

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP

Form 10-K

March 13, 2017

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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, 2016

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001 31568

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New England Realty Associates Limited Partnership

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of  
incorporation or organization)

39 Brighton Avenue, Allston, Massachusetts

(Address of principal executive offices)

04 2619298

(I.R.S. employer  
identification no.)

02134

(Zip Code)

Registrant's telephone number, including area code: (617) 783 0039

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

Depository Receipts

(Title of each Class)

NYSE MKT

(Name of each Exchange on which Registered)

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

Class A

Limited Partnership Units

(Title of class)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10 K or any amendments to this Form 10-K

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

Large accelerated filer Accelerated filer Non accelerated filer Smaller reporting company  
(Do not check if a smaller reporting company)

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

At June 30, 2016, the aggregate market value of the registrant's securities held by non affiliates of the registrant was \$126,577,073 based on the closing price of the registrant's traded securities on the NYSE MKT Exchange on such date. For this computation, the Registrant has excluded the market value of all Depositary Receipts reported as beneficially owned by executive officers and directors of the General Partner of the Registrant; such exclusion shall not be deemed to constitute an admission that any such person is an affiliate of the Registrant.

As of March 1, 2017, there were 99,528 of the registrant's Class A units (2,985,831 Depositary Receipts) of limited partnership issued and outstanding and 23,638 Class B units issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE: None.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP

PART I

ITEM 1. BUSINESS

General

New England Realty Associates Limited Partnership (“NERA” or the “Partnership”), a Massachusetts Limited Partnership, was formed on August 12, 1977 as the successor to five real estate limited partnerships (collectively, the “Colonial Partnerships”), which filed for protection under Chapter XII of the Federal Bankruptcy Act in September 1974. The bankruptcy proceedings were terminated in late 1984. In July 2004, the General Partner extended the termination date of the Partnership until 2057, as allowed in the Partnership Agreement.

The authorized capital of the Partnership is represented by three classes of partnership units (“Units”). There are two categories of limited partnership interests (“Class A Units” and “Class B Units”) and one category of general partnership interests (the “General Partnership Units”). The Class A Units were initially issued to creditors and limited partners of the Colonial Partnerships and have been registered under Section 12(g) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Each Class A Unit is exchangeable for 30 publicly traded depository receipts (“Receipts”), which are currently listed on the NYSE Amex Exchange and are registered under Section 12(b) of the Exchange Act. The Class B Units were issued to the original general partners of the Partnership. The General Partnership Units are held by the current general partner of the Partnership, NewReal, Inc. (the “General Partner”). The Class A Units represent an 80% ownership interest, the Class B Units represent a 19% ownership interest, and the General Partnership Units represent a 1% ownership interest.

The Partnership is engaged in the business of acquiring, developing, holding for investment, operating and selling real estate. The Partnership, directly or through 25 subsidiary limited partnerships or limited liability companies, owns and operates various residential apartment buildings, condominium units and commercial properties located in Massachusetts and New Hampshire. As used herein, the Partnership’s subsidiary limited partnerships and limited liabilities companies are each referred to as a “Subsidiary Partnership” and are collectively referred to as the “Subsidiary Partnerships.”

The Partnership owns between a 99.67% and 100% interest in each of the Subsidiary Partnerships, except in nine limited liability companies (the “Investment Properties” or “Joint Ventures”) in which the Partnership has between a 40% and 50% ownership interest. The majority shareholder of the General Partner indirectly owns between 43.2% and 56%, the President of Hamilton owns between 2.5 % and 4.5 %, and five other management employees of Hamilton own collectively between 0% and 3.3%, respectively of Joint Ventures. The Partnership’s interest in the Investment Properties is accounted for on the equity method in the Consolidated Financial Statements. See Note 1 to the Consolidated Financial Statements—“Principles of Consolidation.” See Note 14 to the Consolidated Financial Statements—“Investment in Unconsolidated Joint Ventures” for a description of the properties and their operations. Of those Subsidiary Partnerships not wholly owned by the Partnership, except for the Investment Properties, the remaining ownership interest is held by an unaffiliated third party. In each such case, the third party has entered into an agreement with the Partnership, pursuant to which any benefit derived from its ownership interest in the applicable Subsidiary Partnerships will be returned to the Partnership.

The long term goals of the Partnership are to manage, rent and improve its properties and to acquire additional properties with income and capital appreciation potential as suitable opportunities arise. When appropriate, the Partnership may sell or refinance selected properties. Proceeds from any such sales or refinancing will be used to reduce debt, reinvested in acquisitions of other properties, distributed to the partners, repurchase equity interests, or

used for operating expenses or reserves, as determined by the General Partner.

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### Operations of the Partnership

The Partnership is managed by the General Partner, NewReal, Inc., a Massachusetts corporation wholly owned by Harold Brown and Ronald Brown. The General Partner has engaged The Hamilton Company, Inc. (the “Hamilton Company” or “Hamilton”) to perform general management functions for the Partnership’s properties in exchange for management fees. The Hamilton Company is wholly owned by Harold Brown and employs Ronald Brown and Harold Brown. The Partnership, Subsidiary Partnerships, and the Investment Properties currently contract with the management company for 50 individuals at the Properties and 11 individuals at the Joint Ventures who are primarily involved in the supervision and maintenance of specific properties. The General Partner has no employees.

As of February 1, 2017, the Partnership and its Subsidiary Partnerships owned 2,506 residential apartment units in 21 residential and mixed use complexes (collectively, the “Apartment Complexes”). The Partnership also owns 19 condominium units in a residential condominium complex, all of which are leased to residential tenants (collectively referred to as the “Condominium Units”). The Apartment Complexes, the Condominium Units and the Investment Properties are located primarily in the metropolitan Boston area of Massachusetts.

As of February 1, 2017, the Subsidiary Partnerships also owned a commercial shopping center in Framingham, Massachusetts, one commercial building in Newton and one in Brookline, Massachusetts and commercial space in mixed use buildings in Boston, Brockton and Newton, Massachusetts. These properties are referred to collectively as the “Commercial Properties.” See Note 2 to the Consolidated Financial Statements, included as a part of this Form 10 K.

Additionally, as of February 1, 2017, the Partnership owned a 40 50% interest in 9 residential and mixed use complexes, the Investment Properties, with a total of 772 residential units, one commercial unit, and a 50 car parking lot. See Note 14 to the Consolidated Financial Statements for additional information on these investments.

The Apartment Complexes, Investment Properties, Condominium Units and Commercial Properties are referred to collectively as the “Properties.”

Harold Brown and, in certain cases, Ronald Brown, and officers and employees of the Hamilton Company own or have owned interests in certain of the Properties, Subsidiary Partnerships and Joint Ventures. See “Item 13. Certain Relationships, Related Transactions and Director Independence.”

The leasing of real estate in the metropolitan Boston area of Massachusetts is highly competitive. The Apartment Complexes, Condominium Units and the Investment Properties must compete for tenants with other residential apartments and condominium units in the areas in which they are located. The Commercial Properties must compete for commercial tenants with other shopping malls and office buildings in the areas in which they are located. Thus, the level of competition at each Property depends on how many other similarly situated properties are in its vicinity. See “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Factors that May Affect Future Results.”

The Second Amended and Restated Contract of Limited Partnership of the Partnership (the “Partnership Agreement”) authorizes the General Partner to acquire real estate and real estate related investments from or in participation with either or both of Harold Brown and Ronald Brown, or their affiliates, upon the satisfaction of certain terms and conditions, including the approval of the Partnership’s Advisory Committee and limitations on the price paid by the Partnership for such investments. The Partnership Agreement also permits the Partnership’s limited partners and the General Partner to make loans to the Partnership, subject to certain limitations on the rate of interest that may be charged to the Partnership. Except for the foregoing, the Partnership does not have any policies prohibiting any limited partner, General Partner or any other person from having any direct or indirect pecuniary interest in any investment to be acquired or disposed of by the Partnership or in any transaction to which the Partnership is a party or

has an interest in or from engaging, for their own account, in business activities of the types conducted or to be conducted by the Partnership. The General Partner is not limited in the number or amount of mortgages which may be placed on any Property, nor is there a policy limiting the percentage of Partnership assets which may be invested in any specific Property.

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### Industry Segments

The Partnership operates in only one industry segment—real estate. The Partnership does not have any foreign operations, and its business is not seasonal. See the Consolidated Financial Statements attached hereto and incorporated by reference herein for financial information relating to our industry segment.

### Unit Distributions

In January 2017, the Partnership approved a quarterly distribution of \$9.00 per Unit (\$0.30 per Receipt), payable on March 31, 2017. In 2016 the Partnership paid a total distribution of an aggregate \$54.00 per Unit (\$1.80 per Receipt) for a total payment of \$6,729,679 in 2016. In 2015, the Partnership paid four quarterly distributions of an aggregate of \$30.00 per Unit (\$1.00 per Receipt) for a total payment of \$3,785,883.

On August 20, 2007, NewReal, Inc., the General Partner authorized an equity repurchase program (“Repurchase Program”) under which the Partnership was permitted to purchase, over a period of twelve months, up to 300,000 Depositary Receipts (each of which is one tenth of a Class A Unit). Over time, the General Partner has authorized increases in the equity repurchase program. On March 10, 2015, the General Partner authorized an increase in the Repurchase Program to 2,000,000 Depositary Receipts and extended the Program for an additional five years from March 31, 2015 until March 31, 2020. The Repurchase Program requires the Partnership to repurchase a proportionate number of Class B Units and General Partner Units in connection with any repurchases of any Depositary Receipts by the Partnership based upon the 80%, 19% and 1% fixed distribution percentages of the holders of the Class A, Class B and General Partner Units under the Partnership’s Second Amended and Restate Contract of Limited Partnership. Repurchases of Depositary Receipts or Partnership Units pursuant to the Repurchase Program may be made by the Partnership from time to time in its sole discretion in open market transactions or in privately negotiated transactions. From August 20, 2007 through December 31, 2016, the Partnership has repurchased 1,364,757 Depositary Receipts at an average price of \$27.12 per receipt (or \$813.60 per underlying Class A Unit), 3,068 Class B Units and 162 General Partnership Units, both at an average price of \$ 924.92 per Unit, totaling approximately \$40,231,000 including brokerage fees paid by the Partnership.

### Property Transactions

On September 18, 2015, Residences at Captain Parkers LLC, a newly formed subsidiary of the Partnership, purchased the Residence at Captain Parkers, a 94 unit apartment complex located at 125 Worthen Road and Ryder Lane in Lexington, Massachusetts. The purchase price was \$31,600,000 and the closing costs were approximately \$49,000. From the purchase price, the Partnership allocated approximately \$474,000 for in-place leases, and approximately \$31,000 to the value of tenant relationships. These amounts are being amortized over 12 and 24 months respectively. To fund the purchase, the Partnership utilized the available line of credit of \$25,000,000, and the balance from the Partnership’s cash reserves.

On August 3, 2016, Hamilton Green Apartments, LLC sold a single family house contiguous with its apartment complex in Andover, Massachusetts. The sale price of the property was \$1,000,000 with closing costs of \$227,663 and a cost basis of \$668,544 resulting in a gain on the sale of \$104,443. Included in the closing costs is a mortgage prepayment penalty of \$187,905. The proceeds from the sale were used to reduce the principal amount on the apartment complex’s mortgage.



During 2016, the Partnership and its Subsidiary Partnerships completed improvements to certain of the Properties at a total cost of approximately \$5,163,000. These improvements were funded from cash reserves and, to some extent, escrow accounts established in connection with the financing or refinancing of the applicable Properties. These sources have been adequate to fully fund improvements. The most significant improvements were made at 1144 Commonwealth Apartments, Captain Parkers, Hamilton Oaks, 62 Boylston Street, Westside Colonial, and School Street 9 Associates, at a cost of \$913,000, \$722,000, \$622,000, \$458,000, \$409,000, and \$387,000 respectively. The Partnership plans to invest approximately \$3,746,000 in capital improvements in 2017.

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During 2016, two Joint Venture Partnerships sold units. Hamilton 1025 LLC sold ten units with a gain on the sales of approximately \$1,324,000. Hamilton Bay LLC sold four units with a gain on the sales of approximately \$337,000.

### Line of Credit

On July 31, 2014, the Partnership entered into an agreement for a \$25,000,000 revolving line of credit. The term of the line is three years with a floating interest rate equal to a base rate of the greater of (a) the Prime Rate (b) the Federal Funds Rate plus one-half of one percent per annum, or (c) the LIBOR Rate for a period of one month plus 1% per annum, plus the applicable margin of 2.5%. The costs associated with the line of credit were approximately \$125,000. As of December 31, 2016, the credit line had no outstanding balance.

On September 15, 2015, the Partnership, in connection with the purchase of the Residence at Captain Parker Apartments, used the entire line of credit, along with cash reserves, to purchase the property. (See Note 2: Rental Properties, for the details of the transaction.)

On January 7, 2016, Captain Parker entered into a Multifamily Loan and Security Agreement (the "Loan Agreement") with KeyBank National Association (the "Lender"). As a result of securing the financing, the Partnership used the proceeds of the loan and cash reserves of the Partnership to pay down the Line of Credit to zero. A payment was made on January 7, 2016 for \$23,000,000, and another payment for \$2,000,000 was made on January 15, 2016.

The line of credit may be used for acquisition, refinancing, improvements, working capital and other needs of the Partnership. The line may not be used to pay distributions, make distributions or acquire equity interests of the Partnership.

The line of credit is collateralized by varying percentages of the Partnership's ownership interest in 23 of its subsidiary properties and joint ventures. Pledged interests range from 49% to 100% of the Partnership's ownership interest in the respective entities.

The Partnership paid fees to secure the line of credit. Any unused balance of the line of credit is subject to a fee ranging from 15 to 20 basis points per annum. The Partnership paid approximately \$50,000 for the twelve months ended December 31, 2016.

The line of credit agreement has several covenants, such as providing cash flow projections and compliance certificates, as well as other financial information. The covenants include, but are not limited to the following: maintain a leverage ratio that does not exceed 65%; aggregate increase in indebtedness of the subsidiaries and joint ventures should not exceed \$15,000,000; maintain a tangible net worth (as defined in the agreement) of a minimum of \$150,000,000; a minimum ratio of net operating income to total indebtedness of at least 9.5%; debt service coverage ratio of at least 1.6 to 1, as well as other items. The Partnership is in compliance with these covenants as of December 31, 2016.

### Advisory Committee

The Advisory Committee members are limited partners Gregory Dube, Robert Nahigian, and Edward Sarkesian. These Advisory Committee members are not affiliated with the General Partner. The Advisory Committee meets with the General Partner to review the progress of the Partnership, assist the General Partner with policy formation, review the appropriateness, timing and amount of proposed distributions, approve or reject proposed acquisitions and investments with affiliates, and advise the General Partner on various other Partnership affairs. Per the Partnership

Agreement, the Advisory Committee has no binding power except that it must approve certain investments and acquisitions or sales by the Partnership from or with affiliates of the Partnership.

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Available Information

The Partnership's website is [www.thehamiltoncompany.com](http://www.thehamiltoncompany.com). On its website, the Partnership makes available, free of charge, its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended. These forms are made available as soon as reasonably practical after the Partnership electronically files or furnishes such materials to the Securities and Exchange Commission. Any shareholder may obtain copies of these documents, free of charge, by sending a request in writing to: Director of Investor Relations, New England Realty Associates Limited Partnership, 39 Brighton Avenue, Allston, MA 02134.

ITEM 1A. RISK FACTORS

We are subject to certain risks and uncertainties as described below. These risks and uncertainties may not be the only ones we face; there may be additional risks that we do not presently know of or that we currently consider immaterial. All of these risks could adversely affect our business, financial condition, results of operations and cash flows. Our ability to pay distributions on, and the market price of, our equity securities may be adversely affected if any of such risks are realized. All investors should consider the following risk factors before deciding to purchase or sell securities of the Partnership.

We are subject to risks inherent in the ownership of real estate. We own and manage multifamily apartment complexes and commercial properties that are subject to varying degrees of risk generally incident to the ownership of real estate. Our financial condition, the value of our properties and our ability to make distributions to our shareholders will be dependent upon our ability to operate our properties in a manner sufficient to generate income in excess of operating expenses and debt service charges, which may be affected by the following risks, some of which are discussed in more detail below:

- changes in the economic climate in the markets in which we own and manage properties, including interest rates, the overall level of economic activity, the availability of consumer credit and mortgage financing, unemployment rates and other factors;
- a lessening of demand for the multifamily and commercial units that we own;
- competition from other available multifamily residential and commercial units and changes in market rental rates;
- development by competitors of competing multi-family communities;
- increases in property and liability insurance costs;
- changes in real estate taxes and other operating expenses (e.g., cleaning, utilities, repair and maintenance costs, insurance and administrative costs, security, landscaping, pest control, staffing, snow removal and other general costs);
- changes in laws and regulations affecting properties (including tax, environmental, zoning and building codes, and housing laws and regulations);
- weather and other conditions that might adversely affect operating expenses;
- expenditures that cannot be anticipated, such as utility rate and usage increases, unanticipated repairs and real estate tax valuation reassessments or mileage rate increases;
- our inability to control operating expenses or achieve increases in revenues;

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- the results of litigation filed or to be filed against us;
- risks related to our joint ventures;
- risks of personal injury claims and property damage related to mold claims because of diminished insurance coverage;
- catastrophic property damage losses that are not covered by our insurance;
- risks associated with property acquisitions such as environmental liabilities, among others;
- changes in market conditions that may limit or prevent us from acquiring or selling properties;
- the perception of tenants and prospective tenants as to the attractiveness, convenience and safety of our properties or the neighborhoods in which they are located; and
- the Partnership does not carry directors and officers insurance.

We are dependent on rental income from our multifamily apartment complexes and commercial properties. If we are unable to attract and retain tenants or if our tenants are unable to pay their rental obligations, our financial condition and funds available for distribution to our shareholders will be adversely affected.

Our multifamily apartment complexes and commercial properties are subject to competition. Our properties and joint venture investments are located in developed areas that include other properties. The properties also compete with other rental alternatives, such as condominiums, single and multifamily rental homes, owner occupied single and multifamily homes, and commercial properties in attracting tenants. This competition may affect our ability to attract and retain residents and to increase or maintain rental rates.

The properties we own are concentrated in Eastern Massachusetts and Southern New Hampshire. Our performance, therefore, is linked to economic conditions and the market for available rental housing and commercial space in these states. A decline in the market for apartment housing and/or commercial properties may adversely affect our financial condition, results of operations and ability to make distributions to our shareholders.

Our insurance may not be adequate to cover certain risks. There are certain types of risks, generally of a catastrophic nature, such as earthquakes, floods, windstorms, act of war and terrorist attacks that may be uninsurable, or are not economically insurable, or are not fully covered by insurance. Moreover, certain risks, such as mold and environmental exposures, generally are not covered by our insurance. Should an uninsured loss or a loss in excess of insured limits occur, we could lose our equity in the affected property as well as the anticipated future cash flow from that property. Any such loss could have a material adverse effect on our business, financial condition and results of operations.

Debt financing could adversely affect our performance. The vast majority of our assets are encumbered by project specific, non recourse, non cross collateralized mortgage debt. There is a risk that these properties will not have sufficient cash flow from operations for payments of required principal and interest. We may not be able to refinance these loans at an amount equal to the loan balance and the terms of any refinancing may not be as favorable as the terms of existing indebtedness. If we are unable to make required payments on indebtedness that is secured by a mortgage, the Partnership will either invest additional money in the property or the property securing the mortgage may be foreclosed with a consequent loss of income and value to us.

We are obligated to comply with financial covenants in our indebtedness that could restrict our range of operating activities. The mortgages on our properties contain customary negative covenants, including limitations on our ability, without prior consent of the lender and other items. Failure to comply with these covenants could cause a default under the agreements and, in certain circumstances; our lenders may be entitled to accelerate our debt obligations.

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Defaults under our debt agreements could materially and adversely affect our financial condition and results of operations.

Real estate investments are generally illiquid, and we may not be able to sell our properties when it is economically or strategically advantageous to do so. Real estate investments generally cannot be sold quickly, and our ability to sell properties may be affected by market conditions. We may not be able to diversify or vary our portfolio promptly in accordance with our strategies or in response to economic or other conditions.

Our access to public debt markets is limited. Substantially all of our debt financings are secured by mortgages on our properties because of our limited access to public debt markets.

Litigation may result in unfavorable outcomes. Like many real estate operators, we may be involved in lawsuits involving premises liability claims, housing discrimination claims and alleged violations of landlord tenant laws, which may give rise to class action litigation or governmental investigations. Any material litigation not covered by insurance, such as a class action, could result in substantial costs being incurred. The Partnership does not carry directors and officer's liability insurance.

Our financial results may be adversely impacted if we are unable to sell properties and employ the proceeds in accordance with our strategic plan. Our ability to pay down debt, reduce our interest costs, repurchase Depositary Receipts and acquire properties is dependent upon our ability to sell the properties we have selected for disposition at the prices and within the deadlines we have established for each respective property.

The costs of complying with laws and regulations could adversely affect our cash flow and ability to make distributions to our shareholders. Our properties must comply with Title III of the Americans with Disabilities Act (the "ADA") to the extent that they are "public accommodations" or "commercial facilities" as defined in the ADA. The ADA does not consider apartment complexes to be public accommodations or commercial facilities, except for portions of such properties that are open to the public. In addition, the Fair Housing Amendments Act of 1988 (the "FHAA") requires apartment complexes first occupied after March 13, 1990, to be accessible to the handicapped. Other laws also require apartment communities to be handicap accessible. Noncompliance with these laws could result in the imposition of fines or an award of damages to private litigants. We may be subject to lawsuits alleging violations of handicap design laws in connection with certain of our developments. If compliance with these laws involves substantial expenditures or must be made on an accelerated basis, our ability to make distributions to our shareholders could be adversely affected.

Under various federal, state and local laws, an owner or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances on, under or in the property. This liability may be imposed without regard to whether the owner or operator knew of, or was responsible for, the presence of the substances. Other law imposes on owners and operators certain requirements regarding conditions and activities that may affect human health or the environment. Failure to comply with applicable requirements could complicate our ability to lease or sell an affected property and could subject us to monetary penalties, costs required to achieve compliance and potential liability to third parties. We are not aware of any material noncompliance, liability or claim relating to hazardous or toxic substances or other environmental matters in connection with any of our properties. Nonetheless, it is possible that material environmental contamination or conditions exist, or could arise in the future, in the apartment communities or on the land upon which they are located.

We are subject to the risks associated with investments through joint ventures. Nine of our properties are owned by joint ventures in which we do not have a direct controlling interest. We may enter into joint ventures, including joint ventures that we do not control, in the future. Any joint venture investment involves risks such as the possibility that the co-venturer may seek relief under federal or state insolvency laws, or have economic or business interests or goals

that are inconsistent with our business interests or goals. While the bankruptcy or insolvency of our co-venturer generally should not disrupt the operations of the joint venture, we could be forced to purchase the co-venturer's interest in the joint venture or the interest could be sold to a third party. We also may guarantee the indebtedness of our joint ventures. If we do not have control over a joint venture, the value of our investment may be affected adversely by a third party that may have different goals and capabilities than ours.

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We are subject to risks associated with development, acquisition and expansion of multifamily apartment complexes and commercial properties. Development projects and acquisitions and expansions of apartment complexes are subject to a number of risks, including:

- availability of acceptable financing;
- competition with other entities for investment opportunities;
- failure by our properties to achieve anticipated operating results;
- construction costs of a property exceeding original estimates;
- delays in construction; and
- expenditure of funds on, and the devotion of management time to, transactions that may not come to fruition.

We are subject to control by our directors and officers. The directors and executive officers of the General Partner and members of their families and related entities owned approximately 35% of our depositary receipts as of December 31, 2016. Additionally, management decisions rest with our General Partner without limited partner approval.

Competition for skilled personnel could increase our labor costs. We and our management company compete with various other companies in attracting and retaining qualified and skilled personnel who are responsible for the day to day operations of our properties. Competitive pressures may require that we enhance our pay and benefits package to compete effectively for such personnel. We may not be able to offset such added costs by increasing the rates we charge our tenants. If there is an increase in these costs or if we fail to attract and retain qualified and skilled personnel, our business and operating results could be harmed.

We depend on our key personnel. Our success depends to a significant degree upon the continued contribution of key members of the management company, who may be difficult to replace. The loss of services of these executives could have a material adverse effect on us. There can be no assurance that the services of such personnel will continue to be available to us. We do not hold key man life insurance on any of our key personnel.

Changes in market conditions could adversely affect the market price of our Depositary Receipts. As with other publicly traded equity securities, the value of our depositary receipts depends on various market conditions, which may change from time to time. Among the market conditions that may affect the value of our depositary receipts are the following:

- the extent of investor interest in us;
- the general reputation of real estate companies and the attractiveness of our equity securities in comparison to other equity securities, including securities issued by other real estate companies;
- our financial performance; and
- general stock and bond market conditions.

The market value of our depositary is based primarily upon the market's perception of our growth potential and our current and potential future earnings and cash distributions. Consequently, our depositary receipts may trade at prices that are higher or lower than our net asset value per depositary receipt.

We face possible risks associated with the physical effects of climate change. We cannot predict with the certainty whether climate change is occurring and, if so at what rate. However, the physical effects of climate change



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could have a material effect on our properties, operations, and business. To the extent climate change causes changes in weather patterns, our markets could experience increases in storm intensity and rising sea levels. Over time, these conditions could result in declining demand for our buildings or the inability of us to operate the buildings at all. Climate change may also have indirect effects on our business by increasing the cost of (or making unavailable) property insurance on terms we find acceptable, increasing the cost of energy and increasing the cost of snow removal at our properties. Proposed federal legislation to address climate change could increase utility and other costs of operating our properties which, if not offset by rising rental income, would reduce our net income. There can be no assurance that climate change will not have a material adverse effect on our properties, operations or business.

Security breaches and other disruptions could compromise our information and expose us to liability, which would cause our business and reputation to suffer. In the ordinary course of our business, we collect and store sensitive data, including intellectual property, our proprietary business information and that of our tenants and business partners, including personally identifiable information of our tenants and employees, in our data centers and on our networks. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, disrupt our operations, and damage our reputation, which could adversely affect our business.

Risk of changes in the tax law applicable to real estate partnerships. Since the Internal Revenue Service, the United States Treasury Department and Congress frequently review federal income legislation, we cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any such legislative action may prospectively or retroactively modify our tax treatment and therefore, may adversely affect taxation to us, and/or our partners.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Partnership and its Subsidiary Partnerships own the Apartment Complexes, the Condominium Units, the Commercial Properties and a 40-50% interest in nine Investment Properties. See also "Item 13. Certain Relationships and Related Transactions and Director Independence" for information concerning affiliated transactions.

