrodyne is currently proposing a two-phase medical office campus with limited retail and has designed the site to function as part of a future "hamlet center" with streetscape improvements. The existing medical office will remain operational until phase 2 is implemented.

In addition to the primary proposal noted above, an alternate mixed-use plan was submitted as part of the SEQRA process. The alternate mixed-use plan includes the following:

SUBDIVISION LOT #	BUILDING SIZE/YIELD
Medical office Lot #1	83,500 sft
Retail (Lot #1)	1,500 sft
Multi-Family Residential Lot #2	160 Units

The alternate was reviewed for all categories of impacts in the SEQRA documentation similar to the primary proposal, and if approved as anticipated, would have allowed Gyrodyne the option to proceed with either program following MOD designation and subdivision. The alternate was not anticipated to impact the estimated timeline of approvals.

The Town of Cortlandt Planning Department hosted two public community outreach meetings in June and August 2018 where the Company presented its development plan for the Cortlandt Manor property. As anticipated, on August 7, 2018, the Town Board formally issued a "positive declaration" under the SEQRA, i.e., a declaration that the project may result in one or more significant environmental impacts and will require the preparation of an Environmental Impact Statement ("EIS"), the scope of which was also adopted. On August 28, 2018, the Town filed the Scope for a DGEIS with input from Gyrodyne for both the MOD zoning and the proposed uses so that upon adoption, minimal further SEQRA review (other than site plan review) should be required to develop the property. On September 17, 2019, the Town of Cortlandt Town Board as Lead Agency under SEQR adopted a resolution accepting the DGEIS as complete for public review. The Town of Cortlandt Town Board hosted two public hearings on the DGEIS on November 19, 2019 and January 14, 2020. The Town of Cortlandt Planning Board extended the public comment period 90 days with the next public hearing scheduled for April 14, 2020. As a result of the New York State's stay-at-home-order issued in March 2020, the April 14, 2020 public hearing was postponed to June 2020. The public hearing was then held on June 16, 2020 on a virtual platform. The Town closed the public comment period on June 30, 2020 and proceeded to review the public comments and prepare the Final GEIS ("FGEIS"). The FGEIS reflects the Cortlandt Manor property's proposed uses comprising 184,600 square feet of medical office space and 4,000 square feet of retail space (together with an Alternate Mixed-Use Plan). A Town Board work session was conducted March 7, 2022 for the primary purpose of having stakeholders present their current development programs for the benefit of the new Town Board members elected in November 2021. Although not required by SEQRA, the Town Board conducted another public hearing on May 2, 2022 and closed the hearing that evening while leaving the public comment period open for twenty days. The additional public comments were reviewed and required formal written responses by stakeholders including Gyrodyne. The Cortlandt Manor Town Board held a public work session on October 24, 2022. During late 2022, the Company's management team, based on discussions with the Town of Cortlandt, amended its mixed-use campus to reflect the following:

SUBDIVISION LOT #	BUILDING SIZE/YIELD
Medical office Lot #1	100,000 sft
Retail (Lot #1)	4,000 sft
Medical office (inclusive of the existing operating building) Lot #2	50,000 sft

* Lot lines could change until formal subdivision occurs.

On March 20, 2023, the Town of Cortlandt Town Board adopted the SEQRA Findings Statement and local law establishing the MOD designation for the property reflecting a total density of 154,000 square feet to be comprised of 150,000 square feet of medical use, inclusive of the existing medical office square footage but excluding non-rentable spaces, and 4,000 square feet of ancillary retail (lot lines and their respective density could change until formal subdivision occurs). The Company does not plan on developing the property. The Company believes, contingent on the timing for entering contracts (which we anticipate will include closing terms conditioned upon receiving site plan approval), the subdivision and site plan approval could be received in mid-2025.

The entitlement costs for the year ended December 31, 2023 associated with the ownership and development of this property were approximately \$60,700.

Flowerfield. Following market research and related feasibility studies, we identified the entitlements that we believed will maximize the value of Flowerfield in the shortest amount of time with the lowest amount of risk. The Company has been in discussions with the Town of Smithtown on the potential real estate development projects identified by the market research and feasibility studies, all of which currently fall within our “as of right to build” zoning. We are also exploring with the Town of Smithtown whether it would be amenable to certain entitlements, special permits, or other concessions that would allow for the identified development projects.

In March 2017, the Company filed a pre-subdivision application with the Town of Smithtown (the “Pre-application”) for the Flowerfield property along with the previously sold (2002) catering hall facility for an eight-lot subdivision which the Town of Smithtown has determined must be processed as a nine-lot subdivision in response to certain comments received from the planning department. The final approved (in 2021) FEIS included an eight-lot subdivision. In June 2017, the Company filed a subdivision application with the Town of Smithtown based on feedback provided by the Town of Smithtown staff in the pre-application process. Because of the property’s location within 500 feet of a municipal boundary and a state road, the Town of Smithtown referred the Company’s subdivision application to the Suffolk County Planning Commission as required by the Suffolk County Administrative Code and the New York State General Municipal Law.

On August 2, 2017, the Suffolk County Planning Commission voted 11-0 to approve Gyrodyne’s subdivision application without conditions. Although the approval by the Suffolk County Planning Commission is not binding on the Town of Smithtown, the approval without conditions means that the requisite vote threshold for the application at the Town of Smithtown’s Planning Board is a simple majority.

On November 15, 2017, the Town of Smithtown Planning Board conducted a public hearing in which the Company presented its subdivision plan for the Flowerfield property. On April 11, 2018, the Planning Board determined that the subdivision plan may result in one or more significant environmental impacts which will require the preparation of an EIS. As a result, at the April 11, 2018 Planning Board meeting, the Planning Board issued a SEQRA Positive Declaration, which was rescinded and re-issued by Planning Board Resolution dated May 9, 2018 that included a draft scope and a request for public comments on the scope (i.e., a public scoping process). The then current Town Planning Board Chairman communicated that a Positive Declaration would require up to one year to complete the SEQRA process. The Town issued the Final Scope on July 7, 2018. On August 15, 2018, the Company submitted the Draft EIS to the Town of Smithtown Planning Department prior to the public hearing. The Company received comments on its EIS at the end of the third quarter of 2018 and submitted its response to the Town of Smithtown Planning Department on February 15, 2019. On May 24, 2019, the Company received additional comments on its EIS and submitted its responses to the Town on June 4, 2019. On July 3, 2019, the Company received additional comments on its EIS and submitted its response to the Town of Smithtown Planning Department on August 28, 2019. On September 24, 2019, the Company received additional comments on its EIS and submitted its response to the Town of Smithtown Planning Department on October 25, 2019. The Town of Smithtown Planning Board as Lead Agency under SEQRA adopted a resolution accepting the DEIS as complete for public review on December 11, 2019 and announced a public comment period that closed on January 24, 2020. Furthermore, the Town Planning Board held and closed the public hearing for the DEIS on January 8, 2020. Following the closing of the public comment period, the Company received a copy of the public comments in February 2020. The Company reviewed the public comments and responded by submitting a Final EIS (“FEIS”) on April 20, 2020. Following the receipt of additional comments on May 29 and June 9, 2020, the Company filed its FEIS on July 24, 2020. Following State DOT comments received July 31, 2020 and Town comments dated August 21, 2020, the Company filed a revised FEIS on September 16, 2020 and received new comments on October 16, 2020. The Company filed a revised FEIS on October 29, 2020. Upon addressing final Town comments received December 4, 2020, the Company filed its Final FEIS on December 9, 2020 reflecting an eight-lot subdivision. The FEIS was accepted by the Town Planning Board on March 10, 2021. Following a public comment period that closed on March 31, 2021, the Town of Smithtown forwarded the public comments and the FEIS to the Suffolk County Planning Commission. On May 5, 2021, the Suffolk County Planning Commission voted 5 to 4 to approve the application as a matter for local determination. Based on the fact that less than a majority of the 18 total members (10 members needed) voted to either approve or deny the application, the application is deemed approved as a matter for local determination. Thus, the Smithtown Planning Board may act and approve the matter with a simple majority vote. On September 20, 2021, the Town of Smithtown Conservation Board voted unanimously to recommend the Town of Smithtown Planning Board issue a SEQRA Negative Declaration, Determination of Non -Significance (an environmental Impact Statement is not necessary based on certain stated reasons and approve the Subdivision Application (eight lots inclusive of the lot for the proposed sewage treatment plant). On March 30, 2022, the Smithtown Planning Board voted unanimously to adopt the Findings Statement by resolution, closing SEQR and held a public hearing for the approval of the Preliminary Subdivision at the same meeting. Approval of the Preliminary Subdivision was granted at that meeting. Technical comments on the Final Subdivision Plans received from the Suffolk County Department of Health Services on January 26, 2023, Suffolk County Department of Public Works, New York State Department of Environmental Conservation on January 31, 2023, and New York State Department of Transportation on July 7, 2023 are being addressed and prepared for resubmission to each agency for their final review and approvals. The Final Subdivision application is being assembled for submission to the Town for review. Final Subdivision approval is expected in mid-2024.

The entitlement costs for the year ended December 31, 2023 associated with the ownership and development of this property consisting of architectural and engineering costs, legal expenses, economic analysis, soil management and surveys were approximately \$388,400.

While we cannot predict the outcome of the subdivision application, we undertook to subdivide the Flowerfield property in a manner that we believed will result in increased development flexibility in the shortest amount of time and limited risk (i.e., included in our subdivision application is the separation of the existing industrial buildings into two separate lots which upon resolution of the article 78 proceeding and final subdivision approval will allow us to sell the two lots together or separately, without any site plan approval). There can be no assurance, however, that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all. The pandemic has negatively impacted demand for office (including medical office) and hotel development “on spec”.

Health Care Industry

Our tenants in our Cortlandt Manor property are healthcare service providers. Furthermore, the Company’s previous expansion of its leasing relationship with Stony Brook University (“SBU”), SBU Hospital and affiliates of SBU Hospital at our Flowerfield property increased its exposure to the healthcare industry. The healthcare industry is subject to substantial regulation and faces increased regulation particularly relating to fraud, waste and abuse, cost control and healthcare management. The healthcare industry may experience a significant expansion of applicable federal, state or local laws and regulations, previously enacted or future healthcare reform, new interpretations of existing laws and regulations or changes in enforcement priorities, all of which could materially impact the business and operations of our tenants and therefore the marketability of our properties.

Our tenants are subject to extensive federal, state, and local licensure laws, regulations and industry standards governing business operations, the physical plant and structure, patient rights and privacy and security of health information. Our tenants’ failure to comply with any of these laws could result in loss of licensure, denial of reimbursement, imposition of fines or other penalties, suspension or exclusion from the government sponsored Medicare and Medicaid programs, loss of accreditation or certification, or closure of the facility. In addition, efforts by third-party payors, such as the Medicare and Medicaid programs and private insurance carriers, including health maintenance organizations and other health plans, impose greater discounts and more stringent cost controls upon healthcare provider operations (through changes in reimbursement rates and methodologies, discounted fee structures, the assumption by healthcare providers of all or a portion of the financial risk or otherwise). Our tenants may also face significant limits on the scope of services reimbursed and on reimbursement rates and fees, all of which could impact their ability to pay rent or other obligations to us.

Real Estate

The Company owns properties in St. James and Cortlandt Manor, New York.

St. James, New York. In St. James, New York, the Company owns a 63-acre site called Flowerfield, primarily zoned for light industry, which is located approximately 50 miles east of New York City on the North Shore of Long Island in the Town of Smithtown. Flowerfield's location places it in Hydrogeologic Zone VIII, one of the most liberal with respect to effluent discharge rates. As of December 31, 2023, there were 32 tenants, including one tenant under month-to-month commitments, comprising 39 leases. The annual base rent at Flowerfield based on the rates in effect as of December 2023 is approximately \$1,660,000 which included month-to-month annualized base rent of approximately \$36,000 on 3,550 square feet. The occupancy rate was 85% as of December 31, 2023.

Cortlandt Manor, New York. In Cortlandt Manor, New York, the Company owns 13.8 acres inclusive of the 31,421 square foot Cortlandt Medical Center. The property is located directly opposite New York Presbyterian’s Hudson Valley Hospital Center and within the boundaries of the proposed MOD. The property consists of five office buildings. As of December 31, 2023, there were three tenants, comprising four leases. The annual base rent based on the rates in effect as of December 2023, is approximately \$938,000. The property was 92% occupied as of December 31, 2023.

Impact of Public Health and Macroeconomics

The following discussion is intended to provide shareholders with certain information regarding the impacts of the COVID-19 pandemic on the Company’s business and management’s efforts to respond to those impacts. Unless otherwise specified, the statistical and other information regarding the Company’s properties and tenants are estimates based on information currently available to the Company, may change, potentially significantly, going forward, and may not be indicative of the actual residual impact of the COVID-19 pandemic on the Company’s business, operations, cash flows and financial condition for the year ended December 31, 2023 and future periods.

The COVID-19 pandemic has adversely impacted, and may continue to impact adversely, the timeliness of local government in granting required approvals. Accordingly, COVID-19 has caused, and may continue to cause, the completion of important stages in our efforts to secure entitlements to be delayed.

Until recently, the U.S economy had been growing as COVID-19 vaccinations were increasingly administered and many commercial activities returned to pre-pandemic practices and operations. However, this favorable outlook could be affected materially by adverse developments related to the extent to which U.S Federal Reserve interest rate hikes in reaction to persistent inflationary pressures have led or could lead to a recession in the U.S and more recently to the crisis in the banking industry, including the second and third largest bank failures in U.S. history.

The pandemic has resulted in a significant shift toward commercial acceptance of remote working and telemedicine which may adversely impact our occupancy rate and average rate per square foot.

Concurrently, the war between Russia and Ukraine increased uncertainty during 2022 and 2023 with such uncertainty being exacerbated by the war between Israel and Hamas in Gaza and a threat of a broader conflict. Inflation has caused an increase in consumer prices, thereby reducing purchasing power and elevating the risks of a recession. Due to increased inflation, the U.S. Federal Reserve raised the federal funds rate a total of seven times during 2022 and four times in 2023. In response, market interest rates have increased significantly during this time. At the same time, the labor market remains historically tight, and companies continue to look to add employees, pushing unemployment lower.

The extent of the impact of these public health and macroeconomic risks on the Company's operational and financial performance and ultimately its Net Asset Value, will depend on current and future developments, including the residual effects of the COVID-19 pandemic and the extent to which interest rate hikes to combat inflation and the banking crisis have a recessionary effect.

As a result of the foregoing developments, we are unable to determine what the ultimate impact will be on our timeline for seeking entitlements and selling properties, and ultimately on the amount of proceeds and distributions from those sales.

Tax Status

As a limited liability company, Gyrodyne is not subject to an entity level income tax but rather is treated as a partnership for tax purposes, with its items of income, gain, deduction, loss and credit being reported on the Company's information return, on Form 1065, and allocated annually on Schedule K-1 to its members pro rata.

The Bipartisan Budget Act of 2015 (the "2015 Act") changed this procedure for partnership tax audits and audit adjustments for partnership returns of large partnerships for fiscal years beginning after December 31, 2017. Pursuant to the 2015 Act, if any audit by the IRS of our income tax returns for any fiscal year beginning after December 31, 2017 results in any adjustments, the IRS may collect any resulting taxes, including any applicable penalties and interest, directly from Gyrodyne. IRS tax audit assessments on tax years beginning January 1, 2018 will require Gyrodyne to a) bear any tax liability resulting from such audit, or b) elect to push out the tax audit adjustments to the respective shareholders once it has been calculated at the company level.

Competition

Our properties are located in St. James and Cortlandt Manor, New York. The Company competes in the leasing of medical, professional and general office space and engineering, manufacturing and warehouse space with a considerable number of other real estate companies, some of which may have greater marketing and financial resources than the Company and may generally be able to accept more risk than we can prudently manage, including risk with respect to creditworthiness of tenants. These entities and others may be prospective buyers, as well as competitors, with respect to both properties. Principal factors of competition in the Company's rental property business are the quality of properties, leasing terms (including rent and other charges and allowances for tenant improvements), attractiveness and convenience of location, financial strength of its competitors, the quality and breadth of tenant services provided and reputation as an owner and operator of quality office properties in its relevant market. Additionally, the Company's ability to compete depends upon, among other factors, trends in the national and local economies, investment alternatives, financial condition and operating results of current and prospective tenants, availability and cost of capital, construction and renovation costs, taxes, governmental regulations, legislation and population trends.

In pursuit of our business plan, and the sale of properties, the Company competes with other real estate investors, including pension funds, insurance companies, foreign investors, real estate partnerships, public and private real estate investment trusts, private individuals and other domestic real estate companies, many of which have greater financial and other resources than the Company. With respect to properties presently owned by the Company, we compete with other owners of like properties for tenants and purchasers.

Internal Growth and Effective Asset Management

Tenant Relations and Lease Compliance. We strive to maintain strong contacts with our tenants in order to understand their current and future real estate rental and development needs. We directly monitor each of our rental properties to ensure they are properly maintained and meet the needs of our tenants.

Extending Lease Maturities. We seek to extend leases at the Flowerfield Industrial Park in advance of expirations to achieve high occupancy levels. We converted the Cortlandt Manor leases to long-term leases with a landlord option to terminate the lease early contingent on the new 100,000 square foot medical office buildings' completion date. The strategy will improve the value of the operating lot (Lot 2) as it will allow Gyrodyne to market lot one using a lower market-based cap rate plus a premium for development rights.

Financing Strategy

The Company believes it is currently capitalized with adequate cash levels, including proceeds from its credit facilities and net proceeds received from the rights offering that closed on March 7, 2024, to operate our business and complete our strategic plan of positioning our remaining properties for sale at enhanced values and making distributions to our shareholders.

We finance our operations through cash on hand, including proceeds from the Company's credit facilities and the net proceeds received from the rights offering which closed on March 7, 2024. Certain of the Company's major vendors have agreed to defer payment on 50% of their fees until the subdivided lot is sold. Additionally, on December 6, 2019, the Company's Board of Directors approved the Gyrodyne, LLC Nonqualified Deferred Compensation Plan for Employees and Directors (the "DCP") effective as of January 1, 2020. The plan is a nonqualified deferred compensation plan maintained for officers and directors of the Company. Under the DCP, officers and directors may elect to defer a portion of their compensation to the DCP and receive interest on such deferred payments at a fixed rate of 5% (per annum). All DCP benefits will be paid in a single lump sum cash payment on December 15, 2026, unless a Plan of Liquidation is established for Gyrodyne before the distribution date in which case all benefits will be paid in a single lump sum cash payment after execution of an amendment to terminate the DCP (*See Deferred Compensation Plan below*).

The Company secured a non-revolving credit line for up to \$3,000,000 (the "Original Line") with a bank, which closed on March 21, 2018. The original line included an interest only phase. On April 30, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$2,200,000. During the Permanent Phase, the Company is paying interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on April 30, 2028. The outstanding balance as of December 31, 2023 was \$1,995,916.

To secure access to additional working capital through the final sale date of the Flowerfield industrial buildings, the Company secured a second loan evidenced by a non-revolving business line of credit agreement and promissory note with the Original Line bank for up to \$3,000,000, which closed on January 24, 2019. This loan included an interest only phase. On May 20, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$3,000,000. During the Permanent Phase, the Company pays interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on May 20, 2028. The outstanding balance as of December 31, 2023 was \$2,730,973.

Both lines are secured by approximately 31.8 acres of the Flowerfield Industrial Park including the related buildings and leases. As of December 31, 2023, the Company is in compliance with the loan covenants. The Company anticipates modifying the terms of the loans following the completion of the subdivision so that the loans remain secured by the subdivided industrial park lot only.

On September 15, 2021, the Company, through its subsidiary GSD Cortlandt, LLC (“GSD Cortlandt”), secured a \$4.95 million term loan (the “Mortgage Loan”) with Signature Bank, the proceeds of which were used to pay off the previous GSD Cortlandt debt facility of which \$1,050,000 was outstanding. The term of the Mortgage Loan is five years with an option to extend for an additional five years (the “Extension Period”). Until the initial maturity date, the Mortgage Loan bears interest at an annual rate equal to 3.75%. If the maturity date is extended for the Extension Period, the rate of interest on the Mortgage Loan will adjust and be fixed for the Extension Period to the greater of (i) 3.75% or (ii) 275 basis points in excess of the weekly average yield on United States Treasury Securities adjusted to a constant maturity of five years as most recently made available by the Federal Reserve Board as of thirty days prior to the first day of the Extension Period. The Mortgage Loan will be paid in monthly installments of principal and interest calculated on the basis of a thirty-year amortization schedule. If the maturity date is extended for the Extension Period, the amount of each monthly installment will be recalculated for the Extension Period based on the adjusted interest rate on the Mortgage Loan and an amortization schedule of twenty-five years. The lender has the right, but not the obligation, to decline to extend the term of the Mortgage Loan if the loan to value ratio of the property is greater than seventy percent (70%), or the property does not support a debt service coverage ratio (as calculated by the lender) of at least 1.3 to 1, in each case on the date the extension is exercised. GSD Cortlandt also is responsible for all fees and expenses associated with the extension including, but not limited to, the lender’s reasonable legal fees, an inspection fee in the amount of \$150, and a tax service fee.

The Mortgage Loan may be prepaid in whole or in part, at any time, provided the borrower (GSD Cortlandt) pays the bank with each prepayment a prepayment fee equal to (i) during the first loan year and, if applicable, the first loan year of the Extension Period, five percent of the amount of such prepayment; (ii) during the second loan year and, if applicable, during the second loan year of the Extension Period, four percent of the amount of such prepayment; (iii) during the third loan year and, if applicable, during the third loan year of the Extension Period, three percent of the amount of such prepayment; (iv) during the fourth loan year and, if applicable, during the fourth loan year of the Extension Period, two percent of the amount of such prepayment; and (v) during the fifth loan year and, if applicable, during the fifth loan year of the Extension Period, one percent of the amount of such prepayment. There will be no prepayment fee for any prepayment made during the sixty-day period immediately preceding the initial maturity date or the last sixty days of the Extension Period. All prepayments must include accrued and unpaid interest through the date of prepayment. If the Cortlandt Manor property is sold to a bona fide third-party purchaser within the initial two years of the term of the Mortgage Loan, the prepayment fee to be paid upon repayment of the Mortgage Loan in full will be reduced by fifty percent. The outstanding balance as of December 31, 2023 was \$4,754,180.

The Mortgage Loan is secured by the Cortlandt Manor property located at 1985 Crompond Road (5.01 acres).

On December 27, 2023, the Company, through its subsidiaries GSD Cortlandt, LLC (“GSD Cortlandt”) and Buttonwood Acquisition, LLC (“Buttonwood”), secured a term mortgage loan (the “Mortgage Loan”) in the principal amount of \$1,500,000 with LLYR Resources, LLC. The net proceeds of the Mortgage Loan will be used for general working capital. The Mortgage Loan is unconditionally and irrevocably guaranteed by the Company. The term of the Mortgage Loan is two years. Until the maturity date, the Mortgage Loan bears interest at a floating interest rate of 1.5% per annum in excess of the Wall Street Prime Rate, with such interest payable monthly, which may be prepaid, in whole or in part, at any time, without payment of a prepayment fee.

The Mortgage Loan is secured by a first mortgage in the amount of \$1,500,000 on the interests of GSD Cortlandt in 1989 Crompond Road and 1987 Crompond Road in Cortlandt Manor, New York, and the interests of Buttonwood in 206 Buttonwood Avenue and certain vacant land off of Buttonwood Road in Cortlandt Manor, New York.

Environmental Matters

Based on our ongoing review of each of our properties, as of the date of this report, we are not aware of any environmental condition with respect to any of the properties which we believe would be reasonably likely to have a material adverse effect on our financial condition and/or results of operations. There can be no assurance that (i) changes in law, (ii) the conduct of tenants, (iii) activities related to properties in the surrounding area, (iv) contamination through the water table due to the low elevation and immediate proximity of the industrial park to the Long Island Sound or (v) the discovery of environmental conditions the extent or severity of which were unknown, will not expose us to material liability in the future.

The Company believes that each of its properties is in compliance, in all material respects, with federal, state and local regulations regarding hazardous waste and other environmental matters and is not aware of any environmental contamination at any of its properties that would require any material capital expenditure for the remediation thereof. No assurance can be given, however, that environmental regulations will not in the future have a materially adverse effect on the properties.

Insurance

The Company carries comprehensive liability, property, terrorism and umbrella insurance coverage which includes fire, flood, earthquakes and business interruption insurance on all our properties. The Company annually reviews its policies with regard to both risk management and the underlying premiums and believes the policy specifications, insurance limits and deductibles are appropriate given the relative risk of loss, the cost of the coverage and industry practice and, in the opinion of the Company’s management, all its properties are adequately insured.

Major Tenants

For the year ended December 31, 2023, rental income from the Company's three largest tenants represented approximately 25%, 21% and 9%, respectively, of total rental income. The three largest tenants by revenue as of December 31, 2023 consist of a medical tenant in the Cortlandt Manor Medical Center, a New York State Agency located in the industrial park, and an athletics facility in the industrial park.

For the year ended December 31, 2022, rental income from the Company's three largest tenants represented approximately 23%, 21% and 9%, respectively, of total rental income. The three largest tenants by revenue as of December 31, 2022, consist of a New York State Agency located in the industrial park, a medical tenant in the Cortlandt Manor Medical Center and an athletics facility in the industrial park.

Fiscal Year 2023 Transaction Summary

The following summarizes our significant transactions and other activity during the year ended December 31, 2023.

Leasing Activity.

During 2023, the Company signed one new lease comprising 994 square feet and annual/total base rent of approximately \$11,000, excluding tenant reimbursements. There were three terminations comprising 1,500 square feet and approximately \$99,000 in annual revenue, excluding tenant reimbursements. A total of 12 lease renewals were signed during 2023 comprising approximately 19,000 square feet, \$272,000 in annual revenue and \$567,000 in total commitments. Additionally, there were four expansions comprising 2,334 square feet, annual revenues of approximately \$40,000 and total commitments of approximately \$185,000. The Company agreed to approximately \$16,000 in lease incentives/concessions in the form of a rent abatement. Commissions paid during the year ended 2023 were approximately \$6,000.

Board of Directors.

On July 28, 2023, Philip F. Palmedo, a director of the Company and its predecessor Gyrodyne Company of America, Inc. since 1996, retired from the Board.

Also on July 28, 2023, the Board appointed Jan H. Loeb to the Board to fill the vacancy created by Mr. Palmedo's resignation, and to serve in the class of directors up for election at the 2023 Annual Meeting. Mr. Loeb was appointed to the Board pursuant to the terms of a cooperation agreement dated July 26, 2023 among Leap Tide Capital Management LLC, Jan Loeb and the Company. At the Company's Annual Meeting held on October 12, 2023, Mr. Loeb was elected by the shareholders to serve a three-year term.

Retention Bonus Plan.

As a result of feedback we received from shareholders during our shareholder listening tours in 2022 and 2023, the Company evaluated various possible changes to the Retention Bonus Plan (the "Plan") to better align the interests of the Plan participants with those of the shareholders. Effective September 5, 2023, the Board of Directors approved Amendment No. 5 ("Amendment No. 5") to the Plan. Amendment No. 5 is intended to create better alignment of interests between Plan participants and all shareholders.

The primary features of Amendment No. 5 are as follows:

- ***\$1,137,108 forfeited by retired directors returned to the Company:*** Prior to Amendment No. 5, the Plan provided that Bonus Plan benefits forfeited by retired director participants would be re-allocated among the remaining director participants pro rata. Nevertheless, under Amendment No. 5, such forfeited Bonus Plan benefits in the estimated amount of \$1,137,108 have been removed from the pool and returned to the Company.
- ***Waiver of Plan benefits by directors:*** Director participants agreed to waive all Plan benefits in exchange for 91,628 shares issuable under the Stock Plan (defined and described below), which received shareholder approval on October 12, 2023. All benefits so waived by the director participants were deemed void and not reallocated to any other participants in the Plan.

- **Bonus rate:** Bonus rate on property sale proceeds was modified for employees to 4.12% on up to \$50,985,000 of net proceeds (net of commissions) and 6.72% for incremental net sales above \$50,985,000.
- **Delayed vesting:** An employee participant will only vest in Plan benefits triggered by property sales if he or she remains continuously employed through both the date of closing and the date of the Board’s irrevocable determination of a shareholder distribution; if employment terminates by death, disability or voluntary termination following substantial reduction in compensation (assuming no “cause” grounds for involuntary termination), however, the employee participant remains entitled to benefits only with respect to any property sales occurring within three years and yielding an internal rate of return of at least 4% (IRR ceases to apply to periods beginning after the property is under contract)
- **Benefits generally not payable until shareholders paid:** Benefits are not payable until liquidating cash distributions are paid to shareholders, except that employee participants will receive early payments if the cumulative amounts credited to the bonus pool bookkeeping account for employee participants equals or exceeds \$500,000.
- **Early sale incentive:** If any property is sold on or before June 30, 2024, the bonus pool for employee participants will be funded with an additional 1% of net sale price.
- **Removal of price floor:** The price floor hurdle for the sale of properties was removed for all participants to eliminate the perception of any perverse incentive to avoid particular property sales that may not exceed the floor but which otherwise may be in the best interests of shareholders.

The bonus pool is distributable in the following proportions to the named participants in the bonus plan for so long as they are directors or employees of the Company:

Board Members/Employees	Bonus Pool Percentage	
	Prior to Amend. No 5	Amendment No. 5 RSP approved
Board Members(a)	45.000%	0.000%
Board Discretionary Amount	20.000%(b)	0.000%
Chief Executive Officer	15.474%	44.211%
Chief Operations Officer	13.926%	39.789%
Officer Discretionary Amount (c)	1.750%	5.000%
Other Employees	3.850%	11.000%
Total	100.000%	100.000%

- (a) 15% (18.75%) for the Chairman and 10% (12.5%) for each of the other three remaining participant directors. Jan Loeb (appointed to the Board on July 28, 2023) is not a participant in the Plan.
- (b) Amount forfeited upon departure of two directors, which would have been reallocated to the remaining directors pursuant to the Plan.
- (c) The officer discretionary amount will be allocated to the officers within the discretion of the Board.