Apartment Complexes

The table below lists the location of the 2,506 Apartment Units, the number and type of units in each complex, the range of rents and vacancies as of February 1, 2017, the principal amount outstanding under any mortgages as of December 31,

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2016, the fixed interest rates applicable to such mortgages, and the maturity dates of such mortgages.

|  | Number and Type  |  |                | Mortgage Balance<br>and Interest Rate<br>As of<br>December | Maturity<br>Date of<br>Mortgage |
|--|--|--|----------------|--|---------------------------------|
| Apartment Complex<br>Battle Green LLC<br>34-42 Worthen Road<br>Lexington, MA | of Units<br>48 units<br>0 three bedroom<br>24 two bedroom<br>24 one bedroom<br>0 studios | Rent Range<br>N/A<br>\$ 2,150-2,450<br>\$ 1,650-2,000<br>N/A         | Vacancies<br>— | 31, 2016<br>\$ 4,556,929<br>4.95 %                         | (2)<br>2026                     |
| Boylston Downtown L.P.<br>62 Boylston Street<br>Boston, MA                   | 269 units<br>0 three bedroom<br>0 two bedroom<br>53 one bedroom<br>216 studios           | N/A<br>N/A<br>\$ 1,925-2,850<br>\$ 1,355-2,300                       | 5              | \$ 39,767,081<br>3.97 %                                    | 2028                            |
| Brookside Associates, LLC<br>5-7-10-12 Totman Road<br>Woburn, MA             | 44 units<br>0 three bedroom<br>34 two bedroom<br>10 one bedroom<br>0 studios             | N/A<br>N/A<br>\$ 1,425-1,750<br>\$ 1,315-1,550<br>N/A                | 1              | \$ 2,551,784<br>5.81 %                                     | 2020                            |
| Clovelly Apartments L.P.<br>160-170 Concord Street<br>Nashua, NH             | 103 units<br>0 three bedroom<br>53 two bedroom<br>50 one bedroom<br>0 studios            | N/A<br>N/A<br>\$ 1,025-1,400<br>\$ 950 -1,100<br>N/A                 | 1              | \$ 4,160,000<br>5.62 %                                     | 2023                            |
| Commonwealth 1137 L.P.<br>1131-1137 Commonwealth Ave.<br>Allston, MA         | 35 units<br>29 three bedroom<br>4 two bedroom<br>1 one bedroom<br>1 studio               | \$ 2,400-3,200<br>\$ 2,300-2,350<br>\$ 1,050-1,050<br>\$ 1,250-1,250 | —              | \$ 3,750,000<br>5.65 %                                     | 2023                            |
| Commonwealth 1144 L.P.<br>1144-1160 Commonwealth Ave.<br>Allston, MA         | 261 units<br>0 three bedroom<br>11 two bedroom<br>109 one bedroom<br>141 studios         | N/A<br>\$ 1,075-2,000<br>\$ 1,375-1,875<br>\$ 950 -1,650             | 1              | \$ 14,780,000<br>5.61 %                                    | 2023                            |
| Nera Dean Street Associates, LLC<br>38-48 Dean Street<br>Norwood, MA         | 69 units<br>0 three bedroom<br>66 two bedroom<br>3 one bedroom<br>0 studios              | N/A<br>N/A<br>\$ 1,355-1,629<br>\$ 1,300-1,375<br>N/A                | 3              | \$ 5,687,000<br>4.22 %                                     | 2024                            |
| Executive Apartments L.P.<br>545-561 Worcester Road<br>Framingham, MA        | 72 units<br>1 three bedroom<br>47 two bedroom<br>24 one bedroom<br>0 studios             | \$ 1,850-1,850<br>\$ 1,320-1,625<br>\$ 1,200-1,400<br>N/A            | 1              | \$ 2,415,000<br>5.59 %                                     | 2023                            |
| Hamilton Green Apartments LLC  | 193 units  |  | 3              | \$ 37,171,505  | 2028                            |

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|  |   |  |   |               |      |
|--|---|--|---|---------------|------|
| 311–319 Lowell Street<br>Andover, MA   | 10 three bedroom<br>168 two bedroom<br>15 one bedroom | \$ 1,052–2,800<br>\$ 1,369–4,200<br>\$ 1,156–1,900 |   | 4.67          | %    |
| Hamilton Oaks Associates, LLC          | 268 units   |  | 2 | \$ 11,925,000 | 2023 |
| 30–50 Oak Street Extension             | 0 three bedroom                                       | N/A  |   | 5.59          | %    |
| 40–60 Reservoir Street<br>Brockton, MA | 96 two bedroom<br>159 one bedroom<br>13 studios       | \$ 1,350–1,615<br>\$ 1,000–1,390<br>\$ 890 –1,050  |   |               |      |

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|   | Number and Type<br>of Units   | Rent Range  | Vacancies | Mortgage Balance<br>and Interest Rate<br>As of<br>December<br>31, 2016 | (2) Maturity<br>Date of<br>Mortgage |
|---|---|---|-----------|--|-------------------------------------|
| Apartment Complex<br>Highland Street Apartments L.P.<br>38-40 Highland Street<br>Lowell, MA | 36 units<br>0 three bedroom<br>24 two bedroom<br>10 one bedroom<br>2 studios  | N/A<br>\$ 1,040-1,250<br>\$ 935 -1,175<br>\$ 1,000-1,000  | —         | \$ 1,050,000<br>5.59 %   | 2023                                |
| Linhart L.P. (1)<br>4-34 Lincoln Street<br>Newton, MA                                       | 9 units<br>0 three bedroom<br>0 two bedroom<br>5 one bedroom<br>4 studios     | N/A<br>N/A<br>\$ 990 -1,480<br>\$ 1,090-1,140             | —         | \$ —<br>— %  |                                     |
| North Beacon 140 L.P.<br>140-154 North Beacon Street<br>Brighton, MA                        | 65 units<br>10 three bedroom<br>54 two bedroom<br>1 one bedroom<br>0 studios  | \$ 2,575-2,950<br>\$ 1,925-2,500<br>\$ 1,750-1,750<br>N/A | —         | \$ 6,937,000<br>5.59 %   | 2023                                |
| Olde English Apartments L.P.<br>703-718 Chelmsford Street<br>Lowell, MA                     | 84 units<br>0 three bedroom<br>47 two bedroom<br>30 one bedroom<br>7 studios  | N/A<br>\$ 1,170-1,450<br>\$ 1,085-1,275<br>\$ 1,000-1,150 | —         | \$ 3,080,000<br>5.63 %   | 2023                                |
| Redwood Hills L.P.<br>376-382 Sunderland road<br>Worcester, MA                              | 180 units<br>0 three bedroom<br>89 two bedroom<br>91 one bedroom<br>0 studios | N/A<br>\$ 1,225-1,475<br>\$ 1,000-1,175<br>N/A            | 8         | \$ 6,743,000<br>5.59 %   | 2023                                |
| Residences at Captain Parkers LLC<br>125 Worthen Road and Ryder Lane<br>Lexington, MA       | 94 units<br>8 three bedroom<br>48 two bedroom<br>38 one bedroom<br>0 studios  | \$ 2,735-3,300<br>\$ 1,920-2,950<br>\$ 1,800-2,300<br>N/A | —         | \$ 20,071,000<br>2.51 %  | 2026                                |
| River Drive L.P.<br>3-17 River Drive<br>Danvers, MA   | 72 units<br>0 three bedroom<br>60 two bedroom<br>5 one bedroom<br>7 studios   | N/A<br>\$ 1,275-1,675<br>\$ 1,155-1,450<br>\$ 1,100-1,300 | 1         | \$ 3,465,000<br>5.62 %   | 2023                                |
| School Street 9, LLC<br>9 School Street<br>Framingham, MA                                   | 184 units<br>0 three bedroom<br>96 two bedroom<br>88 one bedroom<br>0 studios | N/A<br>\$ 1,300-1,750<br>\$ 1,000-1,475<br>N/A            | 3         | \$ 14,823,892<br>3.76 %  | 2023                                |
| WCB Associates, LLC<br>10-70 Westland Street  | 180 units<br>1 three bedroom  | \$ 1,400-1,400  | 2         | \$ 7,000,000<br>5.66 %   | 2023                                |

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|   |   |   |   |                         |      |
|---|---|---|---|-------------------------|------|
| 985–997 Pleasant Street<br>Brockton, MA   | 94 two bedroom<br>85 one bedroom<br>0 studios                                   | \$ 1,150–1,525<br>\$ 900 –1,225<br>N/A                |   |                         |      |
| Westgate Apartments, LLC<br>2–20 Westgate Drive<br>Woburn, MA                   | 220 units<br>0 three bedroom<br>110 two bedroom<br>110 one bedroom<br>0 studios | N/A<br>N/A<br>\$ 1,525–1,925<br>\$ 1,215–1,725<br>N/A | 3 | \$ 15,700,000<br>4.65 % | 2023 |
| Westgate Apartments Burlington, LLC<br>105–107 Westgate Drive<br>Burlington, MA | 20 units<br>0 three bedroom<br>12 two bedroom<br>8 one bedroom<br>0 studios     | N/A<br>N/A<br>\$ 1,825–2,200<br>\$ 1,525–1,700<br>N/A | — | \$ 2,500,000<br>4.31 %  | 2024 |

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- (1) The loan for Linhart LP was paid off in February 2014.
- (2) The mortgage balance is stated before unamortized deferred financing costs.
- Current free rent concessions would result in an average reduction in unit rents of less than \$8 per month per unit. Free rent expense amortized in 2016 was approximately \$236,000 compared to approximately \$209,000 in 2015.

On September 18, 2015, Residences at Captain Parkers LLC, a newly formed subsidiary of the Partnership, purchased the Residence at Captain Parkers, a 94 unit apartment complex located at 125 Worthen Road and Ryder Lane in Lexington, Massachusetts. The purchase price was \$31,600,000 and the closing costs were approximately \$49,000. From the purchase price, the Partnership allocated approximately \$474,000 for in-place leases, and approximately \$31,000 to the value of tenant relationships. These amounts are being amortized over 12 and 24 months respectively. To fund the purchase, the Partnership utilized the available line of credit of \$25,000,000, and the balance from the Partnership's cash reserves.

On January 7, 2016, Residences at Captain Parker, LLC, a Massachusetts limited liability ("Captain Parker") entered into a Multifamily Loan and Security Agreement (the "Loan Agreement") with KeyBank National Association (the "Lender"). The manager of Captain Parker is NewReal, Inc. ("New Real"), the general partner of New England Realty Associates Limited Partnership (the "Partnership"). The Partnership is the sole member of Captain Parker. The Loan Agreement provides for a term loan (the "Loan") in the principal amount of \$20,071,000. The Loan is due on February 1, 2026 (the "Due Date"), unless the due date is accelerated in accordance with the Loan's terms. The proceeds of the Loan are being used to refinance existing indebtedness. The Partnership is a limited guarantor of certain of the Captain Parker obligations under the Loan Agreement.

See Note 5 to the Consolidated Financial Statements, included as part of this Form 10 K, for information relating to the mortgages payable of the Partnership and its Subsidiary Partnerships.

### Condominium Units

The Partnership owns and leases to residential tenants 19 Condominium Units in the metropolitan Boston area of Massachusetts.

The table below lists the location of the 19 Condominium Units, the type of units, the range of rents received by the Partnership for such units, and the number of vacancies as of February 1, 2017.

|  | Number and Type<br>of Units Owned | Rent Range     | Vacancies | Mortgage Balance<br>and Interest Rate<br>As of<br>December 31,<br>2016 | Maturity<br>Date of<br>Mortgage |
|--|-----------------------------------|----------------|-----------|--|---------------------------------|
| Condominiums                           | by Partnership                    |                |           |  |                                 |
| Riverside Apartments                   | 19 units                          |                | —         | —  | —                               |
| 8–20 Riverside Street<br>Watertown, MA | 0 three bedroom                   | N/A            |           |  |                                 |
|  | 12 two bedroom                    | \$ 1,550–1,900 |           |  |                                 |
|  | 5 one bedroom                     | \$ 1,625–1,775 |           |  |                                 |
|  | 2 studios                         | \$ 1,300–1,625 |           |  |                                 |

### Commercial Properties

BOYLSTON DOWNTOWN LP. In 1995, this Subsidiary Partnership acquired the Boylston Downtown property in Boston, Massachusetts (“Boylston”). This mixed use property includes 17,218 square feet of rentable commercial space. As of February 1, 2017, the commercial space was fully occupied, and the average rent per square foot was \$25.62. For mortgage balance, interest rate and maturity date information see “Apartment Complexes” above.

HAMILTON OAKS ASSOCIATES, LLC. The Hamilton Oaks Apartment complex, acquired by the Partnership in December 1999 through Hamilton Oaks Associates, LLC, includes 6,075 square feet of rentable commercial space, occupied by a daycare center. As of February 1, 2017, the commercial space was fully occupied, and

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the average rent per square foot was \$14.00. The Partnership also rents roof space for a cellular phone antenna at an average rent of approximately \$40,000 per year through November 2020. For mortgage balance, interest rate and maturity date information see “Apartment Complexes” above.

LINHART LP. In 1995, the Partnership acquired the Linhart property in Newton, Massachusetts (“Linhart”). This mixed use property includes 21,548 square feet of rentable commercial space. As of February 1, 2017, the commercial space was fully occupied, and the average rent per square foot was \$25.16. The mortgage balance was paid off in February 2014.

NORTH BEACON 140 LP. In 1995, this Subsidiary Partnership acquired the North Beacon property in Boston, Massachusetts (“North Beacon”). This mixed use property includes 1,050 square feet of rentable commercial space. The property was fully rented as of February 1, 2017, and the average rent per square foot as of that date was \$35.50. For mortgage balance, interest rate and maturity date information see “Apartment Complexes” above.

STAPLES PLAZA. In 1999, the Partnership acquired the Staples Plaza shopping center in Framingham, Massachusetts (“Staples Plaza”). The shopping center consists of 38,695 square feet of rentable commercial space. As of December 31, 2016, the mortgage had an outstanding balance \$6,000,000 with interest rate of 5.97%, matures in 2018. As of February 1, 2017 Staples Plaza was fully occupied, and the average net rent per square foot was \$23.61.

HAMILTON LINEWT ASSOCIATES, LLC. In 2007, the Partnership acquired a retail block in Newton, Massachusetts. The property consists of 5,850 square feet of rentable commercial space. The property was fully rented as of February 1, 2017 at an average rent of \$36.72 per square foot. The Partnership obtained a mortgage in January 2008 of \$1,700,000 on this property. This loan was paid off in February 2014.

HAMILTON CYPRESS LLC. In 2008, the Partnership acquired a medical office building in Brookline, Massachusetts. The property consists of 17,607 square feet of rentable commercial space. As of February 1, 2017, the property was 100% occupied at an average rent of \$36.38 per square foot. The Partnership assumed a mortgage of approximately \$4,011,000. This mortgage was paid off on February 25, 2013.

The following information is provided for commercial leases:

| Through December 31, | Annual base rent<br>for expiring leases | Total square<br>feet for<br>expiring leases | Total number<br>of leases<br>expiring | Percentage of<br>annual base rent<br>for expiring leases |   |
|----------------------|---|---|---------------------------------------|--|---|
| 2017                 | \$ 298,019                              | 13,430                                      | 10                                    | 10   | % |
| 2018                 | 333,911                                 | 9,557                                       | 7                                     | 11   | % |
| 2019                 | 699,908                                 | 24,688                                      | 12                                    | 24   | % |
| 2020                 | 191,771                                 | 4,739                                       | 6                                     | 6  | % |
| 2021                 | 829,156                                 | 40,323                                      | 6                                     | 29   | % |
| 2022                 | 370,044                                 | 8,677                                       | 3                                     | 12   | % |
| 2023                 | 157,443                                 | 4,771                                       | 1                                     | 5  | % |
| 2024                 | 94,184                                  | 1,858                                       | 1                                     | 3  | % |
| 2025                 | —                                       | —   | —                                     | —  | % |
| 2026                 | —                                       | —   | —                                     | —  | % |
| Totals               | \$ 2,974,436                            | 108,043                                     | 46                                    | 100  | % |



Commercial rental income is accounted for using the straight line method. Fifty percent of our commercial leases contain rent escalations which range from \$0.50– \$1.50 per square foot per year.

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## Investment Properties

See Note 14 to the Financial Statements and Exhibit 99.1 for additional information regarding the Investment Properties.

The Partnership has a 50% ownership interest in the properties summarized below:

|   | Number and Type<br>of Units | Range            | Vacancies | Mortgage Balance<br>and Interest Rate |       | Maturity<br>Date of<br>Mortgage |
|---|-----------------------------|------------------|-----------|---------------------------------------|-------|---------------------------------|
|   |                             |                  |           | As of<br>December<br>31, 2016         | (1) % |                                 |
| Investment Properties                               |                             |                  |           |                                       |       |                                 |
| 345 Franklin, LLC                                   | 40 Units                    |                  | —         | \$ 9,925,797                          |       | 2028                            |
| 345 Franklin Street<br>Cambridge, MA                | 0 three bedroom             | N/A              |           | 3.87                                  | %     |                                 |
|   | 39 two bedroom              | \$ 2,675 – 3,350 |           |                                       |       |                                 |
|   | 1 one bedroom               | \$ 2,600 – 2,600 |           |                                       |       |                                 |
|   | 0 studios                   | N/A              |           |                                       |       |                                 |
| Hamilton on Main Apartments, LLC                    | 148 Units                   |                  | 6         | \$ 16,900,000                         |       | 2024                            |
| 223 Main Street<br>Watertown, MA                    | 0 three bedroom             | N/A              |           | 4.34                                  | %     |                                 |
|   | 93 two bedroom              | \$ 1,475 – 2,250 |           |                                       |       |                                 |
|   | 31 one bedroom              | \$ 1,400 – 2,025 |           |                                       |       |                                 |
|   | 24 studios                  | \$ 1,325 – 1,975 |           |                                       |       |                                 |
| Hamilton Minuteman, LLC                             | 42 Units                    |                  | 1         | \$ 6,000,000                          |       | 2031                            |
| 1 April Lane<br>Lexington, MA                       | 0 three bedroom             | N/A              |           | 3.71                                  | %     |                                 |
|   | 40 two bedroom              | \$ 1,675 – 2,250 |           |                                       |       |                                 |
|   | 2 one bedroom               | \$ 1,900 – 1,900 |           |                                       |       |                                 |
|   | 0 studios                   | N/A              |           |                                       |       |                                 |
| Hamilton Essex 81 LLC                               | 49 Units                    |                  | 2         | \$ 10,000,000                         |       | 2025                            |
| Residential   | 0 three bedroom             | N/A              |           | 2.80                                  | %     |                                 |
| 81–83 Essex Street<br>Boston, Massachusetts         | 11 two bedroom              | \$ 2,450 – 2,850 |           |                                       |       |                                 |
|   | 38 one bedroom              | \$ 1,645 – 2,675 |           |                                       |       |                                 |
|   | 0 studios                   | N/A              |           |                                       |       |                                 |
| Hamilton Essex Development LLC                      | Parking Lot                 |                  |           | \$                                    |       |                                 |
| Commercial  |                             |                  |           |                                       |       |                                 |
| 81–83 Essex Street<br>Boston, Massachusetts         |                             |                  |           |                                       |       |                                 |
| Hamilton 1025, LLC                                  | 38 Units                    |                  | 4         | \$                                    |       |                                 |
| Units to be retained                                | 0 three bedroom             | N/A              |           |                                       |       |                                 |
| 1025 Hancock Street<br>Quincy, Massachusetts        | 27 two bedroom              | \$ 1,550 – 1,780 |           |                                       |       |                                 |
|   | 11 one bedroom              | \$ 1,425 – 1,580 |           |                                       |       |                                 |
|   | 0 studios                   | N/A              |           |                                       |       |                                 |
| Hamilton Bay, LLC(A)                                | 1 Units                     |                  | —         |                                       |       |                                 |
| Units held for sale                                 | 0 three bedroom             | N/A              |           |                                       |       |                                 |
| 165–185 Quincy Shore Drive<br>Quincy, Massachusetts | 0 two bedroom               | N/A              |           |                                       |       |                                 |
|   | 1 one bedroom               | \$ 1,550 – 1,550 |           |                                       |       |                                 |
|   | 0 studios                   | N/A              |           |                                       |       |                                 |
| Hamilton Bay Apartments, LLC                        | 48 Units                    |                  | 5         | \$ 4,431,370                          |       | 2017                            |
| 165–185 Quincy Shore Drive                          | 0 three bedroom             | N/A              |           | 5.57                                  | %     |                                 |

|                       |                |                  |
|-----------------------|----------------|------------------|
| Quincy, Massachusetts | 24 two bedroom | \$ 1,650 – 2,180 |
|                       | 24 one bedroom | \$ 1,475 – 1,740 |
|                       | 0 studios      | N/A              |

The Partnership has a 40% ownership interest in the property summarized below:

|                           |                  |                  |   |               |      |
|---------------------------|------------------|------------------|---|---------------|------|
| Hamilton Park Towers, LLC | 409 Units        |                  | 2 | \$ 83,501,168 | 2019 |
| 175–185 Freeman Street,   | 71 three bedroom | \$ 3,400 – 4,700 |   | 5.57          | %    |
| Brookline,                | 227 two bedroom  | \$ 2,200 – 3,600 |   |               |      |
| Massachusetts             | 111 one bedroom  | \$ 1,900 – 2,600 |   |               |      |
|                           | 0 studios        |                  |   |               |      |

Current free rent concessions would result in an average reduction in unit rents of \$14.36 per month per unit. Free rent amortized in 2016 was approximately \$133,000, compared to \$81,000 in 2015.

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(A) Represents unsold units at February 1, 2017.

(1) The mortgage balance is stated before unamortized deferred financing costs.

345 FRANKLIN, LLC. In November 2001, the Partnership invested approximately \$1,533,000 for a 50% ownership interest in a 40 unit apartment building in Cambridge, Massachusetts. In June 2013, the property was refinanced with a 15 year mortgage in the amount of \$10,000,000 at 3.87%, interest only for 3 years and is amortized on a 30 year schedule for the balance of the term. The Partnership paid off the prior mortgage of approximately \$6,776,000 with the proceeds of the new mortgage. After the refinancing, the property made a distribution of \$1,610,000 to the Partnership. As a result of the distribution, the carrying value of the investment fell below zero. The Partnership will continue to account for this investment using the equity method of accounting. Although the Partnership has no legal obligation, the Partnership intends to fund its share of any future operating deficits if needed. At December 31, 2016, the balance of this mortgage before unamortized deferred financing costs is approximately \$9,926,000. This investment is referred to as 345 Franklin, LLC.

HAMILTON ON MAIN, LLC. In August 2004, the Partnership invested \$8,000,000 for a 50% ownership interest in a 280 unit apartment complex located in Watertown, Massachusetts. The total purchase price was \$56,000,000. The Partnership sold 137 units as condominiums. The assets were combined with Hamilton on Main Apartments. Hamilton on Main, LLC is known as Hamilton Place. In 2005, Hamilton on Main Apartments, LLC obtained a ten year mortgage on the three buildings to be retained. The mortgage was \$16,825,000, with interest only of 5.18% for three years and amortizing on a 30 year schedule for the remaining seven years when the balance is due. The net proceeds after funding escrow accounts and closing costs on the mortgage were approximately \$16,700,000, which were used to reduce the existing mortgage. In August 2014, the property was refinanced with a 10 year mortgage in the amount of \$16,900,000 at 4.34% interest only. The Joint Venture Partnership paid off the prior mortgage of approximately \$15,205,000 with the proceeds of the new mortgage and distributed \$850,000 to the Partnership. The costs associated with the refinancing were approximately \$161,000. At December 31, 2016, the balance of this mortgage before unamortized deferred financing costs is approximately \$16,900,000.

HAMILTON MINUTEMAN, LLC. In September 2004, the Partnership invested approximately \$5,075,000 for a 50% ownership interest in a 42 unit apartment complex located in Lexington, Massachusetts. The purchase price was \$10,100,000. In October 2004, the Partnership obtained a mortgage on the property in the amount of \$8,025,000 and returned \$3,775,000 to the Partnership. The Partnership obtained a new 10 year mortgage in the amount of \$5,500,000 in January 2007. The interest on the new loan was 5.67% fixed for the ten year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan. This loan required a cash contribution by the Partnership of \$1,250,000 in December 2006. On September 12, 2016, the property was refinanced with a 15 year mortgage in the amount of \$6,000,000, at 3.71%, interest only. The Joint Venture Partnership paid off the prior mortgage of approximately \$5,158,000 with the proceeds of the new mortgage and made a distribution of \$385,000 to the Partnership. The cost associated with the refinancing was approximately \$123,000. This investment is referred to as Hamilton Minuteman, LLC. At December 31, 2016, the balance on this mortgage before unamortized deferred financing costs is approximately \$6,000,000. This investment is referred to as Hamilton Minuteman, LLC.

HAMILTON 1025, LLC. On March 2, 2005, the Partnership invested \$2,352,000 for a 50% ownership interest in a 176 unit apartment complex with an additional small commercial building located in Quincy, Massachusetts. The purchase price was \$23,750,000. The Partnership sold 127 of the units as condominiums and retained 49 units for long term investment. The Partnership obtained a new 10 year mortgage in the amount of \$5,000,000 on the units to be retained by the Partnership. The interest on the new loan was 5.67% fixed for the 10 year term with interest only

payments for five years and amortized over a 30 year period for the balance of the loan term. On July 8, 2016, Hamilton 1025 LLC paid off the outstanding balance of the mortgage balance. The Partnership made a capital contribution of \$2,359,500 to Hamilton 1025, LLC for its share of the funds required for the transaction. This investment is referred to as Hamilton 1025, LLC. Ten units were sold in the year ended December 31, 2016 with a gain on the sales of approximately \$1,324,000. As of December 31, 2016, five units are under purchase and sales agreements and the Partnership still owns 38 units. Two units were sold in January, 2017.

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HAMILTON ESSEX 81, LLC. On March 7, 2005, the Partnership invested \$2,000,000 for a 50% ownership interest in a building comprising 48 apartments, one commercial space and a 50 car surface parking lot located in Boston, Massachusetts. The purchase price was \$14,300,000, with a \$10,750,000 mortgage. The Partnership planned to operate the building and initiate development of the parking lot. In June 2007, the Partnership separated the parcels, formed an additional limited liability company for the residential apartments and obtained a mortgage on the property. The new limited liability company formed for the residential apartments and commercial space is referred to as Hamilton Essex 81, LLC. In August 2008, the Partnership restructured the mortgages on both parcels at Essex 81 and transferred the residential apartments to Hamilton Essex 81, LLC. On September 28, 2015, Hamilton Essex Development, LLC paid off the outstanding mortgage balance of \$1,952,286. The Partnership made a capital contribution of \$978,193 to Hamilton Essex Development LLC for its share of the funds required for the transaction. Additionally, the Partnership made a capital contribution of \$100,000 to Hamilton Essex 81, LLC. On September 30, 2015, Hamilton Essex 81, LLC obtained a new 10 year mortgage in the amount of \$10,000,000, interest only at 2.18% plus the one month Libor rate. The proceeds of the note were used to pay off the existing mortgage of \$8,040,719 and the Partnership received a distribution of \$978,193 for its share of the excess proceeds. As a result of the distribution, the carrying value of the investment fell below zero. The Partnership will continue to account for this investment using the equity method of accounting. Although the Partnership has no legal obligation, the Partnership intends to fund its share of any future operating deficits if needed. The investment in the parking lot is referred to as Hamilton Essex Development, LLC; the investment in the apartments is referred to as Hamilton Essex 81, LLC. At December 31, 2016, the balance on this mortgage before unamortized deferred financing costs is approximately \$10,000,000.

HAMILTON BAY, LLC. On October 3, 2005, the Partnership invested \$2,500,000 for a 50% ownership interest in a 168 unit apartment complex in Quincy, Massachusetts. The purchase price was \$30,875,000. The Joint Venture sold 120 units as condominiums and retained 48 units for long term investment. In February 2007, the Joint Venture refinanced the 48 units with a new 10 year mortgage in the amount of \$4,750,000 with an interest rate of 5.57%, interest only for five years. The loan is amortized over 30 years thereafter and matures in March 2017. As of December 31, 2016, the balance of the mortgage before unamortized deferred financing costs is approximately \$4,431,000. On March 1, 2017, the mortgage balance was paid in full, with the Partnership contributing its share of the mortgage balance of \$2,222,000. See Note 18 – SUBSEQUENT EVENTS, for additional information regarding the transaction. This investment is referred to as Hamilton Bay Apartments, LLC. In April 2008, the Joint Venture refinanced an additional 20 units and obtained a new mortgage in the amount of \$2,368,000 with interest at 5.75%, interest only, which matured in 2013. On October 18, 2013, the Partnership and its joint venture partner each made capital contributions to the entity of \$660,000. The capital was used to pay off the outstanding mortgage. During 2016, 4 units were sold resulting in a gain of approximately \$337,000. As of February 1, 2017, one unit is still owned by the Joint Venture. This investment is referred to as Hamilton Bay, LLC.

HAMILTON PARK TOWERS, LLC. On October 28, 2009 the Partnership invested approximately \$15,925,000 in a joint venture to acquire a 40% interest in a residential property located in Brookline, Massachusetts. The property, Hamilton Park Towers LLC, referred to as Dexter Park, is a 409 unit residential complex. The purchase price was \$129,500,000. In order to fund this investment, the Partnership used approximately \$8,757,000 of its cash reserves and borrowed approximately \$7,168,000 with an interest rate of 6% from HBC Holdings, LLC, an entity owned by Harold Brown and his affiliates (“HBC”). The term of the loan was four years with a provision requiring payment in whole or in part upon demand by HBC with six months notice. The loan was paid in full in April 2012. The total

mortgage was \$89,914,000 with an interest rate of 5.57% and it matures in 2019. The mortgage calls for interest only payments for the first two years of the loan and amortized over 30 years thereafter. The balance of this mortgage before unamortized deferred financing costs is approximately \$83,501,000 at December 31, 2016. This investment, Hamilton Park Towers, LLC is referred to as Dexter Park.