Restricted Stock Award Plan.

The Gyrodyne, LLC Restricted Stock Award Plan (the “Stock Plan”) was approved by the Board on September 5, 2023 and by the shareholders of the Company on October 12, 2023 and became effective on October 12, 2023. Under the Stock Plan, the Company issued to the former director participants in the Retention Bonus Plan (the “Bonus Plan”), in exchange for the waiver and forfeiture of their Bonus Plan benefits, an aggregate of 91,628 Gyrodyne shares, subject to vesting, effective November 14, 2023.

The primary features of the Stock Plan are as follows:

- **Purpose:** The purpose of the adoption of the Stock Plan was to incentivize the former director participants in the Bonus Plan to exchange their interests in the Bonus Plan for shares in the Company issuable under the Stock Plan, which would allow for compensation plan separation between directors and employees and better alignment of interests between director participants and shareholders.
- **Eligibility:** Directors of the Company who were participants in the Bonus Plan were eligible to receive grants under the Stock Plan. The eligible directors were Paul Lamb, Ronald Macklin, Nader Salour and Richard Smith. All such individuals agreed to exchange their Bonus Plan benefits for shares under the Stock Plan, subject to shareholder approval of the Stock Plan. Jan Loeb was not a participant in the Bonus Plan and was not eligible to participate in the Stock Plan.

- **Maximum Shares:** The total number of shares that were authorized for issuance under the Stock Plan at the effective time was 91,628 shares, or approximately 5.8% of the common shares outstanding at the effective time of the Stock Plan after giving effect to the issuance of the Stock Plan shares. All 91,628 Stock Plan shares were issued effective November 14, 2023 to Stock Plan participants. There are no remaining shares issuable in the Stock Plan.
- **Administration:** Pursuant to the terms of the Stock Plan, the Stock Plan is administered and interpreted by a committee consisting of either (i) the Board, or (ii) the President and at least two other directors appointed by the Board. The committee has full power and authority to administer and interpret the Stock Plan, to make factual determinations and to adopt or amend such rules, regulations, agreements and instruments for implementing the Stock Plan and for the conduct of its business as it deems necessary or advisable, to waive requirements relating to formalities or other matters that do not modify the substance of rights of participants or constitute a material amendment of the Stock Plan, to correct any defect or supply any omission of the Stock Plan or any grant document and to reconcile any inconsistencies in the Stock Plan or any grant document.
- **Restricted Stock:** Incentives under the Stock Plan consisted of grants of restricted stock. No shares issued under the Stock Plan, or any interest therein, are transferrable by a participant, whether voluntarily or involuntarily, unless and until a liquidating distribution is made to the shareholders, except by will or by the laws of descent or distribution, and may not be subject to any voluntary or involuntary pledge, assignment, alienation, attachment, or similar encumbrance or transfer. All shares issued in connection with a grant are subject to the terms, conditions, and restrictions set forth in the Company’s articles of organization, amended and restated limited liability company agreement, or other governing documents of the Company, as amended.
- **Vesting:** Vesting of shares issued under the Stock Plan occurs (i) in equal one-third tranches on each of the first three anniversaries of the grant date, and (ii) at such time as a liquidating distribution is made to the shareholders of the Company, subject to acceleration upon a liquidating distribution. Unvested Stock Plan shares will be forfeited by a participant if such participant is no longer serving on the Board at or prior to such time that liquidating distributions are paid to the shareholders other than as a result of death, disability or failure to be reelected.
- **Amendments:** The Board may amend, suspend or terminate the Stock Plan at any time, in its discretion, except that shareholder approval is required for any amendment that increases the number of shares available for grant, accelerates vesting or results in a material increase in benefits or a change in eligibility requirements.

The shares under the Stock Plan were distributed as follows in lieu of the director portion of the Bonus Plan of \$2,702,285:

Board Member	Shares of Restricted Stock
Paul Lamb	30,542
Ronald Macklin	20,362
Nader Salour	20,362
Richard Smith	20,362
Total	91,628

Deferred Compensation Plan

On December 6, 2019, the Company’s Board of Directors (the “Board”) approved the Gyrodyne, LLC Nonqualified Deferred Compensation Plan (the “DCP”) for Employees and Directors effective as of January 1, 2020. The DCP is a nonqualified deferred compensation plan maintained for officers and directors of the Company. Under the DCP, officers and directors may elect to defer a portion of their compensation to the DCP and receive interest on such deferred payments at a fixed rate of 5% (per annum). All DCP benefits will be paid in a single lump sum cash payment on December 15, 2026, unless a Plan of Liquidation is established for Gyrodyne before the distribution date in which case all benefits will be paid in a single lump sum cash payment after execution of an amendment to terminate the DCP. The foregoing description of the DCP does not purport to be complete and is qualified in its entirety by reference to the full text of the DCP, which was filed as an exhibit to the Company’s Form 8-K, filed with the Securities and Exchange Commission on December 13, 2019 and incorporated herein by reference. With the exception of Jan Loeb, appointed to the Board in July 2023, each of the Directors elected (under the DCP) to defer 100% of their director fees for 2020, 2021, 2022, 2023 and 2024.

Subsequent Business Events

Rights Offering.

The Company filed a registration statement on Form S-1 with the Securities and Exchange Commission (the “Commission”) on December 29, 2023 with respect to a proposed rights offering (the “Rights Offering”) for the Company to distribute to holders of Gyrodyne’s common shares on the record date of January 29, 2024 one non-transferable subscription right for each five shares held. Each whole subscription right gave the shareholders the opportunity to purchase two of the Company’s common shares for \$8.00 per share, or 625,000 shares in the aggregate. If a shareholder exercised his or her basic subscription right in full, and other shareholders did not, such shareholder was entitled to an oversubscription privilege to purchase a portion of the unsubscribed shares at the subscription price, subject to proration and certain limitations. The maximum dollar amount the Company sought to raise in the Rights Offering was \$5 million in aggregate gross proceeds.

The Commission declared the registration statement effective on February 2, 2024 and the Company commenced the Rights Offering on February 6, 2024.

The Rights Offering closed on March 7, 2024 and the Company announced on March 11, 2024 that it received subscriptions for approximately 1,031,640 shares, greatly exceeding the maximum shares offered of 625,000. Shareholders were allocated 100% of their basic subscriptions. Based on the maximum 625,000 shares that were issuable in the rights offering, 271,836 shares were allocated to shareholders who properly exercised their oversubscription privilege, pro rata in proportion to the aggregate number of shares subscribed for under the over-subscription privilege, or approximately 40% of each over-subscriber’s requested shares. The rights offering resulted in 625,000 common shares issued on March 12, 2024 and net proceeds received (after expenses) of approximately \$4,400,000 (gross proceeds of \$5,000,000 less direct expenses of the rights offering of \$600,000).

The Company expects to use the net proceeds received from the Rights Offering to complete the pursuit of entitlements on the Company’s Flowerfield and Cortlandt Manor properties, for litigation fees and expenses in the Article 78 proceeding, for property purchase agreement negotiation and enforcement, for necessary capital improvements in the Company’s real estate portfolio, and for general working capital.

Inclusive of the issuance of shares and net proceeds from the Rights Offering, the December 31, 2023 estimated net assets in liquidation would be \$35,463,133 or \$16.12 per share based on 2,199,308 shares outstanding (current shares outstanding of 1,574,308 plus the Rights Offering shares of 625,000).

Loan payable.

On February 1, 2024, an agreement was signed with one vendor who had previously agreed to defer 50% of payment until the closing of the first property lot sale that is the subject of either the Flowerfield or Cortlandt Manor subdivision. The agreement called for a \$200,000 payment on outstanding invoices, an interest payment, agreement to pay all future invoices in full and the remaining outstanding balance of \$477,829 was converted to a loan payable within 15 days of the sale of one of the Company’s properties. The loan will accrue interest at 0.75% per month through 2024 and 1.0% per month starting January 2025.

Leasing Activity.

Subsequent to December 31, 2023, the Company signed three lease extensions comprising approximately 1,700 square feet, \$25,000 in annual revenue and \$49,000 in total lease commitments. There were three terminations comprising approximately 4,000 square feet and \$32,000 in annual revenue.

Employees

As of December 31, 2023 and 2022 we had 4 employees.

Industry Segments

We operate in one segment; the ownership and management of industrial and medical office buildings.

Available Information

We electronically file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports, and proxy statements, with the SEC. You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549, or you may obtain information by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet address at <http://www.sec.gov> that contains reports, proxy statements and information statements, and other information, which you may obtain free of charge. In addition, copies of our filings with the SEC may be obtained from our website located at www.gyrodyne.com. We make available, free of charge, on or through the Investor Relations section of our website, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as prospectuses and Proxy Statements, as soon as reasonably practicable following the electronic filing of such material with the U.S. Securities and Exchange Commission ("SEC"). Also available on our website is our Audit Committee Charter and our Code of Business Conduct and Ethics governing our directors, officers and employees. In addition, our web site includes information with respect to purchases and sales of securities by our officers, directors as well as any non-GAAP financial disclosures (defined by SEC's Regulation G) that we may make public orally, or in writing. We are not incorporating our website or any information from the website into this Form 10-K.

Our Investor Relations department can be contacted at One Flowerfield, Suite 24, St. James, New York 11780, ATTN: Investor Relations or by Telephone: 631-584-5400.

Principal Executive Offices – Our principal executive office is located at One Flowerfield, Suite 24, St James, New York 11780. Our telephone number is 631-584-5400.

Item 1A. Risk Factors.

Gyrodyne's business, financial condition, results of operations and distribution potential are subject to risks customary for real property owners, as well as additional risks associated with Gyrodyne's strategic plan of positioning our remaining properties for sale at enhanced values and making distributions to our shareholders. In addition to the factors discussed elsewhere in this Report, the following risks and uncertainties could materially harm the value of our properties and the magnitude of distributions to our shareholders, including causing Gyrodyne's actual results to differ materially from those projected in any forward-looking statements. The following summary of significant risk factors is not all-inclusive or necessarily in order of importance. Additional risks and uncertainties not presently known to Gyrodyne or that Gyrodyne currently deems immaterial also may materially adversely affect us in future periods. For more information about forward-looking statements, see the section of this report entitled "Cautionary Statement Concerning Forward-Looking Information" below.

There are risks associated with seeking to enhance the value of certain properties.

Gyrodyne has been pursuing various entitlement opportunities to increase the development flexibility of our Flowerfield and Cortlandt Manor properties in order to enhance the resulting aggregate value for such properties as a whole. Our efforts to seek enhancements of such properties are subject to various risks, including the following:

- any delay or denial of a required entitlement or permit, including zoning, land use, environmental, emissions or other related permits, would adversely impact our property enhancement plans;
- our analysis of site context, of demographic trends, of decisions of anchor institutions and of growth opportunities generally may not result in identifying the correct high value land uses and programmatic synergies;
- capital improvement costs and other expenses of such enhancements may be higher than projected, potentially making the project unfeasible or unprofitable;
- we may not have funds available or be able to obtain financing for these value-enhancement projects on favorable terms, if at all;
- we may experience delays in the repositioning or improvement process.

For these and other reasons, we cannot assure you that we will realize growth in the value of our Flowerfield and Cortlandt Manor properties that exceeds our land entitlement costs or any at all, and as a result our ability to make distributions to our shareholders could be adversely affected.

Community opposition could adversely impact our efforts to obtain entitlements and enhance the value of our properties.

The process of seeking required entitlements, permits and approvals is sometimes delayed or prevented due to community opposition and adverse publicity from neighboring property owners, members of the general public or non-governmental organizations, or other third parties and other factors beyond our control. The Company's efforts to seek entitlements, permits or other approvals have been the subject of protests by civic groups asserting environmental, traffic and congestion issues as well as adverse impact to the historic nature of the area. Such community opposition could lead to the denial of entitlements, permits or other approvals essential to our efforts to increase the value of our properties or to the imposition of restrictive conditions with which it is not practicable or feasible to comply and could impact our ability to enhance the value of our properties.

On March 30, 2022, the Town of Smithtown Planning Board (the “Planning Board”) unanimously granted Gyrodyne’s application for preliminary approval to divide the Flowerfield property into eight lots, subject to certain conditions (the “Flowerfield Subdivision Application”). On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties commenced a special proceeding (the “Article 78 Proceeding”) against the Town of Smithtown and certain other parties, including the Company, seeking to annul the Planning Board’s determinations relating to the Flowerfield Subdivision Application. The Article 78 Proceeding was commenced by the filing of a petition (the “Petition”) in the Supreme Court of the State of New York, Suffolk County, pursuant to Article 78 of New York’s Civil Practice Law and Rules (“Article 78”). Specifically, the Petition seeks to annul the Planning Board’s (i) approval of a findings statement, pursuant to the SEQRA, dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the Flowerfield Subdivision Application, and (ii) preliminary approval on March 30, 2022 of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. The Company and the Town of Smithtown are vigorously defending the Planning Board’s determinations against the Petition.

Challenging a government decision in an Article 78 proceeding can lead to delay in enforcement of the government action, whether or not the suit is successful, and the government sometimes agrees to delay implementation until legal challenges are resolved. Although Article 78 proceedings take place on an expedited timeline and generally without discovery, the Article 78 Proceeding could take an additional six months or more for a decision given the impact the pandemic has had on the court system with additional time needed for an appeal, if one is filed. Consequently, the commencement of the Article 78 Proceeding could result in a further extension of the Company’s timeline for completing the process of securing entitlements, selling our properties and distributing net proceeds. Nevertheless, the Company remains confident that the process of negotiating purchase agreements, securing final subdivision approval and final unappealable site plan approval and consummating the sale of our properties will culminate by year-end 2025, although the Company believes that standard market contract terms would include resolution to the Article 78 proceeding as condition to closing and there can be no assurance that the Company and the Town of Smithtown will be successful in the defense of the Planning Board’s determinations against the Petition or that other factors beyond our control (i.e., potential contract contingencies including site plan approval (excluding the existing industrial buildings situated on two separate lots which can be sold together or separately upon the resolution of the Article 78 Proceeding and the conclusion of the subdivision, without any site plan approvals)) will necessitate an extension of the timeline.

We cannot assure you of the exact timing and amount of any further distributions to our shareholders.

Our estimate of net assets on December 31, 2023 is \$30.72 million or \$19.51 per common share (inclusive of the issuance of shares and net proceeds from the Rights Offering, the December 31, 2023 estimated net assets in liquidation would be \$35.46 million or \$16.12 per share based on 2,199,308 shares outstanding). These estimated amounts are based on a number of assumptions and factors outside of our control. The process of disposing of our real property assets in an orderly manner designed to obtain the best value reasonably available for such assets may fail to create value or may result in lower than expected value and may result in lower than expected proceeds, or in no proceeds, for distribution to our shareholders. The actual nature, amount and timing of all distributions will be determined by Gyrodyne in our sole discretion, and will depend on, and could be delayed by, among other things, sales of our real estate assets, claim settlements with creditors, resolution of outstanding litigation matters, payment of incentive bonuses to those employees and directors who are vested under the Retention Bonus Plan and unanticipated or greater-than-expected expenses. Examples of uncertainties that could reduce the value of or eliminate distributions to our shareholders include unanticipated costs relating to:

- failure to achieve favorable values for our properties in their disposition;
- the defense, satisfaction or settlement of lawsuits or other claims that may be made or threatened against us in the future;
- delay or failure to settle claims; and
- administration and settlement of federal and state tax audits, if any.

As a result, we cannot determine with certainty the amount or timing of distributions to our shareholders.

If we are unable to find buyers for our properties at our expected sales prices, distributions may be delayed or reduced.

In calculating our estimated net assets, we assume that we will be able to find buyers for all our properties at our estimated amounts. However, we may have overestimated the sales prices that we will be able to obtain for these properties or underestimated the costs associated with such sales. If we are not able to find buyers for these properties in a reasonably timely manner or if we have overestimated the sales prices we will receive, distributions payable to holders of our common shares would be delayed or reduced. Furthermore, our estimated net assets are based on current market conditions, but real estate market values are constantly changing and tend to fluctuate with changes in inflation, interest rates, supply and demand dynamics, real property utilization trends, climate change initiatives, occupancy percentages, lease rates, the availability of suitable buyers, the perceived quality and dependability of income flows from tenancies and a number of other factors, both local and national. In addition, transactional fees and expenses, environmental contamination at our properties or unknown liabilities, if any, may adversely impact the net proceeds from those properties.

Distributions to shareholders may be delayed or reduced as a result of sale agreement provisions that allow purchasers to terminate agreements and/or result in purchaser defaults.

Purchase and sale agreements that we have entered into with respect to properties we previously sold contained provisions that gave the purchaser the right to terminate the agreement, for any reason or no reason, prior to the expiration of an evaluation period, and receive a refund of earnest money deposits, and it can be anticipated that agreements for future property sales will have similar provisions. The consummation of property sales for which we will enter into sale agreements in the future will also be subject to satisfaction of standard closing conditions. If any property sale contemplated by future sale agreements does not close because a purchaser exercises its termination right or defaults, or because of a failure of a closing condition or for any other reason, we will need to locate a new buyer for the property, which we may be unable to do promptly or at a price or on terms that are as favorable as contained in the original sale agreement. Many of the costs incurred due to a sale that fails to close are sunk costs with no future value and we will also incur additional costs involved in negotiating a new sale agreement for such property. These additional costs are not included in our projections. In the event that we incur these additional costs, distributions to our shareholders would be delayed or reduced.

Illiquidity of real estate and lack of diversification may make it difficult for us to sell properties or achieve satisfactory returns in one or more properties within projected timelines.

Our assets consist substantially of real properties which are relatively illiquid assets. We may encounter difficulty in disposing of properties when tenants vacate either at the expiration of the applicable lease or otherwise. When we decide to sell a particular property, our ability to do so and the prices we receive on their sale may be affected by many factors, including the number of potential buyers, the number of competing properties on the market and other market conditions, as well as whether the property is leased and if it is leased, the terms of the lease. As a result, we may be unable to sell our properties for an extended period of time at the values disclosed in our Consolidated Statement of Net Assets, which would adversely affect our results of operations, liquidity and financial condition. We expect to complete our process of pre-development enhancement and subsequent sale of all our properties by December 31, 2025. However, the illiquid nature of real estate and the short timeframe that we have chosen to complete pre-development value enhancement and subsequent sale of assets could adversely impact the prospects for achieving our value enhancement and sale objectives and may ultimately result in an extension of the timeline and or additional costs for achieving our pre-development property value enhancement and asset sale objectives.

If our land entitlement and liquidation costs or unpaid liabilities are greater than we expect, our distributions to our shareholders may be delayed or reduced.

In order to obtain certain entitlements, permits and approvals, we may be required to prepare and present additional data to governmental authorities pertaining to the potential adverse impact that any proposed activities may have on the environment, individually or in the aggregate. Certain approval procedures may require preparation of studies to assess the environmental impact of new sites or the expansion of existing sites. Compliance with these regulatory requirements is expensive and significantly lengthens the time needed to develop a site.

The liquidation basis of accounting requires us to accrue all costs associated with implementing and completing our plan of liquidation. Total liability for estimated costs in excess of estimated receipts during liquidation, inclusive of the costs listed above plus costs associated with the sale of real estate, payments made under the retention bonus plan, litigation costs and liquidating costs, total \$11,108,640. The total amount of land entitlement costs, transaction fees and all operating and administrative costs in the liquidation is not yet known and, therefore, we have used estimates of these costs in calculating the amounts of our projected distributions to our shareholders. To the extent that we have underestimated these costs in calculating our projections or we incur unforeseen additional costs, our actual distributions may be lower than our estimated net assets. In addition, if the claims of our creditors are greater than we have anticipated, or we decide to acquire one or more insurance policies covering unknown or contingent claims against us, our distributions may be delayed or reduced. Further, if a reserve fund is established, payment of distributions to our holders of common shares may be delayed or reduced.

We are subject to risks associated with proxy contests and other actions of activist shareholders.

Publicly traded companies have increasingly become subject to campaigns by activist investors advocating corporate actions such as governance changes, financial restructurings, sales of assets and changes to executive and director compensation. The Company received a notice dated April 25, 2023 (the "Nomination Notice") from Star Equity Fund, LP ("Star Equity"), which allegedly owned approximately 5.4% of our outstanding shares at the time of submission, of its intent to nominate a slate of two candidates for election as directors at the 2023 annual meeting of shareholders (the "Annual Meeting"). On August 11, 2023, Star Equity submitted a shareholder proposal to the Company pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Shareholder Proposal").

On September 5, 2023, the Company entered into a letter agreement ("Cooperation Agreement") with Star Equity, pursuant to which Star Equity agreed to irrevocably withdraw both the Nomination Notice and the Shareholder Proposal. Through December 31, 2023, the cumulative cost to the Company of responding to and resolving the foregoing shareholder activist campaign, including changes to our incentive compensation arrangements, was approximately \$1,317,000. We are working with insurance coverage counsel to pursue coverage under our existing directors and officers insurance policy for amounts in excess of the \$500,000 insurance deductible under the policy. The Company values input from all shareholders, including Star Equity, and remains open to ongoing engagement.

A proxy contest or related activities on the part of activist shareholders, including, among others, Star Equity, could adversely affect our business for a number of reasons, including, without limitation, the following:

- Responding to proxy contests and other actions by activist shareholders can be costly and time-consuming, disrupting our operations and diverting the attention of our Board of Directors (the "Board"), management and employees, and could adversely impact the Company's ability to achieve timely or at all our strategic objective of positioning our properties so they can be sold at higher values resulting in maximum distributions to all of our shareholders
- Perceived uncertainties as to our future direction may result in the loss or compromise of potential opportunities to liquidate our properties for maximum value;
- A successful proxy contest could result in a change of control of our Board, and such an event could subject us to certain contractual obligations under certain material agreements;
- If nominees advanced by activist shareholders are elected or appointed to our Board with a specific agenda, it may adversely affect our ability to effectively and timely implement our strategic plan to position our properties for sale at values that will maximize distributions to all of our shareholders; and
- Proxy contests may cause our stock price to experience periods of volatility.

Stipulation of Settlement prohibits us from selling our remaining properties at prices below December 2014 appraised values.

On August 14, 2015, the Company entered a Stipulation of Settlement (the "Settlement") providing for the settlement of a putative class action lawsuit against the Company and certain related parties. Under the Settlement, Gyrodyne agreed that any sales of its properties would be effected only in arm's-length transactions at prices at or above their appraised values as of 2014.

As of December 31, 2023, the aggregate appraised value of our remaining unsold properties exceeded the respective 2014 aggregate appraised value for such properties.

The requirement in the Settlement that the Company sell its remaining properties at prices above the December 2014 appraised values could limit the options available to the Company. The Company believes that it is in the best interests of the shareholders to pursue certain pre-development enhancements to our remaining properties prior to seeking their ultimate disposition to a developer or other purchaser because doing so will result in higher aggregate values for such properties as a whole and thus higher estimated distributions as compared with selling the properties with their current zoning and entitlements. The Company may also entertain offers from potential buyers who may be willing to pay prices for the properties in their current entitlement and zoning status that the Company finds more attractive from a timing or value perspective than might be achievable through completing an entitlement process. If the Company receives an offer prior to the completion of the entitlement process that it believes is in the best interests of the shareholders, it may nevertheless be prevented from consummating such transaction because of the price floor set in the Settlement. In addition, a severe downturn in the general economy or in the real estate market, or other negative factors beyond our control, may drive down the values of commercial real estate properties, or otherwise result in the values of our remaining properties being reduced to levels below the 2014 appraised values, in which case we may be prohibited under the Settlement from selling such properties. Such limitation on the options available to the Company may make it more difficult to accomplish our stated objective of completing the process of seeking entitlements and selling assets by December 31, 2025.

Furthermore, the Stipulation's price floor provision does not factor in land entitlement costs that may be incurred in enhancing the value of any particular property. The price floor provision may create a perverse incentive for the Company to incur certain land entitlement costs to increase the value of a property beyond its stipulated price floor even if the land entitlement costs incurred exceed the amount of the increase.

Risks incidental to real estate ownership and management.

Because our business plan is to pursue the opportunistic disposition of our properties, we do not expect to make any further investments other than to enhance the values of the Flowerfield and Cortlandt Manor properties which may include acquisitions of land and/or executing land swaps. Accordingly, an investment in Gyrodyne depends upon the financial performance and the value of our current portfolio of properties, which properties are subject to the risks normally associated with the ownership and management of rental properties and real estate in general. The risks associated with ownership and management of rental properties include the non-performance of lease obligations by tenants, leasehold improvements that will be costly or difficult to remove should it become necessary to re-rent the leased space for other uses, covenants in certain retail leases that limit the types of tenants to which available space can be rented (which may limit demand or reduce the rents realized on re-renting), rights of termination of leases due to events of casualty or condemnation affecting the leased space or the property or due to interruption of the tenant's quiet enjoyment of the leased premises, and obligations of a landlord to restore the leased premises or the property following events of casualty or condemnation. The risks associated with ownership and management of real estate in general include:

- adverse changes in general and local economic conditions which affect the demand for real estate assets;
- competition from other properties;
- fluctuations in interest rates;
- reduced availability of financing;
- the cyclical nature of the real estate industry and possible oversupply of, or reduced demand for, properties in the markets in which our investments are located;
- the attractiveness of our properties to tenants and purchasers;
- how well we manage our properties;
- changes in market rental rates and our ability to rent space on favorable terms;
- the financial condition of our tenants including their becoming insolvent and bankrupt;
- the need to periodically renovate, repair and re-lease space and the costs thereof; and
- increases in maintenance, insurance and operating costs.

Our shareholders may be liable to our creditors for an amount up to the amount distributed by us if our reserves for payments to creditors are inadequate.

In the event our shareholders receive distributions from Gyrodyne at a time when the Company is insolvent or is rendered insolvent thereby and there are insufficient funds to pay any creditors who seek payment of claims against Gyrodyne, shareholders could be held liable under New York State's fraudulent conveyance laws for payments made to them and could be required to return all or a part of distributions made to them. Under the New York Uniform Voidable Transactions Act signed into law on December 6, 2019, the reach-back period for voidable transaction claims other than claims based on fraud is reduced from six years to four years with respect to distributions made on or after April 4, 2020.

Our properties may subject us to known and unknown liabilities.

Our existing properties may have known and unknown liabilities for which we would have no recourse, or only limited recourse, to the former owners of such properties. As a result, if a liability were successfully asserted against us based upon ownership of an acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results, cash flow and proceeds available for distribution. Unknown liabilities relating to properties could include:

- liabilities for clean-up of pre-existing disclosed or undisclosed environmental contamination;
- claims by tenants, vendors or other persons arising on account of actions or omissions of the former owners of the properties; and
- liabilities incurred in the ordinary course of business.

Adverse developments affecting the financial services industry, such as actual events or concerns involving liquidity, defaults or non-performance by financial institutions or transactional counterparties, could adversely affect our business operations, strategic goals and our financial condition and results of operations.

The Company believes we are currently capitalized with adequate cash levels (after the Rights Offering which closed on March 7, 2024), including proceeds from our credit facilities, to operate our business and complete our strategic plan of positioning our remaining properties for sale at enhanced values and making distributions to our shareholders.

Although we assess our banking relationships as we believe necessary or appropriate, our access to funding sources and other credit arrangements in amounts adequate to finance or capitalize our business operations and strategic plans to position our properties and sell them for maximum value could be significantly impaired by factors that affect us, the financial institutions with which we have arrangements directly, or the financial services industry or economy in general. These factors could include, among others, events such as liquidity constraints or failures, the ability to perform obligations under various types of financial, credit or liquidity agreements or arrangements, disruptions or instability in the financial services industry or financial markets, or concerns or negative expectations about the prospects for companies in the financial services industry. These factors could involve financial institutions or financial services industry companies with which we have financial or business relationships, but could also include factors involving financial markets or the financial services industry generally.

The results of events or concerns that involve one or more of these factors could include a variety of material and adverse impacts on our current and projected business operations and our financial condition and results of operations. These could include, but may not be limited to, delayed access to deposits or other financial assets or the uninsured loss of deposits or other financial assets, and/or the inability to refund, roll over or extend the maturity of, or enter into new credit facilities or other working capital resources.

In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any decline in available funding or access to our cash and liquidity resources could, among other risks, adversely impact our ability to achieve our strategic goals or cover our operating expenses, financial obligations or fulfill our other obligations, result in breaches of our financial and/or contractual obligations or result in violations of federal or state wage and hour laws. Any of these impacts, or any other impacts resulting from the factors described above or other related or similar factors not described above, could have material adverse impacts on our liquidity and our current and/or projected business operations and financial condition and results of operations.

If we are unable to maintain the occupancy rates of currently leased space and/or to lease currently available space, if tenants default under their leases or other obligations to us or if our cash flow is otherwise less than we expect, distributions to our shareholders may be delayed or reduced.

The sales proceeds that could be generated from opportunistic dispositions of our real properties depend in large part on occupancy and rental rates, our success in renting currently available space and the existence of any significant tenant defaults that were not subsequently cured. In calculating the estimated distributions, it was assumed that we would maintain the occupancy rates of currently leased space and that we would not experience any significant tenant defaults during the process of seeking entitlements and selling assets that were not subsequently cured. Negative trends in one or more of these factors may adversely affect the resale value of the properties, which would reduce our distributions. Disposition proceeds and related distributions will be reduced to the extent that we receive less rental income than we expect. We may also decide in the event of a tenant default to restructure the lease, which could require us to substantially reduce the rent payable to us under the lease or make other modifications that are unfavorable to us.