### ITEM 3. LEGAL PROCEEDINGS

The Partnership, the Subsidiary Partnerships, and the Investment Properties and their properties are not presently subject to any material litigation, and, to management's knowledge, there is not any material litigation presently threatened against them. The properties are occasionally subject to ordinary routine legal and administrative

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proceedings incident to the ownership of residential and commercial real estate. Some of the legal and other expenses related to these proceedings are covered by insurance and none of these costs and expenses are expected to have a material adverse effect on the Consolidated Financial Statements of the Partnership.

## ITEM 4. MINE SAFETY DISCLOSURE

Not applicable.

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Each Class A Unit is exchangeable, through Computershare Trust Company ("Computershare") (formerly Equiserve LP), the Partnership's Depository Agent, for 30 Depository Receipts ("Receipts"). The Receipts are listed and publicly traded on the NYSE MKT Exchange under the symbol "NEN." There has never been an established trading market for the Class B Units or General Partnership Units.

In 2016, the high and low bid quotations for the Receipts were \$48.18 and \$67.22 respectively. The table below sets forth the high, low and closing price for each quarter of 2016 and 2015 and the distributions paid on the Partnership's Depository Receipts:

Effective January 3, 2012, the Partnership authorized a 3 for 1 forward split of its Depository Receipts listed on the NYSE MKT and a concurrent adjustment of the exchange ratio of Depository Receipts for Class A Units of the Partnership from 10 to 1 to 30 to 1, such that each Depository Receipt represents one ~~thirtieth~~ <sup>one</sup> of 1/30 of a Class A Unit of the Partnership.

All references to Depository Receipts in the report are reflective of the 3 for 1 forward split.

|                | 2016     |          |          |               | 2015     |          |          |               |
|----------------|----------|----------|----------|---------------|----------|----------|----------|---------------|
|                | Low Bid  | High Bid | Close    | Distributions | Low Bid  | High Bid | Close    | Distributions |
| First Quarter  | \$ 48.18 | \$ 55.70 | \$ 53.92 | \$ 0.25       | \$ 46.61 | \$ 49.90 | \$ 49.40 | \$ 0.25       |
| Second Quarter | \$ 53.02 | \$ 59.28 | \$ 56.79 | \$ 0.25       | \$ 47.42 | \$ 50.24 | \$ 50.00 | \$ 0.25       |
| Third Quarter  | \$ 56.48 | \$ 67.22 | \$ 60.51 | \$ 0.25       | \$ 46.00 | \$ 50.24 | \$ 47.55 | \$ 0.25       |
| Fourth Quarter | \$ 58.20 | \$ 63.15 | \$ 60.90 | \$ 1.05       | \$ 47.98 | \$ 51.75 | \$ 50.75 | \$ 0.25       |

Distribution to Limited & General Partners were:

|                                | 2016         | 2015         |
|--------------------------------|--------------|--------------|
| Class A—Limited Partners (80%) | \$ 5,383,743 | \$ 3,028,706 |
| Class B—Limited Partners (19%) | 1,278,639    | 719,318      |
| Class C—General Partner (1%)   | 67,297       | 37,859       |
| Total                          | \$ 6,729,679 | \$ 3,785,883 |



On March 10, 2017, the closing price on the NYSE MKT Exchange for a Depositary Receipt was \$64.30. There were 2,880,171 Depositary Receipts outstanding and 3,522 Units (representing 105,660 receipts) held by approximately 1,736 record holders.

Any portion of the Partnership's cash, which the General Partner deems not necessary for cash reserves, is distributed to the Partners, and distributions are made on a quarterly basis. The Partnership has made annual distributions to its Partners since 1978. The Partnership made distributions of \$54.00 per unit (\$1.80 per receipt) in 2016. The Partnership made distributions of \$30.00 per Unit (\$1.00 per Receipt) in 2015. The total distribution was \$6,729,679 in 2016 and \$3,785,883 in 2015. In January 2017, the Partnership declared a quarterly distribution of \$9.00 per Unit (\$0.30 per Receipt) payable on March 31, 2017.

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See “Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters” for certain information relating to the number of holders of each class of Units.

On August 20, 2007, NewReal, Inc. the General Partner authorized an equity repurchase program (“Repurchase Program”) under which the Partnership was permitted to purchase, over a period of twelve months, up to 300,000 Depositary Receipts (each of which is one tenth of a Class A Unit). Over time, the General Partner has authorized increases in the equity repurchase program. On March 10, 2015, the General Partner authorized an increase in the Repurchase Program to 2,000,000 Depositary Receipts and extended the Program for an additional five years from March 31, 2015 until March 31, 2020. The Repurchase Program requires the Partnership to repurchase a proportionate number of Class B Units and General Partner Units in connection with any repurchases of any Depositary Receipts by the Partnership based upon the 80%, 19% and 1% fixed distribution percentages of the holders of the Class A, Class B and General Partner Units under the Partnership’s Second Amended and Restate Contract of Limited Partnership. Repurchases of Depositary Receipts or Partnership Units pursuant to the Repurchase Program may be made by the Partnership from time to time in its sole discretion in open market transactions or in privately negotiated transactions. From August 20, 2007 through December 31, 2016, the Partnership has repurchased 1,364,757 Depositary Receipts at an average price of \$27.12 per receipt (or \$813.60 per underlying Class A Unit), 3,068 Class B Units and 162 General Partnership Units, both at an average price of \$ 924.92 per Unit, totaling approximately \$40,231,000 including brokerage fees paid by the Partnership.

Issuer Purchase of Equity Securities during the fourth quarter of 2016:

| Period              | Average Price Paid | Depositary Receipts Purchased as Part of Publicly Announced Plan | Remaining number of Depositary Receipts that may be purchased Under the Plan (as Amended) |
|---------------------|--------------------|--|---|
| October 1-31, 2016  | \$ 60.13           | 330  | 647,243   |
| November 1-30, 2016 | \$ —               | —  | 647,243   |
| December 1-31, 2016 | \$ 61.00           | 12,000   | 635,243   |
| Total               |                    | 12,330   |   |

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See Note 8 to the Consolidated Financial Statements for information concerning this repurchase program.

The Partnership does not have any securities authorized for issuance under any equity compensation plans that are subject to disclosure under Item 201(d) of regulation S-K.

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## ITEM 6. SELECTED FINANCIAL DATA

## SELECTED FINANCIAL DATA

|  | Year Ended December 31, |               |               |               |               |
|--|-------------------------|---------------|---------------|---------------|---------------|
|  | 2016                    | 2015          | 2014          | 2013          | 2012          |
| <b>INCOME STATEMENT INFORMATION(a)</b>                 |                         |               |               |               |               |
| Revenues   | \$ 49,555,090           | \$ 45,480,714 | \$ 42,632,319 | \$ 38,364,552 | \$ 35,169,170 |
| Expenses   | 36,295,140              | 32,597,960    | 31,545,752    | 27,051,251    | 22,256,413    |
| Income before other income and discontinued operations | 13,259,950              | 12,882,754    | 11,086,567    | 11,313,301    | 12,912,757    |
| Other (Loss)   | (8,309,098)             | (9,110,189)   | (10,061,717)  | (9,355,802)   | (9,312,307)   |
| Income before discontinued operations                  | 4,950,852               | 3,772,565     | 1,024,850     | 1,957,499     | 3,600,450     |
| Discontinued operations                                | —                       | —             | —             | 3,697,886     | 33,348        |
| Net Income   | \$ 4,950,852            | \$ 3,772,565  | \$ 1,024,850  | \$ 5,655,385  | \$ 3,633,798  |
| Income before discontinued operations per Unit         | \$ 39.62                | \$ 29.86      | \$ 7.96       | \$ 15.07      | \$ 27.44      |
| Discontinued operations per Unit                       | —                       | —             | —             | 28.48         | 0.25          |
| Net income per Unit                                    | \$ 39.62                | \$ 29.86      | \$ 7.96       | \$ 43.55      | \$ 27.69      |
| Distributions to Partners per Unit                     | \$ 54.00                | \$ 30.00      | \$ 30.00      | \$ 30.00      | \$ 30.00      |
| Net income per Depository Receipt                      | \$ 1.32                 | \$ 1.00       | \$ 0.27       | \$ 1.45       | \$ 0.92       |
| Distributions to Partners per Depository Receipt       | \$ 1.80                 | \$ 1.00       | \$ 1.00       | \$ 1.00       | \$ 1.00       |
| <b>BALANCE SHEET INFORMATION</b>                       |                         |               |               |               |               |
| Real Estate, gross                                     | 263,659,293             | 261,276,898   | 225,021,946   | 221,454,286   | 158,624,893   |
| Real Estate, net                                       | 169,462,811             | 176,697,314   | 149,116,084   | 152,904,661   | 94,973,600    |
| Total Assets   | 190,562,066             | 200,727,567   | 176,167,358   | 183,715,814   | 120,412,467   |
| Total Debt   |                         |               |               |               |               |
| Outstanding  | 212,709,080             | 194,500,820   | 194,461,825   | 196,891,135   | 136,929,499   |
| Partners' Capital                                      | (34,224,726)            | (30,810,953)  | (27,367,782)  | (21,848,563)  | (22,515,678)  |

The Partnership may purchase and/or sell properties at any time.

The table below reflects the totals of NERA properties available for rental at each December 31,

|                          | Year Ended December 31, |   |         |   |         |   |         |   |         |   |
|--------------------------|-------------------------|---|---------|---|---------|---|---------|---|---------|---|
|                          | 2016                    |   | 2015    |   | 2014    |   | 2013    |   | 2012    |   |
| Residential              |                         |   |         |   |         |   |         |   |         |   |
| Units                    | 2,525                   |   | 2,525   |   | 2,431   |   | 2,431   |   | 2,270   |   |
| Vacancies                | 34                      |   | 41      |   | 53      |   | 39      |   | 39      |   |
| Vacancy rate             | 1.4                     | % | 1.6     | % | 2.2     | % | 1.6     | % | 1.7     | % |
| Commercial               |                         |   |         |   |         |   |         |   |         |   |
| Total square feet        | 108,043                 |   | 108,043 |   | 108,043 |   | 108,043 |   | 108,043 |   |
| Vacancy (in square feet) | —                       |   | —       |   | —       |   | 1,062   |   | 5,500   |   |
| Vacancy rate             | —                       | % | —       | % | —       | % | 1.0     | % | 5.1     | % |

See Items 1A and 7 for factors that may affect future operations. The above tables may not be indicative of future results.

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(a) Certain reclassifications have been made to prior period amounts in order to conform to current period presentation.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward Looking Statements

Certain information contained herein includes forward looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Liquidation Reform Act of 1995 (the "Act"). Forward looking statements in this report, or which management may make orally or in written form from time to time, reflect management's good faith belief when those statements are made, and are based on information currently available to management. Caution should be exercised in interpreting and relying on such forward looking statements, the realization of which may be impacted by known and unknown risks and uncertainties, events that may occur subsequent to the forward looking statements, and other factors which may be beyond the Partnership's control and which can materially affect the Partnership's actual results, performance or achievements for 2017 and beyond. Should one or more of the risks or uncertainties mentioned below materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We expressly disclaim any responsibility to update our forward looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

Along with risks detailed in Item 1A and from time to time in the Partnership's filings with the Securities and Exchange Commission, some factors that could cause the Partnership's actual results, performance or achievements to differ materially from those expressed or implied by forward looking statements include but are not limited to the following:

- The Partnership depends on the real estate markets where its properties are located, primarily in Eastern Massachusetts, and these markets may be adversely affected by local economic market conditions, which are beyond the Partnership's control.
- The Partnership is subject to the general economic risks affecting the real estate industry, such as dependence on tenants' financial condition, the need to enter into new leases or renew leases on terms favorable to tenants in order to generate rental revenues and our ability to collect rents from our tenants.
- The Partnership is also impacted by changing economic conditions making alternative housing arrangements more or less attractive to the Partnership's tenants, such as the interest rates on single family home mortgages and the availability and purchase price of single family homes in the Greater Boston metropolitan area.
- The Partnership is subject to significant expenditures associated with each investment, such as debt service payments, real estate taxes, insurance and maintenance costs, which are generally not reduced when circumstances cause a reduction in revenues from a property.
- The Partnership is subject to increases in heating and utility costs that may arise as a result of economic and market conditions and fluctuations in seasonal weather conditions.
- Civil disturbances, earthquakes and other natural disasters may result in uninsured or underinsured losses.
- Actual or threatened terrorist attacks may adversely affect our ability to generate revenues and the value of our properties.
- Financing or refinancing of Partnership properties may not be available to the extent necessary or desirable, or may not be available on favorable terms.

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- The Partnership properties face competition from similar properties in the same market. This competition may affect the Partnership's ability to attract and retain tenants and may reduce the rents that can be charged.
  - Given the nature of the real estate business, the Partnership is subject to potential environmental liabilities. These include environmental contamination in the soil at the Partnership's or neighboring real estate, whether caused by the Partnership, previous owners of the subject property or neighbors of the subject property, and the presence of hazardous materials in the Partnership's buildings, such as asbestos, lead, mold and radon gas. Management is not aware of any material environmental liabilities at this time.
  - Insurance coverage for and relating to commercial properties is increasingly costly and difficult to obtain. In addition, insurance carriers have excluded certain specific items from standard insurance policies, which have resulted in increased risk exposure for the Partnership. These include insurance coverage for acts of terrorism and war, and coverage for mold and other environmental conditions. Coverage for these items is either unavailable or prohibitively expensive.
  - Market interest rates could adversely affect market prices for Class A Partnership Units and Depositary Receipts as well as performance and cash flow.
  - Changes in income tax laws and regulations may affect the income taxable to owners of the Partnership. These changes may affect the after tax value of future distributions.
  - The Partnership may fail to identify, acquire, construct or develop additional properties; may develop or acquire properties that do not produce a desired or expected yield on invested capital; may be unable to sell poorly performing or otherwise undesirable properties quickly; or may fail to effectively integrate acquisitions of properties or portfolios of properties.
  - Risk associated with the use of debt to fund acquisitions and developments.
  - Competition for acquisitions may result in increased prices for properties.
  - Any weakness identified in the Partnership's internal controls as part of the evaluation being undertaken could have an adverse effect on the Partnership's business.
  - Ongoing compliance with Sarbanes Oxley Act of 2002 may require additional personnel or systems changes.
- The foregoing factors should not be construed as exhaustive or as an admission regarding the adequacy of disclosures made by the Partnership prior to the date hereof or the effectiveness of said Act. The Partnership expressly disclaims any obligation to publicly update or revise any forward looking statement, whether as a result of new information, future events or otherwise.

Since the Partnership's long term goals include the acquisition of additional properties, a portion of the proceeds from the refinancing and sale of properties is reserved for this purpose. If available acquisitions do not meet the Partnership's investment criteria, the Partnership may purchase additional depositary receipts. The Partnership will consider refinancing existing properties if the Partnership's cash reserves are insufficient to repay existing mortgages or if the Partnership needs additional funds for future acquisitions.

With a local economy whose unemployment rate is at 3.2%, and 68% of the national average of 4.7%, New England Realty Associates Limited Partnership's portfolio continues to prosper. The portfolio's location and condition are well suited to capitalize on the growing demand for rental housing. An expanding private employment base and continued growth in student housing needs continue to put upward pressure on rental pricing. Though over 7,000 units were added to the greater Boston housing market during 2016, and another 6,000 slated for delivery during 2017, the

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Partnership properties and Joint Ventures have continued to have industry leading high occupancy as compared to the luxury end of the market where 5-7% vacancy rate, minimal revenue growth and rental concessions are the norm. Similar to 2015, our portfolio continued to experience high occupancy levels, high tenant retention and revenue growth.

For 2016, revenue growth was 9.0% vs 6.7% in 2015, operating expenses (excluding depreciation and amortization) grew 9.4% vs 4.0% in 2015, and NOI (“Income before other Income and Discontinued Operation” plus “Depreciation and Amortization”) grew by 8.5% vs 9.3% for 2015. Gross revenue continues to improve given the constraints on supply and the favorable business environment. While operating expense growth exceeded 2015, the growth is largely related to 12 months of operation in 2016 versus 3.5 months of operation in 2015 at Captain Parker. Excluding Captain Parker, operating expense growth would have been approximately 6% related to an emphasis on portfolio wide unit renovations. Management expects 5% revenue increases for 2017 and similar normalized operating expenses, given contractual rents already in place and the early actions taken by existing residents to renew. Management also anticipates a similar pace of unit renovations impacting Repairs and Maintenance as it did in 2016.

Management believes its focus on unit renovations is achieving its goals of revenue growth, competitiveness and reducing taxable income to the Partnership. Management believes the Partnership is poised to take advantage of purchasing opportunities with its cash reserves and \$25,000,000 Line of Credit Facility. In the meantime, the portfolio and Joint Venture properties continue to be well positioned to produce sustained net cash flow and consistent distributions for the foreseeable future. Management will continue to weigh the balance of adequate cash reserves, Stock Repurchase Program, debt repayment, acquisitions and taxed advantaged distributions.

On July 31, 2014, the Partnership entered into an agreement for a \$25,000,000 revolving line of credit. The term of the line is three years with a floating interest rate equal to a base rate of the greater of (a) the Prime Rate (b) the Federal Funds Rate plus one half of one percent per annum, or (c) the LIBOR Rate for a period of one month plus 1% per annum, plus an applicable margin of 2.5%. The costs associated with the line of credit were approximately \$125,000. See Note 5 – Mortgage Notes Payable-for additional information.

On September 18, 2015, Residences at Captain Parkers LLC, a newly formed subsidiary of the Partnership, purchased the Residence at Captain Parkers, a 94 unit apartment complex located at 125 Worthen Road and Ryder Lane in Lexington, Massachusetts. The purchase price was \$31,600,000 and the closing costs were approximately \$49,000. From the purchase price, the Partnership allocated approximately \$474,000 for in-place leases, and approximately \$31,000 to the value of tenant relationships. These amounts are being amortized over 12 and 24 months respectively.

On September 18, 2015, the Partnership, in connection with the purchase of the Residence at Captain Parker Apartments, used the entire line of credit, along with cash reserve, to purchase the property. In January, 2016, the Partnership obtained a mortgage loan on the property at Captain Parker and used the proceeds of the loan and cash reserves to paydown the line of credit to zero. The Loan Agreement provides for a term loan (the “Loan”) in the principal amount of \$20,071,000. The Loan is due on February 1, 2026 (the “Due Date”), unless the due date is accelerated in accordance with the Loan’s terms. Borrowings under the Loan will bear interest at rates equal to (i) the one month LIBOR rate for United States Dollar Deposits, determined monthly, plus 201 basis points. The interest rate



increases upon an event of default.

In March of 2015, the Board of Advisors and Board of Directors unanimously approved an extension of the Repurchase Program from 2015 to 2020 and increased the depositary receipt buy back allocation from 1.5 million to 2 million receipts. Management believes that the \$25,000,000 line of credit, net cash flow from operations and cash on hand have put the Partnership in position to capitalize on investment opportunities should they reveal themselves in the near future. Management will continue to repurchase shares per its trading plan. As always, Management continues to weigh investment alternatives of stock repurchase, new property acquisitions and dispositions when considering its cash balances and performance of the portfolio.

The Stock Repurchase Program that was initiated in 2007 has purchased 1,364,757 Depositary Receipts through March 10, 2017 representing 32% of the outstanding class A Depositary Receipts. For 2016, Management has used existing cash reserves to purchase 23,159 Depositary Receipts for a cost of \$1,311,328. The Partnership has retained The Hamilton Company (“Hamilton”) to manage and administer the Partnership’s and Joint Ventures’ Properties. Hamilton is a full service real estate management company, which has legal, construction, maintenance, architectural, accounting

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and administrative departments. The Partnership's properties represent approximately 37% of the total properties and 38% of the residential properties managed by Hamilton. Substantially all of the other properties managed by Hamilton are owned, wholly or partially, directly or indirectly, by Harold Brown. The Partnership's Second Amended and Restated Contract of Limited Partnership (the "Partnership Agreement") expressly provides that the general partner may employ a management company to manage the properties, and that such management company may be paid a fee of up to 4% of rental receipts for administrative and management services (the "Management Fee"). The Partnership pays Hamilton the full annual Management Fee, in monthly installments.

At March 10, 2017, Harold Brown, his brother Ronald Brown and the President of Hamilton, Carl Valeri, collectively own approximately 33% of the Depositary Receipts representing the Partnership Class A Units (including Depositary Receipts held by trusts for the benefit of such persons' family members). Harold Brown also controls 75% of the Partnership's Class B Units, 75% of the capital stock of NewReal, Inc. ("NewReal"), the Partnership's sole general partner, and all of the outstanding stock of Hamilton. Ronald Brown also owns 25% of the Partnership's Class B Units and 25% of NewReal's capital stock. In addition, Ronald Brown is the President and director of NewReal and Harold Brown is NewReal's Treasurer and a director. The 75% of the issued and outstanding Class B units of the Partnership, controlled by Harold Brown, are owned by HBC Holdings LLC, an entity of which he is the manager.

In addition to the Management Fee, the Partnership Agreement further provides for the employment of outside professionals to provide services to the Partnership and allows NewReal to charge the Partnership for the cost of employing professionals to assist with the administration of the Partnership's properties. Additionally, from time to time, the Partnership pays Hamilton for repairs and maintenance services, legal services, construction services and accounting services. The costs charged by Hamilton for these services are at the same hourly rate charged to all entities managed by Hamilton, and management believes such rates are competitive in the marketplace.

Residential tenants sign a one year lease. In 2016, tenant renewals were approximately 64% with an average rental increase of approximately 4.4 %, new leases accounted for approximately 36% with rental rate increases of approximately 5.7%. In 2016, leasing commissions were approximately \$378,000 compared to approximately \$249,000 in 2015, an increase of approximately \$129,000 (51.8%) from 2015. Tenant concessions were approximately \$49,000 in 2016 compared to approximately \$65,000 in 2015, a decrease of approximately \$16,000 (24.6%). Tenant improvements were approximately \$2,116,000 in 2016 compared to approximately \$3,617,000 in 2015, a decrease of approximately \$1,501,000 (41.5%).

Hamilton accounted for approximately 5.3% of the repair and maintenance expense paid for by the Partnership in the year ended December 31, 2016 and 6.3% in the year ended December 31, 2015. Of the funds paid to Hamilton for this purpose, the great majority was to cover the cost of services provided by the Hamilton maintenance department, including plumbing, electrical, carpentry services, and snow removal for those properties close to Hamilton's headquarters. Several of the larger Partnership properties have their own maintenance staff. Those properties that do not have their own maintenance staff and are located more than a reasonable distance from Hamilton's headquarters in Allston, Massachusetts are generally serviced by local, independent companies.

Hamilton's legal department handles most of the Partnership's eviction and collection matters. Additionally, it prepares most long term commercial lease agreements and represents the Partnership in selected purchase and sale transactions. Overall, Hamilton provided approximately 83.6% and 74.9% of the legal services paid for by the Partnership during the years ended December 31, 2016 and 2015, respectively.

Additionally, as described in Note 3 to the consolidated financial statements, The Hamilton Company receives similar fees from the Investment Properties.

The Partnership requires that three bids be obtained for construction contracts in excess of \$15,000. Hamilton may be one of the three bidders on a particular project and may be awarded the contract if its bid and its ability to successfully complete the project are deemed appropriate. For contracts that are not awarded to Hamilton, Hamilton charges the Partnership a construction supervision fee equal to 5% of the contract amount. Hamilton's architectural department also provides services to the Partnership on an as needed basis. In 2016, Hamilton provided the Partnership approximately \$204,000 in construction and architectural services, compared to \$202,000 for the year ended December 31, 2015.

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Prior to 1991, the Partnership employed an outside, unaffiliated company to perform its bookkeeping and accounting functions. Since that time, such services have been provided by Hamilton's accounting staff, which consists of approximately 14 people. In 2016, Hamilton charged the Partnership \$125,000 per year (\$31,250 per quarter) for bookkeeping and accounting services. For more information on related party transactions, see Note 3 to the Consolidated Financial Statements.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the consolidated financial statements, in accordance with accounting principles generally accepted in the United States of America, requires the Partnership to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. The Partnership regularly and continually evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties and its investments in and advances to joint ventures. The Partnership bases its estimates on historical experience, current market conditions, and on various other assumptions that are believed to be reasonable under the circumstances. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. The Partnership's critical accounting policies are those which require assumptions to be made about such matters that are highly uncertain. Different estimates could have a material effect on the Partnership's financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances. See Note 1 to the Consolidated Financial Statements, Principles of Consolidation.

**Revenue Recognition:** Rental income from residential and commercial properties is recognized over the term of the related lease. For residential tenants, amounts 60 days in arrears are charged against income. The commercial tenants are evaluated on a case by case basis. Certain leases of the commercial properties provide for increasing stepped minimum rents, which are accounted for on a straight line basis over the term of the lease. Concessions made on residential leases are also accounted for on the straight line basis.

**Discontinued Operations and Rental Property Held for Sale:** In April 2014, the FASB issued guidance related to the reporting of discontinued operation and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance was effective for all companies for annual and interim periods beginning on or after December 15, 2014. The guidance was applied prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Partnership has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented.

**Rental Properties:** Rental properties are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred; improvements and additions are capitalized. When assets are retired or otherwise disposed of, the cost of the asset and related accumulated depreciation is eliminated from the accounts, and any gain or loss on such disposition is included in income. Fully depreciated assets are removed from the accounts. Rental properties are depreciated by both straight line and accelerated methods over their estimated useful lives. Upon acquisition of rental property, the Partnership estimates the fair value of acquired tangible assets, consisting of land,

building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in place leases and (iii) tenant relationships. The Partnership allocated the purchase price to the assets acquired and liabilities assumed based on their fair values. The Partnership records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed exceed the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible assets acquired, the Partnership considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation

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methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Intangible assets acquired include amounts for in place lease values above and below market leases and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Partnership's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in place lease values include an estimate of carrying costs during hypothetical expected lease up periods considering current market conditions, and costs to execute similar leases at market rates during the expected lease up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Partnership's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

In the event that facts and circumstances indicate that the carrying value of a rental property may be impaired, an analysis of the value is prepared. The estimated future undiscounted cash flows are compared to the asset's carrying value to determine if a write down to fair value is required.

**Impairment:** On an annual basis management assesses whether there are any indicators that the value of the Partnership's rental properties may be impaired. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Partnership's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved. The Partnership has not recognized an impairment loss for the years ended December 31, 2016, 2015, and 2014.

**Investments in Joint Ventures:** The Partnership accounts for its 40% - 50% ownership in the Investment Properties under the equity method of accounting, as it exercises significant influence over, but does not control these entities. These investments are recorded initially at cost, as Investments in Joint Ventures, and subsequently adjusted for the Partnership's share in earnings, cash contributions and distributions. Under the equity method of accounting, our net equity is reflected on the consolidated balance sheets, and our share of net income or loss from the Partnership is included on the consolidated statements of income. Generally, the Partnership would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Partnership has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Partnership only recognizes its share of such income to the extent it exceeds its share of previously unrecognized losses.

The authoritative guidance on consolidation provides guidance on the identification of entities for which control is achieved through means other than voting rights ("variable interest entities" or "VIEs") and the determination of which business enterprise, if any, should consolidate the VIE (the "primary beneficiary"). Generally, the consideration of whether an entity is a VIE applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that equity's activities without additional subordinated financial support or (3) the equity investors have voting rights

that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity's performance; and (2) the obligation to absorb losses and rights to receive the returns from VIE that would be significant to the VIE.

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With respect to investments in and advances to the Investment Properties, the Partnership looks to the underlying properties to assess performance and the recoverability of carrying amounts for those investments in a manner similar to direct investments in real estate properties. An impairment charge is recorded if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property.

Legal Proceedings: The Partnership is subject to various legal proceedings and claims that arise, from time to time, in the ordinary course of business. These matters are frequently covered by insurance. If it is determined that a loss is likely to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered likely can be difficult to determine.

## RESULTS OF OPERATIONS

Years Ended December 31, 2016 and December 31, 2015

The Partnership and its Subsidiary Partnerships earned income before interest expense, income from investments in unconsolidated joint ventures and other income and loss of approximately \$13,260,000 during the year ended December 31, 2016, compared to approximately \$12,883,000 for the year ended December 31, 2015, an increase of approximately \$377,000 (2.9%).

The rental activity is summarized as follows:

|                   | Occupancy Date   |   |                  |   |
|-------------------|------------------|---|------------------|---|
|                   | February 1, 2017 |   | February 1, 2016 |   |
| Residential       |                  |   |                  |   |
| Units             | 2,525            |   | 2,525            |   |
| Vacancies         | 34               |   | 41               |   |
| Vacancy rate      | 1.4              | % | 1.6              | % |
| Commercial        |                  |   |                  |   |
| Total square feet | 108,043          |   | 108,043          |   |
| Vacancy           | —                |   | —                |   |
| Vacancy rate      | 0.0              | % | 0.0              | % |

|                        | Rental Income (in thousands) |                       |                  |                       |
|------------------------|------------------------------|-----------------------|------------------|-----------------------|
|                        | Year Ended December 31, 2016 |                       | 2015             |                       |
|                        | Total Operations             | Continuing Operations | Total Operations | Continuing Operations |
| Total rents            | \$ 49,122                    | \$ 49,122             | \$ 45,075        | \$ 45,075             |
| Residential percentage | 93 %                         | 93 %                  | 92 %             | 92 %                  |
| Commercial percentage  | 7 %                          | 7 %                   | 8 %              | 8 %                   |
| Contingent rentals     | \$ 616                       | \$ 616                | \$ 683           | \$ 683                |





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Year Ended December 31, 2016 Compared to Year Ended December 31, 2015:

|  | Year Ended December 31, |                     | Dollar              | Percent      |
|--|-------------------------|---------------------|---------------------|--------------|
|  | 2016                    | 2015                | Change              | Change       |
| <b>Revenues</b>  |                         |                     |                     |              |
| Rental income  | \$ 49,121,705           | \$ 45,074,655       | \$ 4,047,050        | 9.0%         |
| Laundry and sundry income                                | 433,385                 | 406,059             | 27,326              | 6.7%         |
|  | 49,555,090              | 45,480,714          | 4,074,376           | 9.0%         |
| <b>Expenses</b>  |                         |                     |                     |              |
| Administrative   | 2,102,812               | 2,096,290           | 6,522               | 0.3%         |
| Depreciation and amortization                            | 12,181,396              | 10,562,707          | 1,618,689           | 15.3%        |
| Management fee   | 2,029,171               | 1,869,977           | 159,194             | 8.5%         |
| Operating  | 4,822,921               | 4,939,662           | (116,741)           | (2.4%)       |
| Renting  | 636,803                 | 487,225             | 149,578             | 30.7%        |
| Repairs and maintenance                                  | 8,258,263               | 6,998,592           | 1,259,671           | 18.0%        |
| Taxes and insurance                                      | 6,263,774               | 5,643,507           | 620,267             | 11.0%        |
|  | 36,295,140              | 32,597,960          | 3,697,180           | 11.3%        |
| Income Before Other Income (Expense)                     | 13,259,950              | 12,882,754          | 377,196             | 2.9%         |
| <b>Other Income (Expense)</b>                            |                         |                     |                     |              |
| Interest income  | 1,025                   | 1,596               | (571)               | (35.8%)      |
| Interest expense   | (10,200,393)            | (9,980,359)         | (220,034)           | 2.2%         |
| Income from investments in unconsolidated joint ventures | 1,785,827               | 868,574             | 917,253             | 105.6%       |
| Gain on sale of real estate                              | 104,443                 | —                   | 104,443             | 0.0%         |
|  | (8,309,098)             | (9,110,189)         | 801,091             | (8.8%)       |
| <b>Net Income</b>  | <b>\$ 4,950,852</b>     | <b>\$ 3,772,565</b> | <b>\$ 1,178,287</b> | <b>31.2%</b> |

Rental income from continuing operations for the year ended December 31, 2016 was approximately \$49,122,000, compared to approximately \$45,075,000 for the year ended December 31, 2015, an increase of approximately \$4,047,000 (9.0%). The two main factors which can be attributed to this increase are as follows; rental income in 2016 at Captain Parker is for the entire year versus three and one half months of rental income in 2015, resulting in an increase of approximately \$1,777,000 and rental rate increases of approximately 4.9% in 2016. The Partnership Properties with the most significant increases in rental income, excluding Captain Parker, include 1144 Commonwealth Street, Westgate Apartments, 9 School Street, 62 Boylston Street, Hamilton Oaks and Westside Colonial with increases of approximately \$312,000, \$288,000, \$233,000, \$218,000, \$189,000 and \$183,000 respectively. Included in rental income is contingent rentals collected on commercial properties. Contingent rentals include such charges as bill backs of common area maintenance charges, real estate taxes, and utility charges.

Total expenses from continuing operations for the year ended December 31, 2016 were approximately \$36,295,000 compared to approximately \$32,598,000 for the year ended December 31, 2015, an increase of approximately \$3,697,000 (11.3%). The most significant factor contributing to this increase was the operating expenses for Captain Parker for the entire year in 2016 versus three and one half months of operating expenses in 2015, an increase of approximately \$1,944,000. Excluding Captain Parker, factors which contributed to the increase in operating expenses were an increase in repairs and maintenance expenses of approximately \$1,020,000 (14.7%) due to repairs at the properties to maintain occupancy; an increase in taxes and insurance expense of approximately \$430,000 (7.7%) due primarily to an increase in real estate taxes; and an increase in depreciation and amortization expense of approximately \$427,000 (4.7%) due to an increase of depreciable fixed assets, partially offset by a decrease in operating expenses of approximately \$356,000 (7.3%) primarily due to a decrease in snow removal costs.

Interest expense for the year ended December 31, 2016 was approximately \$10,200,000 compared to approximately \$9,980,000 for the year ended December 31, 2015, an increase of approximately \$220,000 (2.2%). Approximately \$518,000 of this increase represents the interest on the mortgage on Captain Parker, partially offset by a decrease in interest expense on the Line of Credit of approximately \$273,000.

At December 31, 2016, the Partnership has between a 40% and 50% ownership interests in nine different

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Investment Properties. See a description of these properties included in the section titled Investment Properties as well as Note 14 to the Consolidated Financial Statements for a detail of the financial information of each Investment Property.

As described in Note 14 to the Consolidated Financial Statements, the Partnership's share of the net income from the Investment Properties was approximately \$1,786,000 for the year ended December 31, 2016, compared to a net income of approximately \$869,000 for the year ended December 31, 2015, an increase in income of approximately \$917,000 (105.6%). The increase is primarily due to a net gain of approximately \$1,661,000 on the sale of 10 units at Hamilton 1025 and 4 units at Hamilton Bay LLC, compared to a gain of approximately \$169,000 on the sale of 2 units at Hamilton Bay LLC in 2015. Included in the income for the year ended December 31, 2016 is depreciation and amortization expense of approximately \$2,602,000. The allocable income for the year ended December 31, 2016 associated with the October 2009 investment in Dexter Park is approximately \$739,000 of which approximately \$1,305,000 is depreciation and amortization.

Interest income for the year ended December 31, 2016 was approximately \$1,000 compared to approximately \$1,600 for the year ended December 31, 2015, a decrease of approximately \$600.

As a result of the changes discussed above, net income for the year ended December 31, 2016 was approximately \$4,951,000 compared to income of approximately \$3,773,000 for the year ended December 31, 2015, an increase in income of approximately \$1,178,000 (31.2%).

## Years Ended December 31, 2015 and December 31, 2014

The Partnership and its Subsidiary Partnerships earned income before interest expense, income (loss) from investments in unconsolidated joint ventures and other income and loss of approximately \$12,883,000 during the year ended December 31, 2015, compared to approximately \$11,087,000 for the year ended December 31, 2014, an increase of approximately \$1,796,000 (16.2%).

The rental activity is summarized as follows:

|                   | Occupancy Date   |   |                  |   |
|-------------------|------------------|---|------------------|---|
|                   | February 1, 2016 |   | February 1, 2015 |   |
| Residential       |                  |   |                  |   |
| Units             | 2,525            |   | 2,431            |   |
| Vacancies         | 41               |   | 53               |   |
| Vacancy rate      | 1.6              | % | 2.2              | % |
| Commercial        |                  |   |                  |   |
| Total square feet | 108,043          |   | 108,043          |   |
| Vacancy           | —                |   | —                |   |
| Vacancy rate      | 0.0              | % | 0.0              | % |

Rental Income (in thousands)

|                        | Year Ended December 31, |            |            |            |
|------------------------|-------------------------|------------|------------|------------|
|                        | 2015                    |            | 2014       |            |
|                        | Total                   | Continuing | Total      | Continuing |
|                        | Operations              | Operations | Operations | Operations |
| Total rents            | \$ 45,075               | \$ 45,075  | \$ 42,206  | \$ 42,206  |
| Residential percentage | 92 %                    | 92 %       | 92 %       | 92 %       |
| Commercial percentage  | 8 %                     | 8 %        | 8 %        | 8 %        |
| Contingent rentals     | \$ 683                  | \$ 683     | \$ 658     | \$ 658     |

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Year Ended December 31, 2015 Compared to Year Ended December 31, 2014:

|   | Year Ended December 31, |               | Dollar       | Percent  |
|---|-------------------------|---------------|--------------|----------|
|   | 2015                    | 2014          | Change       | Change   |
| Revenues  |                         |               |              |          |
| Rental income   | \$ 45,074,655           | \$ 42,205,644 | \$ 2,869,011 | 6.8%     |
| Laundry and sundry income                                       | 406,059                 | 426,675       | (20,616)     | (4.8%)   |
|   | 45,480,714              | 42,632,319    | 2,848,395    | 6.7%     |
| Expenses  |                         |               |              |          |
| Administrative  | 2,096,290               | 2,206,483     | (110,193)    | (5.0%)   |
| Depreciation and amortization                                   | 10,562,707              | 10,367,553    | 195,154      | 1.9%     |
| Management fee  | 1,869,977               | 1,744,849     | 125,128      | 7.2%     |
| Operating   | 4,939,662               | 4,668,196     | 271,466      | 5.8%     |
| Renting   | 487,225                 | 430,949       | 56,276       | 13.1%    |
| Repairs and maintenance   | 6,998,592               | 6,608,290     | 390,302      | 5.9%     |
| Taxes and insurance   | 5,643,507               | 5,519,432     | 124,075      | 2.2%     |
|   | 32,597,960              | 31,545,752    | 1,052,208    | 3.3%     |
| Income Before Other Income ( Expense)                           | 12,882,754              | 11,086,567    | 1,796,187    | 16.2%    |
| Other Income (Expense)  |                         |               |              |          |
| Interest income   | 1,596                   | 753           | 843          | 112.0%   |
| Interest (expense)  | (9,980,359)             | (9,737,173)   | (243,186)    | 2.5%     |
| Income (Loss) from investments in unconsolidated joint ventures | 868,574                 | (325,297)     | 1,193,871    | (367.0%) |
|   | (9,110,189)             | (10,061,717)  | 951,528      | (9.5%)   |
| Net Income  | \$ 3,772,565            | \$ 1,024,850  | \$ 2,747,715 | 268.1%   |

Rental income from continuing operations for the year ended December 31, 2015 was approximately \$45,075,000, compared to approximately \$42,206,000 for the year ended December 31, 2014, an increase of approximately \$2,869,000 (6.8%). The two main factors which can be attributed to this increase are as follows; rental income in 2015 at Captain Parker is for approximately three and one half months versus no rental income in 2014, resulting in an increase of approximately \$677,000, and rental increases of approximately 5.2% in 2015. The Partnership Properties with the most significant increases in rental income, excluding Captain Parker, include 62 Boylston Street, 1144 Commonwealth Street, Westgate Apartments, Hamilton Oaks , 9 School Street, and Westside Colonial with increases of approximately \$286,000, \$263,000, \$216,000, \$162,000, \$137,000 and \$124,000 respectively. Included in rental income is contingent rentals collected on commercial properties. Contingent rentals include such charges as bill backs of common area maintenance charges, real estate taxes, and utility charges.

Operating expenses from continuing operations for the year ended December 31, 2015 were approximately \$32,598,000 compared to approximately \$31,546,000 for the year ended December 31, 2014, an increase of approximately \$1,052,000 (3.3%). The most significant factor contributing to this increase was the operating expenses for Captain Parker for the three and one half months for 2015 versus no operating expenses in 2014, an increase of approximately \$752,000. Excluding Captain Parker, factors which contributed to the increase in operating expenses were an increase in repairs and maintenance expenses of approximately \$345,000 (5.2%) due to repairs at the properties to maintain occupancy; an increase in operating expenses of approximately \$219,000 (4.7%) due primarily to an increase in snow removal costs; and an increase in management fees of approximately \$99,000 (5.7%) due to an

increase in rental income, partially offset by a decrease in depreciation and amortization expense of approximately \$330,000 (3.3%) primarily due to the full amortization of in-place leases at Hamilton Green in 2014, and a decrease in administrative expense of approximately \$122,000 (5.5%) due to a decrease in professional fees.

Interest expense for the year ended December 31, 2015 was approximately \$9,980,000 compared to approximately \$9,737,000 for the year ended December 31, 2014, an increase of approximately \$ 243,000 (2.4%). This

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was primarily due to the Partnership utilizing the line of credit to fund the purchase of the Residence at Captain Parker apartments, partially offset by paying off two mortgages of Linhart and Linewt during 2014.

At December 31, 2015, the Partnership has between a 40% and 50% ownership interests in nine different Investment Properties. See a description of these properties included in the section titled Investment Properties as well as Note 14 to the Consolidated Financial Statements for a detail of the financial information of each Investment Property.

As described in Note 14 to the Consolidated Financial Statements, the Partnership's share of the net income from the Investment Properties was approximately \$869,000 for the year ended December 31, 2015, compared to a net loss of approximately \$325,000 for the year ended December 31, 2014, an increase in income of approximately \$1,194,000 (367.0%). This increase is consistent with the continued strength in the rental real estate market including an approximate 3.9% increase in revenue. The increase is also due to the decrease in depreciation and amortization expense resulting from a portion of the fixed assets of Hamilton Park Tower becoming fully depreciated in 2014. Included in the income for the year ended December 31, 2015 is depreciation and amortization expense of approximately \$ 2,614,000. The allocable income for the year ended December 31, 2015 associated with the October 2009 investment in Dexter Park is approximately \$673,000 of which approximately \$1,288,000 is depreciation and amortization.

Interest income for the year ended December 31, 2015 was approximately \$1,600 compared to approximately \$800 for the year ended December 31, 2014, an increase of approximately \$800.

As a result of the changes discussed above, net income for the year ended December 31, 2015 was approximately \$3,773,000 compared to income of approximately \$1,025,000 for the year ended December 31, 2014, an increase in income of approximately \$2,748,000.

**LIQUIDITY AND CAPITAL RESOURCES**

The Partnership's principal source of cash during 2016 and 2015 was the collection of rents and proceeds on the sale and refinancing of real estate. The majority of cash and cash equivalents of \$7,463,697 at December 31, 2016 and \$10,298,186 at December 31, 2015 were held in interest bearing accounts at creditworthy financial institutions.

This decrease in cash of \$ 2,834,489 at December 31, 2016 is summarized as follows:

|  | Year Ended December 31, |                |
|--|-------------------------|----------------|
|  | 2016                    | 2015           |
| Cash provided by operating activities                                | \$ 15,342,225           | \$ 13,806,121  |
| Cash (used in) investing activities                                  | (2,832,094)             | (10,175,926)   |
| Cash (used in) financing activities                                  | (6,979,996)             | (132,071)      |
| Repurchase of Depositary Receipts, Class B and General Partner Units | (1,634,945)             | (3,429,953)    |
| Distributions paid   | (6,729,679)             | (3,785,883)    |
| Net (decrease) in cash and cash equivalents                          | \$ (2,834,489)          | \$ (3,717,712) |

The cash provided by operating activities is primarily due to the collection of rents less cash operating expenses. The decrease in cash used in investing activities is due to a decrease in the improvements to rental properties in 2016 compared to the same period in 2015, and no purchase of rental property in 2016. The change in cash used in



financing activities is primarily due to the pay down of the line of credit of \$25,000,000, the increase in payments of mortgage note payments, partially offset by the proceeds of the mortgage on Captain Parker. In 2016, the Partnership purchased a total of 23,159 Class A Depositary Receipts, 183 Class B Units and 10 General Partnership Units for a total cost of \$1,634,945.

During 2016, the Partnership and its Subsidiary Partnerships completed improvements to certain of the Properties at a total cost of approximately \$5,163,000. These improvements were funded from cash reserves and, to some extent, escrow accounts established in connection with the financing or refinancing of the applicable Properties.

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These sources have been adequate to fully fund improvements. The most significant improvements were made at 1144 Commonwealth Apartments, Captain Parkers, Hamilton Oaks, 62 Boylston Street, Westside Colonial, and School Street 9 Associates, at a cost of approximately \$913,000, \$722,000, \$622,000, \$458,000, \$409,000, and \$387,000 respectively. The Partnership plans to invest approximately \$3,746,000 in capital improvements in 2017.

During the year ended December 31, 2016, the Partnership received distributions of approximately \$4,030,000 from the investment properties of which \$1,080,000 was from Dexter Park.

In 2016 the Partnership paid a total distribution of an aggregate \$54.00 per Unit (\$1.80 per Receipt) for a total payment of \$6,729,679 in 2016. In 2015, the Partnership paid four quarterly distributions of an aggregate of \$30.00 per Unit (\$1.00 per Receipt) for a total payment of \$3,785,883. In January 2017, the Partnership approved a quarterly distribution of \$9.00 per Unit (\$0.30 per Receipt), payable on March 31, 2017.

On January 7, 2016, Captain Parker entered into a Multifamily Loan and Security Agreement (the "Loan Agreement") with KeyBank National Association (the "Lender"). The Loan Agreement provides for a term loan (the "Loan") in the principal amount of \$20,071,000. The Loan is due on February 1, 2026 (the "Due Date"), unless the due date is accelerated in accordance with the Loan's terms. Borrowings under the Loan will bear interest at rates equal to (i) the one month LIBOR rate for United States Dollar Deposits, determined monthly, plus 201 basis points. The interest rate increases upon an event of default.

As a result of securing the financing, the Partnership used the proceeds of the loan and cash reserves of the Partnership to pay down the Line of Credit to zero. A payment was made on January 7, 2016 for \$23,000,000, and another payment for \$2,000,000 was made on January 15, 2016.

On July 8, 2016, Hamilton 1025 LLC paid off the outstanding balance of the mortgage balance. The Partnership made a capital contribution of \$2,359,500 to Hamilton 1025, LLC for its share of the funds required for the transaction.

On September 28, 2015, Hamilton Essex Development, LLC paid off the outstanding mortgage balance of \$1,952,286. The Partnership made a capital contribution of \$978,193 to Essex Development for its share of the funds required for the transaction. Additionally, the Partnership made a capital contribution of \$100,000 to Hamilton Essex 81, LLC. On September 30, 2015, Hamilton Essex 81, LLC obtained a new 10 year mortgage in the amount of \$10,000,000, interest only at 2.18% plus the one month Libor rate. The proceeds of the note were used to pay off the existing mortgage of \$8,040,719 and the Partnership received a distribution of \$978,193 for its share of the excess proceeds.

On July 31, 2014, the Partnership entered into an agreement for a \$25,000,000 revolving line of credit. The term of the line is three years with a floating interest rate equal to a base rate of the greater of (a) the Prime Rate (b) the Federal Funds Rate plus one half of one percent per annum, or (c) the LIBOR Rate for a period of one month plus 1% per annum, plus an applicable margin of 2.5% to 3.5%. The costs associated with the line of credit were approximately \$125,000. The line of credit may be used for acquisition, refinancing, improvements, working capital and other needs of the Partnership. The line may not be used to pay dividends, make distributions or acquire equity interests of the Partnership. To fund the purchase of Captain Parker Apartments, the Partnership utilized the available line of credit of

\$25,000,000, and the balance from the Partnership's cash reserves. In January 2016, the Partnership paid back the line of credit.

On June 11, 2014, the Partnership refinanced the property owned by NERA Dean Street Associates, LLC. The new mortgage was \$5,687,000; the interest rate was 4.22%, interest only, payable in 10 years. Approximately \$5,077,000 of the loan proceeds were used to pay off the existing mortgage. The mortgage matures in June 2024. The costs associated with the refinancing were approximately \$99,000. Approximately \$610,000 in cash was received from this refinancing.

In February 2014, the Partnership paid off the mortgages on Linewt in the amount of approximately \$1,466,000 and Linhart in the amount of approximately \$1,926,000.

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On March 1, 2017, the mortgage on the property at Hamilton Bay Apartments, totaling \$4,444,918, including both interest and principal, was paid off. The Partnership was required to contribute approximately \$2,222,000 to the payment.

The Partnership anticipates that cash from operations and interest bearing accounts will be sufficient to fund its current operations, pay distributions, make required debt payments and to finance current improvements to its properties. The Partnership may also sell or refinance properties. The Partnership's net income and cash flow may fluctuate dramatically from year to year as a result of the sale or refinancing of properties, increases or decreases in rental income or expenses, or the loss of significant tenants.

## Off Balance Sheet Arrangements—Joint Venture Indebtedness

As of December 31, 2016, the Partnership had a 40% - 50% ownership interest in nine Joint Ventures, which all have mortgage indebtedness except Hancock 1025, Hamilton Bay Sales and Hamilton Essex Development. We do not have control of these partnerships and therefore we account for them using the equity method of consolidation. At December 31, 2016, our proportionate share of the non recourse debt before unamortized deferred financing costs related to these investments was approximately \$57,029,000. See Note 14 to the Consolidated Financial Statements.

## Contractual Obligations

As of December 31, 2016, we are subject to contractual payment obligations as described in the table below.

|                               | Payments due by period |              |              |              |              |                |                |
|-------------------------------|------------------------|--------------|--------------|--------------|--------------|----------------|----------------|
|                               | 2017                   | 2018         | 2019         | 2020         | 2021         | Thereafter     | Total          |
| Contractual Obligations       |                        |              |              |              |              |                |                |
| Long -term debt               |                        |              |              |              |              |                |                |
| Mortgage debt                 | \$ 1,765,474           | \$ 7,842,753 | \$ 1,923,459 | \$ 4,327,552 | \$ 2,449,008 | \$ 195,825,945 | \$ 214,134,191 |
| Other obligations             | —                      | —            | —            | —            | —            | —              | —              |
| Total Contractual Obligations | \$ 1,765,474           | \$ 7,842,753 | \$ 1,923,459 | \$ 4,327,552 | \$ 2,449,008 | \$ 195,825,945 | \$ 214,134,191 |

We have various standing or renewable service contracts with vendors related to our property management. In addition, we have certain other contracts we enter into in the ordinary course of business that may extend beyond one year. These contracts are not included as part of our contractual obligations because they include terms that provide for cancellation with insignificant or no cancellation penalties.

See Notes 5 and 14 to the Consolidated Financial Statements for a description of mortgage notes payable. The Partnership has no other material contractual obligations to be disclosed.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates and equity prices. In pursuing its business plan, the primary market risk to which the Partnership is exposed is interest rate risk. Changes in the general level of interest rates prevailing in the financial markets may affect the spread between the Partnership's yield on invested assets and cost of funds and, in turn, its ability to make distributions or payments to its investors.

As of December 31, 2016, the Partnership, its Subsidiary Partnerships and the Investment Properties collectively have approximately \$344,893,000 in long-term debt, substantially all of which require payment of interest at fixed rates. Accordingly, the fair value of these debt instruments is affected by changes in market interest rates. This long term debt matures through 2029. Including the line of credit, the Partnership, its Subsidiary Partnerships and the Investment Properties collectively have variable rate debt of \$30,071,000 as of December 31, 2016 ranged from LIBOR plus 201 basis points to LIBOR plus 350 basis points. Assuming interest- rate caps are not in effect, if market rates of interest on the Partnership's variable rate debt increased or decreased by 100 basis points, then the increase or decrease

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in interest costs on the Partnership's variable rate debt would be approximately \$251,000 annually and the increase or decrease in the fair value of the Partnership's fixed rate debt as of December 31, 2016 would be approximately \$16 million. For information regarding the fair value and maturity dates of these debt obligations, See Note 5 to the Consolidated Financial Statements — "Mortgage Notes Payable," Note 12 to the Consolidated Financial Statements — "Fair Value Measurements" and Note 14 to the Consolidated Financial Statements — "Investment in Unconsolidated Joint Ventures."

For additional disclosure about market risk, see "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors That May Affect Future Results".

## ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the Partnership appear on pages F 1 through F 3 of this Form 10 K and are indexed herein under Item 15(a)(1).

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

**Disclosure Controls and Procedures.** We have evaluated the design and operation of our disclosure controls and procedures to determine whether they are effective in ensuring that the disclosure of required information is timely made in accordance with the Securities Exchange Act of 1934 ("Exchange Act") and the rules and forms of the Securities and Exchange Commission. This evaluation was made under the supervision and with the participation of management, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of our General Partner as of the end of the period covered by this annual report on Form 10 K. The CEO and CFO have concluded, based on their reviews, that our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e), are effective to ensure that information required to be disclosed by us in reports that we file under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

**Management's Report on Internal Control over Financial Reporting.** We are responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) and 15-15(f) under the Exchange Act. We assessed the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in "Internal Control—Integrated Framework (2013)". Based on that assessment and those criteria, our management, with the participation of the CEO and CFO of the General Partner concluded that our internal control over financial reporting is effective as of December 31, 2016.

We believe that 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 effectiveness of the Partnership's internal control over financial reporting as of December 31, 2016 has been audited by Miller Wachman LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the fourth quarter of 2016 that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

Not applicable

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our General Partner, New Real, Inc. is a Massachusetts corporation wholly owned by Harold Brown and Ronald Brown, who are brothers. Harold Brown and Ronald Brown were individual general partners of the Partnership until May 1984, when NewReal, Inc. replaced them as the sole General Partner of the Partnership. The General Partner is responsible for making all decisions and taking all action deemed by it necessary or appropriate to conduct the business of the Partnership.

The General Partner engages The Hamilton Company, Inc. to manage the properties of the Partnership and its Subsidiary Partnerships. The Hamilton Company, Inc. is wholly owned by Harold Brown. See “Item 11. Executive Compensation” for information concerning fees paid by the Partnership to The Hamilton Company during 2016.

Because the General Partner has engaged The Hamilton Company as the manager for the Properties, the General Partner has no employees.

The directors of the General Partner are Ronald Brown, Harold Brown, Guilliaem Aertsen, David Aloise, and Eunice Harps. The directors of the General Partner hold office until their successors are duly elected and qualified.

Ronald Brown and Harold Brown hold all of the executive officer positions of the General Partner. The executive officers of the General Partner serve at the pleasure of the Board of Directors.

On June 14, 2001, the Board of Directors of the General Partner created an Audit Committee, in accordance with Section 3(a)(58)(A) of the Exchange Act, consisting of three members, and approved the charter of the Audit Committee. As of July 1, 2014, the Audit Committee consisted of Guilliaem Aertsen, David Aloise, and Eunice Harps. The Board of Directors of the General Partner has determined that Guilliaem Aertsen is an audit committee financial expert, as that term is defined in Item 407 of Securities and Exchange Commission Regulation S K.

The following table sets forth the name and age of each director and officer of the General Partner and each such person’s principal occupation and affiliation during the preceding five years.

| Name and Position                                 | Age | Other Position   |
|---|-----|--|
| Ronald Brown, President and Director (since 1984) | 81  | Co General Partner since the Partnerships formation in 1977. Associate, Hamilton Realty Company (since 1967); President, Treasurer, Clerk and Director of R. Brown |



Partners Inc.  
(since 1985), a  
real estate  
management  
company;  
Member, Greater  
Boston Real  
Estate Board  
(since 1981);  
Director,  
Brookline  
Chamber of  
Commerce  
(since 1978);  
Trustee of  
Reservations  
(since 1988);  
Director,  
Brookline Music  
School  
(1997-2004);  
President,  
Brookline  
Chamber of  
Commerce  
(1990-1992);  
Director,  
Coolidge Corner  
Theater  
Foundation  
(1990-1993);  
President,  
Brookline  
Property Owner's  
Association  
(1981-1990);  
Trustee,  
Brookline  
Hospital  
(1982-1989);  
Director,  
Brookline  
Symphony  
Orchestra  
(1996-2002);  
Director and  
Treasurer,  
Brookline  
Greenspace  
Alliance (since  
1999).