We are subject to risks associated with the financial condition of our tenants.

Our tenants may experience a downturn in their business resulting in their inability to make rental payments when due. In addition, a tenant may seek the protection of bankruptcy, insolvency or similar laws, which could result in the rejection and termination of such tenant's lease and cause a reduction in our cash flow. We cannot evict a tenant solely because of its filing for bankruptcy. A bankruptcy court, however, may authorize a tenant to reject and terminate its lease. In such a case, our claim against the tenant for past due rent and unpaid future rent would be subject to a statutory cap that might be substantially less than the remaining rent owed under the lease. In any event, it is unlikely that a bankrupt tenant will pay the entire amount it owes us under a lease. The loss of rental payments from tenants would likely reduce proceeds from real property dispositions and distributions from such proceeds.

The Coronavirus pandemic has affected and will likely for the foreseeable future affect the markets in which our tenants operate and otherwise impact our facilities, which will adversely impact the businesses of our tenants and, in turn, our business, financial condition, results of operations and our ability to pay distributions.

The loss of a major tenant could adversely affect our financial condition.

We are and expect that we will continue to be subject to a degree of tenant concentration at certain of our operating properties. As indicated above, we are subject to risks associated with the financial condition of our tenants. In the event that a tenant occupying a significant portion of one or more of our properties or whose rental income represents a significant portion of the rental revenue at such property or properties were to experience financial weakness, default on its lease, elect not to renew its lease or file bankruptcy it would negatively impact our financial condition and, as a result, our distributions. Our existing leases with Stony Brook University Hospital and affiliates comprise approximately 22% of our total rentable square feet and the annual rent is expected to represent approximately 27% of our annual rental revenue for 2024.

The largest medical tenant in the Cortlandt Manor Medical Center represents 14% of our total rentable square feet as of December 31, 2023. The annual rent from such tenant is expected to represent approximately 28% of our annual rental revenue for 2024.

We may experience increased operating costs, which might reduce our estimated net assets and the sales prices received for our properties.

Our properties are subject to increases in operating expenses such as for cleaning, electricity, heating, ventilation and air conditioning, administrative costs and other costs associated with security, landscaping and repairs and maintenance of our properties. In general, under our leases with tenants, we pass through all or a portion of these costs to them. There can be no assurance that tenants will actually bear the full burden of these higher costs, or that such increased costs will not lead them, or other prospective tenants, to seek space elsewhere. If operating expenses increase, the availability of other comparable space in the geographic markets of our properties might limit our ability to increase rents; if operating expenses increase without a corresponding increase in revenues, our profitability could diminish thereby reducing our estimated proceeds on disposition of real properties and limit the amount and likely delay the timing of our distributions.

Some of our potential losses may not be covered by insurance.

We use our discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to maintaining appropriate insurance coverage on our properties at a reasonable cost and on suitable terms. This may result in insurance coverage that, in the event of a substantial loss, would not be sufficient to pay the full current market value or current replacement cost of the property and also may result in certain losses being totally uninsured. Inflation, changes in building codes, zoning or other land use ordinances, environmental considerations or other factors might not make it feasible to use insurance proceeds to replace a building after such building has been damaged or destroyed. Under such circumstances, the insurance proceeds, if any, received by us might not be adequate to restore our economic position with respect to such property.

We may incur costs to comply with environmental laws.

The obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of complying with future legislation, may increase our operating costs. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on or under the property. Environmental laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances and whether or not such substances originated from the property. Insurance that we maintain related to potential environmental issues on our properties may not be adequate to cover all possible contingencies.

Legislative or regulatory initiatives related to global warming/climate change concerns may negatively impact our business. Recently, there has been an increasing focus and continuous debate on global climate change including increased attention from regulatory agencies and legislative bodies. For example, on March 21, 2022 the Securities and Exchange Commission proposed new rules that would require registrants to provide information on greenhouse-gas emissions and risks related to climate change in their registration statements and annual reports. This increased focus may lead to new initiatives directed at regulating an as yet unspecified array of environmental matters. Legislative, regulatory or other efforts in the U.S. to combat climate change could result in future increases in the cost of raw materials, taxes, transportation and utilities for our vendors and for us which would result in higher operating costs for the Company. Also, compliance with new and revised environmental, zoning, land-use or building codes, laws, rules or regulations, could have a material and adverse effect on our business. However, we are unable to predict at this time, the potential effects, if any, that any future environmental initiatives may have on our business.

Our business, operations and timelines for pursuing entitlements, property sales and distributions of proceeds could be adversely affected by the Coronavirus pandemic.

The global health crisis caused by the novel coronavirus (“COVID-19”) pandemic and its resurgences has and may continue to negatively impact economic activity, which, despite progress in vaccination efforts, remains uncertain and cannot be predicted with confidence. The long-term impact of the pandemic on our liquidation plan cannot be predicted at this time, and could depend on numerous factors, including the impact of work-from-home and telemedicine on real property utilization trends, vaccination rates among the population, effectiveness of COVID-19 vaccines and responses by governmental bodies and regulators, including in particular those local authorities that preside over our entitlement process.

Although the Company’s ongoing operations have appeared to recover generally from the effects of the COVID-19 pandemic, the pandemic has resulted and may continue to result in delays in necessary interactions with local authorities and ultimately delays in receiving approvals from such authorities due to limitations in employee resources or forced furlough of government employees. Such effects will likely for the foreseeable future to continue to impact our timeline for pursuing entitlements, selling our properties and making distributions.

Also, the Company’s ability to operate seamlessly and limit any adverse impact on our forecasted Net Asset Value will depend in part on whether any of our key employees are infected by the Coronavirus and become ill from COVID-19.

As the impact of the COVID-19 pandemic on our efforts to secure entitlements evolves, the Company will continue to monitor the impact on the Company and respond appropriately. At this time, however, it is difficult to predict to what degree further disruption might impact the Company’s operations and financial results or how the potential strategic impacts of COVID-19 will affect our entitlement process.

A sustained or further increase in inflation could have an adverse impact on our operating expenses, and higher interest rates could result in lower sales proceeds from future dispositions.

In an effort to control inflation, the Federal Reserve in March 2022 began, has continued, and is expected to continue, to raise interest rates. During periods of increasing interest rates, real estate valuations have generally decreased as a result of rising capitalization rates, which tend to be positively correlated with interest rates. Consequently, prolonged periods of higher interest rates may negatively impact the valuation of our properties and result in lower sales proceeds from future dispositions.

A sustained or further increase in inflation could have an adverse impact on our operating expenses incurred in connection with, among other things, repairs and maintenance, janitorial, utilities, security and insurance. Some of our operating expenses may be recoverable through our lease arrangements. Substantially all of our developed properties are subject to leases in which the tenant reimburses the Company for a portion, all of or substantially all of the costs and/or cost increases for utilities, insurance, repairs, maintenance and real estate taxes. Certain leases provide that the Company is responsible for certain operating expenses. There can be no assurance that our tenants would be able to absorb these expense increases and be able to continue to pay us their portion of operating expenses, capital expenditures and rent. Also, due to rising costs, our tenants may be unable to continue operating their businesses altogether. Alternatively, our tenants may decide to relocate to areas with lower rent and operating expenses. Such adverse impacts on our tenants may cause increased vacancies, which may add pressure to lower rents and increase our expenditures for re-leasing resulting in reduced sale proceeds.

Our common shares are thinly traded and there may not be an active, liquid trading market for our common shares.

Our common shares are thinly traded and have substantially less liquidity than the average trading market for many other publicly traded companies. Thinly traded stocks can be more volatile than stock trading in an active public market. Our stock price has been volatile in the past and several factors could cause the price to fluctuate substantially in the future. These factors include but are not limited to our announcement of developments related to our plan to sell our properties opportunistically (some of which are or may be the subject of enhancement efforts), stock performance of other companies deemed to be peers, news reports of issues related to REITs or other real property owners and the real estate market and market forces generally. Over the past several years, the stock market has experienced a high level of price and volume volatility, and market prices for the stock of many companies, including those in the real estate sector, have experienced wide price fluctuations that have not necessarily been related to operating performance. Our stock price may fluctuate significantly in the future, and these fluctuations may be unrelated to our performance. General market declines or market volatility in the future, especially in the real estate sector of the economy, could adversely affect the price of our common shares, and the current market price may not be indicative of future market prices. There is no guarantee that an active trading market for our common shares will be maintained on Nasdaq, or that the volume of trading will be sufficient to allow for timely trades. Investors may not be able to sell their shares quickly or at the latest market price if trading in our stock is not active or if trading volume is limited. In addition, if trading volume in our common shares is limited, trades of relatively small numbers of shares may have a disproportionate effect on the market price of our common shares. Therefore, our shareholders may not be able to sell their shares at the volume, prices or times that they desire.

If our common shares are delisted from Nasdaq, shareholders may find it difficult to dispose of their shares.

We believe we are currently in compliance with all of our Nasdaq listing requirements. Nevertheless, there are no assurances that we will be able to sustain long-term compliance with Nasdaq's stockholders' equity requirement or minimum bid price requirement for continued listing, particularly as we reduce our overall assets through the distribution of sales proceeds to our shareholders. If we fail to maintain compliance with applicable Nasdaq listing requirements, our common shares may be delisted by Nasdaq involuntarily. In addition, even if we are successful in maintaining compliance with applicable Nasdaq listing requirements, our board of directors may decide that the costs of compliance and the demands of management time and Company resources required to maintain our Nasdaq listing are greater than the benefits received by the Company and its shareholders from being a listed company and that, accordingly, consistent with other cash management and cost reduction measures that we have implemented, we should voluntarily delist from the Nasdaq Capital Market. If our common shares were delisted from Nasdaq voluntarily or involuntarily, trading of our common shares most likely will be conducted in the over-the-counter market on an electronic bulletin Board established for unlisted securities such as OTCQX, OTCBX or OTC Pink which will reduce the market liquidity of our common shares. Delisting may result in lower levels of ownership and trading by institutional shareholders, who are generally guided by quantitative and qualitative investment standards such as market capitalization, minimum share price and liquidity, which in turn often produces lower trading volumes and reduced liquidity. As a result, an investor would find it more difficult to dispose of, or obtain accurate quotations for the price of, our common shares. Also, many brokers will not allow customers to hold non-listed securities in managed accounts or place restrictions which inhibit holding or trading, and it is generally understood that brokers will not recommend non-listed securities to retail clients, perhaps not as official policy but rather as a practical reality. We cannot assure you that our common shares, if delisted from Nasdaq voluntarily, or if they would be delisted involuntarily by Nasdaq, will be listed on another national securities exchange or quoted on an over-the counter quotation system.

We do not anticipate making distributions other than distributions from property dispositions or of liquidation proceeds.

We have not paid any dividends other than the following special dividends/distributions:

- June 15, 2016- A special distribution of \$9.25 per share.
- September 15, 2016- A special distribution of \$1.50 per share.
- July 7, 2017 – A special distribution of \$1.00 per share.

We have a history of operating losses and we anticipate operating losses in the future. There can be no guarantee that we will have income to distribute other than proceeds from the sale of properties or of the Company, and we may not make any dividends or distributions in the future other than distributions of proceeds on the sale of the Company or any of our assets.

The value of our medical office park may be affected by factors in the healthcare industry.

Approximately 31,400 square feet of our rentable space and approximately 33% of our gross revenues for 2023 was attributable to our medical office property. The medical office property is subject to various operating risks common to the healthcare industry, many of which are beyond our control, including the following:

- competition from other medical properties in our markets;
- over-building of medical parks in our markets, which adversely affects occupancy and revenues at our properties;
- hospitals servicing the local markets increasing their interest in employing private practitioners or increasing their real estate portfolio of medical office space for rent or real estate/medical practice related joint ventures;
- reductions in medical reimbursements from Medicaid and Medicare which directly impact private practitioners;
- unknown or unidentified adverse consequences from the recent federal healthcare legislation on private practitioners will adversely affect our medical properties in the form of rent rates and tenant reimbursements; and
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances.

Investment in medical parks is capital intensive.

Our medical properties require periodic capital expenditures and renovation to remain competitive. Maintaining our occupancy upon renewals or locating new tenants may require rent concessions, tenant improvements or a combination of both. Additionally, the recent federal healthcare legislation has caused some medical professionals to increase their space requirements. Our ability to relocate our tenants into more suitable space within our medical parks may be limited due to the size of the suites currently vacant and the willingness of tenants to relocate within the building. Our ability to fund capital expenditures may be limited.

Federal health care legislation has affected medical office real estate.

Our tenants in our Cortlandt Manor property are healthcare service providers. The healthcare industry is currently experiencing rapid regulatory changes and uncertainty; changes in the demand for and methods of delivering healthcare services; changes in third-party reimbursement policies; expansion of insurance providers into patient care; continuing pressure by private and governmental payors to reduce payments to providers of services; and increased scrutiny of billing, referral and other practices by governmental authorities. These factors may adversely affect the economic performance of some or all of our medical office tenants and, in turn, our performance.

Our tenants are also subject to extensive federal, state, and local licensure laws, regulations and industry standards governing business operations, the physical plant and structure, patient rights and privacy and security of health information. Our tenants' failure to comply with any of these laws could result in loss of licensure, denial of reimbursement, imposition of fines or other penalties, suspension or exclusion from the government sponsored Medicare and Medicaid programs, loss of accreditation or certification, or closure of the facility. In addition, efforts by third-party payors, such as the Medicare and Medicaid programs and private insurance carriers, including health maintenance organizations and other health plans, impose greater discounts and more stringent cost controls upon healthcare provider operations (through changes in reimbursement rates and methodologies, discounted fee structures, the assumption by healthcare providers of all or a portion of the financial risk or otherwise). Our tenants may also face significant limits on the scope of services reimbursed and on reimbursement rates and fees, all of which could impact their ability to pay rent or other obligations to us.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in the portfolio in response to changing economic, financial and investment conditions is limited.

The real estate market is affected by many factors that are beyond our control, including:

- adverse changes in international, national, regional and local economic and market conditions;

- changes in interest rates and in the cost and terms of debt financing;
- absence of liquidity in credit markets which limits the availability and amount of debt financing;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;
- the ongoing need for capital improvements, particularly in older structures;
- changes in operating expenses; and
- civil unrest, acts of God, including earthquakes, floods and other natural disasters, and acts of war or terrorism, including the consequences of the terrorist acts, such as those that occurred on September 11, 2001.

We are subject to risks stemming from the New York State budgets.

Our industrial park borders Stony Brook University and our leases with the University, including leases with the University's affiliates, represent over 22% of our overall rentable space. The New York State budget puts additional pressure on Stony Brook University, part of the State University of New York system, to cut costs. Many of our tenants service the local area and may be adversely affected by a reduction in business from Stony Brook University. Stony Brook University and its affiliates currently have three leases with Gyrodyne comprising approximately 34,000 square feet and \$714,000 in annual rental revenue.

Geographic concentration of our properties will make our business vulnerable to economic downturns in the New York metropolitan area.

All our remaining properties are located in the New York metropolitan area, specifically Northern Westchester and eastern Long Island. Economic conditions in these locations will significantly affect our revenues and the value of our properties. Business layoffs or downsizing, industry slowdowns, changing demographics, the COVID-19 pandemic and other similar factors may adversely affect the economic climate in these areas. Any resulting oversupply or reduced demand for space in the New York metropolitan area would therefore have a disproportionate negative impact on our revenues.

We are subject to risks associated with renovations and capital improvements.

Our properties have an ongoing need for renovations and other capital improvements, including replacement of HVAC systems, parking lots, and other structural items. Tenants often require us to make periodic capital improvements as a condition of renewing leases. Capital improvements and renovation projects may give rise to the following risks:

- possible environmental problems;
- construction cost overruns and delays;
- a possible shortage of available cash to fund capital improvements and the related possibility that financing for these capital improvements may not be available to us on affordable terms; and
- uncertainties as to market demand or a loss of market demand after capital improvements have begun.

The costs associated with capital improvements on our properties could adversely affect our financial condition.

Cybersecurity risks and cyber incidents may adversely affect our business by causing a disruption to our operations, a compromise or corruption of our confidential information, and/or damage to our tenant and other business relationships, all of which could negatively impact our financial condition.

A cyber incident is considered to be any adverse event that threatens the confidentiality, integrity or availability of our information resources. These incidents may be an intentional attack or an unintentional event and could involve gaining unauthorized access to our information systems for purposes of misappropriating assets, stealing confidential information, corrupting data or causing operational disruption. The result of these incidents may include disrupted operations, misstated or unreliable financial data, liability for stolen assets or information, increased cybersecurity protection and insurance costs, litigation and damage to our tenant and investor relationships. As our reliance on technology has increased, so have the risks posed to our information systems, both internal and those we have outsourced. There is no guarantee that any processes, procedures and internal controls we have implemented or will implement will prevent cyber intrusions, which could have a negative impact on our financial condition, operations, tenant and other business relationships or confidential information.

Our mortgage indebtedness could adversely impact the value of our shareholders' investment if the value of the property securing the debt falls or if we are forced to refinance the debt during adverse economic conditions.

The Company secured a non-revolving credit line for up to \$3,000,000 (the "Original Line") with a bank, which closed on March 21, 2018. The original line included an interest only phase. On April 30, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$2,200,000. During the Permanent Phase, the Company is paying interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on April 30, 2028. The outstanding balance as of December 31, 2023 was \$1,995,916.

To secure access to additional working capital through the final sale date of the Flowerfield industrial buildings, the Company secured a second loan evidenced by a non-revolving business line of credit agreement and promissory note with the Original Line bank for up to \$3,000,000, which closed on January 24, 2019. This loan included an interest only phase. On May 20, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$3,000,000. During the Permanent Phase, the Company pays interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on May 20, 2028. The outstanding balance as of December 31, 2023 was \$2,730,973.

Both lines are secured by approximately 31.8 acres of the Flowerfield Industrial Park including the related buildings and leases. As of December 31, 2023, the Company is in compliance with the loan covenants. The Company anticipates modifying the terms of the loans following the completion of the subdivision so that the loans remain secured by the subdivided industrial park lot only.

On September 15, 2021, the Company, through its subsidiary GSD Cortlandt, LLC ("GSD Cortlandt"), secured a \$4.95 million term loan (the "Mortgage Loan") from Signature Bank, the proceeds of which were used to pay off the previous GSD Cortlandt debt facility of which \$1,050,000 was outstanding. The term of the Mortgage Loan is five years with an option to extend for an additional five years (the "Extension Period"). Until the initial maturity date, the Mortgage Loan bears interest at an annual rate equal to 3.75%. If the maturity date is extended for the Extension Period, the rate of interest on the Mortgage Loan will adjust and be fixed for the Extension Period to the greater of (i) 3.75% or (ii) 275 basis points in excess of the weekly average yield on United States Treasury Securities adjusted to a constant maturity of five years as most recently made available by the Federal Reserve Board as of thirty days prior to the first day of the Extension Period. The Mortgage Loan will be paid in monthly installments of principal and interest calculated on the basis of a thirty-year amortization schedule. If the maturity date is extended for the Extension Period, the amount of each monthly installment will be recalculated for the Extension Period based on the adjusted interest rate on the Mortgage Loan and an amortization schedule of twenty-five years. The lender has the right, but not the obligation, to decline to extend the term of the Mortgage Loan if the loan to value ratio of the property is greater than seventy percent (70%), or the property does not support a debt service coverage ratio (as calculated by the lender) of at least 1.3 to 1, in each case on the date the extension is exercised. GSD Cortlandt also is responsible for all fees and expenses associated with the extension including, but not limited to, the lender's reasonable legal fees, an inspection fee in the amount of \$150, and a tax service fee.

The Mortgage Loan may be prepaid in whole or in part, at any time, provided the borrower (GSD Cortlandt) pays the bank with each prepayment a prepayment fee equal to (i) during the first loan year and, if applicable, the first loan year of the Extension Period, five percent of the amount of such prepayment; (ii) during the second loan year and, if applicable, during the second loan year of the Extension Period, four percent of the amount of such prepayment; (iii) during the third loan year and, if applicable, during the third loan year of the Extension Period, three percent of the amount of such prepayment; (iv) during the fourth loan year and, if applicable, during the fourth loan year of the Extension Period, two percent of the amount of such prepayment; and (v) during the fifth loan year and, if applicable, during the fifth loan year of the Extension Period, one percent of the amount of such prepayment. There will be no prepayment fee for any prepayment made during the sixty-day period immediately preceding the initial maturity date or the last sixty days of the Extension Period. All prepayments must include accrued and unpaid interest through the date of prepayment. If the Cortlandt Manor property is sold to a bona fide third-party purchaser within the initial two years of the term of the Mortgage Loan, the prepayment fee to be paid upon repayment of the Mortgage Loan in full will be reduced by fifty percent. The outstanding balance as of December 31, 2023 was \$4,754,180.

On March 12, 2023, Signature Bank was closed by the New York State Department of Financial Services, which appointed the Federal Deposit Insurance Corporation (the "FDIC") as receiver. To protect depositors, the FDIC transferred all the deposits and substantially all of the assets of Signature Bank to Signature Bridge Bank, N.A., a full-service bank that will be operated by the FDIC as it markets the institution to potential bidders. On March 12, 2023, the Company had approximately \$61,000 on deposit and approximately \$97,000 in a real estate tax escrow account (escrow balance will not exceed approximately \$109,000) at Signature Bank. Based upon the announcement on March 12, 2023, from the U.S. Department of the Treasury, the U.S. Federal Reserve and the FDIC that all depositors of Signature Bank would have access to all of their deposits and the fact that the amount on deposit is below the \$250,000 cap on FDIC deposit insurance, the Company expects to have access to all of its cash on deposit at Signature Bank. On December 14, 2023, the FDIC transferred the Mortgage Loan to SIG CRE 2023 Venture LLC, which is now the holder of the Mortgage Loan. There are no undrawn amounts under the Mortgage Loan.

The Mortgage Loan is secured by the Cortlandt Manor property located at 1985 Crompond Road (5.01 acres).

On December 27, 2023, the Company, through its subsidiaries GSD Cortlandt, LLC (“GSD Cortlandt”) and Buttonwood Acquisition, LLC (“Buttonwood”), secured a term mortgage loan (the “Mortgage Loan”) in the principal amount of \$1,500,000 with LLYR Resources, LLC. The net proceeds of the Mortgage Loan will be used for general working capital. The Mortgage Loan is unconditionally and irrevocably guaranteed by the Company. The term of the Mortgage Loan is two years. Until the maturity date, the Mortgage Loan bears interest at a floating interest rate of 1.5% per annum in excess of the Wall Street Prime Rate, with such interest payable monthly, which may be prepaid, in whole or in part, at any time, without payment of a prepayment fee.

The Mortgage Loan is secured by a first mortgage in the amount of \$1,500,000 on the interests of GSD Cortlandt in 1989 Crompond Road and 1987 Crompond Road in Cortlandt Manor, New York, and the interests of Buttonwood in 206 Buttonwood Avenue and certain vacant land off of Buttonwood Road in Cortlandt Manor, New York.

Changes in federal tax law could adversely affect the tax treatment of distributions to our shareholders.

Legislative, regulatory or administrative changes could be enacted or promulgated at any time, either prospectively or with retroactive effect, and may adversely affect the Company and our shareholders. Gyrodyne is not subject to an entity level income tax but rather is treated as a partnership for tax purposes, with its items of income, gain, deduction, loss and credit being reported on the Company’s information return, on Form 1065, and allocated annually on Schedule K-1 to our shareholders pro rata. Tax legislation informally known as the Tax Cuts and Jobs Act of 2017 (the “2017 Tax Cuts and Jobs Act”) was signed into law on December 22, 2017, generally effective for taxable years beginning on or after January 1, 2018. In addition to modifying income tax rates for individuals and corporations, the 2017 Tax Cuts and Jobs Act made certain changes to the tax treatment for pass-through entities, such as Gyrodyne.

Loss of key management personnel.

Our success depends to a significant extent upon the continuing efforts of Gary Fitlin, our Chief Executive Officer and Chief Financial Officer, and Peter Pitsiokos, our Chief Operating Officer. We have programs in place that have been designed to motivate, reward and retain such executive officers, including employment agreements and our Retention Bonus Plan. Nevertheless, the loss or unavailability of either of our executive officers due to retirement, resignation, COVID-19 or otherwise could have a material adverse effect on our business, financial condition and results of operations in general, and our efforts to position our properties to maximize values and distributions to shareholders in particular, if we are unable to retain our executive officers.

Item 1B. Unresolved Staff Comments.

None

Item 1C. Cybersecurity

Risk Management and Strategy

We recognize the critical importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data.

Managing Material Risks & Integrated Overall Risk Management

We have strategically integrated cybersecurity risk management into our broader risk management framework to promote a company-wide culture of cybersecurity risk management. This integration ensures that cybersecurity considerations are an integral part of our decision-making processes at every level. Our management team works closely with our IT service provider to continuously evaluate and address cybersecurity risks in alignment with our business objectives and operational needs.

Oversee Third-party Risk

Because we are aware of the risks associated with third-party service providers, we have implemented stringent processes that isolate the Company’s financial and operating records from any other systems including email and other internet applications.

Item 2. Properties.

The executive office of the Company is located at 1 Flowerfield, Suite 24, St. James, New York and consists of approximately 3,256 square feet.

Real Estate Investments

The Company owns a 63-acre property located in St. James, in the Town of Smithtown on the North Shore of Suffolk County, Long Island, New York. The property currently has 127,220 square feet of rental space and is approximately 85% occupied by 32 tenants. In addition, the Company owns a medical office park which consists of five buildings located in Cortlandt Manor, New York, just outside the city of Peekskill, New York. The property has 31,421 square feet of rental space and is currently 92% occupied by 3 tenants.

During 2023 and 2022, land entitlement costs incurred were approximately \$449,100 and \$315,500, respectively. The Company continues to believe the pursuit of entitlements will increase the development flexibility of our properties.

Following the Merger, effective September 1, 2015, the Company adopted the liquidation basis of accounting and therefore reports the land and buildings on the Consolidated Statement of Net Assets at net realizable value. The net realizable value on December 31, 2023 is estimated to be \$53,780,000. This value includes some but not all of the increase in value the Company believes is achievable from enhancement efforts.

The average age of the buildings on our properties is approximately 63 years at Flowerfield and 33 years at Cortlandt Manor. All facilities continually undergo maintenance repair cycles for roofs, paved areas, and building exteriors. The general condition of internal infrastructure, HVAC, electrical and plumbing is considered average for facilities of this age. The grounds feature landscaping, are neatly groomed and well maintained.

There are four buildings in the Flowerfield Industrial Park with rental unit sizes ranging from 140 to 26,573 square feet. Given the location and size of rental units, the Flowerfield Industrial Park attracts tenants ranging in size from Stony Brook University and the Stony Brook University Hospital to many smaller companies that are not dependent on extensive material or product handling. In the five buildings located in the Cortlandt Medical Center, the rental size units range from 1,253 to 3,943 square feet and consist primarily of medical professionals.

The Company maintains liability umbrella policies and has insured certain buildings and rent receipts predicated on an analysis of risk, exposure and loss history. It is management’s opinion that the premises are adequately insured.

The following table sets forth certain information as of December 31, 2023 for each of the properties:

Property	Rentable Square Feet	Percent Leased	Annual Base Rent	Annual Base Rent Per Leased SQ. FT.	Number Of Tenants	Number Of Tenants Who Occupy 10% Or More Of Rentable Sq. Ft.
Flowerfield Industrial Park	127,220	85%	\$ 1,659,800	\$ 15.37	32	2
Cortlandt Medical Center	31,421	92%	\$ 938,300	\$ 32.57	3	2
All Locations	158,641	86%	\$ 2,598,100	\$ 18.99	35	3

The following table sets forth scheduled lease expirations on the properties as of December 31, 2023:

Fiscal Year End	Number of Leases Expiring	Square Feet Expiring	Total Annual Rent	% of Gross Annual Rental Revenues Represented By Such Leases
2024	15	22,000	\$ 385,000	15.01%
2025	10	40,000	852,000	33.26%
2026	7	33,000	892,000	34.83%
2027	6	13,000	142,000	5.55%
2028	3	6,000	77,000	3.01%
Thereafter	2	19,000	214,000	8.34%

The properties are located in St. James and Cortlandt Manor, both of which are in New York State. In June 2017, the Company filed a subdivision application for the Flowerfield property along with the previously sold catering facility totaling approximately 74 acres with the Town of Smithtown. Additionally, the Company filed an application with the Town of Cortlandt Manor on the development of that property on March 31, 2017 (see, "Property Value Enhancement", above).

Item 3. Legal Proceedings.

Putative Class Action Lawsuit

On August 14, 2015, the Company entered a Stipulation of Settlement (the "Settlement") providing for the settlement of a putative class action lawsuit against the Company and certain related parties. Under the Settlement, Gyrodyne agreed that any sales of its properties would be effected only in arm's-length transactions at prices at or above their appraised values as of 2014.

The 2014 aggregate appraised value for our properties was approximately \$100,000 higher than the 2013 aggregate appraised value for such properties. As of December 31, 2023, the aggregate appraised value of our remaining unsold properties exceeded the respective 2014 aggregate appraised value for such properties. See, "Risk Factors – Stipulation of Settlement prohibits us from selling our remaining properties at prices below the December 2014 appraised values".