Mr. Brown is a graduate of Northeastern University earning a B.A. degree in Mechanical Engineering and an M.S. degree in Engineering Management. Based on Mr. Brown's ownership interest in the Partnership, ownership interest in the Partnership's General Partner, years of experience in the real estate industry and as a long standing member of the Board of Directors of the General Partner, the Board of Directors concluded that Mr. Brown has the requisite experience, qualifications, attributes and skills necessary to serve as a member of the Board of Directors.

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| Name and Position                                 | Age | Other Position  |
|---|-----|---|
| Harold Brown, Treasurer and Director (since 1984) | 92  | Co General Partner since the Partnerships formation in 1977. Sole proprietor, The Hamilton Company, Inc., manager and developer of residential and commercial real estate (since 1954); Trustee, Treasurer and Director of Wedgestone Realty Investors Trust (1982-1985); Chairman of the Board and principal stockholder of the Wedgestone Advisory Corporation (1980-1985); Director of AFC Financial Corp. (1983-1985); Director, Coolidge Bank and Trust (1980-1983). Mr. Brown is a graduate of the Massachusetts Institute of Technology. Based on Mr. Brown's ownership interest in the Partnership, |

|   |           |  |
|---|-----------|--|
| <p>Guilliaem Aertsen, IV,<br/>Director (since 2002)</p> | <p>69</p> | <p>ownership<br/>interest in the<br/>Partnership's<br/>General Partner,<br/>years of<br/>experience in the<br/>real estate<br/>industry and as a<br/>long standing<br/>member of the<br/>Board of<br/>Directors of the<br/>General Partner,<br/>the Board of<br/>Directors<br/>concluded that<br/>Mr. Brown has<br/>the requisite<br/>experience,<br/>qualifications,<br/>attributes and<br/>skills necessary<br/>to serve as a<br/>member of the<br/>Board of<br/>Directors.<br/>Director and<br/>Chairman of the<br/>Partnership's<br/>Audit<br/>Committee.<br/>Chief Executive<br/>Officer, Aertsen<br/>Ventures LLC<br/>(since 1999) a<br/>private venture<br/>capital firm<br/>focused on early<br/>stage companies<br/>engaged in<br/>technology, real<br/>estate and<br/>distressed<br/>financial assets;<br/>Director and<br/>CFO of<br/>CineCast LLC<br/>(2000 2012);<br/>Member of<br/>Premier<br/>Capital LLC</p> |
|---|-----------|--|

(since 2000);  
Chairman of the  
Board of  
Directors of the  
Massachusetts  
Housing  
Investment  
Corporation  
(since 1997) a  
partnership of  
corporate  
investors,  
housing sponsors  
and public  
agencies  
engaged in the  
financing of  
affordable  
housing and  
community  
development  
projects in  
Massachusetts  
and New  
England;  
Chairman of the  
Board of  
Trustees of the  
Old South  
Church  
(1992 2002);  
Executive Vice  
President and  
member of the  
senior  
management  
group of  
BankBoston  
Corporation  
(1996 1998);  
Executive and  
management  
assignments  
including  
corporate  
lending, real  
estate, capital  
markets, venture  
capital and asset  
management  
Bank Boston

David Aloise,  
Director (since 2007)

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Corporation  
(1973-1998).  
Mr. Aertsen is a  
graduate of  
Harvard  
University.  
Based on  
Mr. Aertsen's  
familiarity with  
the Partnership  
as a member of  
the Board of  
Directors and as  
Chairman of the  
Audit  
Committee, his  
experience as a  
director with  
several other  
companies and  
his banking,  
management and  
financial  
expertise, the  
Board of  
Directors  
concluded that  
Mr. Aertsen has  
the requisite  
experience,  
qualifications,  
attributes and  
skills necessary  
to serve as a  
member of the  
Board of  
Directors.  
Director and  
member of the  
Partnership's  
Audit  
Committee.  
Founder and  
principal of  
Aloise &  
Associates, LLC  
(since 2000) a  
consulting firm  
that provides  
advisory,  
training and

credit risk  
management  
services;  
BankBoston  
Corporation  
(1979-2000)  
Director of  
Commercial  
Loan Workout,  
Managing  
Director Small  
Business  
Banking, Vice  
President  
Restructured  
Real Estate, Vice  
President C & I  
Loan Workout;  
Board of  
Trustees New  
England Banking  
Institute;  
Advisory Board  
Member Wells  
Fargo Retail  
Finance, LLC;  
Senior Advisor  
to Eaton Vance  
Bank Loan  
Mutual Fund  
Group; Member  
of the  
Turnaround  
Management  
Association.  
Mr. Aloise is a  
graduate of  
Boston College  
and the National  
Commercial  
Lending  
Graduate School,  
University of  
Oklahoma.  
Based on  
Mr. Aloise's  
experience in  
banking, credit  
markets, small  
business  
management and

business  
turnarounds, the  
Board of  
Directors  
concluded that  
Mr. Aloise has  
the requisite  
experience,  
qualifications,  
attributes and  
skills necessary  
to serve as a  
member of the  
Board of  
Directors.



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| Name and Position                      | Age | Other Position   |
|--|-----|--|
| Eunice Harps,<br>Director (since 2014) | 67  | Director and member of the Partnership's Audit Committee.<br>Director of Credit Massachusetts Housing Investment Corporation (since 1999) a private financier of affordable housing and community development throughout Massachusetts;<br>BankBoston Corporation (1984-1998) Vice President Senior Manager, Capital Markets Credit, Vice President, Troubled Debt Restructuring Team; Steering Committee<br>NEWIRE (1993-1995), Board of Directors Chair YW Boston; Board Member of Nuestra Comunidad Development Corporation (Since 2015).<br>Ms. Harps is a graduate of Boston University |

earning a B.A. and M.B.A. degrees. Based on Ms. Harps' experience in banking, credit review and affordable housing, the Board of Directors concluded that Ms. Harps has the requisite experience, qualifications, attributes and skills necessary to serve as a member of the Board of Directors.

#### COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Partnership's directors, executive officers, and persons who own more than 10% of a registered class of the Partnership's equity securities to file with the Securities and Exchange Commission reports of ownership changes and changes in ownership of the Partnership. Officers, directors and greater than 10% shareholders are required by SEC regulations to furnish the Partnership with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3 and 4 furnished to the Partnership under Rule 16a-3(e) of the Securities Exchange Act during its most recent fiscal year, Forms 5 furnished to the Partnership with respect to its most recent fiscal year and any written representations received by the Partnership from persons required to file such forms, all of the following persons—either officers, directors or beneficial owners of more than ten percent of any class of equity of the company registered pursuant to Section 12 of the Securities Exchange Act—filed on a timely basis reports required by Section 16(a) of the Securities Exchange Act during the most recent fiscal year.

#### CODE OF ETHICS

The Partnership, its General Partner and Hamilton, the Partnership's management company, have adopted a Code of Business Conduct and Ethics, which constitutes a "Code of Ethics" as defined by the SEC and applies to executive officers as well as to all other employees. A copy of the Code of Business Conduct and Ethics is available in the "NERA" section of the management company's website at [www.thehamiltoncompany.com](http://www.thehamiltoncompany.com). To the extent required by the rules of the SEC, the Partnership and its related entities will disclose amendments to and waivers from the Code of Business Conduct and Ethics in the same place on the aforementioned website.

#### REPORT OF THE AUDIT COMMITTEE

The Audit Committee of NewReal Inc. (NewReal), which is the General Partner of New England Realty Associates Limited Partnership (“NERA” or the “Partnership”), is currently comprised of Guillaem Aertsen, IV, David Aloise, and Eunice Harps, each of whom is an independent director of NewReal. The Audit Committee operates under a written charter.

The Partnership’s management, which consists of NERA’s General Partner, is responsible for the preparation of the Partnership’s financial statements and for maintaining an adequate system of internal controls and processes for that purpose. Miller Wachman LLP (“Miller Wachman”) acts as the Partnership’s independent auditor and is responsible for conducting an independent audit of the Partnership’s annual financial statements and the effectiveness of the Partnership’s internal control over financial reporting as of December 31, 2016 in accordance with the standards of the Public Company Accounting Oversight Board (United States), and issuing a report on the results of their audit. The Audit Committee is responsible for providing independent, objective oversight of both of these processes.

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The Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2016 with management of the Partnership and with representatives of Miller Wachman. As a result of these discussions, the Audit Committee believes that NERA maintains an effective system of accounting controls that allow it to prepare financial statements that fairly present the Partnership's financial position and results of its operations. Discussions with Miller Wachman also included the matters required by Statement on Auditing Standard No. 16 (Communications with Audit Committee).

In addition, the Audit Committee reviewed the independence of Miller Wachman. We received written disclosures and a letter from Miller Wachman regarding its independence as required by Independent Standards Board Standards No. 1 and discussed this information with Miller Wachman.

Based on the foregoing, the Audit Committee has recommended that the audited financial statements of the Partnership for the year ended December 31, 2016 be included in the Partnership's annual report on form 10 K to be filed with the Securities and Exchange Commission.

Guilliaem Aertsen, IV  
David Aloise  
Eunice Harps

ITEM 11. EXECUTIVE COMPENSATION

The Partnership does not have "Executive Compensation." As more fully described below, the Partnership employs a management company to which it pays management fees and administrative fees.

The Partnership is not required to and did not pay any compensation to its officers or the officers and directors of the General Partner in 2016. As more fully described below, the Partnership employs a management company which is solely responsible for performing all management and policy making functions for the Partnership. The only compensation paid by the Partnership to any person or entity is in the form of management fees and administrative fees paid to the General Partner, or any management entity employed by the General Partner, in accordance with the Partnership Agreement.

Specifically, the Partnership Agreement provides that the General Partner, or any management entity employed by the General Partner, is entitled to a management fee equal to 4% (2% at Dexter Park and 3% at Linewt) of the rental and other operating income from the Partnership Properties and a mortgage servicing fee equal to 0.5% of the unpaid principal balance of any debt instruments received, held and serviced by the Partnership (the "Management Fee"). The Partnership Agreement also authorizes the General Partner to charge to the Partnership its cost for employing professionals to assist with the administration of the Partnership Properties (the "Administrative Fees"). The Administrative Fee is not charged against the Management Fee. In addition, upon the sale or disposition of any Partnership Properties, the General Partner, or any management entity which is the effective cause of such sale, is entitled to a commission equal to 3% of the gross sale price (the "Commission"), provided that should any other broker be entitled to a commission in connection with the sale, the commission shall be the difference between 3% of the gross sale price and the amount to be paid to such broker.

The General Partner has engaged The Hamilton Company ("Hamilton") to operate and manage the Partnership, and in accordance with the Partnership Agreement, the Management Fee, the Administrative Fees and the Commission are paid to Hamilton. See "Item 10. Directors and Executive Officers of the Registrant." The total Management Fee paid to Hamilton during 2016 was approximately \$2,029,000. The management services provided by Hamilton include but are not limited to: collecting rents and other income; approving, ordering and supervising all repairs and other decorations; terminating leases, evicting tenants, purchasing supplies and equipment, financing and refinancing

properties, settling insurance claims, maintaining administrative offices and employing personnel. In addition, the Partnership engages the president of Hamilton as a consultant to provide asset management services to the Partnership, for which the Partnership paid \$75,000 in 2016. The Partnership does not have a written agreement with this individual.

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In 2016, the Partnership and its Subsidiary Partnerships paid administrative fees to Hamilton of approximately \$1,069,000 inclusive of construction supervision and architectural fees of approximately \$204,000, repairs and maintenance service fees of approximately \$437,000, legal fees of approximately \$237,000, brokerage fees of approximately \$66,000 and \$125,000 for accounting services. In addition, the Partnership paid \$24,000 to Ronald Brown for construction supervision services.

Additionally, the Hamilton Company received approximately \$857,000 from the 40 50% owned Investment Properties of which approximately \$692,000 was the management fee, approximately \$74,000 was for construction supervision and architectural fees, approximately \$57,000 was for maintenance services, and \$34,000 for legal services. The Advisory Committee held four meetings during 2016, and a total of \$19,750 was paid for attendance and participation in such meetings. Additionally, the Audit Committee held four meetings in 2016 and a total of \$12,000 was paid for attendance and participation in such meetings.

Compensation Committee Interlocks and Insider Participation

The Board of Directors of our General Partner does not have a compensation committee. No member of the Board of Directors of the General Partner was at any time in 2016 or at any other time an officer or employee of the General Partner, and no member had any relationship with the Partnership requiring disclosure as a related person transaction under Item 404 of Regulation S K. No officer of the General Partner has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of the Board of Directors of the General Partner at any time in 2016.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

As of March 1, 2017, except as listed below, the General Partner was not aware of any beneficial owner of more than 5% of the outstanding Class A Units or the Depositary Receipts, other than Computershare, which, under the Deposit Agreement, as Depositary, is the record holder of the Class A Units exchanged for Depositary Receipts. As of March 1, 2017, pursuant to the Deposit Agreement, Computershare was serving as the record holder of the Class A Units with respect to which 2,880,171 Depositary Receipts had been issued to approximately 1,736 holders. As of March 1, 2017, there were issued and outstanding 3,522 Class A Units (not including the Depositary Receipts) held by 159 unit holders, 23,638 Class B Units and 1,244 General Partnership Units held by the persons listed below. During 2016, 151 Class A Units were exchanged for Depositary Receipts.

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The following table sets forth certain information regarding each class of Partnership Units beneficially owned as of December 31, 2016 by (i) each person known by the Partnership to beneficially own more than 5% of any class of Partnership Units, (ii) each director and officer of the General Partner and (iii) all directors and officers of the General Partner as a group. For purposes of this table, all Depositary Receipts are included as if they were converted back into Class A Units. The inclusion in the table below of any Units deemed beneficially owned does not constitute an admission that the named persons are direct or indirect beneficial owners of such Units. Unless otherwise indicated, each person listed below has sole voting and investment power with respect to the Units listed.

|   | Class A                            |   | Class B                            |   | General Partnership                |   |
|---|------------------------------------|---|------------------------------------|---|------------------------------------|---|
|   | Number of Units Beneficially Owned | % Of Outstanding Units Beneficially Owned | Number of Units Beneficially Owned | % Of Outstanding Units Beneficially Owned | Number of Units Beneficially Owned | % Of Outstanding Units Beneficially Owned |
| Directors and Officers of Old Brown New England Realty Associates Limited Partnership 100 North Street, Brighton Avenue, Boston, MA 02134 | (1)(2)                             | (1)(2)                                    | 17,729                             | (3) 75                                    | (4)                                | 100                                       |
| Old Brown 2013 Revocable Trust  | (2)                                | (2)                                       | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Dartmouth Street, Boston, MA 02116   | (1)                                | (1)                                       | (3)                                | (3)                                       | —                                  | —   |
| Old Brown 2013 Revocable Trust  | 2,962                              | (5) 2.98                                  | 5,909                              | 25  | (4)                                | 100                                       |
| William Aertsen 100 North Street, West Brookline, MA 02118  | —                                  | —   | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | —                                  | —   | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | —                                  | —   | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | —                                  | —   | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | —                                  | —   | —                                  | —   | —                                  | —   |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | 333                                | 0.33                                      | —                                  | —   | 1,244                              | 100                                       |
| Paul Ewing LLP 100 North Street, Cottage Park Road, Northampton, MA 02152   | 25,643                             | (6) 25.76                                 | 23,638                             | (7) 100                                   | (4)                                | 100                                       |

| Directors and<br>Officers as a group<br>Owners that are<br>Directors and<br>Officers |       |     |      |      |   |   |   |   |
|--|-------|-----|------|------|---|---|---|---|
| Valeri<br>100 Pine Street<br>Boston, MA 02476  | 6,741 | (8) | 6.77 | %(8) | — | — | — | — |
| Harold Brown 2009<br>Harold Brown Trust<br>100 Pine Street<br>Boston, MA 02134       | 9,583 | (9) | 7.70 | %(9) | — | — | — | — |

- 
- (1) As of December 31, 2016, 507,849 Depositary Receipts are held of record by the HBC Holdings, LLC (HBC). Harold Brown is the sole manager of HBC with sole voting and dispositive control over the Depositary Receipts. Accordingly, Mr. Brown may be deemed to beneficially own the Depositary Receipts held by HBC. Because a Depositary Receipt represents beneficial ownership of one thirtieth of a Class A Unit, Harold Brown may be deemed to beneficially own approximately 16,928 Class A Units (approximately 17.01% of the outstanding Class A Units).
- (2) As of December 31, 2016, Harold Brown directly owns 162,600 Depositary Receipts beneficially owned by his spouse. Because a Depositary Receipt represents beneficial ownership of one thirtieth of a Class A Unit, Harold



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Brown may be deemed to directly beneficially own approximately 5,420 Class A Units (approximately 5.45 % of the outstanding Class A Units).

- (3) Consists of Class B Units held by HBC Holdings, LLC. See Note (1) above. Harold Brown, as Manager, has voting and investment power over the Class B Units held by the LLC, subject to the provisions of the LLC, and thus may be deemed to beneficially own the Class B Units held by the LLC.
- (4) Since Harold Brown and Ronald Brown are the controlling stockholders, executive officers and directors of NewReal, Inc., they may be deemed to beneficially own all of the General Partnership Units held of record by NewReal, Inc.
- (5) Consists of 88,860 Depositary Receipts held of record jointly by Ronald Brown and his wife. Because a Depositary Receipt represents beneficial ownership of one thirtieth of a Class A Unit, Ronald Brown may be deemed to beneficially own approximately 2,962 Class A Units.
- (6) Consists of the Class A Units described in Notes (1) and (2) above, plus New Real, Inc. and Ronald Brown, as indicated in the table.
- (7) Includes the Class B Units described in Note (2) above.
- (8) Consists of 202,240 Depositary Receipts held by Carl Valeri and his immediate family members. Because a Depositary Receipt represents beneficial ownership of one thirtieth of a Class A Unit, Carl Valeri may be deemed to beneficially own approximately 6,741 Class A Units.
- (9) Consists of 287,500 Depositary Receipts held by the Harold Brown 2009 Irrevocable Trust. Harold Brown is not a beneficiary of the Trust and he does not have a pecuniary interest. Because a Depositary Receipt represents beneficial ownership of one thirtieth of a Class A Unit, the Trust may be deemed to beneficially own approximately 9,583 Class A Units.

On November 13, 2000, the Partnership adopted a Policy for Establishment of Rule 10b5-1 Trading Plans. Pursuant to this Policy, the Partnership authorized its officers, directors and certain employees, shareholders and affiliates who are deemed “insiders” of the Partnership to adopt individual plans for trading the Partnership’s securities (“Trading Plans”), and established certain procedural requirements relating to the establishment, modification and termination of such Trading Plans. On May 14, 2001, the Partnership approved a Trading Plan of Harold Brown. The trading plan has been amended and restated several times, the most recent being on November 1, 2016. Mr. Brown amended and restated the Trading Plan extending the date through which Depositary Receipts may be purchased through October 31, 2020 for up to 600,000 Depositary Receipts at prices up to \$76.00.

The Partnership does not have any securities authorized for issuance pursuant to any equity compensation plans.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Harold Brown and Ronald Brown are brothers.

There are no other family relationships among any of our directors. Messrs. Aertsen, Aloise and Ms. Harps representing a majority of our directors are determined to be independent under the rules of the NYSE Amex Exchange and the SEC. The board holds regularly scheduled meetings.

The Partnership’s written policy with respect to the review and approval of related party transactions is governed by the Partnership Agreement which assigns the Advisory Committee with the responsibility to approve or reject all proposed acquisitions and investments with or from the General Partner or an Affiliate. Related Parties are identified by the Officers of the management company and material transactions are reported to and reviewed by the Audit Committee on a quarterly basis.



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The Partnership invested approximately \$34,049,000 in nine limited liability companies formed to acquire Investment Properties. The Partnership has a 40% - 50% ownership interest in each of these limited liability companies accounted for on the equity method of consolidation. The majority stockholder of the General Partner owns between 43.2% and 56% and the President and five employees of the management company own between 0% and 6.8% in each of the Investment Properties. See Note 14 of the consolidated financial statements for a description of the Investment Properties.

See also “Item 2. Properties,” “Item 10. Directors and Executive Officers of the Registrant” and “Item 11. Executive Compensation” for information regarding the fees paid to The Hamilton Company, an affiliate of the General Partner.

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Miller Wachman LLP served as the Partnership’s independent accountants for the fiscal year ended December 31, 2016 and has reported on the 2016 Consolidated Financial Statements. Aggregate fees rendered to Miller Wachman LLP for the years ended December 31, 2016 and 2015 were as follows:

|  | 2016       | 2015       |
|--|------------|------------|
| Audit Fees   |            |            |
| Recurring annual audits and quarterly reviews  | \$ 290,000 | \$ 276,000 |
| Subtotal   | 290,000    | 276,000    |
| Other Audit Related Fees   | —          | —          |
| Tax Fees   |            |            |
| Recurring tax compliance for the Partnership, 19 subsidiary Partnerships and 18 General Partnerships | 94,000     | 92,000     |
| Subtotal   | 94,000     | 92,000     |
| Other Fees   | —          | —          |
| Total Fees   | \$ 384,000 | \$ 368,000 |

The Audit Committee’s charter provides that it has the sole authority to review in advance and grant any pre-approvals of (i) all auditing services to be provided by the independent auditor, (ii) all significant non-audit services to be provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act of 1934, and (iii) all fees and the terms of engagement with respect to such services. All audit and non-audit services performed by Miller Wachman during fiscal 2016 and 2015 were pre-approved pursuant to the procedures outlined above.

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

## (a)1. Financial Statements:

The following Financial Statements are included in this Form 10-K:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets at December 31, 2016 and 2015

Consolidated Statements of Income for the Years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Changes in Partners' Capital for the Years ended December 31, 2016, 2015 and 2014

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Consolidated Statements of Cash Flows for the Years ended December 31, 2016, 2015 and 2014

Notes to Consolidated Financial Statements

2. Consolidated Financial Statement Schedules:

Financial statement schedules are omitted because they are not applicable or not required, or because the required information is included in the financial statements or notes thereto.

(b)Exhibits:

The exhibits filed as part of this Annual Report on Form 10 K are listed in the Exhibit Index included herewith.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of

New England Realty Associates Limited Partnership

We have audited the accompanying consolidated balance sheets of New England Realty Associates Limited Partnership (“the Partnership”) as of December 31, 2016 and 2015, and the related consolidated statements of income, changes in partners’ capital and cash flows for each of the years in the three year period ended December 31, 2016. We also have audited New England Realty Associates Limited Partnership’s internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Partnership’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express an opinion on these consolidated financial statements and an opinion on the Partnership’s internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) 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.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of New England Realty Associates Limited Partnership as of December 31, 2016 and 2015, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2016, in

conformity with accounting principles generally accepted in the United States of America. Also in our opinion, New England Realty Associates Limited Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

/s/ Miller Wachman LLP  
Boston, Massachusetts  
March 10, 2017

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

|   | December 31,<br>2016 | 2015           |
|---|----------------------|----------------|
| <b>ASSETS</b>   |                      |                |
| Rental Properties   | \$ 169,462,811       | \$ 176,697,314 |
| Cash and Cash Equivalents   | 7,463,697            | 10,298,186     |
| Rents Receivable  | 567,627              | 433,744        |
| Insurance Recovery Receivable   | 700,931              | 345,645        |
| Real Estate Tax Escrows   | 444,625              | 370,981        |
| Prepaid Expenses and Other Assets   | 3,585,870            | 4,762,535      |
| Investments in Unconsolidated Joint Ventures  | 8,336,505            | 7,819,162      |
| Total Assets  | \$ 190,562,066       | \$ 200,727,567 |
| <b>LIABILITIES AND PARTNERS' CAPITAL</b>  |                      |                |
| Mortgage Notes Payable  | \$ 212,709,080       | \$ 194,500,820 |
| Notes Payable   | —                    | 25,000,000     |
| Distribution and Loss in Excess of Investment in Unconsolidated Joint Venture         | 2,577,606            | 2,288,090      |
| Accounts Payable and Accrued Expenses   | 4,052,095            | 4,640,767      |
| Advance Rental Payments and Security Deposits   | 5,448,011            | 5,108,843      |
| Total Liabilities   | 224,786,792          | 231,538,520    |
| Commitments and Contingent Liabilities (Notes 3 and 9)                                | —                    | —              |
| Partners' Capital 124,409 and 125,374 units outstanding in 2016 and 2015 respectively | (34,224,726)         | (30,810,953)   |
| Total Liabilities and Partners' Capital   | \$ 190,562,066       | \$ 200,727,567 |
| See notes to consolidated financial statements  |                      |                |



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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

|  | Year Ended December 31, |               |               |
|--|-------------------------|---------------|---------------|
|  | 2016                    | 2015          | 2014          |
| Revenues   |                         |               |               |
| Rental income  | \$ 49,121,705           | \$ 45,074,655 | \$ 42,205,644 |
| Laundry and sundry income                                | 433,385                 | 406,059       | 426,675       |
|  | 49,555,090              | 45,480,714    | 42,632,319    |
| Expenses   |                         |               |               |
| Administrative   | 2,102,812               | 2,096,290     | 2,206,483     |
| Depreciation and amortization                            | 12,181,396              | 10,562,707    | 10,367,553    |
| Management fee   | 2,029,171               | 1,869,977     | 1,744,849     |
| Operating  | 4,822,921               | 4,939,662     | 4,668,196     |
| Renting  | 636,803                 | 487,225       | 430,949       |
| Repairs and maintenance                                  | 8,258,263               | 6,998,592     | 6,608,290     |
| Taxes and insurance                                      | 6,263,774               | 5,643,507     | 5,519,432     |
|  | 36,295,140              | 32,597,960    | 31,545,752    |
| Income Before Other Income (Expense)                     | 13,259,950              | 12,882,754    | 11,086,567    |
| Other Income (Expense)                                   |                         |               |               |
| Interest income  | 1,025                   | 1,596         | 753           |
| Interest expense   | (10,200,393)            | (9,980,359)   | (9,737,173)   |
| Income from investments in unconsolidated joint ventures | 1,785,827               | 868,574       | (325,297)     |
| Gain on sale of real estate                              | 104,443                 | —             | —             |
|  | (8,309,098)             | (9,110,189)   | (10,061,717)  |
| Net Income   | \$ 4,950,852            | \$ 3,772,565  | \$ 1,024,850  |
| Net Income per Unit                                      | \$ 39.62                | \$ 29.86      | \$ 7.96       |
| Weighted Average Number of Units Outstanding             | 124,951                 | 126,361       | 128,735       |

See notes to consolidated financial statements.



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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS' CAPITAL

|     | Units<br>Limited<br>Class A | Class B | General<br>Partnership | Subtotal | Treasury<br>Units | Total   | Partner's Capital  |                | General<br>Partnership | Total           |
|-----|-----------------------------|---------|------------------------|----------|-------------------|---------|--------------------|----------------|------------------------|-----------------|
|     |                             |         |                        |          |                   |         | Limited<br>Class A | Class B        |                        |                 |
| 1,  | 144,180                     | 34,243  | 1,802                  | 180,225  | 50,738            | 129,487 | \$ (17,485,327)    | \$ (4,145,076) | \$ (218,160)           | \$ (21,844,563) |
| ion | —                           | —       | —                      | —        | —                 | —       | (3,086,709)        | (733,093)      | (38,584)               | (3,858,386)     |
| rs  | —                           | —       | —                      | —        | 1,834             | (1,834) | (2,158,332)        | (500,888)      | (26,363)               | (2,685,512)     |
| k   | —                           | —       | —                      | —        | —                 | —       | 819,880            | 194,722        | 10,248                 | 1,024,850       |
| me  | —                           | —       | —                      | —        | —                 | —       | —                  | —              | —                      | —               |
| er  | 144,180                     | 34,243  | 1,802                  | 180,225  | 52,572            | 127,653 | \$ (21,910,488)    | \$ (5,184,335) | \$ (272,859)           | \$ (27,367,680) |
| 4   | —                           | —       | —                      | —        | —                 | —       | (3,028,706)        | (719,318)      | (37,859)               | (3,785,833)     |
| ion | —                           | —       | —                      | —        | 2,279             | (2,279) | (2,752,393)        | (643,682)      | (33,878)               | (3,429,152)     |
| rs  | —                           | —       | —                      | —        | —                 | —       | 3,018,052          | 716,787        | 37,726                 | 3,772,565       |
| k   | —                           | —       | —                      | —        | —                 | —       | —                  | —              | —                      | —               |
| me  | —                           | —       | —                      | —        | —                 | —       | —                  | —              | —                      | —               |
| er  | 144,180                     | 34,243  | 1,802                  | 180,225  | 54,851            | 125,374 | \$ (24,673,535)    | \$ (5,830,548) | \$ (306,870)           | \$ (30,810,953) |
| ion | —                           | —       | —                      | —        | —                 | —       | (5,383,743)        | (1,278,639)    | (67,297)               | (6,729,680)     |
| rs  | —                           | —       | —                      | —        | 965               | (965)   | (1,311,328)        | (307,436)      | (16,181)               | (1,634,930)     |
| k   | —                           | —       | —                      | —        | —                 | —       | 3,960,682          | 940,662        | 49,508                 | 4,950,852       |
| me  | —                           | —       | —                      | —        | —                 | —       | —                  | —              | —                      | —               |
| er  | 144,180                     | 34,243  | 1,802                  | 180,225  | 55,816            | 124,409 | \$ (27,407,924)    | \$ (6,475,961) | \$ (340,840)           | \$ (34,224,730) |

See notes to consolidated financial statements.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | Year Ended December 31, |              |              |
|--|-------------------------|--------------|--------------|
|  | 2016                    | 2015         | 2014         |
| Cash Flows from Operating Activities   |                         |              |              |
| Net income   | \$ 4,950,852            | \$ 3,772,565 | \$ 1,024,850 |
| Adjustments to reconcile net income to net cash provided by operating activities |                         |              |              |
| Depreciation and amortization  | 12,181,396              | 10,562,707   | 10,367,553   |
| Amortization of deferred finance costs   | 188,256                 | 171,066      | 183,974      |
| (Income) loss from investments in joint ventures                                 | (1,785,827)             | (868,574)    | 325,297      |
| Gain on sale of real estate  | (104,443)               | —            | —            |
| Change in operating assets and liabilities                                       |                         |              |              |
| (Increase) decrease in rents receivable  | (133,883)               | 40,481       | 21,924       |
| (Decrease) Increase in accounts payable and accrued expense                      | (588,672)               | 1,541,650    | (79,378)     |
| (Increase) Decrease in insurance recovery receivable                             | (355,286)               | (345,645)    | —            |
| (Increase) Decrease in real estate tax escrow                                    | (73,644)                | (30,640)     | 35,219       |
| Decrease (Increase) in prepaid expenses and other assets                         | 724,308                 | (1,597,603)  | (345,132)    |
| Increase in advance rental payments and security deposits                        | 339,168                 | 560,114      | 306,327      |
| Total Adjustments  | 10,391,373              | 10,033,556   | 10,815,784   |
| Net cash provided by operating activities  | 15,342,225              | 13,806,121   | 11,840,634   |
| Cash Flows From Investing Activities   |                         |              |              |
| Proceeds from unconsolidated joint ventures                                      | 3,515,100               | 2,872,378    | 3,071,902    |
| Distribution in excess of investment in unconsolidated joint ventures            | 515,362                 | 990,262      | 272,500      |
| (Investment) in unconsolidated joint ventures                                    | (2,472,462)             | (1,142,640)  | (279,402)    |
| Improvement of rental properties   | (5,163,081)             | (6,693,996)  | (5,604,791)  |
| Purchase of Rental Property  | —                       | (6,201,930)  | —            |
| Net proceeds from the sale of real estate  | 772,987                 | —            | —            |
| Net cash (used in) investing activities  | (2,832,094)             | (10,175,926) | (2,539,791)  |
| Cash Flows from Financing Activities   |                         |              |              |
| Payment of financing costs   | (174,718)               | —            | (305,418)    |
| Proceeds of mortgage notes payable   | 20,071,000              | —            | 1,109,555    |
| Payment of note payable  | (25,000,000)            | —            | —            |
| Principal payments of mortgage notes payable                                     | (1,876,278)             | (132,071)    | (3,558,493)  |
| Stock buyback  | (1,634,945)             | (3,429,953)  | (2,685,583)  |
| Distributions to partners  | (6,729,679)             | (3,785,883)  | (3,858,386)  |
| Net cash (used in) financing activities  | (15,344,620)            | (7,347,907)  | (9,298,325)  |
| Net (Decrease) Increase in Cash and Cash Equivalents                             | (2,834,489)             | (3,717,712)  | 2,518        |

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|   |              |               |               |
|---|--------------|---------------|---------------|
| Cash and Cash Equivalents, at beginning of period | 10,298,186   | 14,015,898    | 14,013,380    |
| Cash and Cash Equivalents, at end of period       | \$ 7,463,697 | \$ 10,298,186 | \$ 14,015,898 |
| See notes to consolidated financial statements    |              |               |               |

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2016

NOTE 1. SIGNIFICANT ACCOUNTING POLICIES

**Line of Business:** New England Realty Associates Limited Partnership (“NERA” or the “Partnership”) was organized in Massachusetts in 1977. NERA and its subsidiaries own 25 properties which include 17 residential buildings; 4 mixed use residential, retail and office buildings; 3 commercial buildings and individual units at one condominium complex. These properties total 2,506 apartment units, 19 condominium units and 108,043 square feet of commercial space. Additionally, the Partnership also owns a 40 – 50% interest in 9 residential and mixed use properties consisting of 772 apartment units, 12,500 square feet of commercial space and a 50 car parking lot. The properties are located in Eastern Massachusetts and Southern New Hampshire.

**Basis of Presentation:** The financial statements have been prepared in conformity with GAAP. The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. These estimates and assumptions are based on management’s historical experience that are believed to be reasonable at the time. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgement. The Partnership’s critical accounting policies are those which require assumptions to be made about matters that are highly uncertain. Different estimates could have a material effect on the Partnership’s financial results. Judgements and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances.

**Principles of Consolidation:** The consolidated financial statements include the accounts of NERA and its subsidiaries. NERA has a 99.67% to 100% ownership interest in each subsidiary except for the nine limited liability companies (the “Investment Properties” or “Joint Ventures”) in which the Partnership has a 40 – 50% ownership interest. The consolidated group is referred to as the “Partnership”. Minority interests are not recorded, since they are insignificant. All significant intercompany accounts and transactions are eliminated in consolidation. The Partnership accounts for its investment in the above mentioned Investment Properties using the equity method of consolidation. (See Note 14: Investments in Unconsolidated Joint Ventures).

The Partnership accounts for its investments in joint ventures using the equity method of accounting. These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Generally, the Partnership would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Partnership has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Partnership only recognizes its share of such income to the extent it exceeds its share of previously unrecognized losses. In 2013 and beyond, the carrying values of certain investments fell below zero. We intend to fund our share of the investments’ future operating deficits should the need arise. However, we have no legal obligation to pay for any of the liabilities of such investments nor do we have any legal obligation to fund operating deficits. (See Note 14: Investment in Unconsolidated Joint Ventures.)

The authoritative guidance on consolidation provides guidance on the identification of entities for which control is achieved through means other than voting rights (“variable interest entities” or “VIEs”) and the determination of which

business enterprise, if any, should consolidate the VIE (the “primary beneficiary”). Generally, the consideration of whether an entity is a VIE applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that equity’s activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

variable interest entity's performance; and (2) the obligation to absorb losses and rights to receive the returns from VIE that would be significant to the VIE.

**Impairment:** On an annual basis management assesses whether there are any indicators that the value of the Partnership's rental properties or investments in unconsolidated subsidiaries may be impaired. In addition to identifying any specific circumstances which may affect a property or properties, management considers other criteria for determining which properties may require assessment for potential impairment. The criteria considered by management include reviewing low leased percentages, significant near term lease expirations, recently acquired properties, current and historical operating and/or cash flow losses, near term mortgage debt maturities or other factors that might impact the Partnership's intent and ability to hold property. A property's value is impaired only if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Partnership's estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management's assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved.

**Revenue Recognition:** Rental income from residential and commercial properties is recognized over the term of the related lease. For residential tenants, amounts 60 days in arrears are charged against income. The commercial tenants are evaluated on a case by case basis. Certain leases of the commercial properties provide for increasing stepped minimum rents, which are accounted for on a straight line basis over the term of the lease. Contingent rent for commercial properties are received from tenants for certain costs as provided in the lease agreement. The costs generally include real estate taxes, utilities, insurance, common area maintenance and recoverable costs. Rental concessions are also accounted for on the straight line basis.

Above market and below market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the differences between (i) the contractual amounts to be paid pursuant to each in place lease and (ii) management's estimate of fair market lease rates for each corresponding in place lease, measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the term of any below market fixed rate renewal options for below market leases. The capitalized above market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below market fixed rate renewal options of the respective leases.

**Rental Properties:** Rental properties are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred; improvements and additions which improve or extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost of the asset and related accumulated depreciation is eliminated from the accounts, and any gain or loss on such disposition is included in income. Fully depreciated assets are removed from the accounts. Rental properties are depreciated by both straight line and accelerated methods over their estimated useful lives. Upon acquisition of rental property, the Partnership estimates



the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in place leases and (iii) tenant relationships. The Partnership allocates the purchase price to the assets acquired and liabilities assumed based on their fair values. The Partnership records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed exceed the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

assets acquired, the Partnership considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Other intangible assets acquired include amounts for in place lease values and tenant relationship values, which are based on management's evaluation of the specific characteristics of each tenant's lease and the Partnership's overall relationship with the respective tenant. Factors to be considered by management in its analysis of in place lease values include an estimate of carrying costs during hypothetical expected lease up periods considering current market conditions, and costs to execute similar leases at market rates during the expected lease up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Partnership's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

In the event that facts and circumstances indicate that the carrying value of a rental property may be impaired, an analysis of the value is prepared. The estimated future undiscounted cash flows are compared to the asset's carrying value to determine if a write down to fair value is required.

**Leasing Fees:** Leasing fees are capitalized and amortized on a straight line basis over the life of the related lease. Unamortized balances are expensed when the corresponding fee is no longer applicable.

**Deferred Financing Costs:** Costs incurred in obtaining financing are capitalized and amortized over the term of the related indebtedness. Deferred financing costs are presented in the balance sheet as a direct deduction from the carrying value of the debt liability to which they relate, except deferred financing costs related to the revolving credit facility, which are presented in prepaid expenses and other assets. In all cases, amortization of such costs is included in interest expense and was approximately \$188,000, \$171,000 and \$184,000 for the years ended December 31, 2016, 2015 and 2014 respectively.

**Income Taxes:** The financial statements have been prepared on the basis that NERA and its subsidiaries are entitled to tax treatment as partnerships. Accordingly, no provision for income taxes have been recorded (See Note 13).

**Cash Equivalents:** The Partnership considers cash equivalents to be all highly liquid instruments purchased with a maturity of three months or less.

**Segment Reporting:** Operating segments are revenue producing components of the Partnership for which separate financial information is produced internally for management. Under the definition, NERA operated, for all periods presented, as one segment.

**Comprehensive Income:** Comprehensive income is defined as changes in partners' equity, exclusive of transactions with owners (such as capital contributions and dividends). NERA did not have any comprehensive income items in 2016, 2015, or 2014 other than net income as reported.

**Income (Loss) Per Depositary Receipt:** Effective January 3, 2012, the Partnership authorized a 3 for 1 forward split of its Depositary Receipts listed on the NYSE Amex and a concurrent adjustment of the exchange ratio of

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Depository Receipts for Class A Units of the Partnership from 10 to 1 to 30 to 1, such that each Depository Receipt represents one thirtieth ( $\frac{1}{30}$ ) of a Class A Unit of the Partnership. All references to Depository Receipts in the report are reflective of the 3 for 1 forward split.

Income Per Unit: Net income per unit has been calculated based upon the weighted average number of units outstanding during each period presented. The Partnership has no dilutive units and, therefore, basic net income is the same as diluted net income per unit (see Note 7).

Concentration of Credit Risks and Financial Instruments: The Partnership's properties are located in New England, and the Partnership is subject to the general economic risks related thereto. No single tenant accounted for more than 5% of the Partnership's revenues in 2016, 2015, or 2014. The Partnership makes its temporary cash investments with high credit quality financial institutions. At December 31, 2016, substantially all of the Partnership's cash and cash equivalents were held in interest bearing accounts at financial institutions, earning interest at rates from 0.01% to 0.35%. At December 31, 2016 and 2015, respectively approximately \$8,911,000 and \$11,592,000 of cash and cash equivalents, and security deposits included in prepaid expenses and other assets exceeded federally insured amounts.

Advertising Expense: Advertising is expensed as incurred. Advertising expense was \$191,815, \$165,070 and \$119,015 in 2016, 2015 and 2014, respectively.

Discontinued Operations and Rental Property Held for Sale: In April 2014, the FASB issued guidance related to the reporting of discontinued operation and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance was effective for all companies for annual and interim periods beginning on or after December 15, 2014. The guidance was applied prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Partnership has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented.

Interest Capitalized: The Partnership follows the policy of capitalizing interest as a component of the cost of rental property when the time of construction exceeds one year. During the years ended December 31, 2016, 2015 and 2014 there was no capitalized interest.

Extinguishment of Debt: When existing mortgages are refinanced with the same lender and it is determined that the refinancing is substantially different then they are recorded as an extinguishment of debt. However if it is determined that the refinancing is substantially the same then they are recorded as an exchange of debt. All refinancing qualify as extinguishment of debt.

Reclassifications: Certain reclassifications have been made to prior period amounts in order to conform to current period presentation. The reclassifications were related primarily to conform to ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. This new standard was effective for interim and annual reporting beginning after December 15, 2015 and requires retrospective application. Approximately \$1.4 million of deferred financing costs were reclassified to contra term loans on the balance sheet at December 31, 2015. Amortization of deferred financing

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

costs of approximately \$171,000 and \$184,000 were reclassified as interest expenses for the years ended December 31, 2015 and 2014, respectively. There was no change to the net income for any period presented as a result of these reclassifications.

## NOTE 2. RENTAL PROPERTIES

As of December 31, 2016, the Partnership and its Subsidiary Partnerships owned 2,506 residential apartment units in 21 residential and mixed use complexes (collectively, the "Apartment Complexes"). The Partnership also owns 19 condominium units in a residential condominium complex, all of which are leased to residential tenants (collectively referred to as the "Condominium Units"). The Apartment Complexes and Condominium Units are located primarily in the metropolitan Boston area of Massachusetts.

Additionally, as of December 31, 2016, the Partnership and Subsidiary Partnerships owned a commercial shopping center in Framingham, commercial buildings in Newton and Brookline and mixed use properties in Boston, Brockton and Newton, all in Massachusetts. These properties are referred to collectively as the "Commercial Properties."

The Partnership also owned a 40% to 50% ownership interest in nine residential and mixed use complexes (the "Investment Properties") at December 31, 2016 with a total of 774 units, accounted for using the equity method of consolidation. See Note 14 for summary information on these investments.

Rental properties consist of the following:

|                                     | December 31,<br>2016 | December 31,<br>2015 | Useful Life  |
|-------------------------------------|----------------------|----------------------|--------------|
| Land, improvements and parking lots | \$ 52,612,929        | \$ 52,852,877        | 15- 40 years |
| Buildings and improvements          | 173,536,288          | 172,277,299          | 15- 40 years |
| Kitchen cabinets                    | 8,738,323            | 8,493,696            | 5 - 10 years |
| Carpets                             | 7,621,292            | 7,361,966            | 5 - 10 years |
| Air conditioning                    | 690,535              | 718,531              | 5 - 10 years |
| Laundry equipment                   | 269,784              | 244,771              | 5 - 7 years  |
| Elevators                           | 1,139,296            | 1,139,296            | 20- 40 years |
| Swimming pools                      | 444,629              | 444,629              | 10- 30 years |
| Equipment                           | 10,029,639           | 9,502,977            | 5 - 30 years |
| Motor vehicles                      | 237,954              | 130,563              | 5 years      |
| Fences                              | 37,465               | 38,115               | 5 - 15 years |
| Furniture and fixtures              | 8,127,100            | 7,855,351            | 5 - 7 years  |
| Smoke alarms                        | 174,059              | 216,827              | 5 - 7 years  |
| Total fixed assets                  | 263,659,293          | 261,276,898          |              |

|                                |                |                |
|--------------------------------|----------------|----------------|
| Less: Accumulated depreciation | (94,196,482)   | (84,579,584)   |
|                                | \$ 169,462,811 | \$ 176,697,314 |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Real estate and accumulated depreciation as of December 31, 2016 is:

| Property Name<br>Type<br>Location   | Encumbrances<br>(First<br>Mortgages) | Initial Cost to<br>Partnerships(1)<br>Land | Buildings<br>Improvements | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition(2)<br>Improvements | Gross Amount at Wh<br>Carried at Close of Pe<br>Land | Build<br>Impr |
|---|--------------------------------------|--|---------------------------|---|--|---------------|
| Boylston Downtown L.P.<br>Residential Apartments<br>Boston, Massachusetts                             | \$ 39,767,081                        | \$ 2,112,000                               | \$ 8,593,109              | \$ 8,465,020  | \$ 2,112,000   | \$ 17,000,000 |
| Brookside Associates LLC<br>Residential Apartments<br>Woburn, Massachusetts                           | \$ 2,551,784                         | \$ 684,000                                 | \$ 3,116,000              | \$ 422,736  | \$ 684,000   | \$ 3,500,000  |
| Clovelly Apartments L.P.<br>Residential Apartments<br>Nashua, New Hampshire<br>Commonwealth 1137 L.P. | \$ 4,160,000                         | \$ 177,610                                 | \$ 1,478,359              | \$ 1,644,670  | \$ 177,610   | \$ 3,100,000  |
| Residential Apartments<br>Boston, Massachusetts<br>Commonwealth 1144 L.P.                             | \$ 3,750,000                         | \$ 342,000                                 | \$ 1,367,669              | \$ 1,185,432  | \$ 342,000   | \$ 2,500,000  |
| Residential Apartments<br>Boston, Massachusetts<br>Executive Apartments L.P.                          | \$ 14,780,000                        | \$ 1,410,000                               | \$ 5,664,816              | \$ 3,053,498  | \$ 1,410,000   | \$ 8,700,000  |
| Residential Apartments<br>Framingham, Massachusetts<br>Hamilton Battle Green LLC                      | \$ 2,415,000                         | \$ 91,400                                  | \$ 740,360                | \$ 1,241,254  | \$ 91,400  | \$ 1,900,000  |
| Residential Apartments<br>Lexington, Massachusetts<br>Hamilton Cypress LLC                            | \$ 4,556,929                         | \$ 1,341,737                               | \$ 8,457,497              | \$ (31,186)   | \$ 1,341,737   | \$ 8,400,000  |
| Commercial - 1031 Exchange<br>Brookline, Massachusetts<br>Hamilton Green Apartments, LLC              | \$ —                                 | \$ 2,362,596                               | \$ 4,613,985              | \$ 267,785  | \$ 2,362,596   | \$ 4,800,000  |
| Residential Apartments<br>Andover, Massachusetts<br>Hamilton Linewt LLC                               | \$ 37,171,505                        | \$ 16,054,336                              | \$ 44,794,438             | \$ 314,568  | \$ 15,385,792  | \$ 45,000,000 |
| Commercial - 1031 Exchange<br>Newton, Massachusetts<br>Hamilton Oaks Associates LLC                   | \$ —                                 | \$ 884,042                                 | \$ 2,652,127              | \$ 62,608   | \$ 884,042   | \$ 2,700,000  |
| Residential Apartments<br>Brockton, Massachusetts   | \$ 11,925,000                        | \$ 2,175,000                               | \$ 12,325,000             | \$ 3,066,647  | \$ 2,175,000   | \$ 15,000,000 |
|   | \$ 1,050,000                         | \$ 156,000                                 | \$ 634,085                | \$ 296,725  | \$ 156,000   | \$ 930,000    |



|   |               |              |               |               |              |               |
|---|---------------|--------------|---------------|---------------|--------------|---------------|
| Highland Street Apartments, L.P.<br>Residential Apartments<br>Lowell, Massachusetts<br>Linhart L.P. Residential / Commercial<br>Newton, Massachusetts | \$ —          | \$ 385,000   | \$ 1,540,000  | \$ 1,467,584  | \$ 385,000   | \$ 3,000,000  |
| NERA Dean St. Associates LLC<br>Residential Apartments<br>Norwood, Massachusetts  | \$ 5,687,000  | \$ 1,512,000 | \$ 5,701,480  | \$ 1,066,249  | \$ 1,512,000 | \$ 6,700,000  |
| North Beacon 140 L.P.<br>Residential Apartments<br>Boston, Massachusetts  | \$ 6,937,000  | \$ 936,000   | \$ 3,762,013  | \$ 2,336,390  | \$ 936,000   | \$ 6,000,000  |
| Olde English Apartments L.P.<br>Residential Apartments<br>Lowell, Massachusetts   | \$ 3,080,000  | \$ 46,181    | \$ 878,323    | \$ 1,222,733  | \$ 46,181    | \$ 2,100,000  |
| Redwood Hills L.P.<br>Residential Apartments<br>Worcester, Massachusetts  | \$ 6,743,000  | \$ 1,200,000 | \$ 4,810,604  | \$ 3,367,174  | \$ 1,200,000 | \$ 8,100,000  |
| Residences at Captain Parkers LLC<br>Residential Apartments<br>Lexington, Massachusetts   | \$ 20,071,000 | \$ 6,247,153 | \$ 24,954,777 | \$ 31,924,288 | \$ 6,247,153 | \$ 25,000,000 |
| River Drive L.P.<br>Residential Apartments<br>Danvers, Massachusetts  | \$ 3,465,000  | \$ 72,525    | \$ 587,777    | \$ 1,026,791  | \$ 72,525    | \$ 1,600,000  |
| Riverside Apartments<br>Condominium Units Massachusetts<br>School St Assoc LLC<br>Residential Apartments<br>Framingham, Massachusetts                 | \$ —          | \$ 23,346    | \$ 190,807    | \$ 67,767     | \$ 23,346    | \$ 250,000    |
| WRF Associates LLC<br>Strip Mall<br>Framingham, Massachusetts   | \$ 14,823,892 | \$ 4,686,728 | \$ 18,746,911 | \$ (928,816)  | \$ 4,686,728 | \$ 17,000,000 |
|   | \$ 6,000,000  | \$ 3,280,000 | \$ 4,920,000  | \$ 86,202     | \$ 3,280,000 | \$ 5,000,000  |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

| Property Name<br>Type<br>Location  | Encumbrances<br>(First<br>Mortgages) | Initial Cost to<br>Partnerships(1)<br>Land | Buildings<br>Improvements | Cost<br>Capitalized<br>Subsequent<br>to<br>Acquisition(2)<br>Improvements | Gross Amount at Which<br>Carried at Close of Peri<br>Land | Building<br>Improve |
|--|--------------------------------------|--|---------------------------|---|---|---------------------|
| WCB Associates LLC<br>Residential Apartments<br>Brockton, Massachusetts                  | \$ 7,000,000                         | \$ 1,335,000                               | \$ 7,565,501              | \$ 2,038,505  | \$ 1,335,000  | \$ 9,604,000        |
| Westate Apartments Burlington LLC<br>Residential Apartments<br>Burlington, Massachusetts | \$ 2,500,000                         | \$ 44,965                                  | \$ 4,478,687              | \$ 238,184  | \$ 44,965   | \$ 4,716,851        |
| Westgate Apartments LLC<br>Residential Apartments<br>Woburn, Massachusetts               | \$ 15,700,000                        | \$ 461,300                                 | \$ 2,424,636              | \$ 7,982,728  | \$ 417,107  | \$ 10,400,000       |
|  | \$ 214,134,191                       | \$ 48,020,919                              | \$ 174,998,961            | \$ 71,885,536   | \$ 47,308,182   | \$ 216,300,000      |

(1) The initial cost to the Partnerships represents both the balance of mortgages assumed in September 1977, including subsequent adjustments to such amounts, and subsequent acquisitions at cost.

(2) Net of retirements.

(3) In 2016, rental properties were depreciated over the following estimated useful lives:

| Assets                     | Life          |
|----------------------------|---------------|
| Buildings and Improvements | 10 - 40 years |
| Other Categories of Assets | 5 - 15 years  |

A reconciliation of rental properties and accumulated depreciation is as follows:

|   | December 31,<br>2016 | 2015           | 2014           |
|---|----------------------|----------------|----------------|
| Rental Properties<br>Balance, Beginning | \$ 261,276,898       | \$ 225,021,946 | \$ 221,454,286 |
| Additions:                              |                      |                |                |

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|  |                |                |                |
|--|----------------|----------------|----------------|
| Buildings, improvements and other assets               | 5,163,081      | 37,895,926     | 5,604,791      |
|  | 266,439,979    | 262,917,872    | 227,059,077    |
| Deduct:  |                |                |                |
| Write-offs of retired or disposed assets               | 2,112,142      | 1,640,974      | 2,037,131      |
| Rental properties held for sale and/or sold            | 668,544        | —              | —              |
| Balance, Ending  | \$ 263,659,293 | \$ 261,276,898 | \$ 225,021,946 |
| Accumulated Depreciation                               |                |                |                |
| Balance, Beginning                                     | \$ 84,579,584  | \$ 75,905,862  | \$ 68,549,625  |
| Add:   |                |                |                |
| Depreciation for the year                              | 11,729,039     | 10,314,696     | 9,393,368      |
|  | 96,308,623     | 86,220,558     | 77,942,993     |
| Deduct   |                |                |                |
| Accumulated depreciation of retired or disposed assets | 2,112,141      | 1,640,974      | 2,037,131      |
| Balance, Ending  | \$ 94,196,482  | \$ 84,579,584  | \$ 75,905,862  |

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

On August 3, 2016, Hamilton Green Apartments, LLC sold a single family house contiguous with its apartment complex in Andover, Massachusetts. The sale price of the property was \$1,000,000 with closing costs of \$227,663 and a cost basis of \$668,544 resulting in a gain on the sale of \$103,793. Included in the closing costs is a mortgage prepayment penalty of \$187,905. The proceeds from the sale were used to reduce the principal amount on the apartment complex's mortgage.

On September 18, 2015, Residences at Captain Parkers LLC, a newly formed subsidiary of the Partnership, purchased the Residence at Captain Parkers, a 94 unit apartment complex located at 125 Worthen Road and Ryder Lane in Lexington, Massachusetts. The purchase price was \$31,600,000 and the closing costs were approximately \$49,000. From the purchase price, the Partnership allocated approximately \$474,000 for in-place leases, and approximately \$31,000 to the value of tenant relationships. These amounts are being amortized over 12 and 24 months respectively. To fund the purchase, the Partnership utilized the available line of credit of \$25,000,000, and the balance from the Partnership's cash reserves.

NOTE 3. RELATED PARTY TRANSACTIONS

The Partnership's properties are managed by an entity that is owned by the majority shareholder of the General Partner. The management fee is equal to 4% of gross receipts of rental revenue and laundry income on the majority of the Partnership's properties and 3% on Linewt. Total fees paid were approximately \$2,029,000, \$1,870,000 and \$1,745,000 in 2016, 2015 and 2014, respectively.

The Partnership Agreement permits the General Partner or Management Company to charge the costs of professional services (such as counsel, accountants and contractors) to NERA. In 2016, 2015 and 2014, approximately \$1,069,000, \$994,000 and \$925,000, was charged to NERA for legal, accounting, construction, maintenance, rental and architectural services supervision of capital improvements and brokerage commissions. Of the 2016 expenses referred to above, approximately \$437,000 consisted of repairs and maintenance, \$362,000 of administrative expense, and \$66,000 of brokerage commissions. Approximately \$204,000 of expenses for construction, architectural services and supervision of capital projects were capitalized in rental properties. Additionally in 2016, the Hamilton Company received approximately \$857,000 from the Investment Properties of which approximately \$692,000 was the management fee, approximately \$74,000 was for construction, architectural services and supervision of capital projects, approximately \$57,000 was for maintenance services, and approximately \$34,000 was for administrative services. The management fee is equal to 4% of gross receipts rental income on the majority of investment properties and 2% on Dexter Park.

The Partnership reimburses the management company for the payroll and related expenses of the employees who work at the properties. Total reimbursement was approximately \$3,076,000, \$2,958,000 and \$3,230,000 for the years ended December 31, 2016, 2015 and 2014, respectively. The Management Company maintains a 401K plan for all eligible employees whereby the employees may contribute the maximum allowed by law. The plan also provides for discretionary contributions by the employer. There were no employer contributions during 2016, 2015 or 2014.