Article 78 Proceeding

On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties commenced a special proceeding (the "Article 78 Proceeding"), against the Town of Smithtown and certain other parties, including the Company, seeking to annul the Town of Smithtown Planning Board's (the "Planning Board") determinations relating to the Flowerfield Subdivision Application. The Proceeding was commenced by the filing of a petition (the "Petition") in the Supreme Court of the State of New York, Suffolk County, pursuant to Article 78 of New York's Civil Practice Law and Rules ("Article 78"). Specifically, the Petition seeks to annul the Planning Board's (i) approval of a findings statement, pursuant to the SEQRA, dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the application for preliminary approval to divide the Flowerfield property into eight lots (the "Flowerfield Subdivision Application"), and (ii) preliminary approval on March 30, 2022, of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. The Company and the Town of Smithtown are vigorously defending the Planning Board's determinations against the Petition. In June 2022, Gyrodyne and the Town of Smithtown filed motions to dismiss the Petition. During the third quarter, the Article 78 Proceeding was re-assigned to a different judge for the second time. On February 6, 2024, the Supreme Court of the State of New York, Suffolk County issued an order (the "Order"), denying the Motions in part and granting them in part. Specifically, the Order (i) denied the Motions as to three individual Petitioners and the St. James-Head of the Harbor Neighborhood Preservation Coalition, Inc., (ii) granted the Motions as to the remaining twenty (20) individual Petitioners and the Village of Head of the Harbor, (iii) denied the branch of Gyrodyne's motion alleging that Petitioners failed to state a claim, and (iv) requires Gyrodyne to serve an answer within twenty (20) days of service of the Order. The parties will submit their respective briefs on the merits of the remaining Petitioners' contentions after which we believe the Court will render a decision.

General

In addition to the foregoing, in the normal course of business, Gyrodyne is a party to various legal proceedings. After reviewing all actions and proceedings pending against or involving Gyrodyne, management considers that any loss resulting from such proceedings individually or in the aggregate will not be material to Gyrodyne's financial condition or results of operations.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

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

Market information

The Company’s common shares began trading on the Nasdaq Capital Market under the symbol “GYRO” beginning September 1, 2015. Prior to the Merger, the Corporation’s common shares (symbol: “GYRO”) were traded in the Nasdaq Capital Market, the principal market from June 10, 1948. The Company believes it is currently in compliance with all of its Nasdaq listing requirements. See, “Ris-Factors -- *If our common shares are delisted from Nasdaq, shareholders may find it difficult to dispose of their shares*”.

Approximate number of equity security holders of record (not including beneficial owners holding shares in street name).

Title of Class	Number of Holders of Record as of March 15, 2024
Common shares of limited liability interests	256

Gyrodyne’s corporate strategy is to enhance the value of Flowerfield and Cortlandt Manor by pursuing entitlement opportunities to provide purchasers increased development flexibility, and by enhancing the value of our leases. The value of the real estate reported in the Statement of Net Assets as of December 31, 2023, includes some but not all of the potential value impact that may result, if any, from such value enhancement efforts. There can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all. Gyrodyne intends to dissolve after it completes the disposition of all of its real property assets, applies the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pays distributions to holders of Gyrodyne common shares.

Future special distribution declarations are at the discretion of the Company. The magnitude and timing of any special distributions will depend on our actual cash flow, proceeds generated from strategic sales of properties, our financial condition, capital requirements and such other factors as the Company deems relevant. The actual cash flow available to pay special distributions will depend on a number of factors including, among others, the factors discussed under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of this Annual Report.

The Company does not have an equity compensation plan for its employees or officers but does have a restricted stock compensation plan for its directors effective November 14, 2023.

On March 12, 2024, the Company issued 625,000 Common Shares in connection with the Company’s rights offering which closed March 7, 2024, at a subscription price of \$8.00 per share, generating gross proceeds of approximately \$5.0 million and net proceeds of approximately \$4.4 million.

Sale of Unregistered Securities

None.

Equity Compensation Plan Information

The Gyrodyne, LLC Restricted Stock Award Plan (the “Stock Plan”) was approved by the Board on September 5, 2023 and by the shareholders of the Company on October 12, 2023 and became effective on October 12, 2023. Under the Stock Plan, the Company issued to the former director participants in the Retention Bonus Plan (the “Bonus Plan”), in exchange for the waiver and forfeiture of their Bonus Plan benefits, an aggregate of 91,628 Gyrodyne shares, subject to vesting, effective November 14, 2023 (*See Restricted Stock Plan Under the 2023 Transactions above*).

Issuer Purchases of Equity Securities

None.

Item 6. Selected Financial Data.

Not applicable.

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

Cautionary Statement Concerning Forward-Looking Statements

The statements made in this Form 10-K, other materials the Company has filed or may file with the Securities and Exchange Commission, in each case that are not historical facts, contain “forward-looking information” within the meaning of the Private Securities Litigation Reform Act of 1995, and Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, both as amended, which can be identified by the use of forward-looking terminology such as “may,” “will,” “anticipates,” “expects,” “projects,” “estimates,” “believes,” “seeks,” “could,” “should,” or “continue,” the negative thereof, and other variations or comparable terminology as well as statements regarding the evaluation of strategic alternatives and liquidation contingencies. These forward-looking statements are based on the current plans and expectations of management and are subject to a number of risks and uncertainties that could cause actual results to differ materially from those reflected in such forward-looking statements. Such risks and uncertainties include, but are not limited to, risks and uncertainties relating to our efforts to enhance the values of our remaining properties and seek the orderly, strategic sale of such properties as soon as reasonably practicable, risks associated with the Article 78 Proceeding against the Company and any other litigation that may develop in connection with our efforts to enhance the value of and sell our properties, ongoing community activism, risks associated with proxy contests and other actions of activist shareholders, risk related to the recent banking crisis and closure of two major banks (including one with whom we indirectly have a mortgage loan), regulatory enforcement, risks inherent in the real estate markets of Suffolk and Westchester Counties in New York, the potential residual effects of the COVID-19 pandemic, the risk of inflation, rising interest rates, recession and supply chain constraints or disruptions, and other risks detailed from time to time in the Company’s SEC reports. These and other matters the Company discusses in this Report, or in the documents it incorporates by reference into this Report, may cause actual results to differ from those the Company describes. The Company assumes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

New factors emerge from time to time, and it is not possible for us to predict which factors will affect future results. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. In particular, it is difficult to fully assess the impact of the residual effects of the COVID-19 pandemic, the risk of inflation, rising interest rates, the banking crisis and possible recession at this time. The Company assumes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Overview

When we use the terms “Gyrodyne,” the “Company,” “we,” “us,” and “our,” we mean Gyrodyne, LLC and all entities owned or controlled by us, including non-consolidated entities. References to “common shares” in this report refer to Gyrodyne, LLC’s common shares representing limited liability company interests. We operate as a fully integrated, self-administered and self-managed real estate company focused on pursuing entitlements, owning, leasing and managing medical, commercial and industrial real estate. Our tenants include unrelated diversified entities with a recent emphasis on medical office parks and industrial properties. Our properties are located in Suffolk and Westchester counties in New York, which are characterized by strong real estate markets.

As of December 31, 2023, the consolidated portfolio includes two developed properties, consisting of 9 buildings with an aggregate of 158,641 rentable square feet. The Company also owns undeveloped land parcels adjacent to developed properties for which alternative entitlement plans are currently being considered in order to increase development flexibility of the relevant primary property.

Factors Which May Influence Future Operations

Our operating focus is on maximizing cashflows and market value of our operating properties while we are securing entitlements with the objective of increasing development flexibility with respect to our remaining properties and maximizing distributions to our shareholders as soon as reasonably practicable. As of December 31, 2023, our properties were 86% leased to 35 tenants. As of December 31, 2022, our properties were 85% leased to 37 tenants.

Our leasing strategy for 2024 includes focusing on leasing vacant space, negotiating early renewals for leases scheduled to expire through 2025 and identifying new tenants or existing tenants seeking additional space.

Lease Expirations

The following is a summary of lease expirations and related revenues of leases in place on December 31, 2023. This table assumes that none of the tenants' exercise renewal options or early termination rights, if any, at or prior to the scheduled expirations:

Fiscal Year End	Number of Leases Expiring	Square Feet Expiring	Total Annual Rent	% of Gross Annual Rental Revenues Represented By Such Leases
2024	15	22,000	\$ 385,000	15.01%
2025	10	40,000	852,000	33.26%
2026	7	33,000	892,000	34.83%
2027	6	13,000	142,000	5.55%
2028	3	6,000	77,000	3.01%
Thereafter	2	19,000	214,000	8.34%

The success of our leasing strategy will be dependent upon the general economic conditions and more specifically real estate market conditions and trends in the United States and in our target markets of Suffolk and Westchester Counties in New York. We cannot give any assurance that leases will be renewed or that available space will be re-leased at rental rates equal to or above the current contractual rental rates.

We actively manage the renewal process. Historically, this has resulted in a very low turnover rate with our tenants. As a result, the Company continues to actively manage lease termination dates and often approaches tenants up to one year in advance to gauge renewal interest and negotiate related leases. Where a termination is likely, the Company begins marketing the property prior to termination to timely identify the market rent for the specific space, expected vacancy period and market demanded tenant concessions and incentives.

The Company may offer tenant concessions in the form of rent abatements rather than tenant improvements to maximize its working capital position. However, tenant improvement incentives may be offered in certain cases where concessions are not effective in meeting the demands of the existing or prospective tenant.

The Company has approximately 15% of its annual leasing revenue up for renewal in 2024, which is the same as the leases up for renewal in 2023. General economic conditions, coupled with rental markets in which we operate, will dictate how rental rates on new leases and renewals will compare, favorably or unfavorably, to those leases that were signed in 2023.

Critical Accounting Policies

Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pay distributions to holders of Gyrodyne common shares. Therefore, effective September 1, 2015 Gyrodyne adopted the liquidation basis of accounting. This basis of accounting is considered appropriate when, among other things, liquidation of the entity is "imminent", as defined in ASC 205-30, Presentation of Financial Statements Liquidation Basis of Accounting. Under the LLC Agreement, the Board may elect, in its sole discretion and without any separate approval by shareholders, to dissolve the Company at any time the value of the Company's assets, as determined by the Board in good faith, is less than \$1 million. The LLC Agreement also provides that the Company will dissolve, and its affairs wound up upon the sale, exchange or other disposition of all the real properties of the Company. As a result, liquidation is "imminent" in accordance with the guidance provided in ASC 205-30.

Principles of consolidation - The consolidated financial statements include the accounts of Gyrodyne and all subsidiaries. All consolidated subsidiaries are wholly owned. All inter-company balances and transactions have been eliminated.

Basis of Presentation - Liquidation Basis of Accounting – Under the liquidation basis of accounting the consolidated balance sheet and consolidated statements of operations, equity, comprehensive income and cash flows are no longer presented. The consolidated statements of net assets and changes in net assets are the principal financial statements presented under the liquidation basis of accounting.

Under the liquidation basis of accounting, all the Company's assets have been stated at their estimated net realizable value, or liquidation value, (which represents the estimated amount of cash that Gyrodyne will collect on the disposal of assets as it carries out the plan of liquidation), which is based on independent third-party appraisals, estimates and other indications of sales value. All liabilities of the Company, including those estimated costs associated with implementing the plan of liquidation, have been stated at their estimated settlement amounts. These amounts are presented in the accompanying statements of net assets. These estimates are periodically reviewed and adjusted as appropriate. There can be no assurance that these estimated values will be realized. Such amounts should not be taken as an indication of the timing or amount of future distributions or our actual dissolution. The valuation of assets at their net realizable value and liabilities at their anticipated settlement amount represent estimates, based on present facts and circumstances, of the net realizable value of the assets and the costs associated with carrying out the plan of liquidation. The actual values and costs associated with carrying out the plan of liquidation may differ from amounts reflected in the accompanying consolidated financial statements because of the plan's inherent uncertainty. These differences may be material. In particular, the estimates of our costs will vary with the length of time necessary to complete the plan of liquidation, which is currently anticipated to be completed by December 31, 2025.

The Company is in the process of pursuing entitlements and density approvals, and our ability to obtain required permits and authorizations is subject to factors beyond our control, including environmental concerns of governmental entities, community groups and purchasers. The process has involved extensive analysis at the government entity level, as well as between government entities such as town planning departments and Gyrodyne and or purchasers, and will continue up until such time as entitlement and density decisions are made by the relevant government entities. The Company hopes to secure favorable decisions on entitlements, and density so that we can then seek the sale of our remaining properties with increased development flexibility. Any deviation in use or density between what we are pursuing in our entitlement efforts and what is ultimately permitted could have a material impact on value.

On March 30, 2022, the Town of Smithtown Planning Board (the “Planning Board”) unanimously granted Gyrodyne’s application for preliminary approval to divide the Flowerfield property into eight lots, subject to certain conditions (the “Flowerfield Subdivision Application”). On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties commenced a special proceeding (the “Article 78 Proceeding”) against the Town of Smithtown and certain other parties, including the Company, seeking to annul the Planning Board’s determinations relating to the Flowerfield Subdivision Application. The Article 78 Proceeding was commenced by the filing of a petition (the “Petition”) in the Supreme Court of the State of New York, Suffolk County, pursuant to Article 78 of New York’s Civil Practice Law and Rules (“Article 78”). Specifically, the Petition seeks to annul the Planning Board’s (i) approval of a findings statement, pursuant to the SEQRA, dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the Flowerfield Subdivision Application, and (ii) preliminary approval on March 30, 2022, of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. The Company and the Town of Smithtown are vigorously defending the Planning Board’s determinations against the Petition. In June 2022, Gyrodyne and the Town of Smithtown filed motions to dismiss the Petition. During the third quarter, the Article 78 Proceeding was re-assigned to a different judge for the second time. On February 6, 2024, the Supreme Court of the State of New York, Suffolk County issued an order (the “Order”), denying the Motions in part and granting them in part. Specifically, the Order (i) denied the Motions as to three individual Petitioners and the St. James-Head of the Harbor Neighborhood Preservation Coalition, Inc., (ii) granted the Motions as to the remaining twenty (20) individual Petitioners and the Village of Head of the Harbor, (iii) denied the branch of Gyrodyne’s motion alleging that Petitioners failed to state a claim, and (iv) requires Gyrodyne to serve an answer within twenty (20) days of service of the Order. The parties will submit their respective briefs on the merits of the remaining Petitioners’ contentions after which we believe the Court will render a decision.

The Article 78 Proceeding could take an additional six months or more for a decision given the impact the pandemic has had on the court system with additional time needed for an appeal, if one is filed. Nevertheless, the Company remains confident that the process of negotiating purchase agreements, securing final subdivision approval and final unappealable site plan approval and consummating the sale of our properties will culminate by year-end 2025, although there can be no assurance that the Company and the Town of Smithtown will be successful in the defense of the Planning Board’s determinations against the Petition or that other factors beyond our control (i.e., potential contract contingencies including site plan approval (excluding the existing industrial buildings situated on two separate lots which can be sold together or separately upon the resolution of the Article 78 Proceeding and the conclusion of the subdivision, without any site plan approvals)) will necessitate an extension of the timeline.

The Flowerfield subdivision will remain subject to the Article 78 Proceeding unless Gyrodyne and the Town of Smithtown prevail in their defense of the Planning Board’s determinations against the Petition. Nevertheless, the Company will continue its efforts to identify one or more purchasers for Flowerfield and execute purchase agreements, and it is unclear at this time what impact, if any, the Article 78 Proceeding will have on such efforts.

Various other factors will continue to impact the timeline to achieve final approvals, including the backlog of land use applications, labor shortages and environmental concerns. Nevertheless, although there can be no assurances, the Company believes, for Flowerfield, subdivision approval will be received in mid-2024, and for Cortlandt Manor, contingent on the timing for entering contracts (which we anticipate will include closing terms conditioned upon receiving site plan approval), the subdivision and site plan approval could be received by mid-2025 and that we will generally be able to seek to identify purchasers for such properties after subdivision approval is received. The Company believes that standard market terms for real property transactions in both Cortlandt Manor and the Town of Smithtown would include final subdivision approval, final unappealable site plan approval and the resolution of the Article 78 Proceeding as conditions to closing.

Based on the aforementioned factors, the Company believes the process of negotiating purchase agreements, securing final approvals and consummating the sale of our properties will culminate by year-end 2025. The Company intends to aggressively market its properties and negotiate contracts in an effort to complete the process as soon as practicable with the ultimate timeline being largely dependent on factors outside the Company's control, and therefore there can be no assurance that the Company will be able to meet such earlier timeline or even our formal stated deadline of December 2025.

The Company's assumptions and estimates (including the sales proceeds of all its real estate holdings, selling costs, retention bonus payments, rental revenues, rental expenses, capital expenditures, land entitlement costs, litigation fees, general and administrative fees, director and officer liability and reimbursement, post liquidation insurance tail coverage policy and final liquidation costs) are based on completing the liquidation by December 31, 2025. As previously stated, on an ongoing basis, Gyrodyne evaluates the estimates and assumptions that can have a significant impact on the reported net assets in liquidation and will update relevant information accordingly for any costs and value associated with a change in the duration of the liquidation, as we cannot give any assurance on the timing of the ultimate sale of all the Company's properties.

Management Estimates – In preparing the consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") and the liquidation basis of accounting, management is required to make estimates and assumptions that affect the reported amounts of assets, including net assets in liquidation, and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of receipts and expenditures for the reporting period. Actual results could differ from those estimates.

Cash equivalents - The Company considers all certificates of deposits, money market funds, treasury securities and other highly liquid debt instruments purchased with short-term maturities to be cash equivalents.

Allowance for doubtful accounts – Rent receivable is carried at net realizable value. Management makes estimates of the collectability of rents receivable. Management specifically analyzes receivables and historical bad debts, tenant concentrations, tenant creditworthiness, current economic trends and changes in tenant payment patterns when evaluating the adequacy of the allowance for doubtful accounts.

Fair Value Measurements – The Company believes the concepts for determining net realizable value are consistent with the guidance for measuring fair value. As a result, the Company follows the guidance of FASB Accounting Standards Codification, *Fair Value Measurements and Disclosures* to determine the fair value of financial and non-financial instruments. The guidance defines fair value, establishes a hierarchy framework for measuring fair value and expands disclosures related to the fair value. The guidance establishes a hierarchy breaking down observable and unobservable inputs into three levels: Level 1 – observable inputs in an active market on or around the measurement date, Level 2 – observable inputs that are based on prices not quoted on active markets but corroborated by market data and Level 3 – unobservable inputs utilized when no other data is available.

Estimated Distributions per Share – Under the liquidation basis of accounting, the Company reports estimated distributions per share data by dividing net assets by the number of shares outstanding.

New accounting pronouncements - Management has evaluated the impact of newly issued accounting pronouncements, whether effective or not as of December 31, 2023, and has concluded that they will not have a material impact on the Company's consolidated financial statements since the Company reports on a liquidation basis.

Discussion of the Statement of Net Assets

Net assets as of December 31, 2023 and December 31, 2022 would result in estimated liquidating distributions of \$30,721,034 and \$30,367,499, or approximately \$19.51 and \$20.48 per common share, respectively, based on 1,574,308 and 1,482,680 shares outstanding, respectively (*See Subsequent Events for impact of the Rights Offering above*). The increase of \$353,535 is mainly attributable to the reduction in Retention Bonus Plan benefits stemming from the adoption of the Restricted Stock Plan and Amendment 5 of the Retention Bonus Plan (\$3.6 million) (*See 2023 Transactions above*) offset by expenses responding to and resolving a shareholder activism campaign and addressing feedback from shareholders (\$1.2 million), costs net of receipts associated with a one year extension on the timeline (\$1.5 million) and professional fees relating to the rights offering and loan closing fees (\$411,000).

The cash balance at the end of the liquidation period (currently estimated to be December 31, 2025, although the estimated completion of the liquidation period may change), excluding any interim distributions, is estimated based on adjustments for the following items which are estimated through December 31, 2025:

1. The estimated cash receipts from the operation of the Company's properties net of rental property related expenditures as well as costs expected to be incurred to preserve or improve the net realizable value of the property at their estimated gross sales proceeds.
2. Net proceeds from the sale of all the Company's real estate holdings.
3. The general and administrative expenses and or liabilities associated with operations and the liquidation of the Company including severance, director and officer liability coverage including post liquidation tail policy coverage, and financial and legal fees (inclusive of the Article 78 Proceeding) to complete the liquidation.
4. Costs for the pursuit of the entitlement of the Flowerfield and Cortlandt Manor properties.
5. Retention bonus amounts.
6. Principal payments on the Company's credit facilities.

The Company estimates the net realizable value of its real estate assets by using income and market valuation techniques. The Company may estimate net realizable values using market information such as broker opinions of value, appraisals, and recent sales data for similar assets or discounted cash flow models, which primarily rely on Level 3 inputs, as defined under FASB ASC Topic No. 820, Fair Value Measurement. The cash flow models include estimated cash inflows and outflows over a specified holding period. These cash flows may include contractual rental revenues, projected future rental revenues and expenses and forecasted capital improvements and lease commissions based upon market conditions determined through discussion with local real estate professionals and relevant Company experience with its current and previously owned properties. Capitalization rates and discount rates utilized in these models are estimated by management based upon rates that management believes to be within a reasonable range of current market rates for the respective properties based upon an analysis of factors such as property and tenant quality, geographical location, local supply and demand observations. To the extent the Company underestimates or overestimates forecasted cash outflows (capital improvements, lease commissions and operating costs) or overestimates or underestimates forecasted cash inflows (rental revenue rates), the estimated net realizable value of its real estate assets could be overstated or understated.

The Company estimates that it will incur approximately \$1.21 million (included in the consolidated statement of net assets as part of the estimated liquidation and operating costs net of receipts) in land entitlement costs from January 2024 through the end of the liquidation period, currently estimated to conclude on or about December 31, 2025, in an effort to obtain entitlements, including special permits. The Company believes the commitment of these resources will enable the Company to position the properties for sale with all entitlements necessary to maximize the aggregate Flowerfield and Cortlandt Manor property values and resulting distributions. During the year ended December 31, 2023, the Company incurred approximately \$449,000 of land entitlement costs, consisting predominately of engineering fees, legal fees and real estate taxes. The Company believes the remaining balance of \$1.21 million (inclusive of real estate taxes of \$298,000 and regulatory fees of \$373,500) will be incurred from January 2024 through the end of the liquidation period. The Company does not intend to develop the properties but rather positioning the properties for increased development flexibility in the shortest period of time with the least amount of risk to the Company. The costs and time frame to achieve the entitlements could change due to a range of factors including a shift in the value of certain entitlements making it more profitable to pursue a different mix of entitlements and the dynamics of the real estate market. As a result, the Company has focused and will continue to focus its land entitlement efforts on achieving the highest and best use while considering the time and direct and indirect costs necessary to achieve such entitlements. During the process of pursuing such entitlements, the Company may entertain offers from potential buyers who may be willing to pay premiums for the properties that the Company finds more acceptable from a timing or value perspective than completing the entitlement processes itself. The value of the real estate reported in the statement of net assets as of December 31, 2023 includes some but not all of the potential value impact that may result from the land entitlement efforts. There can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all.

Net assets as of December 31, 2023 and December 31, 2022 would result in estimated liquidating distributions of \$30,721,034 and \$30,367,499, or approximately \$19.51 and \$20.48 per common share, respectively, based on 1,574,308 and 1,482,680 shares outstanding, respectively (inclusive of the issuance of shares and net proceeds from the Rights Offering, the December 31, 2023 estimated net assets in liquidation would be \$35,463,133 or \$16.12 per share based on 2,199,308 shares outstanding – *See Subsequent Business Events – Rights Offering*), based on estimates and other indications of sales value which includes some but not all of the potential sales proceeds that may result directly or indirectly from our land entitlement efforts. Some of the additional value that may be derived from the land entitlement efforts is not included in the estimated distributions as of December 31, 2023 and 2022 because the amount of such additional value that may result from such efforts are too difficult to predict with sufficient certainty. The Company believes the land entitlement efforts will ultimately enhance estimated distributions per share through the improved aggregate values (some but not all of which has already been included in the reported value for real estate held for sale) from the sales of the Flowerfield and Cortlandt Manor properties net of the costs to achieve the entitlements and other expenses. This estimate of distributions includes projections of costs and expenses to be incurred during the period required to complete the plan of liquidation. There is inherent uncertainty with these projections, and they could change materially based on the timing of the sales, change in values of the Cortlandt Manor and/or Flowerfield properties (whether market driven or resulting from the land entitlement efforts) net of any bonuses (if such values exceed the minimum values required to pay bonuses under the retention bonus plan), favorable or unfavorable changes in the land entitlement costs, the performance of the underlying assets, the market for commercial real estate properties generally and any changes in the underlying assumptions of the projected cash flows.

The following table summarizes the estimates to arrive at the Net Assets in Liquidation as of December 31, 2023 (dollars are in millions).

December 31, 2023 cash and cash equivalents balance	\$	3.49
Principal payments on loan		(10.98)
Free cash flow from rental operations		2.26 ⁽ⁱ⁾
General and administrative expenses		(5.01) ⁽ⁱⁱ⁾
Land entitlement costs in pursuit of the highest and best use		(1.21)
Gross real estate proceeds		53.78
Selling costs on real estate		(3.23)
Retention bonus plan for directors, officers and employees		(2.10)
Final liquidation and dissolution costs		(1.51) ⁽ⁱⁱⁱ⁾
Other		(4.77) ^(iv)
Net Assets	<u>\$</u>	<u>30.72^(v)</u>

- (i) The Company estimates the cash proceeds from rental operations net commissions and rental costs, inclusive of expenditures to preserve or improve the properties at its current estimated market value will total \$2.26.
- (ii) The general and administrative expenses, excluding final liquidation costs, is estimated to be (\$5.01).
- (iii) The costs represent all anticipated costs to liquidate the Company including D&O tail, severance and professional fees.
- (iv) The Company estimates interest income will be offset by interest expense and the settlement of its working capital accounts resulting in a balance of (\$4.77).
- (v) See Subsequent Events for impact of the Rights Offering.

Discussion of Changes in Net Assets

Gyrodyne's strategy is to enhance the value of Flowerfield and Cortlandt Manor, by pursuing various entitlement opportunities, which the Gyrodyne Board believes will improve the potential of obtaining better aggregate values for such properties as a whole. The pursuit of the highest and best use of Flowerfield and Cortlandt Manor may involve other strategies to manage risk and or enhance the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders. Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pays distributions to holders of Gyrodyne common shares. Therefore, the Company includes in its financial statements the Consolidated Statement of Changes in Net Assets for the years ended December 31, 2023 and 2022, respectively, all of which is discussed below:

Net assets on January 1, 2022	\$	23,027,770
Changes in net assets from January 1 through December 31, 2022:		
Remeasurement of assets and liabilities		(3,803,771)
Change in value of real estate		11,143,500
Total change in net assets		<u>7,339,729^(a)</u>
Net assets on December 31, 2022		<u>30,367,499</u>
Changes in net assets for the year ended December 31, 2023		
Remeasurement of assets and liabilities		243,535
Change in value of real estate		110,000
Total change in net assets		<u>353,535^(b)</u>
Net assets on December 31, 2023	<u>\$</u>	<u>30,721,034^(c)</u>

(a) The increase in net assets in liquidation during 2022 was the result of an increase in real estate value offset by an increase in selling costs and retention bonus payments (both of which are due to the increase in real estate value) as well as an increase in legal fees mainly attributable to the Article 78 proceeding.

(b) The increase in net assets in liquidation during 2023 was the result of the change in the retention bonus plan, adoption of the restricted stock plan and an increase in real estate value offset by a one-year extension in the timeline and an increase in legal fees mainly attributable to shareholder activism.

(c) See Subsequent Business Events for impact of the Rights Offering.

Liquidity and Capital Resources

Cash Flows:

As we pursue our plan to sell our properties strategically, including certain enhancement efforts, we believe that a main focus of management is to effectively manage our net assets through cash flow management of our tenant leases, maintaining or improving occupancy, and enhance the value of the Flowerfield and Cortlandt Manor properties via the pursuit of the associated change in entitlements.

As the Company executes on the liquidation plan, it will review its capital needs and make prudent distribution decisions regarding any excess cash. Upon completion of these activities, Gyrodyne will distribute the remaining cash to its shareholders and then proceed to complete the dissolution of the Company, delist its shares from Nasdaq or other exchange platform and terminate its registration and reporting obligations under the Securities Exchange Act of 1934, as Amended (the “Exchange Act”). Gyrodyne is required to make adequate provisions to satisfy its known and unknown liabilities which could substantially delay or limit its ability to make future distributions to shareholders. The process of accounting for liabilities, including those that are currently unknown or whose amounts are uncertain may involve difficult valuation decisions which could adversely impact the amount or timing of any future distributions.

We generally finance our operations through cash on hand. On March 7, 2024, the Company closed a rights offering resulting in approximately \$4.4 million of net proceeds to the Company, thereby fortifying our cash position to ensure we are operating through a position of strength through the duration of the liquidation to negotiate and enforce purchase agreements and defend our property rights in the Article 78 proceeding and in any other such proceeding that may arise. Furthermore, certain of the Company’s major vendors have agreed to defer payment on 50% of their fees until the first subdivided lot is sold. Additionally, on December 6, 2019, the Company’s Board of Directors approved the Gyrodyne, LLC Nonqualified Deferred Compensation Plan for Employees and Directors (the “DCP”) effective as of January 1, 2020. The plan is a nonqualified deferred compensation plan maintained for officers and directors of the Company. Under the DCP, officers and directors may elect to defer a portion of their compensation to the DCP and receive interest on such deferred payments at a fixed rate of 5% (per annum). All DCP benefits will be paid in a single lump sum cash payment on December 15, 2026, unless a Plan of Liquidation is established for Gyrodyne before the distribution date in which case all benefits will be paid in a single lump sum cash payment after execution of an amendment to terminate the DCP (*See Deferred Compensation Plan above*).

On December 27, 2023, the Company, through its subsidiaries GSD Cortlandt, LLC (“GSD Cortlandt”) and Buttonwood Acquisition, LLC (“Buttonwood”), secured a term mortgage loan (the “Mortgage Loan”) in the principal amount of \$1,500,000 with LLYR Resources, LLC. The net proceeds of the Mortgage Loan will be used for general working capital. The Mortgage Loan is unconditionally and irrevocably guaranteed by the Company. The term of the Mortgage Loan is two years. Until the maturity date, the Mortgage Loan bears interest at a floating interest rate of 1.5% per annum in excess of the Wall Street Prime Rate, with such interest payable monthly, which may be prepaid, in whole or in part, at any time, without payment of a prepayment fee.

The Mortgage Loan is secured by a first mortgage in the amount of \$1,500,000 on the interests of GSD Cortlandt in 1989 Crompond Road and 1987 Crompond Road in Cortlandt Manor, New York, and the interests of Buttonwood in 206 Buttonwood Avenue and certain vacant land off of Buttonwood Road in Cortlandt Manor, New York.

As of December 31, 2023, the Company had cash and cash equivalents totaling approximately \$3.49 million. The Company anticipates that its current cash and cash equivalent balance (plus the net proceeds from the aforementioned Rights Offering of approximately \$4.4 million) will be adequate to fund its process of seeking entitlements and selling assets and subsequent dissolution. The cash will be partially used to fund our efforts to generate the highest values for the Flowerfield and Cortlandt Manor properties while simultaneously pursuing the strategic sale of these properties. The pursuit of the highest values for Flowerfield and Cortlandt Manor may involve other investments and or other strategies to manage risk and or enhance the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders. The Company is estimating and reporting in the consolidated statements of net assets total gross cash proceeds from the sale of its assets of approximately \$53.78 million. Based on the Company’s current cash balance and the above forecast, the Company estimates distributable cash stemming from the liquidation of the Company of approximately \$30.72 million (or \$35.46 million inclusive of the net proceeds from the Rights Offering – *See Subsequent Business Events – Rights Offering*).

The Company’s primary sources of funds are as follows:

- current cash and cash equivalents;
- rents and tenant reimbursements received on our remaining real estate operating assets;
- sale of assets; and

Excluding gross proceeds from the sale of assets, the Company's gross rents and tenant reimbursements net of rental expenses is less than the combined total annual general and administrative costs, capital expenditures and land entitlement costs creating a net use of cash on an annual basis through the liquidation process. The Company believes the cash and cash equivalents plus the proceeds from the sale of assets will exceed the costs to complete the liquidation of the Company. In addition, the Company has and will continue to review operating activities for possible cost reductions and additional capital/credit needs throughout the liquidation process.

Major elements of the Company's cashflows for the year ended December 31, 2023 were as follows:

Operating Cashflows:

- \$3,131,339 in rent and reimbursements.
- (\$1,713,435) in operating costs.
- \$1,417,904 in net operating income.

Nonoperating Cashflows:

- \$1,431,297 in loan proceeds net of expenses.
- (\$60,718) of land entitlement costs incurred for the Cortlandt Manor property.
- (\$388,403) of land entitlement costs incurred for the Flowerfield property.
- (\$192,255) of capital expenditures on the real estate portfolio excluding those costs incurred for land entitlement.
- (\$3,514,348) of corporate expenditures including interest expense.
- (\$199,567) in professional fees relating to the rights offering.
- (\$279,014) of principal payments on our loans.
- \$1,195,022 in changes in working capital.

Major elements of the Company's cashflows for the year ended December 31, 2022 were as follows:

Operating Cashflows:

- \$3,075,436 in rent and reimbursements.
- (\$1,812,364) in operating costs.
- \$1,263,072 in net operating income.

Nonoperating Cashflows:

- \$18,500 in proceeds from an easement agreement.
- (\$109,883) of land entitlement costs incurred for the Cortlandt Manor property.
- (\$205,573) of land entitlement costs incurred for the Flowerfield property.
- (\$129,511) of capital expenditures on the real estate portfolio excluding those costs incurred for land entitlement.
- (\$2,683,261) of corporate expenditures including interest expense.
- (\$185,643) of costs incurred to secure non-revolving credit line.
- (\$268,439) of principal loan payments.
- \$527,175 in changes in working capital.

Public Health and Macroeconomics:

The following discussion is intended to provide shareholders with certain information regarding the impacts of the COVID-19 pandemic on the Company's business and management's efforts to respond to those impacts. Unless otherwise specified, the statistical and other information regarding the Company's properties and tenants are estimates based on information currently available to the Company, may change, potentially significantly, going forward, and may not be indicative of the actual residual impact of the COVID-19 pandemic on the Company's business, operations, cash flows and financial condition for the year ended December 31, 2023 and future periods.

The COVID-19 pandemic has adversely impacted, and may continue to impact adversely, the timeliness of local government in granting required approvals. Accordingly, COVID-19 has caused, and may continue to cause, the completion of important stages in our efforts to secure entitlements to be delayed.

Until recently, the U.S economy had been growing as COVID-19 vaccinations were increasingly administered and many commercial activities returned to pre-pandemic practices and operations. However, this favorable outlook could be affected materially by adverse developments related to the extent to which U.S Federal Reserve interest rate hikes in reaction to persistent inflationary pressures have led or could lead to a recession in the U.S and more recently to the crisis in the banking industry, including the second and third largest bank failures in U.S. history.

The pandemic has resulted in a significant shift toward commercial acceptance of remote working and telemedicine which may adversely impact our occupancy rate and average rate per square foot.

Concurrently, the war between Russia and Ukraine increased uncertainty during 2022 and 2023 with such uncertainty being exacerbated by the war between Israel and Hamas in Gaza and a threat of a broader conflict. Inflation has caused an increase in consumer prices, thereby reducing purchasing power and elevating the risks of a recession. Due to increased inflation, the U.S. Federal Reserve raised the federal funds rate a total of seven times during 2022 and four times in 2023. In response, market interest rates have increased significantly during this time. At the same time, the labor market remains historically tight, and companies continue to look to add employees, pushing unemployment lower.

The extent of the impact of these public health and macroeconomic risks on the Company's operational and financial performance and ultimately its Net Asset Value, will depend on current and future developments, including the residual effects of the COVID-19 pandemic and the extent to which interest rate hikes to combat inflation and the banking crisis have a recessionary effect.

As a result of the foregoing developments, we are unable to determine what the ultimate impact will be on our timeline for seeking entitlements and selling properties, and ultimately on the amount of proceeds and distributions from those sales.

Healthcare:

Our tenants in our Cortlandt Manor property are healthcare service providers. Furthermore, the Company previously expanded its leasing relationship with Stony Brook University, Stony Brook University Hospital and affiliates of Stony Brook University Hospital at our Flowerfield property which increased its exposure to the healthcare industry. The healthcare industry is subject to substantial regulation and faces increased regulation particularly relating to fraud, waste and abuse, cost control and healthcare management. The healthcare industry may experience a significant expansion of applicable federal, state or local laws and regulations, previously enacted or future healthcare reform, new interpretations of existing laws and regulations or changes in enforcement priorities, all of which could materially impact the business and operations of our tenants and therefore the marketability of our properties.

Our tenants are subject to extensive federal, state, and local licensure laws, regulations and industry standards governing business operations, the physical plant and structure, patient rights and privacy and security of health information. Our tenants' failure to comply with any of these laws could result in loss of licensure, denial of reimbursement, imposition of fines or other penalties, suspension or exclusion from the government sponsored Medicare and Medicaid programs, loss of accreditation or certification, or closure of the facility. In addition, efforts by third-party payors, such as the Medicare and Medicaid programs and private insurance carriers, including health maintenance organizations and other health plans, impose greater discounts and more stringent cost controls upon healthcare provider operations (through changes in reimbursement rates and methodologies, discounted fee structures, the assumption by healthcare providers of all or a portion of the financial risk or otherwise). Our tenants may also face significant limits on the scope of services reimbursed and on reimbursement rates and fees, all of which could impact their ability to pay rent or other obligations to us.

Property Value Enhancement

See, "*Business—Property Value Enhancement—Cortlandt Manor*" and "*—Flowerfield*", above, for more detailed disclosure.

Item 7A. Quantitative and Qualitative Disclosures About Material Risk.

The Company places its temporary cash investments with high credit quality financial institutions. Certain financial instruments could potentially subject the Company to concentrations of credit risk, such as cash equivalents and longer-term investments. The Company maintains bank account balances, which exceed FDIC insurance limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on cash. Management does not believe significant credit risk exists on December 31, 2023.

On September 15, 2021, the Company, through its subsidiary GSD Cortlandt, LLC ("GSD Cortlandt"), secured a \$4.95 million term loan (the "Mortgage Loan") with Signature Bank, the proceeds of which were used to pay off the previous GSD Cortlandt debt facility of which \$1,050,000 was outstanding.

On March 12, 2023, Signature Bank was closed by the New York State Department of Financial Services, which appointed the Federal Deposit Insurance Corporation (the "FDIC") as receiver. To protect depositors, the FDIC transferred all the deposits and substantially all of the assets of Signature Bank to Signature Bridge Bank, N.A., a full-service bank that will be operated by the FDIC as it markets the institution to potential bidders. On March 12, 2023, the Company had approximately \$61,000 on deposit and approximately \$97,000 in a real estate tax escrow account (escrow balance will not exceed approximately \$109,000) at Signature Bank. Based upon the announcement on March 12, 2023, from the U.S. Department of the Treasury, the U.S. Federal Reserve and the FDIC that all depositors of Signature Bank would have access to all of their deposits and the fact that the amount on deposit is below the \$250,000 cap on FDIC deposit insurance, the Company expects to have access to all of its cash on deposit at Signature Bank. On December 14, 2023, the FDIC transferred the Mortgage Loan to SIG CRE 2023 Venture LLC, which is now the holder of the Mortgage Loan. There are no undrawn amounts under the Mortgage Loan.

Item 8. Financial Statements and Supplementary Data.

See Consolidated Financial Statements and accompanying Notes to Consolidated Financial Statements commencing on the Contents page followed by Page F-1.

Consolidated Financial Statements include:

- (1) Report of Independent Registered Public Accounting Firm (PCAOB ID 23)
- (2) Consolidated Statements of Net Assets as of December 31, 2023 and 2022 (liquidation basis)
- (3) Consolidated Statements of Changes in Net Assets for the years ended December 31, 2023 and 2022 (liquidation basis)
- (4) Notes to Consolidated Financial Statements
- (5) Schedules

All other information required by the following schedules has been included in the consolidated financial statements, is not applicable, or not required:

Schedule I, III, IV, V, VI, VII, VIII, IX, X, XI, XII and XIII.

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

None

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures

As of the end of the period covered by this Report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of the evaluation date, our disclosure controls and procedures were effective as of December 31, 2023 to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining an adequate system of internal control over financial reporting as defined in rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the Company's financial statements in accordance with generally accepted accounting principles in the United States of America, and that the Company's receipts and expenditures are being made only in accordance with authorizations of its management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of its system of internal control over financial reporting as of December 31, 2023. In making this assessment, management used the framework in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in 2013. Based on the Company's assessment and the criteria set forth by COSO, management believes that the Company did maintain effective internal control over financial reporting as of December 31, 2023.

The COSO methodology used in determining effective control over financial reporting follows the concepts in the 2013 Internal Control – Integrated Framework. The guidance demonstrates the applicability of those concepts to help smaller public companies design and implement internal controls to support the achievement of financial reporting objectives. It highlights 5 integrated components (control environment, risk assessment, control activities, information and communication and monitoring activities) and 17 key principles of the 2013 framework, providing a principles-based approach to internal control.

Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company, as a smaller reporting company, to provide only management's report in this Annual Report. As such, this Annual Report does not include an attestation report of the Company's public accounting firm regarding internal control over financial reporting.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified with our evaluation that occurred during the year ended December 31, 2023, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

On July 28, 2023, Philip F. Palmedo, a director of the Company and its predecessor Gyrodyne Company of America, Inc. since 1996, retired from the Board.

Also on July 28, 2023, the Board appointed Jan H. Loeb to the Board to fill the vacancy created by Mr. Palmedo's resignation, and to serve in the class of directors up for election at the Annual Meeting. Mr. Loeb was appointed to the Board pursuant to the terms of a cooperation agreement dated July 26, 2023 among Leap Tide Capital Management LLC, Jan Loeb and the Company.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

- (a) The following table lists the names, ages and positions of all executive officers and directors and all persons nominated or chosen to become such. Each director has been elected to the term indicated. Directors whose term of office ends in 2024 shall serve until the next Annual Meeting of Stockholders or until their successors are elected and qualified. All officers of the Company are elected by the Board to one-year terms.

Name & Principal Occupation or Employment	Age	First Became a Director of Gyrodyne, LLC	First Became a Director of Gyrodyne Company Of America, Inc.	Current Board Term Expires
Gary J. Fitlin President, CEO CFO and Treasurer of the Company	58	---	---	---
Paul L. Lamb Partner of LambZankel, LLP Chairman of the Board of Directors of the Company	78	2015	1997	2025
Jan H. Loeb Managing Member Leap Tide Capital Management LLC Director of the Company	64	2023	---	2026
Ronald J. Macklin Director of the Company	61	2015	2003	2024
Peter Pitsiokos Executive Vice President, COO, Secretary and Chief Compliance Officer of the Company	64	---	---	---
Nader G.M. Salour Principal, Cypress Realty of Florida, LLC Director of the Company	65	2015	2006	2026
Richard B. Smith Mayor of the Incorporated Village of Nissequogue Director of the Company	69	2015	2002	2025

(b) Business Experience

Gary J. Fitlin, age 58, joined the Company in October 2009 as its Chief Financial Officer and Treasurer. From August 2012 through February 24, 2013, Mr. Fitlin served as interim President and Chief Executive Officer following the resignation of Stephen V. Maroney in August 2012. Following the separation of Frederick C Braun III, (President and Chief Executive Officer from February 2013 through April 2017), from the Company, the Board of Directors appointed Gary Fitlin as President and Chief Executive Officer effective May 1, 2017. Prior to joining the Company, he was Director of Accounting Implementation for Lexington Realty Trust, a publicly traded real estate investment trust on the NYSE, from July 2006 to March 2008, where he was responsible for mergers and acquisitions. Prior to that, Mr. Fitlin served as Vice President and Corporate Controller for Source Media (f/k/a Thomson Media), a publisher and software solution provider, from June 2005 to July 2006, where he was responsible for global accounting, management reporting, tax compliance and planning, financial systems, risk management and contract administration. Prior to that, he served as a senior financial officer for various publicly traded companies where he was responsible for mergers and acquisitions, global accounting, management reporting, tax compliance and planning, financial systems, risk management and contract administration. Mr. Fitlin also serves as Chairman of the CEO Leadership Committee for Stony Brook University. He is a Certified Public Accountant, an alumnus of Arthur Andersen & Co., and holds a BS degree in Accounting and Economics from the State University of New York at Oswego.

Paul L. Lamb, age 78, has been a director since 1997 and became Chairman of the Board on March 14, 1999. He is a founding partner in the law firm of LambZankel, LLP, where he has practiced law since 1984; a past President of the Suffolk County Bar Association; and a Dean of the Suffolk Academy of Law. He holds a B.A. from Tulane University, a J.D. from the University of Kentucky and an LL.M. from the University of London, England. The Board concluded that Mr. Lamb should serve as a director of the Company because he is an experienced attorney in all phases of finance and real estate development, which skill set brings extraordinary value in light of the Company's business and structure.

Jan H. Loeb, age 64, was appointed to our Board in July 2023. Mr. Loeb has more than forty years of business, money management and investment banking experience. He has been the Managing Member of Leap Tide since 2007. From 2005 to 2007, he served as the President of Leap Tide's predecessor, Leap Tide Capital Management Inc., which was formerly known as AmTrust Capital Management Inc. He served as a Portfolio Manager of Chesapeake Partners, privately-owned hedge fund sponsor investing in the public equity and alternative investment markets, from February 2004 to January 2005. From January 2002 to December 2004, he served as Managing Director at Jefferies & Company, Inc., an American multinational independent investment bank and financial services company. From 1994 to 2001, he served as Managing Director at Dresdner Kleinwort Wasserstein, Inc. (formerly Wasserstein Perella & Co., Inc.), a boutique investment banking firm. He served as a Lead Director of American Pacific Corporation, a chemical manufacturing corporation, from July 8, 2013 to February 27, 2014, and also served as its Director from January 1997 to February 27, 2014. He served as an Independent Director of Pernix Therapeutics Holdings Inc. (formerly, Golf Trust of America, Inc.), a specialty pharmaceutical business, from 2006 to August 31, 2011. He served as a Director of aerospace and defense company TAT Technologies, Ltd. from August 2009 to December 21, 2016. He served as a Director of Keweenaw Land Association, Ltd., a subsurface mineral mining company, from December 2016 until May 2019. He has served as President, Executive Chairman and board member of Novelstem International Corp., a biotechnology company, since June 2018. He has served as Chairman of Newstem Ltd., a biopharmaceutical company since June 2018. He has served as President and CEO of Acorn Energy Corp., an energy utility company, since January 2016 and CEO of Omnimetrix, LLC, a subsidiary of Acorn Energy Corp., since December 2019. He currently serves as Chairman and Director of Agudath Israel of Baltimore, Inc., a nonprofit religious organization.

Ronald J. Macklin, age 61, was appointed to the Board in June 2003. Mr. Macklin served through April 2019 as Senior Vice President and U.S. General Counsel for National Grid and formerly Key Span Corporate Services, where he has held various positions within the Office of General Counsel since 1991. Previously, he was associated with the law firms of Rosenman & Colin and Cullen & Dykman. He received a B.A. degree from Stony Brook University and his Juris Doctorate from Union University's Albany Law School. The Board concluded that Mr. Macklin should serve as a director of the Company because of his legal expertise, which includes his legal experience in corporate transactions, real estate matters, litigation, compliance and business ethics.

Peter Pitsiokos, age 64, joined the Company in July 1992 as its Assistant Secretary and served as its General Counsel from 1992-2004. He has been the Company's Executive Vice President, Chief Operating Officer and Chief Compliance Officer since 2004. He has also been Secretary of the Company for over 19 years. Mr. Pitsiokos was formerly the Executive Assistant District Attorney in Suffolk County, New York. He also served as the Assistant Director of Economic Development and the Director of Water Resources in the Town of Brookhaven. He is a former trustee of the Three Village Central School District in Setauket, New York. Mr. Pitsiokos also maintained a private law practice in which he represented several national and local owners, managers and developers of real estate. He holds a law degree from Villanova University and a BA degree from Stony Brook University. Mr. Pitsiokos is also a Counselor of Real Estate.

Nader G.M. Salour, age 65, was appointed to the Board in October 2006 and then elected by the shareholders at the Company's annual meeting in December 2006. Mr. Salour has been a Principal of Cypress Realty of Florida since 2000. He served as President of Abacoa Development Company from June 1996 to June 2006 and has served as a Director of Abacoa Partnership for Community since December 1997 and as a Director of the Economic Council of Palm Beach County since 2004. The Board concluded that Mr. Salour should serve as a director of the Company because of his extensive experience in the real estate industry, including development, construction, project analysis and financing.

Richard B. Smith, age 69, was appointed to the Board in November 2002. Mr. Smith was Vice President in the Commercial Banking Division of the First National Bank of Long Island from February 2006 through his retirement in December 2018. He previously served as Senior Vice President for Private Banking at Suffolk County National Bank from May 2000 to February 2005. Previously, he worked for 10 years at Key Bank (Dime Savings Bank) and for three years at L.I. Trust/Apple Bank. He received an MBA in Finance from SUNY Albany in 1983. Mr. Smith serves as the Mayor of the Incorporated Village of Nissequogue. Mr. Smith served as a Trustee of the Smithtown Historical Society for 27 years prior to retiring. He is also a former Trustee for St. Catherine's Medical Center in Smithtown, New York. The Board concluded that Mr. Smith should serve as a director of the Company because of his background in both the Long Island financial sector and his role in, and experience with, local government issues and zoning matters.

(c) Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that the Company's directors, executive officers, and any person holding more than ten percent ("10% Holder") of our common shares, file with the SEC reports of ownership changes, and that such individuals furnish the Company with copies of the reports.

Based solely on the Company's review of copies of Forms 3 and 4 and amendments thereto received by it during fiscal 2023 and Forms 5 and amendments thereto received by the Company with respect to fiscal 2023 and any written representations from certain reporting persons that no Form 5 is required, Gyrodyne believes that none of the Company's executive officers, directors or 10% Holders failed to file on a timely basis reports required by section 16(a) of the Exchange Act during fiscal 2023, except for one late filing of a Form 4 by Richard Smith due to difficulties securing an EDGAR access code.

(d) Audit Committee Financial Expert

The Board has an Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act, which until July 2023 consisted of Messrs. Smith, Palmedo, and Macklin. Mr. Palmedo resigned as a director and as a member of the Audit Committee, effective July 28, 2023. The Board appointed Mr. Salour to replace Mr. Palmedo on the Audit Committee. All members are "financially literate" and have been determined to be "independent" within the meaning of SEC regulations and Nasdaq rules. The Board had previously determined that at least one member, Mr. Smith qualifies as an "audit committee financial expert" as a result of relevant experience in the commercial banking industry.

(e) Code of Ethics

The Company has adopted a written Code of Ethics that applies to all its directors, officers and employees, including the Company's Chief Executive Officer and Chief Financial Officer. It is available on the Company's website at www.gyrodyne.com and any person may obtain without charge a paper copy by writing to the Secretary at the address set forth on page 1. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendment to, or waiver from, the provision of our Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of our Code of Ethics by posting such information on our website at www.gyrodyne.com within four business days of such amendment or waiver. The Company is not including the information contained on its website as part of, or incorporating it by reference to, this Report.

Item 11. Executive Compensation.

(a) Executive Compensation

The following table sets forth the total compensation awarded to, earned by or paid to each of the Company's executive officers for services rendered during the years ended December 31, 2023 and 2022.

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock awards (\$)	Option awards (\$)	Non-equity incentive plan compensation (\$)	Nonqualified deferred compensation earnings (\$)	All other compensation (\$)	Total (\$)
Gary Fitlin	2023	250,000	10,000	-	-	-	-	-	260,000
President, CEO, CFO and Treasurer	2022	250,000	10,000	-	-	-	-	-	260,000
Peter Pitsiokos	2023	200,000	10,000	-	-	-	-	-	210,000
COO and Secretary	2022	200,000	10,000	-	-	-	-	-	210,000

The Registrant has concluded that aggregate amounts of perquisites and other personal benefits, securities or property to any of the current executives does not exceed \$10,000 and that the information set forth in tabular form above is not rendered materially misleading by virtue of the omission of such personal benefits.

(a) Employment Agreements

On May 17, 2013, the Company entered into a new employment agreement with Gary J. Fitlin (the "Employment Agreement") dated May 15, 2013 and effective April 1, 2013, pursuant to which Mr. Fitlin continued to serve as President and Chief Executive Officer and Chief Financial Officer. Pursuant to the Employment Agreement, Mr. Fitlin earns a base salary at the rate of \$250,000 per year plus a discretionary bonus, as determined and approved by the Board based upon the profitability and/or performance of Gyrodyne. Additionally, Mr. Fitlin is entitled to a bonus equal to \$125,000 if he is employed by the Company as of the effective date of a change-in control (the "Change-in-Control Bonus"). The Employment Agreement defines a change-in-control as the first to occur of a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company, as each such term is defined under Section 409A of the Code. Pursuant to the terms of the Employment Agreement, there is no required minimum period of employment, and either the Company or Mr. Fitlin may terminate at any time, with or without cause. If Mr. Fitlin is terminated without cause, the Company must provide him with at least 60 days' prior written notice of termination and must pay him (i) the pro rata share of his base salary through those 60 days, (ii) the Change-in-Control Bonus, and (iii) severance pay equal to six months' base salary from the date of termination. If Mr. Fitlin is terminated for cause (as defined in the Employment Agreement), he will be paid the pro rata share of his base salary through the date of termination. Mr. Fitlin may also terminate upon 60 days' prior written notice. The foregoing description of the Employment Agreement is only a summary of its material terms, does not purport to be complete and is qualified in its entirety by reference to that agreement. A copy of the Employment Agreement was filed as an exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

On May 8, 2014, Gyrodyne entered into a new employment agreement with Peter Pitsiokos effective May 15, 2014, pursuant to which Mr. Pitsiokos continues to serve as Executive Vice-President, Chief Operating Officer, Chief Compliance Officer and Secretary. Pursuant to the agreement, Mr. Pitsiokos earns a base salary at the rate of \$200,000 per year plus a discretionary bonus, as determined and approved by the Board based upon the profitability and/or performance of Gyrodyne. There is no required minimum period of employment, and either Gyrodyne or Mr. Pitsiokos may terminate at any time, with or without cause. If Mr. Pitsiokos is terminated without cause, Gyrodyne must provide him with at least 60 days' prior written notice of termination and must pay him the pro rata share of his base salary through those 60 days and severance pay equal to six months' base salary from the date of termination. On January 25, 2018, Gyrodyne entered into an amendment to the employment agreement with Mr. Pitsiokos effective January 25, 2018, to define with greater specificity Mr. Pitsiokos' duties and responsibilities with respect to the Company's properties.

(b) Outstanding Equity Awards at Fiscal Year End

As of the year ended December 31, 2023, there were no unexercised options and/or stock that has not vested or equity incentive plan awards held by any of the Company's named executive officers.

(c) Severance and Change-in-Control Benefits

Pursuant to the Employment Agreement with Mr. Fitlin, Mr. Fitlin earns a bonus equal to \$125,000 if he is employed by the Company as of the effective date of a change-in-control (the "Change-in-Control Bonus"). The Employment Agreement defines a change-in-control as the first to occur of a change in ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company, as each such term is defined under Section 409A of the Code. Pursuant to the terms of the Employment Agreements, there is no required minimum period of employment, and either the Company or the executive may terminate at any time, with or without cause. If the executive is terminated without cause, the Company must provide him with at least 60 days' prior written notice of termination and must pay him (i) the pro rata share of his base salary through those 60 days, (ii) the Change-in-Control Bonus, and (iii) severance pay equal to six months' base salary from the date of termination. If the executive is terminated for cause (as defined in the Employment Agreements), he will be paid the pro rata share of his base salary through the date of termination. Each of the executives may also terminate upon 60 days' prior written notice.

Pursuant to the employment agreement with Mr. Pitsiokos, Mr. Pitsiokos may be terminated at any time, with or without cause. If Mr. Pitsiokos is terminated without cause, Gyrodyne must provide him with at least 60 days' prior written notice of termination and must pay him the pro rata share of his base salary through those 60 days and severance pay equal to six months' base salary from the date of termination.

(d) Retention Bonus Plan

In May 2014, the Board of Directors approved a retention bonus plan (as amended, the "Plan") designed to recognize the nature and scope of the responsibilities of our directors, executives and employees related to the Company's strategic plan to enhance the property values, liquidate and dissolve, to reward and incent performance in connection therewith, to align the interests of directors, executives and employees with our shareholders and to retain such persons during the term of such plan. The Plan provides for bonuses to directors and to officers and employees determined by the gross sales proceeds from the sale of each property and the date of sale.

As a result of feedback we received from shareholders during our shareholder listening tours in 2022 and 2023, the Company evaluated various possible changes to the Plan to better align the interests of the Plan participants with those of the shareholders. Effective September 5, 2023, the Board of Directors approved Amendment No. 5 ("Amendment No. 5") to the Plan. Amendment No. 5 is intended to create better alignment of interests between Plan participants and all shareholders.

The primary features of Amendment No. 5 are as follows:

- ***\$1,137,108 forfeited by retired directors returned to the Company:*** Prior to Amendment No. 5, the Plan provided that Bonus Plan benefits forfeited by retired director participants would be re-allocated among the remaining director participants pro rata. Nevertheless, under Amendment No. 5, such forfeited Bonus Plan benefits in the estimated amount of \$1,137,108 have been removed from the pool and returned to the Company.
- ***Waiver of plan benefits by directors:*** Director participants agreed to waive all Plan benefits in exchange for 91,628 shares issuable under the Stock Plan (defined and described below), which received shareholder approval on October 12, 2023. All benefits so waived by the director participants were deemed void and not reallocated to any other participants in the Plan.
- ***Bonus rate:*** Bonus rate on property sale proceeds was modified for employees to 4.12% on up to \$50,985,000 of net proceeds (net of commissions) and 6.72% for incremental net sales above \$50,985,000

- **Delayed vesting:** An employee participant will only vest in Plan benefits triggered by property sales if he or she remains continuously employed through both the date of closing and the date of the Board’s irrevocable determination of a shareholder distribution; if employment terminates by death, disability or voluntary termination following substantial reduction in compensation (assuming no “cause” grounds for involuntary termination), however, the employee participant remains entitled to benefits only with respect to any property sales occurring within three years and yielding an internal rate of return of at least 4% (IRR ceases to apply to periods beginning after the property is under contract)
- **Benefits generally not payable until shareholders paid:** Benefits are not payable until liquidating cash distributions are paid to shareholders, except that employee participants will receive early payments if the cumulative amounts credited to the bonus pool bookkeeping account for employee participants equals or exceeds \$500,000.
- **Early sale incentive:** If any property is sold on or before June 30, 2024, the bonus pool for employee participants will be funded with an additional 1% of net sale price.
- **Removal of price floor:** The price floor hurdle for the sale of properties was removed for all participants to eliminate the perception of any perverse incentive to avoid particular property sales that may not exceed the floor but which otherwise may be in the best interests of shareholders.

The bonus pool is distributable in the following proportions to the named participants in the bonus plan for so long as they are directors or employees of the Company:

Board Members/Employees	Bonus Pool Percentage	
	Prior to Amend. No 5	Amendment No. 5 RSP approved
Board Members(a)	45.000%	0.000%
Board Discretionary Amount	20.000%(b)	0.000%
Chief Executive Officer	15.474%	44.211%
Chief Operations Officer	13.926%	39.789%
Officer Discretionary Amount (c)	1.750%	5.000%
Other Employees	3.850%	11.000%
Total	100.000%	100.000%

- (a) 15% (18.75%) for the Chairman and 10% (12.5%) for each of the other three remaining participant directors. Jan Loeb (appointed to the Board on July 28, 2023) is not a participant in the Plan.
- (b) Amount forfeited upon departure of two directors, which would have been reallocated to the remaining directors pursuant to the Plan.
- (c) The officer discretionary amount will be allocated to the officers within the discretion of the Board.