Bookkeeping and accounting functions are provided by the Management Company's accounting staff, which consists of approximately 14 people. During the years ended December 31, 2016, 2015 and 2014 the Management Company charged the Partnership \$125,000 per year for bookkeeping and accounting services included in administrative expenses above.

The President of the Management Company performs asset management consulting services and receives an asset management fee from the Partnership. The Partnership does not have a written agreement with this individual.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

During the years ended December 31, 2016, 2015 and 2014 this individual received a quarterly fee of \$18,750 for a total annual fee of \$75,000.

The Partnership has invested in nine limited partnerships, which have invested in mixed use residential apartment complexes. The Partnership has a 40% to 50% ownership interest in each investment property. The other investors are Harold Brown, the President of the Management Company and five other employees of the Management Company. Harold Brown's ownership interest is between 43.2% and 56 %. See Note 14 for a description of the properties and their operations.

The Advisory Committee held 4 meetings during 2016, and a total of \$19,750 was paid for attendance and participation in such meetings. Additionally, the Audit Committee held 4 meetings in 2016 and a total of \$12,000 was paid for attendance and participation in such meetings.

See Note 8 for information regarding the repurchase of Class B and General Partnership Units.

NOTE 4. OTHER ASSETS

Approximately \$2,381,000 and \$2,257,000 of security deposits are included in prepaid expenses and other assets at December 31, 2016 and 2015, respectively. The security deposits and escrow accounts are restricted cash.

Included in prepaid expenses and other assets at December 31, 2016 and 2015 is approximately \$423,000 and \$801,000, respectively, held in escrow to fund future capital improvements.

Intangible assets on the acquisitions of Hamilton Green and the Residence at Captain Parkers are included in prepaid expenses and other assets. Intangible assets are approximately \$12,000 net of accumulated amortization of approximately \$2,245,000 and approximately \$382,000 net of accumulated amortization of approximately \$1,875,000 at December 31, 2016 and 2015, respectively.

NOTE 5. MORTGAGE NOTES PAYABLE

Mortgages Payable

At December 31, 2016 and 2015, the mortgages payable consisted of various loans, all of which were secured by first mortgages on properties referred to in Note 2. At December 31, 2016, the interest rates on these loans ranged from 2.51% to 5.97%, payable in monthly installments aggregating approximately \$976,000, including principal, to various dates through 2029. The majority of the mortgages are subject to prepayment penalties. At December 31, 2016, the weighted average interest rate on the above mortgages was 4.60%. The effective rate of 4.69% includes the amortization expense of deferred financing costs. See Note 12 for fair value information. The Partnership's mortgage debt and the mortgage debt of its unconsolidated joint ventures generally is non recourse except for customary exceptions pertaining to misuse of funds and material misrepresentations.

Financing fees of approximately \$1,454,000 and \$1,516,000 are net of accumulated amortization of approximately \$1,061,000 and \$833,000 at December 31, 2016 and 2015, respectively, which includes deferred financing costs for

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the line of credit of approximately \$28,000 and \$75,000 at December 31, 2016 and 2015, respectively.

The Partnership has pledged tenant leases as additional collateral for certain of these loans.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Approximate annual maturities at December 31, 2016 are as follows:

|  |                |
|--|----------------|
| 2017—current maturities                    | \$ 1,765,000   |
| 2018                                       | 7,843,000      |
| 2019                                       | 1,923,000      |
| 2020                                       | 4,328,000      |
| 2021                                       | 2,449,000      |
| Thereafter                                 | 195,826,000    |
|  | 214,134,000    |
| Less: unamortized deferred financing costs | 1,425,000      |
|  | \$ 212,709,000 |

In February 2014, the Partnership paid off the mortgages on Linewt in the amount of approximately \$1,466,000 and Linhart in the amount of approximately \$1,926,000. There were no prepayment penalties. The Partnership's cash reserves were used to pay off these mortgages.

On June 11, 2014, the Partnership refinanced the property owned by NERA Dean Street Associates, LLC. The new mortgage is \$5,687,000; the interest rate is 4.22%, interest only payable in 10 years. Approximately \$5,077,000 of the loan proceeds were used to pay off the existing mortgage. The mortgage matures in June 2024. The costs associated with the refinancing were approximately \$89,000.

On July 11, 2014, the Partnership refinanced the property owned by Westgate Apartments Burlington, LLC. The new mortgage is \$2,500,000; the interest rate is 4.31%; interest only, payable in 10 years. Approximately \$2,010,000 of loan proceeds were used to pay off the existing mortgage. The mortgage matures in August, 2024. The costs associated with the refinancing were approximately \$75,000.

On January 7, 2016, Captain Parker entered into a Multifamily Loan and Security Agreement (the "Loan Agreement") with KeyBank National Association (the "Lender"). The manager of Captain Parker is NewReal, Inc. ("New Real"), the general partner of New England Realty Associates Limited Partnership (the "Partnership"). The Partnership is the sole member of Captain Parker. The Loan Agreement provides for a term loan (the "Loan") in the principal amount of \$20,071,000. The Loan is due on February 1, 2026 (the "Due Date"), unless the due date is accelerated in accordance with the Loan's terms. Borrowings under the Loan will bear interest at rates equal to (i) the one month LIBOR rate for United States Dollar Deposits, determined monthly, plus 201 basis points. The interest rate increases upon an event of default.

Captain Parker is required to repay the aggregate principal amount of the Loan by the Due Date. Interest payments on the Loans are payable monthly in arrears on specified dates set forth in the Loan Agreement. Principal payments on the Loan are also payable monthly commencing on March 1, 2021. The note issued by Captain Parker in connection with the Loan Agreement (the "Note") also contains provisions for optional prepayment with a penalty under certain



circumstances.

#### Line of Credit

On July 31, 2014, the Partnership entered into an agreement for a \$25,000,000 revolving line of credit. The term of the line is three years with a floating interest rate equal to a base rate of the greater of (a) the Prime Rate (b) the Federal Funds Rate plus one-half of one percent per annum, or (c) the LIBOR Rate for a period of one month plus 1% per annum, plus the applicable margin of 2.5%. The costs associated with the line of credit were approximately \$125,000. As of December 31, 2016, the credit line had no outstanding balance.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

On September 15, 2015, the Partnership, in connection with the purchase of the Residence at Captain Parker Apartments, used the entire line of credit, along with cash reserve, to purchase the property. (See Note 2: Rental Properties, for the details of the transaction.)

On January 7, 2016, Captain Parker entered into a Multifamily Loan and Security Agreement (the “Loan Agreement”) with KeyBank National Association (the “Lender”). As a result of securing the financing, the Partnership used the proceeds of the loan and cash reserves of the Partnership to pay down the Line of Credit to zero. A payment was made on January 7, 2016 for \$23,000,000, and another payment for \$2,000,000 was made on January 15, 2016.

The line of credit may be used for acquisition, refinancing, improvements, working capital and other needs of the Partnership. The line may not be used to pay dividends, make distributions or acquire equity interests of the Partnership.

The line of credit is collateralized by varying percentages of the Partnership’s ownership interest in 23 of its subsidiary properties and joint ventures. Pledged interests range from 49% to 100% of the Partnership’s ownership interest in the respective entities.

The Partnership paid fees to secure the line of credit. Any unused balance of the line of credit is subject to a fee ranging from 15 to 20 basis points per annum. The Partnership paid approximately \$50,000 during the year ended December 31, 2016.

The line of credit agreement has several covenants, such as providing cash flow projections and compliance certificates, as well as other financial information. The covenants include, but are not limited to the following: maintain a leverage ratio that does not exceed 65%; aggregate increase in indebtedness of the subsidiaries and joint ventures should not exceed \$15,000,000; maintain a tangible net worth (as defined in the agreement) of a minimum of \$150,000,000; a minimum ratio of net operating income to total indebtedness of at least 9.5%; debt service coverage ratio of at least 1.6 to 1, as well as other items. The Partnership is in compliance with these covenants as of December 31, 2016.

NOTE 6. ADVANCE RENTAL PAYMENTS AND SECURITY DEPOSITS

The Partnership’s residential lease agreements may require tenants to maintain a one-month advance rental payment and/or a security deposit. At December 31, 2016 and 2015 respectively, amounts received for prepaid rents of approximately \$1,954,000 and \$1,760,000 are included in cash and cash equivalents, and security deposits of approximately \$2,381,000 and \$2,257,000 are included in prepaid expenses and other assets and are restricted cash.

NOTE 7. PARTNERS’ CAPITAL

The Partnership has two classes of Limited Partners (Class A and B) and one category of General Partner. Under the terms of the Partnership Agreement, distributions to holders of Class B Units and General Partnership Units must represent 19% and 1%, respectively, of the total units outstanding. All classes have equal profit sharing and distribution rights, in proportion to their ownership interests.

Effective January 3, 2012, the Partnership authorized a 3 for 1 forward split of its Depositary Receipts listed on the NYSE Amex and a concurrent adjustment of the exchange ratio of Depositary Receipts for Class A Units of the Partnership from 10 to 1 to 30 to 1, such that each Depositary Receipt represents one ~~thirtieth~~<sup>one</sup> of 1/Class A Unit of the Partnership.

In 2017, the Partnership announced the approval of a quarterly distribution of its Class A Limited Partners and holders of Depositary Receipts of record as of March 15, 2017 and payable on March 31, 2017, of \$9.00 per unit (\$0.30 per receipt). In 2016, regular quarterly distributions of \$7.50 per unit (\$0.25 per receipt) were paid in March, June,

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

September and December. In December 2016, the Partnership paid a special distribution of \$24.00 per unit (\$0.80 per receipt).

In 2016, the Partnership paid a total distribution of an aggregate of \$54.00 per unit (\$1.80 per Receipt). In 2015, the Partnership paid quarterly distributions of \$7.50 per unit (\$0.25 per receipt) in March, June, September, and December for a total distribution of \$30.00 per unit (\$1.00 per receipt).

The Partnership has entered into a deposit agreement with an agent to facilitate public trading of limited partners' interests in Class A Units. Under the terms of this agreement, the holders of Class A Units have the right to exchange each Class A Unit for 30 Depositary Receipts. The following is information per Depositary Receipt:

|                                      | Year Ended   |         |
|--------------------------------------|--------------|---------|
|                                      | December 31, |         |
|                                      | 2016         | 2015    |
| Net Income per Depositary Receipt    | \$ 1.32      | \$ 1.00 |
| Distributions per Depositary Receipt | \$ 1.80      | \$ 1.00 |

## NOTE 8. TREASURY UNITS

Treasury Units at December 31, 2016 are as follows:

|                     |        |
|---------------------|--------|
| Class A             | 44,652 |
| Class B             | 10,605 |
| General Partnership | 559    |
|                     | 55,816 |

On August 20, 2007, NewReal, Inc., the General Partner authorized an equity repurchase program ("Repurchase Program") under which the Partnership was permitted to purchase, over a period of twelve months, up to 300,000 Depositary Receipts (each of which is one tenth of a Class A Unit). Over time, the General Partner has authorized increases in the equity repurchase program. On March 10, 2015, the General Partner authorized an increase in the Repurchase Program to 2,000,000 Depositary Receipts and extended the Program for an additional five years from March 31, 2015 until March 31, 2020. The Repurchase Program requires the Partnership to repurchase a proportionate number of Class B Units and General Partner Units in connection with any repurchases of any Depositary Receipts by the Partnership based upon the 80%, 19% and 1% fixed distribution percentages of the holders of the Class A, Class B and General Partner Units under the Partnership's Second Amended and Restate Contract of Limited

Partnership. Repurchases of Depositary Receipts or Partnership Units pursuant to the Repurchase Program may be made by the Partnership from time to time in its sole discretion in open market transactions or in privately negotiated transactions. From August 20, 2007 through December 31, 2016, the Partnership has repurchased 1,364,757 Depositary Receipts at an average price of \$27.12 per receipt (or \$813.60 per underlying Class A Unit), 3,068 Class B Units and 162 General Partnership Units, both at an average price of \$ 924.92 per Unit, totaling approximately \$40,231,000 including brokerage fees paid by the Partnership.

During the year ended December 31, 2016, the Partnership purchased a total of 23,159 Depositary Receipts. The average price was \$55.89 per receipt or \$1,676.70 per unit. The total cost including commission was \$1,311,328. The Partnership was required to repurchase 183 Class B Units and 10 General Partnership units at a cost of \$307,436 and \$16,181 respectively.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

During the year ended December 31, 2015, the Partnership purchased a total of 54,682 Depositary Receipts. The average price was \$49.55 per receipt or \$1,486.50 per unit. The total cost including commissions was \$2,752,393. The Partnership was required to repurchase 433 Class B Units for a cost of \$643,682 and 23 General Partnership Units for a cost of \$33,878, respectively.

## NOTE 9. COMMITMENTS AND CONTINGENCIES

From time to time, the Partnership is involved in various ordinary routine litigation incidental to their business. The Partnership either has insurance coverage or provides for any uninsured claims when appropriate. The Partnership is not involved in any material pending legal proceedings.

On November 19, 2016, a pipe broke at 62 Boylston Street in Boston, MA., resulting in water damage to 24 apartments. The Partnership has insurance coverage on both the repairs and rental loss. As of December 31, 2016, the Partnership has not received any payments on this claim, and has an estimated insurance recovery receivable of approximately \$701,000, which is included on the balance sheet as of December 31, 2016.

## NOTE 10. RENTAL INCOME

During the year ended December 31, 2016, approximately 93% of rental income was related to residential apartments and condominium units with leases of one year or less. The majority of these leases expire in June, July and August. Approximately 7% was related to commercial properties, which have minimum future annual rental income on non cancellable operating leases at December 31, 2016 as follows:

|            | Commercial<br>Property Leases |
|------------|-------------------------------|
| 2017       | \$ 2,692,000                  |
| 2018       | 2,467,000                     |
| 2019       | 1,988,000                     |
| 2020       | 1,525,000                     |
| 2021       | 1,083,000                     |
| Thereafter | 614,000                       |
|            | \$ 10,369,000                 |

The aggregate minimum future rental income does not include contingent rentals that may be received under various leases in connection with common area charges and real estate taxes. Aggregate contingent rentals from continuing operations were approximately \$616,000, \$683,000 and \$638,000 for the years ended December 31, 2016, 2015 and 2014 respectively. Staples and Trader Joes, tenants at Staples Plaza are approximately 30% of the total commercial rental income.



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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

The following information is provided for commercial leases:

| Through December 31, | Annual base<br>rent for<br>expiring leases | Total square feet<br>for expiring leases | Total number of<br>leases expiring | Percentage of<br>annual base rent for<br>expiring leases |   |
|----------------------|--|--|------------------------------------|--|---|
| 2017                 | \$ 298,019                                 | 13,430                                   | 10                                 | 10   | % |
| 2018                 | 333,911                                    | 9,557                                    | 7                                  | 11   | % |
| 2019                 | 699,908                                    | 24,688                                   | 12                                 | 24   | % |
| 2020                 | 191,771                                    | 4,739                                    | 6                                  | 6  | % |
| 2021                 | 829,156                                    | 40,323                                   | 6                                  | 29   | % |
| 2022                 | 370,044                                    | 8,677                                    | 3                                  | 12   | % |
| 2023                 | 157,443                                    | 4,771                                    | 1                                  | 5  | % |
| 2024                 | 94,184                                     | 1,858                                    | 1                                  | 3  | % |
| 2025                 | —  | —  | —                                  | —  | % |
| 2026                 | —  | —  | —                                  | —  | % |
| Totals               | \$ 2,974,436                               | 108,043                                  | 46                                 | 100  | % |

Rents receivable are net of an allowance for doubtful accounts of approximately \$523,000 and \$373,000 at December 31, 2016 and 2015. Included in rents receivable at December 31, 2016 is approximately \$113,000 resulting from recognizing rental income from non-cancelable commercial leases with future rental increases on a straight line basis. The majority of this amount is for long term leases with Staples and Trader Joe's at Staples Plaza in Framingham, Massachusetts.

Rents receivable at December 31, 2016 also includes approximately \$138,000 representing the deferral of rental concession primarily related to the residential properties.

For the year ended December 31, 2016 rent at the commercial properties includes approximately \$2,000, of amortization of deferred rents arising from the fair values assigned to in place leases upon the purchase of Cypress Street in Brookline, Massachusetts.

## NOTE 11. CASH FLOW INFORMATION

During the years ended December 31, 2016, 2015 and 2014, cash paid for interest was approximately \$9,942,000, \$9,838,000 and \$8,791,000 respectively. Cash paid for state income taxes was approximately \$47,000, \$32,000 and \$51,000 during the years ended December 31, 2016, 2015 and 2014 respectively. In 2014, the Partnership was involved in non-cash refinancing activities of approximately \$7,077,000 for NERA Dean Street Associates, LLC and Westgate Apartments Burlington, LLC. In 2015, the Partnership was involved in a non-cash financing activity of \$25,000,000 in connection with the purchase of the residence at Captain Parker.

## NOTE 12. FAIR VALUE MEASUREMENTS



Fair Value Measurements on a Recurring Basis

At December 31, 2016 and 2015, we do not have any significant financial assets or financial liabilities that are measured at fair value on a recurring basis in our consolidated financial statements.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## Financial Assets and Liabilities not Measured at Fair Value

At December 31, 2016 and 2015 the carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts receivable, and notes payable, accounts payable and accrued expenses were representative of their fair values due to the short term nature of these instruments or, the recent acquisition of these items.

At December 31, 2016 and 2015, we estimated the fair value of our mortgages payable and other notes based upon quoted market prices for the same (Level 1) or similar (Level 2) issues when current quoted market prices are available. We estimated the fair value of our secured mortgage debt that does not have current quoted market prices available by discounting the future cash flows using rates currently available to us for debt with similar terms and maturities (Level 3). The differences in the fair value of our debt from the carrying value are the result of differences in interest rates and/or borrowing spreads that were available to us at December 31, 2016 and 2015, as compared with those in effect when the debt was issued or acquired. The secured mortgage debt contain pre payment penalties or yield maintenance provisions that could make the cost of refinancing the debt at lower rates exceed the benefit that would be derived from doing so.

At December 31, 2015, the Partnership had a line of credit outstanding in the amount of \$25,000,000, which represents its fair market value.

The following methods and assumptions were used by the Partnership in estimating the fair value of its financial instruments:

- For cash and cash equivalents, accounts receivable, other assets, investment in partnerships, accounts payable, advance rents and security deposits: fair value approximates the carrying value of such assets and liabilities.
- For mortgages and notes payable: fair value is generally based on estimated future cash flows, which are discounted using the quoted market rate from an independent source for similar obligations. Refer to the table below for the carrying amount and estimated fair value of such instruments.

The following table reflects the carrying amounts and estimated fair value of our debt.

|                        |   | Carrying Amount | Estimated Fair Value |
|------------------------|---|-----------------|----------------------|
| Mortgage Notes Payable |   |                 |                      |
| Partnership Properties |   |                 |                      |
| At December 31, 2016   | * | \$ 212,709,080  | \$ 219,086,450       |
| At December 31, 2015   | * | \$ 194,500,820  | \$ 205,240,993       |
| Investment Properties  |   |                 |                      |
| At December 31, 2016   | * | \$ 130,152,297  | \$ 133,991,269       |
| At December 31, 2015   | * | \$ 135,657,988  | \$ 142,512,272       |

\*Net of unamortized deferred financing costs

Disclosure about fair value of financial instruments is based on pertinent information available to management as of December 31, 2016 and 2015. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since December 31, 2016 and current estimates of fair value may differ significantly from the amounts presented herein.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NOTE 13. TAXABLE INCOME AND TAX BASIS

Taxable income reportable by the Partnership and includable in its partners' tax returns is different than financial statement income because of tax free exchanges, accelerated depreciation, different tax lives, and timing differences related to prepaid rents, allowances and intangible assets at significant acquisitions. Taxable income of approximately \$4,893,000 was approximately \$57,000 less than statement income for the year ended December 31, 2016. The primary reason for the decrease is due to accelerated depreciation, tax free exchange and other differences in the treatment of certain expenditures. The cumulative tax basis of the Partnership's real estate at December 31, 2016 is approximately \$7,200,000 less than the statement basis. The primary reasons for the lower tax basis are tax free exchanges, and accelerated depreciation. The Partnership's tax basis in its joint venture investments is approximately \$2,100,000 less than statement basis.

Certain entities included in the Partnership's consolidated financial statements are subject to certain state taxes. These taxes are not significant and are recorded as operating expenses in the accompanying consolidated financial statements.

The following reconciles GAAP net income to taxable income:

|   | For the year ended<br>December 31, |          |            |
|---|------------------------------------|----------|------------|
|   | 2016                               | 2015     | 2014       |
|   | (in thousands)                     |          |            |
| Financial statement ("book") net income                 | \$ 4,951                           | \$ 3,773 | \$ 1,025   |
| Book/Tax differences from depreciation and amortization | (1,411)                            | (2,513)  | (2,884)    |
| Book/Tax differences on tax free exchanges              | 1,257                              | 501      | (827)      |
| Book/Tax differences from Investment Properties         | (279)                              | (74)     | 307        |
| Increase (Decrease) in prepaid rent and allowances      | 375                                | 413      | 269        |
| Other   | —                                  | 6        | 2          |
| Taxable income (loss)                                   | \$ 4,893                           | \$ 2,106 | \$ (2,108) |

Allowable accelerated depreciation deductions were extended through 2016. Future tax law changes may significantly affect taxable income.

The Partnership adopted the amended provisions related to uncertain tax provisions of ASC 740, Income Taxes. As a result of the implementation of the guidance, the Partnership recognized no material adjustments regarding its tax accounting treatment. The Partnership expects to recognize interest and penalties related to uncertain tax positions, if any, as income tax expense, which would be included in general and administrative expense.

In the normal course of business the Partnership or one of its subsidiaries is subject to examination by federal, state and local jurisdictions in which it operates, where applicable. As of December 31, 2016, the tax years that generally remain subject to examination by the major tax jurisdictions under the statute of limitations is from the year 2013

forward.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

NOTE 14. INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

Since November 2001, the Partnership has invested in nine limited partnerships and limited liability companies, the majority of which have invested in residential apartment complexes, with three Joint Ventures investing in commercial property. The Partnership has between a 40% 50% ownership interests in each investment. The other investors are Harold Brown, the President of the Management Company and five other employees of the Management Company. Harold Brown's ownership interest is between 43.2% and 56%, with the balance owned by the others. A description of each investment is as follows:

On October 28, 2009 the Partnership invested approximately \$15,925,000 in a joint venture to acquire a 40% interest in a residential property located in Brookline, Massachusetts. The property, Hamilton Park Towers LLC, referred to as Dexter Park, is a 409 unit residential complex. The purchase price was \$129,500,000. The total mortgage was \$89,914,000 with an interest rate of 5.57% and it matures in 2019. The mortgage calls for interest only payments for the first two years of the loan and amortized over 30 years thereafter. The balance of this mortgage before unamortized deferred financing costs is approximately \$83,501,000 at December 31, 2016. This investment, Hamilton Park Towers, LLC is referred to as Dexter Park.

On October 3, 2005, the Partnership invested \$2,500,000 for a 50% ownership interest in a 168 unit apartment complex in Quincy, Massachusetts. The purchase price was \$30,875,000. The Joint Venture sold 120 units as condominiums and retained 48 units for long term investment. In February 2007, the Joint Venture refinanced the 48 units with a new 10 year mortgage in the amount of \$4,750,000 with an interest rate of 5.57%, interest only for five years. The loan is amortized over 30 years thereafter and matures in March 2017. As of December 31, 2016, the balance of the mortgage before unamortized deferred financing costs is approximately \$4,431,000. On March 1, 2017, the mortgage balance was paid in full, with the Partnership contributing its share of the mortgage balance of \$2,222,000. See Note 18 – SUBSEQUENT EVENTS, for additional information regarding the transaction. This investment is referred to as Hamilton Bay Apartments, LLC. In April 2008, the Joint Venture refinanced an additional 20 units and obtained a new mortgage in the amount of \$2,368,000 with interest at 5.75%, interest only, which matured in 2013. On October 18, 2013, the Partnership and its joint venture partner each made capital contributions to the entity of \$660,000. The capital was used to pay off the outstanding mortgage. During 2016, 4 units were sold resulting in a gain of approximately \$337,000. As of February 1, 2017, one unit is still owned by the Joint Venture. This investment is referred to as Hamilton Bay, LLC.

On March 7, 2005, the Partnership invested \$2,000,000 for a 50% ownership interest in a building comprising 48 apartments, one commercial space and a 50 car surface parking lot located in Boston, Massachusetts. The purchase price was \$14,300,000, with a \$10,750,000 mortgage. The Joint Venture planned to operate the building and initiate development of the parking lot. In June 2007, the Joint Venture separated the parcels, formed an additional limited liability company for the residential apartments and obtained a mortgage on the property. The new limited liability company formed for the residential apartments and commercial space is referred to as Hamilton Essex 81, LLC. In August 2008, the Joint Venture restructured the mortgages on both parcels at Essex 81. On September 28, 2015, Hamilton Essex Development, LLC paid off the outstanding mortgage balance of \$1,952,286. The Partnership made a capital contribution of \$978,193 to Hamilton Essex Development LLC for its share of the funds required for the transaction. Additionally, the Partnership made a capital contribution of \$100,000 to Hamilton Essex 81, LLC. On September 30, 2015, Hamilton Essex 81, LLC obtained a new 10 year mortgage in the amount of \$10,000,000,

interest only at 2.18% plus the one month Libor rate. The proceeds of the note were used to pay off the existing mortgage of \$8,040,719 and the Partnership received a distribution of \$978,193 for its share of the excess proceeds. As a result of the distribution, the carrying value of the investment fell below zero. The Partnership will continue to account for this investment using the equity method of accounting. Although the Partnership has no legal obligation, the Partnership intends to fund its share of any future operating deficits if needed. The investment in the parking lot is referred to as

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Hamilton Essex Development, LLC; the investment in the apartments is referred to as Hamilton Essex 81, LLC. At December 31, 2016, the balance on this mortgage before unamortized deferred financing costs is approximately \$10,000,000.

On March 2, 2005, the Partnership invested \$2,352,000 for a 50% ownership interest in a 176 unit apartment complex with an additional small commercial building located in Quincy, Massachusetts. The purchase price was \$23,750,000. The Joint Venture sold 127 of the units as condominiums and retained 49 units for long term investment. The Joint Venture obtained a new 10 year mortgage in the amount of \$5,000,000 on the units to be retained by the Joint Venture. The interest on the new loan was 5.67% fixed for the 10 year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan term. On July 8, 2016, Hamilton 1025 LLC paid off the outstanding balance of the mortgage balance. The Partnership made a capital contribution of \$2,359,500 to Hamilton 1025, LLC for its share of the funds required for the transaction. Ten units were sold in the year ended December 31, 2016 with a gain on the sales of approximately \$1,324,000. As of December 31, 2016, five units are under purchase and sales agreements and the Partnership still owns 38 units. Two units were sold in January, 2017. This investment is referred to as Hamilton 1025, LLC.

In September 2004, the Partnership invested approximately \$5,075,000 for a 50% ownership interest in a 42 unit apartment complex located in Lexington, Massachusetts. The purchase price was \$10,100,000. In October 2004, the Joint Venture obtained a mortgage on the property in the amount of \$8,025,000 and returned \$3,775,000 to the Partnership. The Joint Venture obtained a new 10 year mortgage in the amount of \$5,500,000 in January 2007. The interest on the new loan was 5.67% fixed for the ten year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan. This loan required a cash contribution by the Partnership of \$1,250,000 in December 2006. On September 12, 2016, the property was refinanced with a 15 year mortgage in the amount of \$6,000,000, at 3.71%, interest only. The Joint Venture Partnership paid off the prior mortgage of approximately \$5,158,000 with the proceeds of the new mortgage and made a distribution of \$385,000 to the Partnership. The cost associated with the refinancing was approximately \$123,000. This investment is referred to as Hamilton Minuteman, LLC. At December 31, 2016, the balance on this mortgage before unamortized deferred financing costs is approximately \$6,000,000. This investment is referred to as Hamilton Minuteman, LLC.