Under the Plan, there were no payments made during the years ended 2023 and 2022.

2023 DIRECTOR COMPENSATION

The following table shows the compensation earned by each of the Company’s non-officer directors for the year ended December 31, 2023:

Name (a)	Fees earned or paid in cash (b)	Stock awards (c)	Option awards (d)	Non-equity incentive plan compensation (e)	Nonqualified deferred compensation earnings (f)	All other compensation (g)	Total (h)
Paul L. Lamb	\$ 120,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 120,000
Philip F. Palmedo*	24,500	-	-	-	-	-	24,500
Jan H. Loeb*	17,500	-	-	-	-	-	17,500
Richard B. Smith	42,000	-	-	-	-	-	42,000
Ronald J. Macklin	42,000	-	-	-	-	-	42,000
Nader G.M. Salour	42,000	-	-	-	-	-	42,000
Total	\$ 288,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 288,000

*Philip Palmedo resigned from the Board, effective July 28, 2023 and Jan Loeb was immediately appointed as his replacement.

Deferred Compensation Plan. On December 6, 2019, the Company’s Board of Directors approved the Gyrodyne, LLC Nonqualified Deferred Compensation Plan for Employees and Directors (the “DCP”) effective as of January 1, 2020. The DCP is a nonqualified deferred compensation plan maintained for officers and directors of the Company. Under the DCP, officers and directors may elect to defer a portion of their compensation to the DCP and receive interest on such deferred payments at a fixed rate of 5%. All DCP benefits will be paid in a single lump sum cash payment on December 15, 2026, unless a Plan of Liquidation is established for Gyrodyne before the distribution date in which case all benefits will be paid in a single lump sum cash payment after execution of an amendment to terminate the DCP. The foregoing description of the DCP does not purport to be complete and is qualified in its entirety by reference to the full text of the DCP. Each of the Directors, excluding Jan Loeb who was appointed to the Board in July 2023, elected (under the DCP) to defer 100% of their director fees for 2020, 2021, 2022, 2023 and 2024.

Restricted Stock Award Plan. The Gyrodyne, LLC Restricted Stock Award Plan (the “Stock Plan”) was approved by the Board on September 5, 2023 and by the shareholders of the Company on October 12, 2023 and became effective on October 12, 2023. Under the Stock Plan, the Company issued to the former director participants in the Retention Bonus Plan (the “Bonus Plan”), in exchange for the waiver and forfeiture of their Bonus Plan benefits, an aggregate of 91,628 Gyrodyne shares, subject to vesting, effective November 14, 2023.

The primary features of the Stock Plan are as follows:

- **Purpose:** The purpose of adoption of the Stock Plan was to incentivize the former director participants in the Bonus Plan to exchange their interests in the Bonus Plan for shares in the Company issuable under the Stock Plan, which would allow for compensation plan separation between directors and employees and better alignment of interests between director participants and shareholders.
- **Eligibility:** Directors of the Company who were participants in the Bonus Plan are eligible to receive grants under the Stock Plan. The eligible directors were Paul Lamb, Ronald Macklin, Nader Salour and Richard Smith. All such individuals agreed to exchange their Bonus Plan benefits for shares under the Stock Plan, subject to shareholder approval of the Stock Plan. Jan Loeb was not a participant in the Bonus Plan and was not eligible to participate in the Stock Plan.
- **Maximum Shares:** The total number of shares that were authorized for issuance under the Stock Plan is 91,628 shares, or approximately 5.8% of the common shares outstanding at the effective time of the Stock Plan after giving effect to the issuance of the Stock Plan shares. All 91,628 Stock Plan shares were issued effective November 14, 2023 to Stock Plan participants. There are no remaining shares issuable in the Stock Plan.
- **Administration:** Pursuant to the terms of the Stock Plan, the Stock Plan is administered and interpreted by a committee consisting of either (i) the Board, or (ii) the President and at least two other directors appointed by the Board. The committee has full power and authority to administer and interpret the Stock Plan, to make factual determinations and to adopt or amend such rules, regulations, agreements and instruments for implementing the Stock Plan and for the conduct of its business as it deems necessary or advisable, to waive requirements relating to formalities or other matters that do not modify the substance of rights of participants or constitute a material amendment of the Stock Plan, to correct any defect or supply any omission of the Stock Plan or any grant document and to reconcile any inconsistencies in the Stock Plan or any grant document.
- **Restricted Stock:** Incentives under the Stock Plan consisted of grants of restricted stock. No shares issued under the Stock Plan, or any interest therein, are transferrable by a participant, whether voluntarily or involuntarily, unless and until a liquidating distribution is made to the shareholders, except by will or by the laws of descent or distribution, and may not be subject to any voluntary or involuntary pledge, assignment, alienation, attachment, or similar encumbrance or transfer. All shares issued in connection with a grant will be subject to the terms, conditions, and restrictions set forth in the Company’s articles of organization, amended and restated limited liability company agreement, or other governing documents of the Company, as amended.
- **Vesting:** Vesting of shares issued under the Stock Plan occurs (i) in equal one-third tranches on each of the first three anniversaries of the grant date, and (ii) at such time as a liquidating distribution is made to the shareholders of the Company, subject to acceleration upon a liquidating distribution. Unvested Stock Plan shares will be forfeited by a participant if such participant is no longer serving on the Board at or prior to such time that liquidating distributions are paid to the shareholders other than as a result of death, disability or failure to be reelected.

- **Amendments:** The Board may amend, suspend or terminate the Stock Plan at any time, in its discretion, except that shareholder approval is required for any amendment that increases the number of shares available for grant, accelerates vesting or results in a material increase in benefits or a change in eligibility requirements.

The shares under the Stock Plan were distributed as follows in lieu of the director portion of the Bonus Plan of \$2,702,285:

Board Member	Shares of Restricted Stock
Paul Lamb	30,542
Ronald Macklin	20,362
Nader Salour	20,362
Richard Smith	20,362
Total	91,628

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

- (a) As of December 31, 2023, there were no equity compensation plans under which securities of the Company were authorized for issuance, beyond the above shares of restricted stock issued in 2023.
- (c) The following table sets forth certain information as of March 15, 2024, regarding the beneficial ownership of the Company’s common shares by (i) each person who the Company believes to be the beneficial owner of more than 5% of its outstanding common shares, (ii) each present director, (iii) each person listed in the Summary Compensation Table under “Executive Compensation,” and (iv) all the Company’s present executive officers and directors as a group.

Name and address of beneficial owner	Amount and nature of beneficial ownership (1)	Percent of Class (10)
Mario Gabelli /Gamco Asset Management Inc. /Gabelli Funds/GCIA/Teton Advisors One Corporate Center Rye, NY 10580	430,476 (2)	19.6
Towerview LLC 460 Park Avenue New York, NY 10022	342,296 (3)	15.6
Lance Gad Revocable Trust 5310 No. Ocean Drive, Unit 702 Riviera Beach, FL 33404	166,765 (4)	7.6
Star Equity Fund LP 53 Forest Avenue, Suite 101 Greenwich, CT 06870	156,043 (5)	7.1
Grantham, Mayo, Van Otterloo & Co., LLC 40 Rowes Wharf Boston, MA 02110	119,248 (6)	5.4
Neil Subin MILFAM LLC 3300 South Dixie Highway, Suite 1-365 West Palm Beach, FL 33405	113,557(7)	5.2
Paul L. Lamb 1 Flowerfield, Suite 24 St. James, NY 11780	115,696(8)	5.3
Jan H. Loeb 1 Flowerfield, Suite 24 St. James, NY 11780	69,218(9)	3.1
Nader G.M. Salour 1 Flowerfield, Suite 24 St. James, NY 11780	33,918	1.5
Ronald J. Macklin 1 Flowerfield, Suite 24 St. James, NY 11780	30,415	1.4
Richard B. Smith 1 Flowerfield, Suite 24 St. James, NY 11780	21,570	1.0
Peter Pitsiokos 1 Flowerfield, Suite 24 St. James, NY 11780	0	*
Gary J. Fitlin 1 Flowerfield, Suite 24 St. James, NY 11780	0	*
All executive officers and Directors as a group (7 persons)	270,817	12.3(10)

- (1) Except as otherwise indicated, the beneficial owner has sole voting and investment power. Except as indicated, the beneficial owner has not pledged as security, or has any rights to acquire beneficial ownership of, any securities of the Company.
- (2) On March 21, 2024, Gamco Investors Inc. filed Amendment No. 12 to Schedule 13D with the Securities and Exchange Commission stating that GAMCO, a group of investment funds, beneficially owns an aggregate of 430,476 common shares. Power to dispose of and vote securities resides with Mario Gabelli, David Goldman, Peter Goldstein and Douglas Jamieson. Each reporting person has the shared power to vote or direct the vote and has shared power to dispose of or direct the disposition of 430,476 common shares. Amendment No. 12 to Schedule 13D was filed by David Goldman, Douglas Jamieson and Peter Goldstein.
- (3) On March 14, 2024, Towerview LLC filed Amendment No. 11 to Schedule 13G with the Securities and Exchange Commission stating that each reporting person has shared power to vote or direct the vote and has shared power to dispose of or direct the disposition of 342,296 common shares. Amendment No. 11 to Schedule 13G was filed by Daniel R. Tisch.
- (4) On March 14, 2024, Lance Gad Revocable Trust filed a Schedule 13G/A with the Securities and Exchange Commission stating that he has the power to vote or direct the vote and has power to dispose of or direct the disposition of 166,765 common shares.
- (5) On September 7, 2023, Star Equity Fund, LP filed a Schedule 13D with the Securities and Exchange Commission stating that it has the power to vote or direct the vote, and power to dispose of or direct the disposition of 99,464 common shares. The Schedule 13D was filed by Jeffrey Eberwein and Richard Coleman. On March 26, 2024, Star Equity Fund LP communicated to the Company that it had acquired an additional 56,579 common shares in the recently completed rights offering.
- (6) On February 13, 2024, Grantham, Mayo, Van Otterloo & Co. LLC filed Amendment No. 1 to Schedule 13G with the Securities and Exchange Commission stating that it has the power to vote or direct the vote, and the power to dispose of or direct the disposition of 119,248 common shares. Amendment No. 1 to Schedule 13G was filed by Gregory Pottle.
- (7) On August 20, 2020, Neil Subin filed Amendment No. 1 to Schedule 13G with the Securities and Exchange Commission stating that he has the power to vote or direct the vote and has power to dispose of or direct the disposition of 113,557 common shares.
- (8) Includes 4,368 shares held by LambZankel, LLP Profit Sharing Trust and 80,786 shares in an Individual Retirement Account. Mr. Lamb is a trustee of the Profit-Sharing Trust.
- (9) Includes 7,940 shares in Individual Retirement Account, 6,000 shares by Steinberg Family Trust, 4,000 shares by Kollel Simchas Chaim, 9,800 shares by Son and 2,913 shares by Tide Realty Capital.
- (10) The percent of class is calculated on the basis of the number of shares outstanding, which is 2,199,308 as of March 12, 2024.

Ownership Limitation

Under Gyrodyne, LLC's Amended and Restated Limited Liability Company Agreement, shareholders of Gyrodyne may not hold common shares representing in excess of 20% of the outstanding common shares at any time. If a shareholder of Gyrodyne exceeds 20% ownership, at any time for any reason whatsoever, including but not limited to additional contributions by shareholders, purchases or other acquisitions by shareholders, mergers, consolidations, acquisitions, or other business combinations involving the shareholder, then common shares in excess of such 20% ownership limit shall be transferred by such shareholder to an irrevocable trust formed and administered by Gyrodyne and of which such shareholder shall be the beneficiary. Such LLC Shares held in trust shall have no voting rights when held in the trust and shall be disregarded in computing any required votes under the Amended and Restated Limited Liability Company Agreement of Gyrodyne.

At the end of each fiscal quarter, or at such other earlier date as determined by the Board, the Company, on behalf of the trust, shall have the option to purchase such common shares from the trust at a price determined by an independent appraiser or to offer such common shares to third parties, including to other shareholder of Gyrodyne in proportion to their relative ownership percentage, or to other persons at the appraised price. However, in the event such a shareholder's ownership percentage including common shares held beneficially in the trust on behalf of such shareholder, at any time becomes less than the 20% ownership limit due to the sale of common shares by such shareholder or due to additional issuances of common shares by Gyrodyne, then the trust (to the extent such shareholder's common shares have not been sold pursuant) has an obligation to return such common shares up to the 20% ownership limit.

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

The Company has entered into various leasing arrangements with a not-for-profit organization of which the Company's Chairman, Paul Lamb, serves as Chairman and a director but receives no compensation or any other financial benefit.

In March 2022, a Consolidated Lease Agreement was signed between the Company and the not-for-profit organization that extended the lease to December 2027. It also changed some terms of the original leases including rent on the master lease suite, 3% escalators and agreements on work to be done by the Company and the tenant. The signed Consolidated Lease Agreement reflects a below market lease of \$8,829 annually and \$44,144 during the extended period. A summary of the additional rent under the new arrangement is as follows:

Term	Square Feet	Annual Rent	Total Commitment (excluding renewal options)
April 2022-Dec 2027	6,006	\$ 51,051	\$ 317,455

During the twelve months ended December 31, 2023 and 2022, the Company received rental revenue of \$52,583 and \$47,190, respectively.

The independent members of the Board of the Company approved all of the leasing transaction described above.

The Chairman was also a partner of the firm LambZankel, LLP that provided pro bono legal representation to the aforementioned not-for-profit corporation on the lease.

The members of the Board are independent directors as defined by the listing requirements of the Nasdaq Stock Market. Such independent directors are Messrs. Lamb, Loeb, Macklin, Salour and Smith. The Company has compensation, nominating, investment and audit committees, the members of which are also independent as defined by the listing requirements of the Nasdaq Stock Market.

Item 14. Principal Accounting Fees and Services.

The following is a summary of the fees billed to the Company by Baker Tilly US, LLP, its independent registered principal accountants, for professional services rendered for the years ended December 31, 2023 and 2022:

Fee Category	Fiscal December 31, 2023	Fiscal December 31, 2022
Audit Fees (1)	\$ 139,128	\$ 100,277
Tax Fees (2)	44,610	70,240
Total Fees	\$ 183,738	\$ 170,517

(1) Audit Fees consist of aggregate fees billed for professional services rendered for the audit of the Company’s annual financial statements, review of the interim financial statements included in quarterly reports, and services that are normally provided by the principal accountants in connection with statutory and regulatory filings or engagements for the fiscal years ended December 31, 2023 and 2022, respectively.

(2) Tax Fees consist of aggregate fees billed for professional services rendered by the Company’s principal accountant for tax compliance, tax advice and tax planning. The amounts disclosed consist of fees paid for the preparation of federal and state income tax returns and K-1’s.

The Audit Committee is responsible for the appointment, compensation and oversight of the work of the principal accountants and approves in advance any services to be performed by the principal accountants, whether audit-related or not. The Audit Committee reviews each proposed engagement to determine whether the provision of services is compatible with maintaining the independence of the principal accountant’s independent auditors. The Audit Committee has determined not to adopt any blanket pre-approval policies or procedures. All of the fees shown above were pre-approved by the Audit Committee.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Statement of Net Assets as of December 31, 2023 and 2022 (liquidation basis)

Consolidated Statement of Changes in Net Assets for the twelve months ended December 31, 2023 and 2022, (liquidation basis)

Notes to Consolidated Financial Statements

Schedules

All other information required by the following schedules has been included in the consolidated financial statements, is not applicable, or not required:

Schedule I, III, IV, V, VI, VII, VIII, IX, X, XI, XII and XIII.

(b) Exhibits: The following exhibits are either filed as part of this report or are incorporated herein by reference as indicated:

- 3.1 [Articles of Organization of Gyrodyne, LLC, dated as of October 3, 2013 \(1\)](#)
- 3.2 [Amended and Restated Limited Liability Company Agreement of Gyrodyne, LLC \(2\)](#)
- 10.1 [Employment Agreement, with Gary J. Fitlin, dated May 15, 2013 \(3\)](#)
- 10.2 [Employment Agreement with Peter Pitsiokos dated May 8, 2014 \(4\)](#)
- 10.3 [Indemnification Agreement, dated as of February 8, 2013, between the Company and each of its directors and officers \(5\)](#)
- 10.4 [Amendment No. 1 to Employment Agreement with Peter Pitsiokos \(6\)](#)
- 10.5 [Amended and Restated Retention Bonus Plan \(7\)](#)
- 10.6 [Amendment No. 2 to Retention Bonus Plan \(6\)](#)
- 10.7 [Amendment No. 3 to Retention Bonus Plan \(8\)](#)
- 10.8 [Amendment No. 4 to the Retention Bonus Plan \(9\)](#)
- 10.9 [Amendment No. 5 to the Retention Bonus Plan \(10\)](#)
- 10.10 [Nonqualified Deferred Compensation Plan \(11\)](#)
- 10.11 [Restricted Stock Plan \(12\)](#)
- 10.12 [Short Form Order of Supreme Court of the State of New York, Suffolk County, dated February 6, 2024 \(13\)](#)
- 21.1 [List of all subsidiaries \(14\)](#)
- 31.1 [Rule 13a-14\(a\)/15d-14\(a\) Certifications \(14\)](#)
- 32.1 [CEO/CFO Certifications Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(15\)](#)
- 97.1 [Executive Compensation Clawback Policy \(14\)](#)
- 101.INS Inline XBRL Instance (14)
- 101.SCH Inline XBRL Taxonomy Extension Schema (14)
- 101.CAL Inline XBRL Taxonomy Extension Calculation (14)
- 101.DEF Inline XBRL Taxonomy Extension Definition (14)
- 101.LAB Inline XBRL Taxonomy Extension Labels (14)
- 101.PRE Inline XBRL Taxonomy Extension Presentation (14)
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

- (1) Incorporated herein by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-4 filed with the Securities and Exchange Commission on October 21, 2013.
- (2) Incorporated herein by reference to Exhibit 3.2 to the Company's Registration Statement on Form 8-A12B filed with the Securities and Exchange Commission on September 1, 2015.
- (3) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on May 23, 2013.
- (4) Incorporated herein by reference to the Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 12, 2014.
- (5) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on February 14, 2013.
- (6) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on January 31, 2018.
- (7) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on May 26, 2016.
- (8) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on November 2, 2018.
- (9) Incorporated herein by reference to the Company's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 11, 2022.
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- (12) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on September 11, 2023.
- (13) Incorporated herein by reference to Form 8-K, filed with the Securities and Exchange Commission on February 9, 2024.
- (14) Filed as part of this report.
- (15) Furnished herewith in accordance with Item 601(b)(32) of Regulation S-K. This Exhibit is not deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such certification will not be deemed incorporated by reference into any filings under the Securities Act, except to the extent that the registrant specifically incorporates it by reference.

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

GYRODYNE, LLC.

/S/ Gary J. Fitlin

By Gary J. Fitlin, President, Chief Executive Officer, Chief Financial Officer and Treasurer

Date: March 28, 2024

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

/S/ Richard B. Smith

By Richard B. Smith, Director

Date: March 28, 2024

/S/ Ronald J. Macklin

By Ronald J. Macklin, Director

Date: March 28, 2024

/S/ Nader Salour

By Nader Salour, Director

Date: March 28, 2024

/S/ Paul L. Lamb

By Paul L. Lamb, Director

Date: March 28, 2024

Exhibit Index

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- (15) Furnished herewith in accordance with Item 601(b)(32) of Regulation S-K. This Exhibit is not deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section. Such certification will not be deemed incorporated by reference into any filings under the Securities Act, except to the extent that the registrant specifically incorporates it by reference.

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

GYRODYNE, LLC AND SUBSIDIARIES
REPORT ON AUDITS OF CONSOLIDATED
FINANCIAL STATEMENTS

Years Ended December 31, 2023 and 2022

Contents

<i>Years Ended December 31, 2023 and 2022</i>	<i>Pages</i>
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Statements of Net Assets as of December 31, 2023 and 2022 (liquidation basis)	F-3
Consolidated Statements of Changes in Net Assets for the years ended December 31, 2023 and 2022 (liquidation basis)	F-4
Notes to Consolidated Financial Statements	F-5-21

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the board of directors of Gyrodyne, LLC:

Opinion on the Financial Statements

We have audited the accompanying consolidated statements of net assets (liquidation basis) of Gyrodyne, LLC and Subsidiaries (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of changes in net assets (liquidation basis) for the years then ended, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated statements of net assets (liquidation basis) of the Company as of December 31, 2023 and 2022, and the related consolidated statements of changes in net assets (liquidation basis) for years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

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

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

Critical Audit Matter

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

Liquidation Value of Real Estate Assets - Refer to Notes 2, 3, 6 and 12 to the Consolidated Financial Statements

Critical Audit Matter Description

The Company presents its financial statements under the liquidation basis of accounting and, accordingly, presents its real estate assets at their liquidation value at each reporting period.

The Company estimates the liquidation value of its real estate assets by using both income and market valuation techniques. The market valuation techniques use estimates and assumptions based on market information, such as broker opinions of value, appraisals, and recent sales data for similar assets. The income valuation technique consists of a discounted cash flow model. As disclosed by management, the Company's evaluation of anticipated discounted cash flows is subjective and is based, in part, on estimates and assumptions, such as market rental rates, capitalization rates, and discount rates that could differ materially from actual results.

We identified the liquidation value of real estate assets as a critical audit matter because of the significant estimates and assumptions management makes to determine the liquidation value of the real estate assets, specifically the estimates of market rental rates, capitalization rates, and discount rates for each real estate asset. Performing audit procedures to evaluate the reasonableness of these estimates and assumptions required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

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

- We obtained an understanding and evaluated the design and implementation of the controls over management's evaluation of the key estimates and assumptions used in the determination of the liquidation value of real estate assets, including those over the selection of market rental rates, capitalization rates, and discount rates.
- With the assistance of our fair value specialists, we performed the following procedures:
 - Assessed the reasonableness of the significant assumptions used in both real estate appraisals and discounted cash flow analyses, including estimates of capitalization rates, and discount rates.
 - Tested the source information underlying the assumptions.
 - Developed a range of independent estimates, focusing on the geographical location and property type and compared our independent estimates to the estimates and assumptions used by the Company.
 - Tested the mathematical accuracy and completeness of the discounted cash flow analyses.
- We evaluated the reasonableness of management's discounted cash flow analyses by comparing management's projections to the Company's historical results and external market sources.

We have served as the Company's auditor since 1990.

/s/ Baker Tilly US, LLP

Tysons, Virginia
March 28, 2024

PART I – FINANCIAL INFORMATION
Item 1. Financial Statements.

GYRODYNE, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF NET ASSETS
(Liquidation Basis)

	December 31, 2023	December 31, 2022
ASSETS:		
Real estate held for sale	\$ 53,780,000	\$ 53,670,000
Cash and cash equivalents	3,492,692	4,082,774
Rent receivable	119,471	99,683
Other receivables	12,601	36,009
Total Assets	<u>\$ 57,404,764</u>	<u>\$ 57,888,466</u>
LIABILITIES:		
Accounts payable	\$ 2,640,662	\$ 1,445,487
Accrued liabilities	1,696,508	1,287,209
Deferred rent liability	37,515	38,746
Tenant security deposits payable	219,337	230,714
Mortgage loans payable	10,981,068	9,760,083
Estimated liquidation and operating costs net of receipts	11,108,640	14,758,728
Total Liabilities	<u>26,683,730</u>	<u>27,520,967</u>
Net assets	<u>\$ 30,721,034</u>	<u>\$ 30,367,499</u>

See notes to consolidated financial statements

GYRODYNE, LLC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS
(Liquidation Basis)

	Year ended December 31,	
	2023	2022
Net assets, beginning of period	\$ 30,367,499	\$ 23,027,770
Changes in net assets:		
Change in real estate value	110,000	11,143,500
Remeasurement of assets and liabilities	243,535	(3,803,771)
Net increase in value	353,535	7,339,729
Net assets, end of period	\$ 30,721,034	\$ 30,367,499

See notes to consolidated financial statements

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

1. The Company

Strategic Overview

Gyrodyne, LLC's (including its subsidiaries, "Gyrodyne", the "Company" or the "Registrant") corporate strategy is to pursue entitlements on our two remaining properties, so that they can be sold to one or more developers with increased development flexibility at higher prices, thereby maximizing value and distributions. Gyrodyne intends to dissolve after we complete the disposition of our assets, apply the proceeds to settle debts and claims, and then pay liquidating distributions to our shareholders.

Gyrodyne filed subdivision applications in March 2017 with respect to Cortlandt Manor and Flowerfield. The COVID-19 pandemic caused significant delays in the regulatory approval process, as state, county and local staff charged with processing our subdivision applications all postponed activity due to work-from-home transitions.

On March 30, 2022, the Town of Smithtown Planning Board (the "Planning Board") unanimously granted Gyrodyne's application for preliminary approval to divide the Flowerfield property into eight lots, subject to certain conditions (the "Flowerfield Subdivision Application").

On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties (collectively, the "Petitioners"), commenced a special proceeding under Article 78 of New York's Civil Practice Law & Rules (the "Article 78 Proceeding") against the Town of Smithtown and certain other parties, including Gyrodyne, seeking to annul the Planning Board's determinations relating to the Flowerfield Subdivision Application. Specifically, the petition commencing the Article 78 Proceeding (the "Petition") seeks to annul the Planning Board's (i) approval of a findings statement pursuant to the State Environmental Quality Review Act ("SEQRA"), dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the Flowerfield Subdivision Application, and (ii) preliminary approval on March 30, 2022 of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. Gyrodyne and the Town of Smithtown are vigorously defending the Planning Board's determinations against the Petition. In June 2022, Gyrodyne and the Town of Smithtown filed motions to dismiss the Petition. On February 6, 2024, the Supreme Court of the State of New York, Suffolk County issued an order (the "Order"), denying the Motions in part and granting them in part. Specifically, the Order (i) denied the Motions as to three individual Petitioners and the St. James-Head of the Harbor Neighborhood Preservation Coalition, Inc., (ii) granted the Motions as to the remaining twenty (20) individual Petitioners and the Village of Head of the Harbor, (iii) denied the branch of Gyrodyne's motion alleging that Petitioners failed to state a claim, and (iv) requires Gyrodyne to serve an answer within twenty (20) days of service of the Order. The parties will submit their respective briefs on the merits of the remaining Petitioners' contentions after which we believe the Court will render a decision.

The Article 78 Proceeding could take an additional six months or more for a decision given the impact the pandemic has had on the court system with additional time needed for an appeal, if one is filed. Nevertheless, Gyrodyne remains confident that the process of negotiating purchase agreements, securing final subdivision approval and final unappealable site plan approval and consummating the sale of our properties will culminate by year-end 2025, although there can be no assurance that Gyrodyne and the Town of Smithtown will be successful in the defense of the Planning Board's determinations against the Petition or that other factors beyond our control (i.e., potential contract contingencies including site plan approval for the undeveloped portion of Flowerfield (the developed portion, situated on two separate lots may be sold together or separately upon the resolution of the Article 78 Proceeding and the conclusion of the subdivision, without any site plan approvals)) will not necessitate an extension of the timeline.

The Flowerfield subdivision will remain subject to the Article 78 Proceeding unless Gyrodyne and the Town of Smithtown prevail in their defense of the Planning Board's determinations against the Petition. Nevertheless, the Company will continue its efforts to identify one or more purchasers for Flowerfield and execute purchase agreements, and it is unclear at this time what impact, if any, the Article 78 Proceeding will have on such efforts.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

On March 20, 2023, the Town of Cortlandt Town Board adopted the SEQRA findings statement and approved local law establishing the Medical Oriented Zoning District (the “MOD”) which includes Gyrodyne’s Cortlandt Manor property. Pursuant to the adopted MOD, Gyrodyne received designation for total density of 154,000 square feet to be comprised of 150,000 square feet of medical use and 4,000 square feet of retail use.

Various other factors will continue to impact the timeline to achieve approvals, including the backlog of land use applications, labor shortages and environmental concerns. Nevertheless, we will continue to market the properties and, although there can be no assurances, the Company believes subdivision approval will be received in mid-2024 for Flowerfield, and could be received for Cortlandt Manor in mid-2025, contingent on the timing for entering contracts (which we anticipate will include closing terms conditioned upon receiving subdivision (if requested) and site plan approval which the Company believes can be pursued simultaneously rather than sequentially).

Although Gyrodyne believes that selling individual lots will maximize value, it is also pursuing prospective purchasers who may be willing to pay purchase prices for the entire undivided Flowerfield or Cortlandt Manor property, or for the entire company itself, that Gyrodyne finds more attractive from a timing and value perspective.

Business

Gyrodyne is a limited liability company formed under the laws of the State of New York whose primary business is the management of, and the pursuit of entitlements on, a portfolio of medical office and industrial properties located in Suffolk (“Flowerfield”) and Westchester Counties (“Cortlandt Manor”), New York State.

Substantially all of our developed properties are subject to leases in which the tenant reimburses the Company for a portion, all of or substantially all of the costs and/or cost increases for utilities, insurance, repairs, maintenance and real estate taxes. Certain leases provide that the Company is responsible for certain operating expenses.

Our efforts to generate the highest values for Flowerfield and Cortlandt Manor may involve in limited circumstances other strategies to manage risk and or enhance the net value of Flowerfield and Cortlandt Manor to maximize the returns for our shareholders. Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pay distributions to holders of Gyrodyne common shares. The process of seeking entitlements and the amount and timing of distributions from proceeds of asset sales involve risks and uncertainties. As such, it is impossible at this time to determine with certainty the ultimate amount of proceeds that will actually be distributed to our shareholders or the timing of such payments. Accordingly, no assurance can be given that the distributions will equal or exceed the estimate of net assets presented in our consolidated statements of net assets. The actual nature, amount and timing of all distributions will be determined by Gyrodyne’s Board in its sole discretion and will depend in part upon the Company’s ability to convert our remaining assets into cash in compliance with our obligations under the Stipulation entered into in connection with a class action lawsuit settled in 2015 (See Note 15 – Contingencies) and satisfy our remaining liabilities and obligations. Under Gyrodyne’s Amended and Restated Limited Liability Company Agreement (the “LLC Agreement”), such dissolution would occur upon an election to dissolve the Company by the Board that is approved by the vote of holders of a majority of Gyrodyne common shares or, in the Board’s sole discretion and without any separate approval by the holders of Gyrodyne common shares, at any time the value of Gyrodyne’s assets, as determined by the Board in good faith, is less than \$1,000,000.

The Company’s remaining real estate investments, each of which is held in a single asset limited liability company wholly owned by the Company, consist of:

- Cortlandt Manor: 13.8 acres in Cortlandt Manor, New York, consisting of the 31,000 square foot Cortlandt Manor Medical Center; and
- Flowerfield: 63 acres in St. James, New York, including a 14-acre multi-tenanted industrial park comprising 135,000 rentable square feet.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

2. Summary of Significant Accounting Policies

Gyrodyne intends to dissolve after we complete the disposition of all of our real property assets, apply the proceeds of such dispositions first to settle any debts and claims, pending or otherwise, against Gyrodyne, and then pay distributions to holders of Gyrodyne common shares. Therefore, effective September 1, 2015 Gyrodyne adopted the liquidation basis of accounting. This basis of accounting is considered appropriate when, among other things, liquidation of the entity is “imminent”, as defined in ASC 205-30, Presentation of Financial Statements Liquidation Basis of Accounting. Under the LLC Agreement, the Board may elect, in its sole discretion and without any separate approval by shareholders, to dissolve the Company at any time the value of the Company’s assets, as determined by the Board in good faith, is less than \$1 million. The LLC Agreement also provides that the Company will dissolve, and its affairs wound up, upon the sale, exchange or other disposition of all the real properties of the Company. As a result, liquidation is deemed to be “imminent” in accordance with the guidance provided in ASC 205-30.

Principles of Consolidation - The consolidated financial statements include the accounts of Gyrodyne and all subsidiaries. All consolidated subsidiaries are wholly owned. All inter-company balances and transactions have been eliminated.

Basis of Presentation - Liquidation Basis of Accounting – Under the liquidation basis of accounting the consolidated balance sheet and consolidated statements of operations, equity, comprehensive income and cash flows are no longer presented. The consolidated statements of net assets and the consolidated statements of changes in net assets are the principal financial statements presented under the liquidation basis of accounting.

Under the liquidation basis of accounting, all the Company’s assets have been stated at their estimated net realizable value, or liquidation value, (which represents the estimated amount of cash that Gyrodyne will collect on the disposal of assets as it carries out the plan of liquidation), which is based on independent third-party appraisals, estimates and other indications of sales value. All liabilities of the Company, including those estimated costs associated with implementing the plan of liquidation, have been stated at their estimated settlement amounts. These amounts are presented in the accompanying statements of net assets. These estimates are periodically reviewed and adjusted as appropriate. There can be no assurance that these estimated values will be realized. Such amounts should not be taken as an indication of the timing or amount of future distributions or our actual dissolution. The valuation of assets at their net realizable value and liabilities at their anticipated settlement amount represent estimates, based on present facts and circumstances, of the net realizable value of the assets and the costs associated with carrying out the plan of liquidation. The actual values and costs associated with carrying out the plan of liquidation may differ from amounts reflected in the accompanying consolidated financial statements because of the plan’s inherent uncertainty. These differences may be material. In particular, the estimates of our costs will vary with the length of time necessary to complete the plan of liquidation, which is currently anticipated to be completed by December 31, 2025.

The Company is in the process of pursuing entitlements and density approvals, and our ability to obtain required permits and authorizations is subject to factors beyond our control, including environmental concerns of governmental entities, community groups and purchasers. The process has involved extensive analysis at the government entity level, as well as between government entities such as town planning departments and Gyrodyne and or purchasers, and will continue up until such time as entitlement and density decisions are made by the relevant government entities. The Company hopes to secure favorable decisions on entitlements and density so that we can then seek the sale of our remaining properties with increased development flexibility. Any deviation in use or density between what we are pursuing in our entitlement efforts and what is ultimately permitted could have a material impact on values.

The Company believes the process of negotiating purchase agreements, securing final approvals and consummating the sale of our properties will culminate by year-end 2025. The Company intends to aggressively market its properties and negotiate contracts in an effort to complete the process as soon as practicable with the ultimate timeline being largely dependent on factors outside the Company’s control, including without limitation the Article 78 Proceeding and delays in securing final regulatory approvals caused by the ongoing backlog of land use applications, government labor shortages and the pandemic. Consequently, there can be no assurance that the Company will be able to meet our formal stated deadline of December 2025. The Company’s assumptions and estimates (including the sales proceeds of all its real estate holdings, selling costs, retention bonus payments, rental revenues, rental expenses, capital expenditures, land entitlement costs, general and administrative fees, director and officer liability and reimbursement, post liquidation insurance tail coverage policy and final liquidation costs) are based on completing the liquidation by December 31, 2025. As previously stated, on an ongoing basis, Gyrodyne evaluates the estimates and assumptions that can have a significant impact on the reported net assets in liquidation and will update respective information accordingly for any costs and value associated with a change in the duration of the liquidation, as we cannot give any assurance on the timing of the ultimate sale of all the Company’s properties.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

Management Estimates – In preparing the consolidated financial statements in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”) and the liquidation basis of accounting, management is required to make estimates and assumptions that affect the reported amounts of assets, including net assets in liquidation, and liabilities, and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amounts of receipts and expenditures for the reporting period. Actual results could differ from those estimates.

Cash equivalents - The Company considers all certificates of deposits, money market funds, treasury securities and other highly liquid debt instruments purchased with short-term maturities to be cash equivalents.

Allowance for doubtful accounts – Rent receivable is carried at net realizable value. Management makes estimates of the collectability of rents receivable. Management specifically analyzes receivables and historical bad debts, tenant concentrations, tenant creditworthiness, current economic trends and changes in tenant payment patterns when evaluating the adequacy of the allowance for doubtful accounts.

Estimated Distributions per Share – Under the liquidation basis of accounting, the Company reports estimated distributions per share data by dividing net assets in liquidation by the number of shares outstanding.

New Accounting Pronouncements - Management has evaluated the impact of newly issued accounting pronouncements, whether effective or not as of December 31, 2023, and has concluded that they will not have a material impact on the Company’s consolidated financial statements since the Company reports on a liquidation basis.

3. Statements of Net Assets in Liquidation

Net assets as of December 31, 2023 and December 31, 2022 would result in estimated liquidating distributions of \$30,721,034 and \$30,367,499, or approximately \$19.51 and \$20.48 per common share, respectively, based on 1,574,308 and 1,482,680 shares outstanding, respectively (see Note 11 – Commitments, Restricted Stock Plan and Note 17 – Subsequent Events). The increase of \$353,535 is mainly attributable to the reduction in Retention Bonus Plan benefits stemming from the adoption of the Restricted Stock Plan and Amendment 5 of the Retention Bonus Plan (\$3.6 million) (see Note 11 – Commitments) offset by expenses responding to and resolving a shareholder activism campaign and addressing feedback from shareholders (\$1.2 million), costs net of receipts associated with a one year extension on the timeline (\$1.5 million) and professional fees relating to the rights offering and loan closing fees (\$411,000).

The cash balance at the end of the liquidation period (currently estimated to be December 31, 2025, although the estimated completion of the liquidation period may change), excluding any interim distributions, is estimated based on adjustments for the following items which are estimated through December 31, 2025:

1. The estimated cash receipts from the operation of the Company’s properties net of rental property related expenditures as well as costs expected to be incurred to preserve or improve the net realizable value of the properties at their estimated gross sales proceeds.
2. Net proceeds from the sale of all the Company’s real estate holdings.
3. The general and administrative expenses and or liabilities associated with operations and the liquidation of the Company including severance, director and officer liability coverage including post liquidation tail policy coverage, and financial and legal fees (inclusive of the Article 78 Proceeding) to complete the liquidation.
4. Costs for the pursuit of entitlements on the Flowerfield and Cortlandt Manor properties.
5. Retention bonus amounts (See Note 11).
6. Principal payments on the Company’s credit facilities.

Notes to Consolidated Financial Statements (Liquidation Basis)*Years Ended December 31, 2023 and 2022*

The Company estimates the net realizable value of its real estate assets by using income and market valuation techniques. The Company may estimate net realizable values using market information such as broker opinions of value, appraisals, and recent sales data for similar assets or discounted cash flow models, which primarily rely on Level 3 inputs, as defined under FASB ASC Topic No. 820, Fair Value Measurement. The cash flow models include estimated cash inflows and outflows over a specified holding period. These cash flows may include contractual rental revenues, projected future rental revenues and expenses and forecasted capital improvements and lease commissions based upon market conditions determined through discussion with local real estate professionals and relevant Company experience with its current and previously owned properties. Capitalization rates and discount rates utilized in these models are estimated by management based upon rates that management believes to be within a reasonable range of current market rates for the respective properties based upon an analysis of factors such as property and tenant quality, geographical location, local supply and demand observations. To the extent the Company underestimates or overestimates forecasted cash outflows (capital improvements, lease commissions and operating costs) or overestimates or underestimates forecasted cash inflows (rental revenue rates), the estimated net realizable value of its real estate assets could be overstated or understated.

The Company estimates that it will incur approximately \$1,210,900 (included in the consolidated statement of net assets as part of the estimated liquidation and operating costs net of receipts, See Note 4) in land entitlement costs from January 2024 through the end of the liquidation period, currently estimated to conclude on or about December 31, 2025, in an effort to obtain entitlements, including special permits. The Company believes the commitment of these resources will enable the Company to position the properties for sale with all entitlements necessary to maximize the aggregate Flowerfield and Cortlandt Manor property values and resulting distributions. During the year ended December 31, 2023, the Company incurred approximately \$449,000 of land entitlement costs, consisting predominately of engineering fees, legal fees and real estate taxes. The Company believes the remaining balance of \$1,210,900 (inclusive of real estate taxes of \$298,000 and regulatory fees of \$373,500) will be incurred from January 2024 through the end of the liquidation period. The Company does not intend on developing the properties but rather positioning the properties for increased development flexibility in the shortest period of time with the least amount of risk to the Company. The costs and time frame to achieve the entitlements could change due to a range of factors including a shift in the value of certain entitlements making it more profitable to pursue a different mix of entitlements and the dynamics of the real estate market. As a result, the Company has focused and will continue to focus its land entitlement efforts on achieving the highest and best use while considering the time and direct and indirect costs necessary to achieve such entitlements. During the process of pursuing such entitlements, the Company may entertain offers from potential buyers who may be willing to pay premiums for the properties that the Company finds more acceptable from a timing or value perspective than completing the entitlement processes itself. The value of the real estate reported in the statement of net assets as of December 31, 2023 includes some but not all of the potential value impact that may result from the land entitlement efforts. There can be no assurance that our value enhancement efforts will result in property value increases that exceed the costs we incur in such efforts, or even any increase at all.

Net assets as of December 31, 2023 and December 31, 2022 would result in estimated liquidating distributions of \$30,721,034 and \$30,367,499, or approximately \$19.51 and \$20.48 per common share, respectively, based on 1,574,308 and 1,482,680 shares outstanding, respectively (see Note 11 – Commitments, Restricted Stock Plan and Note 17 – Subsequent Events), based on estimates and other indications of sales value which includes some but not all of the potential sales proceeds that may result directly or indirectly from our land entitlement efforts. Some of the additional value that may be derived from the land entitlement efforts is not included in the estimated distributions as of December 31, 2023 and December 31, 2022 because the amount of such additional value that may result from such efforts are too difficult to predict with sufficient certainty. The Company believes the land entitlement efforts will ultimately enhance estimated distributions per share through the improved aggregate values (some but not all of which has already been included in the reported value for real estate held for sale) from the sales of the Flowerfield and Cortlandt Manor properties net of the costs to achieve the entitlements and other expenses. This estimate of distributions includes projections of costs and expenses to be incurred during the period required to complete the plan of liquidation. There is inherent uncertainty with these projections, and they could change materially based on the timing of the sales, change in values of the Cortlandt Manor and/or Flowerfield properties (whether market driven or resulting from the land entitlement efforts) net of any bonuses, favorable or unfavorable changes in the land entitlement costs, the performance of the underlying assets, the market for commercial real estate properties generally and any changes in the underlying assumptions of the projected cash flows.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

4. Estimated Liquidation and Operating Costs Net of Estimated Receipts

The liquidation basis of accounting requires the Company to estimate net cash flows from operations and to accrue all costs associated with implementing and completing the plan of liquidation. The Company currently estimates that it will incur liquidation and operating costs net of estimated receipts during the remaining liquidation period of \$11,108,640, excluding the gross proceeds from the real estate sales. These amounts can vary significantly due to, among other things, land entitlement costs, the timing and estimates for executing and renewing leases, capital expenditures to maintain the real estate at its current estimated realizable value and estimates of tenant improvement costs, costs to defend the Article 78 Proceeding, the timing of property sales and any direct/indirect costs incurred that are related to the sales (e.g., retention bonuses on the sale of the Cortlandt Manor and Flowerfield properties, real estate commissions, costs to address buy side due diligence inclusive of administrative fees, legal fees and property costs to address items arising from such due diligence and not previously known), the timing and amounts associated with discharging known and contingent liabilities and the costs associated with the winding up of operations. These costs are estimated and are anticipated to be paid during the remaining liquidation period.

The change in the liability for estimated costs in excess of estimated receipts during liquidation from January 1, 2023 through December 31, 2023 is as follows:

	January 1, 2023	Expenditures/ (Receipts)	Remeasurement of Assets and Liabilities	December 31, 2023
Assets:				
Estimated rents and reimbursements	\$ 6,243,080	\$ (3,131,339)	\$ 3,298,460	\$ 6,410,201
Prepaid expenses and other assets	963,457	(246,591)	-	716,866
Liabilities:				
Property operating costs	(3,758,067)	1,713,435	(1,808,359)	(3,852,991)
Capital expenditures	(303,722)	192,255	(188,533)	(300,000)
Land entitlement costs	(1,204,491)	449,121	(455,491)	(1,210,861)
Corporate expenditures	(7,190,989)	3,774,615	(4,123,732)	(7,540,106)*
Selling costs on real estate assets	(3,822,457)	655,057	(59,400)	(3,226,800)
Retention bonus payments to directors, officers and employees	(5,685,539)	-	3,580,590	(2,104,949)
Liability for estimated liquidation and operating costs net of estimated receipts	<u>\$ (14,758,728)</u>	<u>\$ 3,406,553</u>	<u>\$ 243,535</u>	<u>\$ (11,108,640)</u>

*Corporate expenditures includes \$258,600 in future legal fees to address the Article 78 proceeding.

The change in the liability for estimated costs in excess of estimated receipts during liquidation from January 1, 2022 through December 31, 2022 is as follows:

	January 1, 2022	Expenditures/ (Receipts)	Remeasurement of Assets and Liabilities	December 31, 2022
Assets:				
Estimated rents and reimbursements	\$ 8,506,955	\$ (3,075,436)	\$ 811,561	\$ 6,243,080
Prepaid expenses and other assets	946,772	16,685	-	963,457
Liabilities:				
Property operating costs	(5,147,536)	1,812,364	(422,895)	(3,758,067)
Capital expenditures	(415,327)	129,511	(17,906)	(303,722)
Land entitlement costs	(1,367,679)	315,456	(152,268)	(1,204,491)
Corporate expenditures	(8,872,500)	2,691,702	(1,010,191)*	(7,190,989)
Selling costs on real estate assets	(3,215,311)	-	(607,146)	(3,822,457)
Retention bonus payments to directors, officers and employees	(3,280,613)	-	(2,404,926)	(5,685,539)
Liability for estimated liquidation and operating costs net of estimated receipts	<u>\$ (12,845,239)</u>	<u>\$ 1,890,282</u>	<u>\$ (3,803,771)</u>	<u>\$ (14,758,728)</u>

*The remeasurement of corporate expenditures includes \$500,000 in additional legal fees to address the Article 78 proceeding of which \$170,000 was incurred through December 31, 2022 leaving a balance of \$330,000.

Notes to Consolidated Financial Statements (Liquidation Basis)*Years Ended December 31, 2023 and 2022*

5. Loans Payable

The Company secured a non-revolving credit line for up to \$3,000,000 (the "Original Line") with a bank, which closed on March 21, 2018. The original line included an interest only phase. On April 30, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$2,200,000. During the Permanent Phase, the Company is paying interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on April 30, 2028. The outstanding balance as of December 31, 2023 was \$1,995,916.

To secure access to additional working capital through the final sale date of the Flowerfield industrial buildings, the Company secured a second loan evidenced by a non-revolving business line of credit agreement and promissory note with the Original Line bank for up to \$3,000,000, which closed on January 24, 2019. This loan included an interest only phase. On May 20, 2021, the loan converted to the Permanent Phase with an outstanding principal balance of \$3,000,000. During the Permanent Phase, the Company pays interest at a fixed rate of 3.85%, plus principal based on a 20-year amortization period. The loan will mature on May 20, 2028. The outstanding balance as of December 31, 2023 was \$2,730,973.

Both lines are secured by approximately 31.8 acres of the Flowerfield Industrial Park including the related buildings and leases. As of December 31, 2023, the Company is in compliance with the loan covenants. The Company anticipates modifying the terms of the loans following the completion of the subdivision so that the loans remain secured by the subdivided industrial park lot only.

On September 15, 2021, the Company, through its subsidiary GSD Cortlandt, LLC ("GSD Cortlandt"), secured a \$4.95 million term loan (the "Mortgage Loan") with Signature Bank, the proceeds of which were used to pay off the previous GSD Cortlandt debt facility of which \$1,050,000 was outstanding. The term of the Mortgage Loan is five years with an option to extend for an additional five years (the "Extension Period"). Until the initial maturity date, the Mortgage Loan bears interest at an annual rate equal to 3.75%. If the maturity date is extended for the Extension Period, the rate of interest on the Mortgage Loan will adjust and be fixed for the Extension Period to the greater of (i) 3.75% or (ii) 275 basis points in excess of the weekly average yield on United States Treasury Securities adjusted to a constant maturity of five years as most recently made available by the Federal Reserve Board as of thirty days prior to the first day of the Extension Period. The Mortgage Loan will be paid in monthly installments of principal and interest calculated on the basis of a thirty-year amortization schedule. If the maturity date is extended for the Extension Period, the amount of each monthly installment will be recalculated for the Extension Period based on the adjusted interest rate on the Mortgage Loan and an amortization schedule of twenty-five years. The lender has the right, but not the obligation, to decline to extend the term of the Mortgage Loan if the loan to value ratio of the property is greater than seventy percent (70%), or the property does not support a debt service coverage ratio (as calculated by the lender) of at least 1.3 to 1, in each case on the date the extension is exercised. GSD Cortlandt also is responsible for all fees and expenses associated with the extension including, but not limited to, the lender's reasonable legal fees, an inspection fee in the amount of \$150, and a tax service fee.

The Mortgage Loan may be prepaid in whole or in part, at any time, provided the borrower (GSD Cortlandt) pays the bank with each prepayment a prepayment fee equal to (i) during the first loan year and, if applicable, the first loan year of the Extension Period, five percent of the amount of such prepayment; (ii) during the second loan year and, if applicable, during the second loan year of the Extension Period, four percent of the amount of such prepayment; (iii) during the third loan year and, if applicable, during the third loan year of the Extension Period, three percent of the amount of such prepayment; (iv) during the fourth loan year and, if applicable, during the fourth loan year of the Extension Period, two percent of the amount of such prepayment; and (v) during the fifth loan year and, if applicable, during the fifth loan year of the Extension Period, one percent of the amount of such prepayment. There will be no prepayment fee for any prepayment made during the sixty-day period immediately preceding the initial maturity date or the last sixty days of the Extension Period. All prepayments must include accrued and unpaid interest through the date of prepayment. If the Cortlandt Manor property is sold to a bona fide third-party purchaser within the initial two years of the term of the Mortgage Loan, the prepayment fee to be paid upon repayment of the Mortgage Loan in full will be reduced by fifty percent. The outstanding balance as of December 31, 2023 was \$4,754,179.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

On March 12, 2023, Signature Bank was closed by the New York State Department of Financial Services, which appointed the Federal Deposit Insurance Corporation (the “FDIC”) as receiver. To protect depositors, the FDIC transferred all the deposits and substantially all of the assets of Signature Bank to Signature Bridge Bank, N.A., a full-service bank that will be operated by the FDIC as it markets the institution to potential bidders. On March 12, 2023, the Company had approximately \$61,000 on deposit and approximately \$97,000 in a real estate tax escrow account (escrow balance will not exceed approximately \$109,000) at Signature Bank. Based upon the announcement on March 12, 2023, from the U.S. Department of the Treasury, the U.S. Federal Reserve and the FDIC that all depositors of Signature Bank would have access to all of their deposits and the fact that the amount on deposit is below the \$250,000 cap on FDIC deposit insurance, the Company expects to have access to all of its cash on deposit at Signature Bank. On December 14, 2023, the FDIC transferred the Mortgage Loan to SIG CRE 2023 Venture LLC, which is now the holder of the Mortgage Loan. There are no undrawn amounts under the Mortgage Loan.

The Mortgage Loan is secured by the Cortlandt Manor property located at 1985 Crompond Road (5.01 acres).

On December 27, 2023, the Company, through its subsidiaries GSD Cortlandt, LLC (“GSD Cortlandt”) and Buttonwood Acquisition, LLC (“Buttonwood”), secured a term mortgage loan (the “Mortgage Loan”) in the principal amount of \$1,500,000 with LLYR Resources, LLC. The net proceeds of the Mortgage Loan will be used for general working capital. The Mortgage Loan is unconditionally and irrevocably guaranteed by the Company. The term of the Mortgage Loan is two years. Until the maturity date, the Mortgage Loan bears interest at a floating interest rate of 1.5% per annum in excess of the Wall Street Prime Rate, with such interest payable monthly, which may be prepaid, in whole or in part, at any time, without payment of a prepayment fee.

The Mortgage Loan is secured by a first mortgage in the amount of \$1,500,000 on the interests of GSD Cortlandt in 1989 Crompond Road and 1987 Crompond Road in Cortlandt Manor, New York, and the interests of Buttonwood in 206 Buttonwood Avenue and certain vacant land off of Buttonwood Road in Cortlandt Manor, New York.

The total debt payable mature as follows:

Years Ending December 31,		
2024	\$	295,281
2025		1,806,750
2026		4,732,598
2027		186,644
2028		3,959,795
Total	\$	<u>10,981,068</u>

6. Real Estate

The Company reports its financial statements under the liquidation basis of accounting which reflects real estate value at net realizable value (predicated on current asset values). During 2023, the net realizable value of real estate increased by \$110,000 and in 2022 it increased by \$11,143,500. Both the 2023 and the 2022 increase is primarily driven by the current status of entitlement uses and market conditions. The valuation of the remaining real estate as of December 31, 2023 is \$53,780,000.

	2023	2022
Net Realizable Value at beginning of period	\$ 53,670,000	\$ 42,545,000
Sale of Real Estate		
Flowerfield	-	(18,500)
Change in Net Realizable Value		
Cortlandt Manor	210,000	900,000
Flowerfield	(100,000)	10,243,500
Net Realizable Value on December 31,	<u>\$ 53,780,000</u>	<u>\$ 53,670,000</u>

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

7. Accounts Payable and Accrued Liabilities

	Accounts Payable			Accrued Liabilities	
	December 31,			December 31,	
	2023	2022		2023	2022
Current accounts payable	\$ 1,400,788	\$ 281,174	Accrued liabilities	\$ 298,055	\$ 221,238
Other accounts payable (a)	1,239,874	1,164,313	Deferred Compensation to Directors (b)	1,398,453	1,065,971
Total	\$ 2,640,662	\$ 1,445,487	Total	\$ 1,696,508	\$ 1,287,209

- (a) The Company reached agreements with certain service vendors to defer a portion of past obligations until the closing of the first property lot sale that is the subject of either the Flowerfield or Cortlandt Manor subdivision, respectively.
- (b) The director fees and interest accrued under the deferred Compensation Plan where most directors elected to defer 100% of his fees for 2020, 2021, 2022, 2023 and 2024. This amount also includes the deferred compensation of a Board advisor per an agreement to defer payments due.

Accrued liabilities on December 31, 2023 and 2022 are as follows:

	December 31,	
	2023	2022
Payroll and related taxes	\$ 55,161	\$ 37,494
Professional fees	242,894	183,744
Total	\$ 298,055	\$ 221,238

8. Income Taxes

As a limited liability company, Gyrodyne is not subject to an entity level income tax but rather is treated as a partnership for tax purposes, with its items of income, gain, deduction, loss and credit being reported on the Company's information return, on Form 1065, and allocated annually on Schedule K-1 to its members pro rata. The Company's open tax years are 2021, 2022 and 2023.

The Bipartisan Budget Act of 2015 (the "2015 Act") changed this procedure for partnership tax audits and audit adjustments for partnership returns of large partnerships for fiscal years beginning after December 31, 2017. Pursuant to the 2015 Act, if any audit by the IRS of our income tax returns for any fiscal year beginning after December 31, 2017 results in any adjustments, the IRS may collect any resulting taxes, including any applicable penalties and interest, directly from Gyrodyne. IRS tax audit assessments on tax years beginning January 1, 2018 will require Gyrodyne to: a) bear any tax liability resulting from such audit, or b) elect to push out the tax audit adjustments to the respective shareholders once it has been calculated at the company level.

9. Credit Quality of Rents Receivable

The Company's standard lease terms include rent due on the first of the month. The Company credit terms extend a standard ten-day grace period across its tenant portfolio and do not normally provide extensions beyond one year.

The Company manages its billing and collection process internally to enable timely identification of collection issues. The controls and related processes enable the Company to timely identify and establish payment plans to minimize material losses from defaults. In accordance with generally accepted accounting principles, the Company identifies high risk collectibles, records them on a cash basis and does not include them in revenue or accounts receivable.

As of December 31, 2023 and 2022, the Company had an \$8,555 and zero balance, respectively, in its allowance for doubtful accounts.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

10. Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents. The Company places its temporary cash investments with high credit quality financial institutions and generally limits the amount of credit exposure in any one financial institution. The Company maintains bank account balances, which exceed insured limits. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risk on cash. Management does not believe significant credit risk existed on December 31, 2023 and 2022. As the Company executes on the sale of its assets, its regional concentration in tenants will lessen thereby resulting in the increased credit risk from exposure of the local economies.

For the year ended December 31, 2023 rental income from the Company’s three largest tenants represented approximately 25%, 21% and 9% of total rental income. The three largest tenants by revenue as of December 31, 2023 consist of a medical tenant in the Cortlandt Manor Medical Center, a New York State Agency located in the industrial park, and an athletics facility in the industrial park.

For the year ended December 31, 2022 rental income from the Company’s three largest tenants represented approximately 23%, 21% and 9% of total rental income. The three largest tenants by revenue as of December 31, 2022 consist of a New York State Agency located in the industrial park, a medical tenant in the Cortlandt Manor Medical Center and an athletics facility in the industrial park.

There can be no assurance that the Company’s leases will renew for the same square footage, at favorable rates net of tenant improvements, if at all.

11. Commitments

As of December 31, 2023 and 2022, other commitments and contingencies are summarized in the below table:

	2023	2022
Management Employment agreements with bonus* and severance commitment contingencies	\$ 350,000	\$ 350,000
Other employee severance commitment contingencies	89,000	89,000
Total	\$ 439,000	\$ 439,000

**Excludes Retention Bonus Payments*

Employment agreements - The Company has an employment agreement with its Chief Executive Officer. The agreement provides for a bonus of \$125,000 payable upon a change of control as defined in the agreement. In addition, the agreement provides for severance equivalent to 6 months of base salary and the vesting and related payment of the change of control bonus.

The Company also has an employment agreement with its Chief Operating Officer (“COO”) executed on May 8, 2014 which provides for severance on a termination without cause equal to 6 months of base salary. On January 25, 2018, Gyrodyne entered into an amendment to the employment agreement with the COO to define with greater specificity the COO’s duties and responsibilities with respect to the Company’s properties.

Under Company policy the aggregate severance commitment contingency to other employees is approximately \$89,000.

Retention Bonus Plan- In May 2014, the Board of Directors approved a retention bonus plan (as amended, the “Plan”) designed to recognize the nature and scope of the responsibilities of our directors, executives and employees related to the Company’s strategic plan to enhance the property values, liquidate and dissolve, to reward and incent performance in connection therewith, to align the interests of directors, executives and employees with our shareholders and to retain such persons during the term of such plan. The Plan provides for bonuses to directors and to officers and employees determined by the gross sales proceeds from the sale of each property and the date of sale.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

As a result of feedback we received from shareholders during our shareholder listening tours in 2022 and 2023, the Company evaluated various possible changes to the Plan to better align the interests of the Plan participants with those of the shareholders. Effective September 5, 2023, the Board of Directors approved Amendment No. 5 (“Amendment No. 5”) to the Plan. Amendment No. 5 is intended to create better alignment of interests between Plan participants and all shareholders.

The primary features of Amendment No. 5 are as follows:

- ***\$1,137,108 forfeited by retired directors returned to the Company:*** Prior to Amendment No. 5, the Plan provided that Bonus Plan benefits forfeited by retired director participants would be re-allocated among the remaining director participants pro rata. Nevertheless, under Amendment No. 5, such forfeited Bonus Plan benefits in the estimated amount of \$1,137,108 have been removed from the pool and returned to the Company.
- ***Waiver of Plan benefits by directors:*** Director participants agreed to waive all Plan benefits in exchange for 91,628 shares issuable under the Stock Plan (defined and described below), which received shareholder approval on October 12, 2023. All benefits so waived by the director participants were deemed void and not reallocated to any other participants in the Plan.
- ***Bonus rate:*** Bonus rate on property sale proceeds was modified for employees to 4.12% on up to \$50,985,000 of net proceeds (net of commissions) and 6.72% for incremental net sales above \$50,985,000.
- ***Delayed vesting:*** An employee participant will only vest in Plan benefits triggered by property sales if he or she remains continuously employed through both the date of closing and the date of the Board’s irrevocable determination of a shareholder distribution; if employment terminates by death, disability or voluntary termination following substantial reduction in compensation (assuming no “cause” grounds for involuntary termination), however, the employee participant remains entitled to benefits only with respect to any property sales occurring within three years and yielding an internal rate of return of at least 4% (IRR ceases to apply to periods beginning after the property is under contract)
- ***Benefits generally not payable until shareholders paid:*** Benefits are not payable until liquidating cash distributions are paid to shareholders, except that employee participants will receive early payments if the cumulative amounts credited to the bonus pool bookkeeping account for employee participants equals or exceeds \$500,000.
- ***Early sale incentive:*** If any property is sold on or before June 30, 2024, the bonus pool for employee participants will be funded with an additional 1% of net sale price.
- ***Removal of price floor:*** The price floor hurdle for the sale of properties was removed for all participants to eliminate the perception of any perverse incentive to avoid particular property sales that may not exceed the floor but which otherwise may be in the best interests of shareholders.

The bonus pool is distributable in the following proportions to the named participants in the bonus plan for so long as they are directors or employees of the Company:

Board Members/Employees	Bonus Pool Percentage	
	Prior to Amend. No 5	Amendment No. 5 RSP approved
Board Members(a)	45.000%	0.000%
Board Discretionary Amount	20.000%(b)	0.000%
Chief Executive Officer	15.474%	44.211%
Chief Operations Officer	13.926%	39.789%
Officer Discretionary Amount (c)	1.750%	5.000%
Other Employees	3.850%	11.000%
Total	100.000%	100.000%

- (a) 15% for the Chairman and 10% for each of the other three remaining participant directors. Jan Loeb (appointed to the Board on July 28, 2023) is not a participant in the Plan.
- (b) Amount forfeited upon the departure of two directors which would have been reallocated to the remaining directors pursuant to the Plan.
- (c) The officer discretionary amount will be allocated to the officers within the discretion of the Board.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

Under the Plan, there were no payments made during the year ended December 31, 2023.

Restricted Stock Award Plan – The Gyrodyne, LLC Restricted Stock Award Plan (the “Stock Plan”) was approved by the Board on September 5, 2023 and by the shareholders of the Company on October 12, 2023 and became effective on October 12, 2023. Under the Stock Plan, the Company issued to the former director participants in the Retention Bonus Plan (the “Bonus Plan”), in exchange for the waiver and forfeiture of their Bonus Plan benefits, an aggregate of 91,628 Gyrodyne shares, subject to vesting, effective November 14, 2023.

The primary features of the Stock Plan are as follows:

- **Purpose:** The purpose of adoption of the Stock Plan was to incentivize the former director participants in the Bonus Plan to exchange their interests in the Bonus Plan for shares in the Company issuable under the Stock Plan, which would allow for compensation plan separation between directors and employees and better alignment of interests between director participants and shareholders.
- **Eligibility:** Directors of the Company who were participants in the Bonus Plan were eligible to receive grants under the Stock Plan. The eligible directors were Paul Lamb, Ronald Macklin, Nader Salour and Richard Smith. All such individuals agreed to exchange their Bonus Plan benefits for shares under the Stock Plan, subject to shareholder approval of the Stock Plan. Jan Loeb was not a participant in the Bonus Plan and was not eligible to participate in the Stock Plan.
- **Maximum Shares:** The total number of shares that were authorized for issuance under the Stock Plan at the effective time is 91,628 shares, or approximately 5.8% of the common shares outstanding at the effective time of the Stock Plan after giving effect to the issuance of the Stock Plan shares. All 91,628 Stock Plan shares were issued effective November 14, 2023 to Stock Plan participants. There are no remaining shares issuable in the Stock Plan.
- **Administration:** Pursuant to the terms of the Stock Plan, the Stock Plan is administered and interpreted by a committee consisting of either (i) the Board, or (ii) the President and at least two other directors appointed by the Board. The committee has full power and authority to administer and interpret the Stock Plan, to make factual determinations and to adopt or amend such rules, regulations, agreements and instruments for implementing the Stock Plan and for the conduct of its business as it deems necessary or advisable, to waive requirements relating to formalities or other matters that do not modify the substance of rights of participants or constitute a material amendment of the Stock Plan, to correct any defect or supply any omission of the Stock Plan or any grant document and to reconcile any inconsistencies in the Stock Plan or any grant document.
- **Restricted Stock:** Incentives under the Stock Plan consisted of grants of restricted stock. No shares issued under the Stock Plan, or any interest therein, are transferrable by a participant, whether voluntarily or involuntarily, unless and until a liquidating distribution is made to the shareholders, except by will or by the laws of descent or distribution, and may not be subject to any voluntary or involuntary pledge, assignment, alienation, attachment, or similar encumbrance or transfer. All shares issued in connection with a grant are subject to the terms, conditions, and restrictions set forth in the Company’s articles of organization, amended and restated limited liability company agreement, or other governing documents of the Company, as amended.
- **Vesting:** Vesting of shares issued under the Stock Plan occurs (i) in equal one-third tranches on each of the first three anniversaries of the grant date, and (ii) at such time as a liquidating distribution is made to the shareholders of the Company, subject to acceleration upon a liquidating distribution. Unvested Stock Plan shares will be forfeited by a participant if such participant is no longer serving on the Board at or prior to such time that liquidating distributions are paid to the shareholders other than as a result of death, disability or failure to be reelected.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

- **Amendments:** The Board may amend, suspend or terminate the Stock Plan at any time, in its discretion, except that shareholder approval is required for any amendment that increases the number of shares available for grant, accelerates vesting or results in a material increase in benefits or a change in eligibility requirements.

The shares under the Stock Plan were distributed as follows in lieu of the director portion of the Bonus Plan of \$2,702,285:

Board Member	Shares of Restricted Stock
Paul Lamb	30,542
Ronald Macklin	20,362
Nader Salour	20,362
Richard Smith	20,362
Total	91,628

Deferred Compensation Plan - On December 6, 2019, the Company’s Board of Directors approved the Gyrodyne, LLC Nonqualified Deferred Compensation Plan for Employees and Directors (the “DCP”) effective as of January 1, 2020. The DCP is a nonqualified deferred compensation plan maintained for officers and directors of the Company. Under the DCP, officers and directors may elect to defer a portion of their compensation to the DCP and receive interest on such deferred payments at a fixed rate of 5%. All DCP benefits will be paid in a single lump sum cash payment on December 15, 2026, unless a Plan of Liquidation is established for Gyrodyne before the distribution date in which case all benefits will be paid in a single lump sum cash payment after execution of an amendment to terminate the DCP. Each of the Directors elected (under the DCP) to defer 100% of their director fees for 2020, 2021, 2022, 2023 and 2024 excluding Jan Loeb who was nominated to the Board on July 28, 2023.

12. Fair Value of Financial Instruments

Assets and Liabilities Measured at Fair-Value – The Company believes the concepts for determining net realizable value are consistent with the guidance for measuring fair value. As a result, the Company follows authoritative guidance on fair value measurements, which defines fair-value, establishes a framework for measuring fair-value, and expands disclosures about fair-value measurements. The guidance applies to reported balances that are required or permitted to be measured at fair-value under existing accounting pronouncements.

The Company follows authoritative guidance on the fair value option for financial assets, which permits companies to choose to measure certain financial instruments and other items at fair-value in order to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently. However, the Company adopted the liquidation basis of accounting, and therefore reports all assets and liabilities at net realizable value.

The guidance emphasizes that fair-value is a market-based measurement, not an entity-specific measurement. Therefore, a fair-value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair-value measurements, the guidance establishes a fair-value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy, as defined under FASB ASC Topic No. 820, Fair Value Measurements) and the reporting entity’s own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy). In instances where the determination of the fair-value measurement is based on inputs from different levels of the fair-value hierarchy, the level in the fair-value hierarchy within which the entire fair-value measurement falls is based on the lowest level input that is significant to the fair-value measurement in its entirety. Our assessment of the significance of a particular input to the fair-value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

Fair Value Measurements - The Company adopted the liquidation basis of accounting effective September 1, 2015; accordingly, the Company reports all real estate at their net realizable value.

The Company estimates the net realizable value of its real estate assets by using income and market valuation techniques. The Company may estimate net realizable values using market information such as broker opinions of value, appraisals, and recent sales data for similar assets or discounted cash flow models, which primarily rely on Level 3 inputs. The cash flow models include estimated cash inflows and outflows over a specified holding period. These cash flows may include contractual rental revenues, projected future rental revenues and expenses and forecasted capital improvements and lease commissions based upon market conditions determined through discussion with local real estate professionals, and relevant Company experience with its current and previously owned properties. Capitalization rates and discount rates utilized in these models are estimated by management based upon rates that management believes to be within a reasonable range of current market rates for the respective properties based upon an analysis of factors such as property and tenant quality, geographical location, local supply and demand observations. To the extent, the Company underestimates or overestimates forecasted cash outflows (capital improvements, lease commissions and operating costs) or overestimates or understates forecasted cash inflows (rental revenue rates), the estimated net realizable value of its real estate assets could be overstated or understated.

13. Governance

Director Nomination and Proposal from Shareholder –

The Company received a notice dated April 25, 2023 (the “Nomination Notice”) from Star Equity Fund, LP (“Star Equity”), which allegedly owned approximately 5.4% of our outstanding shares at the time of submission, of its intent to nominate a slate of two candidates for election as directors at the 2023 annual meeting of shareholders (“Annual Meeting”). On August 11, 2023, Star Equity submitted a shareholder proposal to the Company pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Shareholder Proposal”).

On September 5, 2023, the Company entered into a letter agreement (“Cooperation Agreement”) with Star Equity, pursuant to which Star Equity agreed to irrevocably withdraw both the Nomination Notice and the Shareholder Proposal. Pursuant to the Cooperation Agreement, the Company agreed to adopt, and submit for shareholder approval at the Annual Meeting, a new stock incentive plan (the “Stock Plan”) for directors who participated in the Company’s retention bonus plan (the “Bonus Plan”), pursuant to which such director participants would exchange their benefits under the Bonus Plan for 91,628 shares under the Stock Plan, if the Stock Plan would be approved by the shareholders. Under the Stock Plan, shares would not be transferable unless and until a liquidating distribution is made to all shareholders. Additionally, the Company agreed not to increase director compensation fees.

The Cooperation Agreement also obligated Star Equity to vote all Company shares beneficially owned by it at the Annual Meeting in accordance with the Board’s recommendations. Star Equity will also vote in accordance with the Board’s recommendations at any special meeting of shareholders occurring before the date that is thirty days prior to the opening of the window for submission of shareholder nominations for the Company’s 2024 annual meeting of shareholders (the “Termination Date”), except that Star Equity may vote (i) in its discretion on any proposal regarding certain extraordinary transactions, and (ii) in accordance with the recommendation of Institutional Shareholder Services Inc. (“ISS”) to the extent the recommendation of ISS differs from the Board’s recommendation on any matter presented to shareholders.

The Cooperation Agreement also prevents Star Equity until the Termination Date from, among other things, (i) nominating any person for election or submitting any shareholder proposal for consideration at any meeting of shareholders of the Company at which directors are to be elected, (ii) soliciting proxies or (iii) taking actions to change or influence the Board, Management or the direction of certain Company matters. Until the Termination Date, the Company and Star Equity have also agreed not to disparage each other.

Through December 31, 2023, the cumulative cost to the Company of responding to and resolving the foregoing shareholder activist campaign, including changes to our incentive compensation arrangements, was approximately \$1,300,000. We are working with insurance coverage counsel to pursue coverage under our existing directors and officers insurance policy for amounts in excess of the \$500,000 insurance deductible under the policy.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

General –

On July 28, 2023, Philip F. Palmedo, a director of the Company and its predecessor Gyrodyne Company of America, Inc. since 1996, retired from the Board.

Also on July 28, 2023, the Board appointed Jan H. Loeb to the Board to fill the vacancy on the Board created by Mr. Palmedo's resignation, and to serve in the class of directors up for election at the 2023 Annual Meeting. Mr. Loeb was appointed to the Board pursuant to the terms of a cooperation agreement dated July 26, 2023 among Leap Tide Capital Management LLC, Jan Loeb and the Company. At the Company's Annual Meeting held on October 12, 2023, Mr. Loeb was elected by the shareholders to serve a three-year term.

14. Public Health and Macroeconomics

The COVID-19 pandemic was a significant factor in prolonging the entitlement process. The pandemic has resulted in a significant shift toward commercial acceptance of remote working and telemedicine which is adversely impacting our occupancy rate and average rate per square foot.

Concurrently, the war between Russia and Ukraine increased uncertainty during 2022 and 2023 with such uncertainty being exacerbated by the war between Israel and Hamas in Gaza and a threat of a broader conflict. Inflation has caused an increase in consumer prices, thereby reducing purchasing power and elevating the risks of a recession. Due to increased inflation, the U.S. Federal Reserve raised the federal funds rate a total of seven times during 2022 and four times in 2023. In response, market interest rates have increased significantly during this time. At the same time, the labor market remains historically tight and companies continue to look to add employees, pushing unemployment lower.

The extent of the impact of these public health and macroeconomic risks on the Company's operational and financial performance and ultimately its Net Asset Value, will depend on current and future developments, including the residual effects of the COVID-19 pandemic and the extent to which interest rate hikes to combat inflation have a recessionary effect.

As a result of the foregoing developments, we are unable to determine what the ultimate impact of general economic conditions will be on our timeline for seeking entitlements and selling properties, and ultimately on the amount proceeds and distributions from those sales.

15. Contingencies

Putative Class Action Lawsuit - On August 14, 2015, the Company entered a Stipulation of Settlement (the "Settlement") providing for the settlement of a putative class action lawsuit against the Company and certain related parties. Under the Settlement, Gyrodyne agreed that any sales of its properties would be effected only in arm's-length transactions at prices at or above their appraised values as of 2014.

As of December 31, 2023 and 2022, the value of the remaining unsold properties exceeded the respective 2014 appraised value.

Article 78 Proceeding – On April 26, 2022, the Incorporated Village of Head of the Harbor and certain other parties, commenced a special proceeding (the "Article 78 Proceeding"), against the Town of Smithtown and certain other parties, including the Company, seeking to annul the Town of Smithtown Planning Board's (the "Planning Board") determinations relating to the Flowerfield Subdivision Application. The Article 78 Proceeding was commenced by the filing of a petition (the "Petition") in the Supreme Court of the State of New York, Suffolk County, pursuant to Article 78 of the N.Y. Civil Practice Law and Rules. Specifically, the Petition seeks to annul the Planning Board's (i) approval of a findings statement, pursuant to the SEQRA, dated September 16, 2021, and adopted by the Planning Board on March 30, 2022, concerning the Flowerfield Subdivision Application, and (ii) preliminary approval on March 30, 2022 of the Flowerfield Subdivision Application. The arguments made in the Petition are substantially similar to those made by opponents of the Flowerfield Subdivision Application during the SEQRA and subdivision process. The Company and the Town of Smithtown are vigorously defending the Planning Board's determinations against the Petition. In June 2022, Gyrodyne and the Town of Smithtown filed motions to dismiss the Petition. During the third quarter, the Article 78 Proceeding was re-assigned to a different judge for the second time. On February 6, 2024, the Supreme Court of the State of New York, Suffolk County issued an order (the "Order"), denying the Motions in part and granting them in part. Specifically, the Order (i) denied the Motions as to three individual Petitioners and the St. James-Head of the Harbor Neighborhood Preservation Coalition, Inc., (ii) granted the Motions as to the remaining twenty (20) individual Petitioners and the Village of Head of the Harbor, (iii) denied the branch of Gyrodyne's motion alleging that Petitioners failed to state a claim, and (iv) requires Gyrodyne to serve an answer within twenty (20) days of service of the Order. The parties will submit their respective briefs on the merits of the remaining Petitioners' contentions after which we believe the Court will render a decision.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

General - In the normal course of business, the Company is a party to various legal proceedings. After reviewing all actions and proceedings pending against or involving the Company, management considers that any loss resulting from such proceedings individually or in the aggregate will not be material to the Company's financial statements.

16. Related Party Transactions

The Company has entered into various leasing arrangements with a not-for-profit organization of which the Company's Chairman, Paul Lamb, serves as Chairman and a director but receives no compensation or any other financial benefit.

In March 2022, a Consolidated Lease Agreement was signed between the Company and the not-for-profit organization that extended the lease to December 2027. It also changed some terms of the original leases including rent on the master lease suite, 3% escalators and agreements on work to be done by the Company and the tenant. The signed Consolidated Lease Agreement reflects a below market lease of \$8,829 annually and \$44,144 during the extended period. A summary of the additional rent under the new arrangement is as follows:

Term	Square Feet	Annual Rent	Total Commitment (excluding renewal options)
April 2022-Dec 2027	6,006	\$ 51,051	\$ 317,455

During the twelve months ended December 31, 2023 and 2022, the Company received rental revenue of \$52,583 and \$47,190, respectively.

The independent members of the Board of the Company approved all of the leasing transaction described above.

The Chairman was also a partner of the firm LambZankel, LLP that provided pro bono legal representation to the aforementioned not-for-profit corporation on the lease.

17. Subsequent Events

Rights Offering – The Company filed a registration statement on Form S-1 with the Securities and Exchange Commission (the "Commission") on December 29, 2023 with respect to a proposed rights offering (the "Rights Offering") for the Company to distribute to holders of Gyrodyne's common shares on the record date of January 29, 2024 one non-transferable subscription right for each five shares held. Each whole subscription right gave the shareholders the opportunity to purchase two of the Company's common shares for \$8.00 per share, or 625,000 shares in the aggregate. If a shareholder exercised his or her basic subscription right in full, and other shareholders did not, such shareholder was entitled to an oversubscription privilege to purchase a portion of the unsubscribed shares at the subscription price, subject to proration and certain limitations. The maximum dollar amount the Company sought to raise in the Rights Offering was \$5 million in aggregate gross proceeds.

The Commission declared the registration statement effective on February 2, 2024 and the Company commenced the Rights Offering on February 6, 2024.

Notes to Consolidated Financial Statements (Liquidation Basis)

Years Ended December 31, 2023 and 2022

The Rights Offering closed on March 7, 2024 and the Company announced on March 11, 2024 that it received subscriptions for 1,031,640 shares, greatly exceeding the maximum shares offered of 625,000. Shareholders were allocated 100% of their basic subscriptions. Based on the maximum 625,000 shares that were issuable in the rights offering, 271,836 shares were allocated to shareholders who properly exercised their oversubscription privilege, pro rata in proportion to the aggregate number of shares subscribed for under the over-subscription privilege, or approximately 40% of each over-subscriber's requested shares. The rights offering resulted in 625,000 common shares issued on March 12, 2024 and net proceeds received (after expenses) of approximately \$4,400,000 (gross proceeds of \$5,000,000 less direct expenses of the rights offering of \$600,000).

The Company expects to use the net proceeds received from the Rights Offering to complete the pursuit of entitlements on the Company's Flowerfield and Cortlandt Manor properties, for litigation fees and expenses in the Article 78 proceeding, for property purchase agreement negotiation and enforcement, for necessary capital improvements in the Company's real estate portfolio, and for general working capital.

Inclusive of the issuance of shares and net proceeds from the Rights Offering, the December 31, 2023 estimated net assets in liquidation would be \$35,463,133 or \$16.12 per share based on 2,199,308 shares outstanding (current shares outstanding of 1,574,308 plus the Rights Offering shares of 625,000).

Loan payable – On February 1, 2024, an agreement was signed with one vendor who had previously agreed to defer 50% of payment until the closing of the first property lot sale that is the subject of either the Flowerfield or Cortlandt Manor subdivision. The agreement called for a \$200,000 payment on outstanding invoices, an interest payment, agreement to pay all future invoices in full and the remaining outstanding balance of \$477,829 was converted to a loan payable within 15 days of the sale of one of the Company's properties. The loan will accrue interest at 0.75% per month through 2024 and 1.0% per month starting January 2025.

List of Subsidiaries

1. Flowerfield Properties, Inc.
2. GSD Flowerfield, LLC
3. GSD Port Jefferson, LLC
4. GSD Cortlandt, LLC
5. Buttonwood Acquisition, LLC

Rule 13a-14(a)/15d-14(a) Certification

I, Gary Fitlin, certify that:

1. I have reviewed this annual report on Form 10-K of Gyrodyne, LLC;
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 officers 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 internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (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 officers 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: March 28, 2024

/s/ GARY FITLIN

By Gary Fitlin,
President and Chief Executive Officer
Chief Financial Officer and Treasurer

Exhibit 32.1

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

In connection with the annual report of Gyrodyne, LLC (the "Company") on Form 10-K for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the "Report"), I, Gary Fitlin, Chief Executive Officer and Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and consolidated results of operations of the Company for the periods presented.

Date: March 28, 2024

/s/ GARY FITLIN
By Gary Fitlin,
President and Chief Executive Officer
Chief Financial Officer and Treasurer

GYRODYNE, LLC

POLICY FOR RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION

Gyrodyne, LLC, a New York limited liability company (the “*Company*”), has adopted this Policy for Recovery of Erroneously Awarded Compensation (the “*Policy*”), effective as of December 1, 2023 (the “*Effective Date*”). Capitalized terms used in this Policy but not otherwise defined herein are defined in Section 11.

1. Persons Subject to Policy

This Policy shall apply to current and former Officers of the Company. Each Officer shall be required to sign an acknowledgment pursuant to which such Officer will agree to be bound by the terms of, and comply with, this Policy; however, any Officer’s failure to sign any such acknowledgment shall not negate the application of this Policy to the Officer.

2. Compensation Subject to Policy

This Policy shall apply to Incentive-Based Compensation received on or after the Effective Date. For purposes of this Policy, the date on which Incentive-Based Compensation is “received” shall be determined under the Applicable Rules, which generally provide that Incentive-Based Compensation is “received” in the Company’s fiscal period during which the relevant Financial Reporting Measure is attained or satisfied, without regard to whether the grant, vesting or payment of the Incentive-Based Compensation occurs after the end of that period.

3. Recovery of Compensation

In the event that the Company is required to prepare a Restatement, the Company shall recover, reasonably promptly, the portion of any Incentive-Based Compensation that is Erroneously Awarded Compensation, unless the Committee has determined that recovery would be Impracticable. Recovery shall be required in accordance with the preceding sentence regardless of whether the applicable Officer engaged in misconduct or otherwise caused or contributed to the requirement for the Restatement and regardless of whether or when restated financial statements are filed by the Company. For clarity, the recovery of Erroneously Awarded Compensation under this Policy will not give rise to any person’s right to voluntarily terminate employment for “good reason,” or due to a “constructive termination” (or any similar term of like effect) under any plan, program or policy of or agreement with the Company or any of its affiliates.

4. Manner of Recovery; Limitation on Duplicative Recovery

The Committee shall, in its sole discretion, determine the manner of recovery of any Erroneously Awarded Compensation, which may include, without limitation, reduction or cancellation by the Company or an affiliate of the Company of Incentive-Based Compensation or Erroneously Awarded Compensation, reimbursement or repayment by any person subject to this Policy of the Erroneously Awarded Compensation, and, to the extent permitted by law, an offset of the Erroneously Awarded Compensation against other compensation payable by the Company or an affiliate of the Company to such person. Notwithstanding the foregoing, unless otherwise prohibited by the Applicable Rules, to the extent this Policy provides for recovery of Erroneously Awarded Compensation already recovered by the Company pursuant to Section 304 of the Sarbanes-Oxley Act of 2002 or Other Recovery Arrangements, the amount of Erroneously Awarded Compensation already recovered by the Company from the recipient of such Erroneously Awarded Compensation may be credited to the amount of Erroneously Awarded Compensation required to be recovered pursuant to this Policy from such person.

5. Administration

This Policy shall be administered, interpreted and construed by the Committee, which is authorized to make all determinations necessary, appropriate or advisable for such purpose. The Board of Directors of the Company (the "**Board**") may re-vest in itself the authority to administer, interpret and construe this Policy in accordance with applicable law, and in such event references herein to the "Committee" shall be deemed to be references to the Board. Subject to any permitted review by the applicable national securities exchange or association pursuant to the Applicable Rules, all determinations and decisions made by the Committee pursuant to the provisions of this Policy shall be final, conclusive and binding on all persons, including the Company and its affiliates, equityholders and employees. The Committee may delegate administrative duties with respect to this Policy to one or more directors or employees of the Company, as permitted under applicable law, including any Applicable Rules.

6. Interpretation

This Policy will be interpreted and applied in a manner that is consistent with the requirements of the Applicable Rules, and to the extent this Policy is inconsistent with such Applicable Rules, it shall be deemed amended to the minimum extent necessary to ensure compliance therewith.

7. No Indemnification; No Liability

The Company shall not indemnify or insure any person against the loss of any Erroneously Awarded Compensation pursuant to this Policy, nor shall the Company directly or indirectly pay or reimburse any person for any premiums for third-party insurance policies that such person may elect to purchase to fund such person's potential obligations under this Policy. None of the Company, an affiliate of the Company or any member of the Committee or the Board shall have any liability to any person as a result of actions taken under this Policy.

8. Application; Enforceability

Except as otherwise determined by the Committee or the Board, the adoption of this Policy does not limit, and is intended to apply in addition to, any other clawback, recoupment, forfeiture or similar policies or provisions of the Company or its affiliates, including any such policies or provisions of such effect contained in any employment agreement, bonus plan, incentive plan, equity-based plan or award agreement thereunder or similar plan, program or agreement of the Company or an affiliate or required under applicable law (the "**Other Recovery Arrangements**"). The remedy specified in this Policy shall not be exclusive and shall be in addition to every other right or remedy at law or in equity that may be available to the Company or an affiliate of the Company.

9. Severability

The provisions in this Policy are intended to be applied to the fullest extent of the law; provided, however, to the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted, and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

10. Amendment and Termination

The Board or the Committee may amend, modify or terminate this Policy in whole or in part at any time and from time to time in its sole discretion. This Policy will terminate automatically when the Company does not have a class of securities listed on a national securities exchange or association.

11. Definitions

"**Applicable Rules**" means Section 10D of the Exchange Act, Rule 10D-1 promulgated thereunder, the listing rules of the national securities exchange or association on which the Company's securities are listed, and any applicable rules, standards or other guidance adopted by the Securities and Exchange Commission or any national securities exchange or association on which the Company's securities are listed.

"**Committee**" means the committee of the Board responsible for executive compensation decisions comprised solely of independent directors (as determined under the Applicable Rules), or in the absence of such a committee, a majority of the independent directors serving on the Board.

“Erroneously Awarded Compensation” means the amount of Incentive-Based Compensation received by a current or former Officer that exceeds the amount of Incentive-Based Compensation that would have been received by such current or former Officer based on a restated Financial Reporting Measure, as determined on a pre-tax basis in accordance with the Applicable Rules.

“Exchange Act” means the Securities Exchange Act of 1934, as amended.

“Financial Reporting Measure” means any measure determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measures derived wholly or in part from such measures, including GAAP, IFRS and non-GAAP/IFRS financial measures, as well as stock or share price and total equityholder return.

“GAAP” means United States generally accepted accounting principles.

“IFRS” means international financial reporting standards as adopted by the International Accounting Standards Board.

“Impracticable” means (a) the direct costs paid to third parties to assist in enforcing recovery would exceed the Erroneously Awarded Compensation; provided that the Company (i) has made reasonable attempts to recover the Erroneously Awarded Compensation, (ii) documented such attempt(s), and (iii) provided such documentation to the relevant listing exchange or association, (b) to the extent permitted by the Applicable Rules, the recovery would violate the Company’s home country laws pursuant to an opinion of home country counsel; provided that the Company has (i) obtained an opinion of home country counsel, acceptable to the relevant listing exchange or association, that recovery would result in such violation, and (ii) provided such opinion to the relevant listing exchange or association, or (c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

“Incentive-Based Compensation” means, with respect to a Restatement, any compensation that is granted, earned, or vested based wholly or in part upon the attainment of one or more Financial Reporting Measures and received by a person: (a) after beginning service as an Officer; (b) who served as an Officer at any time during the performance period for that compensation; (c) while the issuer has a class of its securities listed on a national securities exchange or association; and (d) during the applicable Three-Year Period.

“Officer” means each person who serves as an executive officer of the Company, as defined in Rule 10D-1(d) under the Exchange Act.

“Restatement” means an accounting restatement to correct the Company’s material noncompliance with any financial reporting requirement under securities laws, including restatements that correct an error in previously issued financial statements (a) that is material to the previously issued financial statements or (b) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

“Three-Year Period” means, with respect to a Restatement, the three completed fiscal years immediately preceding the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare such Restatement, or, if earlier, the date on which a court, regulator or other legally authorized body directs the Company to prepare such Restatement. The “Three-Year Period” also includes any transition period (that results from a change in the Company’s fiscal year) within or immediately following the three completed fiscal years identified in the preceding sentence. However, a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months shall be deemed a completed fiscal year.