In August 2004, the Partnership invested \$8,000,000 for a 50% ownership interest in a 280 unit apartment complex located in Watertown, Massachusetts. The total purchase price was \$56,000,000. The Joint Venture sold 137 units as condominiums. The assets were combined with Hamilton on Main Apartments. Hamilton on Main, LLC is known as Hamilton Place. In 2005, Hamilton on Main Apartments, LLC obtained a ten year mortgage on the three buildings to be retained. The mortgage was \$16,825,000, with interest only of 5.18% for three years and amortizing on a 30 year schedule for the remaining seven years when the balance is due. The net proceeds after funding escrow accounts and closing costs on the mortgage were approximately \$16,700,000, which were used to reduce the existing mortgage. In August 2014, the property was refinanced with a 10 year mortgage in the amount of \$16,900,000 at 4.34% interest only. The Joint Venture paid off the prior mortgage of approximately \$15,205,000 with the proceeds of the new mortgage and distributed \$850,000 to the Partnership. The costs associated with the refinancing were approximately



\$161,000. At December 31, 2016, the balance of the mortgage before unamortized deferred financing costs is approximately \$16,900,000.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

In November 2001, the Partnership invested approximately \$1,533,000 for a 50% ownership interest in a 40-unit apartment building in Cambridge, Massachusetts. In June 2013, the property was refinanced with a 15 year mortgage in the amount of \$10,000,000 at 3.87%, interest only for 3 years and is amortized on a 30 year schedule for the balance of the term. The Joint Venture paid off the prior mortgage of approximately \$6,776,000 with the proceeds of the new mortgage. After the refinancing, the Joint Venture made a distribution of \$1,610,000 to the Partnership. As a result of the distribution, the carrying value of the investment fell below zero. The Partnership will continue to account for this investment using the equity method of accounting. Although the Partnership has no legal obligation, the Partnership intends to fund its share of any future operating deficits if needed. At December 31, 2016, the balance of this mortgage before unamortized deferred financing costs is approximately \$9,926,000. This investment is referred to as 345 Franklin, LLC.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Summary financial information as of December 31, 2016

|        | Hamilton<br>Essex<br>Development | 345<br>Franklin | Hamilton<br>1025 | Hamilton<br>Bay Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts | Hamilton<br>on Main<br>Apts | Dex<br>Park |
|--------|----------------------------------|-----------------|------------------|-----------------------|----------------------|-------------------------------|-----------------------------|-------------|
| 1,942  | \$ 2,622,011                     | \$ 6,587,662    | \$ 3,706,705     | \$ 140,635            | \$ 5,929,749         | \$ 6,165,266                  | \$ 17,773,858               | \$ 9        |
| 053    | 52,321                           | 57,635          | 144,831          | 18,576                | 923                  | 47,795                        | 95,294                      | 1,          |
| 04     | —                                | 9,840           | 10,568           | 2,452                 | 5,520                | —                             | 6,133                       | 20          |
| 728    | —                                | 18,570          | —                | —                     | 47,308               | 18,198                        | 189,239                     | 2           |
| 07     | 615                              | 50,553          | 403,514          | 1,540                 | 79,474               | 26,473                        | 75,324                      | 1,          |
| 0,534  | \$ 2,674,947                     | \$ 6,724,260    | \$ 4,265,618     | \$ 163,203            | \$ 6,062,974         | \$ 6,257,732                  | \$ 18,139,848               | \$ 93       |
| 0,346  | \$ —                             | \$ 9,849,225    | \$ —             | \$ —                  | \$ 4,430,574         | \$ 5,879,634                  | \$ 16,776,940               | \$ 83       |
| 27     | 1,700                            | 65,948          | 9,432            | 3,137                 | 12,277               | 50,643                        | 157,812                     | 67          |
| 582    | —                                | 236,679         | 61,883           | 1,822                 | 82,693               | 120,096                       | 347,446                     | 2,          |
| 57,155 | 1,700                            | 10,151,852      | 71,315           | 4,959                 | 4,525,544            | 6,050,373                     | 17,282,198                  | 80          |
| 7,621) | 2,673,247                        | (3,427,592)     | 4,194,303        | 158,244               | 1,537,430            | 207,359                       | 857,650                     | 8,          |
| 0,534  | \$ 2,674,947                     | \$ 6,724,260    | \$ 4,265,618     | \$ 163,203            | \$ 6,062,974         | \$ 6,257,732                  | \$ 18,139,848               | \$ 93       |
| %      | 50                               | % 50            | % 50             | % 50                  | % 50                 | % 50                          | % 50                        | % 40        |
|        | \$ 1,336,623                     | \$ —            | \$ 2,097,151     | \$ 79,122             | \$ 768,714           | \$ 103,679                    | \$ 428,824                  | \$ 3,       |
| 810)   | \$ —                             | \$ (1,713,796)  | \$ —             | \$ —                  | \$ —                 | \$ —                          | \$ —                        | \$ —        |

|   |    |     |     |    |    |     |    |
|---|----|-----|-----|----|----|-----|----|
| — | 40 | 175 | 120 | 48 | 42 | 148 | 40 |
| 1 | —  | 1   | —   | —  | —  | —   | —  |
| 1 | 40 | 176 | 120 | 48 | 42 | 148 | 40 |
| 1 | 40 | —   | —   | —  | 42 | 148 | 40 |
| — | —  | 176 | 120 | 48 | —  | —   | —  |
| — | —  | 139 | 119 | —  | —  | —   | —  |
| — | —  | 37  | 1   | —  | —  | —   | —  |
| — | —  | 5   | 1   | —  | —  | —   | —  |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Summary financial information for the year ended December 31, 2016

| Hamilton<br>Essex 81 | Hamilton<br>Essex<br>Development | 345<br>Franklin | Hamilton<br>1025 | Hamilton<br>Bay Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts | Hamilton<br>on Main<br>Apts | Dex<br>Park |
|----------------------|----------------------------------|-----------------|------------------|-----------------------|----------------------|-------------------------------|-----------------------------|-------------|
| \$ 1,534,910         | \$ 240,000                       | \$ 1,471,455    | \$ 798,710       | \$ 40,290             | \$ 969,220           | \$ 992,980                    | \$ 3,236,490                | \$ 14       |
| 15,263               | —                                | 4,707           | —                | —                     | —                    | 1,326                         | 40,720                      | 10          |
| 1,550,173            | 240,000                          | 1,476,162       | 798,710          | 40,290                | 969,220              | 994,306                       | 3,277,210                   | 14          |
| 31,400               | 1,740                            | 34,512          | 9,636            | 6,295                 | 10,768               | 6,557                         | 48,753                      | 18          |
| 452,186              | 2,830                            | 348,169         | 184,898          | 4,921                 | 298,503              | 341,645                       | 961,390                     | 3,          |
| 63,880               | 9,600                            | 60,545          | 30,493           | 1,745                 | 38,258               | 40,648                        | 129,134                     | 31          |
| 103,761              | —                                | 72,280          | 919              | 315                   | 2,358                | 96,690                        | 328,915                     | 1,          |
| 26,731               | —                                | 22,395          | 1,789            | —                     | 4,354                | 6,202                         | 19,354                      | 25          |
| 157,398              | 3,150                            | 66,606          | 296,423          | 22,054                | 413,972              | 84,307                        | 558,988                     | 1,          |
| 227,148              | 58,725                           | 130,867         | 161,984          | 9,236                 | 164,667              | 121,365                       | 476,185                     | 1,          |
| 1,062,504            | 76,045                           | 735,374         | 686,142          | 44,566                | 932,880              | 697,414                       | 2,522,719                   | 8,          |
| 487,669              | 163,955                          | 740,788         | 112,568          | (4,276)               | 36,340               | 296,892                       | 754,491                     | 6,          |
| (289,041)            | —                                | (397,726)       | (150,061)        | (71)                  | (261,440)            | (286,628)                     | (772,201)                   | (4)         |
| —                    | —                                | —               | 10               | —                     | —                    | —                             | —                           | —           |
| —                    | —                                | —               | 1,324,174        | 337,251               | —                    | —                             | —                           | —           |
| (289,041)            | —                                | (397,726)       | 1,174,123        | 337,180               | (261,440)            | (286,628)                     | (772,201)                   | (4)         |
| \$ 198,628           | \$ 163,955                       | \$ 343,062      | \$ 1,286,691     | \$ 332,904            | \$ (225,100)         | \$ 10,264                     | \$ (17,710)                 | \$ 1,       |
| 50% \$ 99,314        | \$ 81,978                        | \$ 171,531      | \$ 643,346       | \$ 166,452            | \$ (112,550)         | \$ 5,132                      | \$ (8,856)                  | \$ 73       |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Future annual mortgage maturities at December 31, 2016 are as follows:

| Period End                                    | Hamilton<br>Essex 81 | 345<br>Franklin | Hamilton<br>Bay Apts | Hamilton<br>Minuteman | Hamilton on<br>Main Apts | Dexter<br>Park | Total          |
|---|----------------------|-----------------|----------------------|-----------------------|--------------------------|----------------|----------------|
| 12/31/2017                                    | \$ —                 | \$ 183,037      | \$ 4,431,370         | \$ —                  | \$ —                     | \$ 1,593,424   | \$ 6,207,831   |
| 12/31/2018                                    | —                    | 190,248         | —                    | —                     | —                        | 1,684,479      | 1,874,727      |
| 12/31/2019                                    | —                    | 197,742         | —                    | —                     | —                        | 80,223,265     | 80,421,007     |
| 12/31/2020                                    | —                    | 205,532         | —                    | —                     | —                        | —              | 205,532        |
| 12/31/2021                                    | —                    | 213,629         | —                    | —                     | —                        | —              | 213,629        |
| Thereafter                                    | 10,000,000           | 8,935,610       | —                    | 6,000,000             | 16,900,000               | —              | 41,835,610     |
|   | 10,000,000           | 9,925,798       | 4,431,370            | 6,000,000             | 16,900,000               | 83,501,168     | 130,758,336    |
| Less:   |                      |                 |                      |                       |                          |                |                |
| unamortized<br>deferred<br>financing<br>costs | (120,654)            | (76,573)        | (796)                | (120,366)             | (123,060)                | (164,589)      | (606,038)      |
|   | \$ 9,879,346         | \$ 9,849,225    | \$ 4,430,574         | \$ 5,879,634          | \$ 16,776,940            | \$ 83,336,579  | \$ 130,152,298 |

At December 31, 2016 the weighted average interest rate on the above mortgages was 4.99%. The effective rate was 5.07% including the amortization expense of deferred financing costs.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Summary financial information as of December 31, 2015

|         | Hamilton<br>Essex<br>Development | 345<br>Franklin | Hamilton<br>1025 | Hamilton<br>Bay Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts | Hamilton<br>on Main<br>Apts | Dext<br>Park |
|---------|----------------------------------|-----------------|------------------|-----------------------|----------------------|-------------------------------|-----------------------------|--------------|
| 9,054   | \$ 2,618,666                     | \$ 6,780,019    | \$ 4,939,620     | \$ 573,138            | \$ 6,174,512         | \$ 6,352,363                  | \$ 18,574,474               | \$ 94        |
| 185     | 16,036                           | 160,086         | 27,721           | 7,728                 | 545                  | 39,184                        | 235,748                     | 1,           |
| 8       | —                                | 3,738           | 4,164            | —                     | 241                  | 668                           | 11,684                      | 66           |
| 43      | —                                | 15,322          | 80,196           | —                     | 51,218               | 40,499                        | 81,815                      | 21           |
| 975     | 565                              | 37,088          | 56,048           | 12,879                | 63,345               | 41,201                        | 67,496                      | 1,           |
| 6,915   | \$ 2,635,267                     | \$ 6,996,253    | \$ 5,107,749     | \$ 593,745            | \$ 6,289,861         | \$ 6,473,915                  | \$ 18,971,217               | \$ 97        |
| 5,557   | \$ —                             | \$ 9,916,769    | \$ 4,728,751     | \$ —                  | \$ 4,497,183         | \$ 5,208,820                  | \$ 16,760,889               | \$ 84        |
| 13      | 1,700                            | 63,268          | 28,736           | 12,605                | 14,594               | 55,116                        | 216,091                     | 79           |
| 470     | —                                | 221,871         | 91,649           | 5,799                 | 95,552               | 113,084                       | 328,675                     | 2,           |
| 37,440  | 1,700                            | 10,201,908      | 4,849,136        | 18,404                | 4,607,329            | 5,377,020                     | 17,305,655                  | 87           |
| 70,525) | 2,633,567                        | (3,205,655)     | 258,613          | 575,341               | 1,682,532            | 1,096,895                     | 1,665,562                   | 9,           |
| 6,915   | \$ 2,635,267                     | \$ 6,996,253    | \$ 5,107,749     | \$ 593,745            | \$ 6,289,861         | \$ 6,473,915                  | \$ 18,971,217               | \$ 97        |
|         | % 50                             | % 50            | % 50             | % 50                  | % 50                 | % 50                          | % 50                        | % 40         |
| (2,263) | \$ 1,316,782                     | \$ —            | \$ 129,305       | \$ 287,670            | \$ 841,265           | \$ 548,446                    | \$ 832,780                  | \$ 3,        |
|         | \$ —                             | \$ (1,602,828)  | \$ —             | \$ —                  | \$ —                 | \$ —                          | \$ —                        | \$ —         |

|   |    |     |     |    |    |     |    |
|---|----|-----|-----|----|----|-----|----|
| — | 40 | 175 | 120 | 48 | 42 | 148 | 40 |
| 1 | —  | 1   | —   | —  | —  | —   | —  |
| 1 | 40 | 176 | 120 | 48 | 42 | 148 | 40 |
| 1 | 40 | 48  | —   | 48 | 42 | 148 | 40 |
| — | —  | 127 | 120 | —  | —  | —   | —  |
| — | —  | 127 | 115 | —  | —  | —   | —  |
| — | —  | —   | 5   | —  | —  | —   | —  |
| — | —  | —   | 2   | —  | —  | —   | —  |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Summary financial information for the year ended December 31, 2015

|     | Hamilton<br>Essex 81 | Hamilton Essex<br>Development | Essex 45<br>Franklin | Hamilton<br>1025 | Hamilton<br>Bay Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts | Hamilton<br>on Main<br>Apts | Dex<br>Park |
|-----|----------------------|-------------------------------|----------------------|------------------|-----------------------|----------------------|-------------------------------|-----------------------------|-------------|
|     | \$ 1,464,871         | \$ 277,568                    | \$ 1,396,428         | \$ 962,511       | \$ 99,413             | \$ 973,559           | \$ 942,539                    | \$ 3,093,045                | \$ 14       |
|     | 13,319               | —                             | 656                  | —                | —                     | —                    | —                             | 44,911                      | 93          |
|     | 1,478,190            | 277,568                       | 1,397,084            | 962,511          | 99,413                | 973,559              | 942,539                       | 3,137,956                   | 14          |
|     | 28,849               | 2,000                         | 35,071               | 6,262            | 8,105                 | 8,592                | 5,402                         | 48,818                      | 22          |
|     | 439,046              | 2,829                         | 368,775              | 236,513          | 25,418                | 295,176              | 329,150                       | 955,269                     | 3,          |
|     | 63,226               | 11,114                        | 57,604               | 37,736           | 3,987                 | 38,640               | 38,683                        | 122,405                     | 30          |
|     | 102,872              | —                             | 80,873               | 1,050            | 911                   | 1,173                | 93,492                        | 432,352                     | 1,          |
|     | 11,246               | —                             | 15,815               | 270              | —                     | 2,986                | 8,807                         | 9,765                       | 12          |
|     | 153,329              | 200                           | 61,183               | 314,409          | 43,559                | 362,861              | 82,769                        | 393,665                     | 1,          |
|     | 216,602              | 52,846                        | 124,266              | 166,842          | 20,461                | 154,348              | 124,393                       | 341,990                     | 1,          |
|     | 1,015,170            | 68,989                        | 743,587              | 763,082          | 102,441               | 863,776              | 682,696                       | 2,304,264                   | 7,          |
|     | 463,020              | 208,579                       | 653,497              | 199,429          | (3,028)               | 109,783              | 259,843                       | 833,692                     | 6,          |
|     | (432,732)            | (46,283)                      | (398,414)            | (281,093)        | (322)                 | (265,636)            | (308,725)                     | (769,579)                   | (4          |
|     | —                    | —                             | —                    | 14               | —                     | —                    | —                             | —                           | —           |
|     | —                    | —                             | —                    | —                | —                     | —                    | —                             | 96                          | —           |
|     | —                    | —                             | —                    | —                | 169,093               | —                    | —                             | —                           | —           |
|     | (432,732)            | (46,283)                      | (398,414)            | (281,079)        | 168,771               | (265,636)            | (308,725)                     | (769,483)                   | (4          |
|     | \$ 30,288            | \$ 162,296                    | \$ 255,083           | \$ (81,649)      | \$ 165,743            | \$ (155,853)         | \$ (48,883)                   | \$ 64,209                   | \$ 1,       |
| 50% | \$ 15,144            | \$ 81,148                     | \$ 127,542           | \$ (40,825)      | \$ 82,871             | \$ (77,927)          | \$ (24,442)                   | \$ 32,105                   | \$ 67       |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

Summary financial information for the year ended December 31, 2014

|   | Hamilton<br>Essex 81 | Hamilton<br>Essex<br>Development | 345<br>Franklin     | Hamilton<br>1025    | Hamilton<br>Bay Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts |
|---|----------------------|----------------------------------|---------------------|---------------------|-----------------------|----------------------|-------------------------------|
| <b>ASSETS</b>   |                      |                                  |                     |                     |                       |                      |                               |
| Rental Properties   | \$ 8,732,134         | \$ 2,621,495                     | \$ 7,132,916        | \$ 5,156,752        | \$ 811,043            | \$ 6,416,511         | \$ 6,551,111                  |
| Cash & Cash<br>Equivalents  | 759                  | 4,216                            | 111,875             | 23,008              | 28,636                | 32,379               | 66,700                        |
| Rent Receivable   | 44,399               | —                                | 2,116               | 2,111               | 1,770                 | 945                  | —                             |
| Real Estate Tax<br>Escrow   | 105,474              | —                                | 17,731              | 75,027              | —                     | 46,978               | 40,530                        |
| Prepaid Expenses &<br>Other Assets  | 83,881               | 559                              | 36,911              | 45,705              | 198,603               | 46,290               | 44,730                        |
| <b>Total Assets</b>   | <b>\$ 8,966,647</b>  | <b>\$ 2,626,270</b>              | <b>\$ 7,301,549</b> | <b>\$ 5,302,603</b> | <b>\$ 1,040,052</b>   | <b>\$ 6,543,103</b>  | <b>\$ 6,703,111</b>           |
| <b>LIABILITIES AND<br/>PARTNERS'<br/>CAPITAL</b>  |                      |                                  |                     |                     |                       |                      |                               |
| Mortgage Notes<br>Payable   | \$ 8,079,567         | \$ 1,982,191                     | \$ 9,910,110        | \$ 4,796,446        | \$ —                  | \$ 4,560,483         | \$ 5,284,111                  |
| Accounts Payable &<br>Accrued Expense   | 49,426               | 6,088                            | 51,122              | 28,751              | 21,454                | 10,193               | 52,090                        |
| Advance Rental<br>Pmts & Security<br>Deposits   | 174,186              | —                                | 191,054             | 96,142              | 10,999                | 99,043               | 95,640                        |
| <b>Total Liabilities</b>  | <b>8,303,179</b>     | <b>1,988,279</b>                 | <b>10,152,286</b>   | <b>4,921,339</b>    | <b>32,453</b>         | <b>4,669,719</b>     | <b>5,432,841</b>              |
| Partners' Capital   | 663,468              | 637,991                          | (2,850,737)         | 381,264             | 1,007,599             | 1,873,384            | 1,270,270                     |
| <b>Total Liabilities and<br/>Capital</b>  | <b>\$ 8,966,647</b>  | <b>\$ 2,626,270</b>              | <b>\$ 7,301,549</b> | <b>\$ 5,302,603</b> | <b>\$ 1,040,052</b>   | <b>\$ 6,543,103</b>  | <b>\$ 6,703,111</b>           |
| Partners' Capital<br>%—NERA   | 50                   | % 50                             | % 50                | % 50                | % 50                  | % 50                 | % 50                          |
| Investment in<br>Unconsolidated Joint<br>Ventures   | \$ 331,734           | \$ 318,995                       | \$ —                | \$ 190,632          | \$ 503,800            | \$ 936,692           | \$ 635,300                    |
| Distribution and<br>Loss in Excess of<br>investments in<br>Unconsolidated Joint<br>Ventures | \$ —                 | \$ —                             | \$ (1,425,369)      | \$ —                | \$ —                  | \$ —                 | \$ —                          |
| <b>Total<br/>units/condominiums</b>   |                      |                                  |                     |                     |                       |                      |                               |

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|  |    |   |    |     |     |    |    |
|--|----|---|----|-----|-----|----|----|
| Apartments   | 48 | — | 40 | 175 | 120 | 48 | 42 |
| Commercial   | 1  | 1 | —  | 1   | —   | —  | —  |
| Total  | 49 | 1 | 40 | 176 | 120 | 48 | 42 |
| Units to be retained   | 49 | 1 | 40 | 49  | —   | 48 | 42 |
| Units to be sold   | —  | — | —  | 127 | 120 | —  | —  |
| Units sold through<br>February 1, 2015                                     | —  | — | —  | 127 | 113 | —  | —  |
| Unsold units   | —  | — | —  | —   | 7   | —  | —  |
| Unsold units with<br>deposits for future<br>sale as of February<br>1, 2015 | —  | — | —  | —   | —   | —  | —  |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## Summary financial information for the year ended December 31, 2014

|     | Hamilton<br>Essex 81 | Hamilton<br>Essex<br>Development | 345<br>Franklin | Hamilton<br>1025 | Hamilton<br>Bay<br>Sales | Hamilton<br>Bay Apts | Hamilton<br>Minuteman<br>Apts | Hamilton<br>on Main<br>Apts | Dex<br>Park |
|-----|----------------------|----------------------------------|-----------------|------------------|--------------------------|----------------------|-------------------------------|-----------------------------|-------------|
|     | \$ 1,409,443         | \$ 291,517                       | \$ 1,347,653    | \$ 933,315       | \$ 187,228               | \$ 943,525           | \$ 919,874                    | \$ 2,931,793                | \$ 13       |
|     | 17,634               | —                                | 1,547           | —                | —                        | —                    | 1,731                         | 38,668                      | 10          |
|     | 1,427,077            | 291,517                          | 1,349,200       | 933,315          | 187,228                  | 943,525              | 921,605                       | 2,970,461                   | 13          |
|     | 32,908               | 1,530                            | 41,319          | 8,550            | 4,361                    | 18,053               | 8,823                         | 54,694                      | 22          |
|     | 418,313              | 2,829                            | 395,155         | 235,782          | 36,183                   | 294,272              | 318,673                       | 945,014                     | 5,          |
|     | 57,914               | 11,661                           | 55,776          | 37,388           | 7,545                    | 38,392               | 37,869                        | 116,157                     | 28          |
|     | 121,354              | —                                | 60,695          | 1,023            | 1,058                    | 1,801                | 81,659                        | 399,600                     | 1,          |
|     | 11,900               | —                                | 13,870          | 9,701            | 1,238                    | 6,563                | 8,475                         | 23,311                      | 17          |
|     | 156,321              | 3,810                            | 67,219          | 326,111          | 84,460                   | 294,811              | 79,215                        | 395,608                     | 1,          |
|     | 228,556              | 53,556                           | 118,103         | 158,129          | 36,624                   | 158,858              | 119,406                       | 367,278                     | 1,          |
|     | 1,027,266            | 73,386                           | 752,137         | 776,684          | 171,469                  | 812,750              | 654,120                       | 2,301,662                   | 9,          |
|     | 399,811              | 218,131                          | 597,063         | 156,631          | 15,759                   | 130,775              | 267,485                       | 668,799                     | 3,          |
|     | (499,718)            | (64,335)                         | (398,109)       | (285,410)        | (596)                    | (270,017)            | (312,614)                     | (813,948)                   | (5)         |
|     | —                    | —                                | —               | 21               | 468                      | —                    | —                             | —                           | —           |
|     | —                    | —                                | —               | —                | 475,335                  | —                    | —                             | —                           | —           |
|     | (499,718)            | (64,335)                         | (398,109)       | (285,389)        | 475,207                  | (270,017)            | (312,614)                     | (813,948)                   | (5)         |
|     | \$ (99,907)          | \$ 153,796                       | \$ 198,954      | \$ (128,759)     | \$ 490,966               | \$ (139,243)         | \$ (45,130)                   | \$ (145,149)                | \$ (1       |
| 50% | \$ (49,954)          | \$ 76,898                        | \$ 99,477       | \$ (64,380)      | \$ 245,483               | \$ (69,622)          | \$ (22,565)                   | \$ (72,575)                 | \$ (4       |

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

NOTE 15. IMPACT OF RECENTLY ISSUED ACCOUNTING STANDARDS

In February 2016, the FASB issued ASU 2016-02, modifying the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e. lessees and lessors). The new standard requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase by the lessee. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight line basis over the term of the lease, respectively. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for in the same manner as operating leases today. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. The guidance supersedes previously issued guidance under ASC Topic 840 "Leases". The guidance is effective on January 1, 2019, with early adoption permitted. The Partnership is currently in the process of evaluating the impact the adoption of ASU 2016-02 will have on the Partnership's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-07, which eliminates a requirement for the retroactive adjustment on a step by step basis of the investment, results of operations, and retained earnings as if the equity method had been effective during all previous periods that the investment had been held when an investment qualifies for equity method accounting due to an increase in the level of ownership or degree of influence. The cost of acquiring the additional interest in the investee is to be added to the current basis of the investor's previously held interest and the equity method of accounting should be adopted as of the date the investment becomes qualified for equity method accounting. This guidance is to be applied on a prospective basis and is effective for interim and annual periods beginning after December 15, 2016. Early adoption is permitted for financial statements that have not been previously issued. The adoption of ASU 2016-07 will have no significant impact on the Partnership's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 addresses eight specific cash flow issues and intends to reduce the diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. This guidance is effective for annual periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is permitted. The Partnership is currently in the process of evaluating the impact the adoption of ASU 2016-15 will have on the Partnership's consolidated statement of cash flows.

NOTE 16. SALES OF REAL ESTATE

|   |              |
|---|--------------|
| Gain on the sale of property at Hamilton Green in 2016: |              |
| Sale price  | \$ 1,000,000 |
| Net book value  | 668,544      |
| Expense of sale   | 227,013      |
| Gain on the sale of real estate                         | \$ 104,443   |

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NOTE 17. QUARTERLY FINANCIAL DATA (UNAUDITED)

|   | Three Months Ended |               | September<br>30, 2016 | December 31,<br>2016 | Total         |
|---|--------------------|---------------|-----------------------|----------------------|---------------|
|   | March 31,<br>2016  | June 30, 2016 |                       |                      |               |
| Revenue   | \$ 12,183,288      | \$ 12,254,264 | \$ 12,371,881         | \$ 12,745,657        | \$ 49,555,090 |
| Expenses  | 8,768,697          | 9,019,667     | 9,274,045             | 9,232,731            | 36,295,140    |
| Income Before Other<br>Income and Discontinued<br>Operations                              | 3,414,591          | 3,234,597     | 3,097,836             | 3,512,926            | 13,259,950    |
| Other Expenses  | (2,183,827)        | (2,254,011)   | (1,887,089)           | (1,984,171)          | (8,309,098)   |
| Net Income  | \$ 1,230,764       | \$ 980,586    | \$ 1,210,747          | \$ 1,528,755         | \$ 4,950,852  |
| Net Income per Unit before<br>Discontinued Operations                                     | \$ 9.84            | \$ 7.85       | \$ 9.69               | \$ 12.24             | \$ 39.62      |
| Net Income Per Unit<br>Income Per Depository<br>Receipt Before<br>Discontinued Operations | \$ 0.33            | \$ 0.26       | \$ 0.32               | \$ 0.41              | \$ 1.32       |
| Net Income Per Depository<br>Receipt  | \$ 0.33            | \$ 0.26       | \$ 0.32               | \$ 0.41              | \$ 1.32       |

|   | Three Months Ended |               | September<br>30, 2015 | December 31,<br>2015 | Total         |
|---|--------------------|---------------|-----------------------|----------------------|---------------|
|   | March 31,<br>2015  | June 30, 2015 |                       |                      |               |
| Revenue   | \$ 11,075,520      | \$ 11,061,418 | \$ 11,209,974         | \$ 12,133,802        | \$ 45,480,714 |
| Expenses  | 8,387,609          | 7,767,467     | 7,832,159             | 8,610,725            | 32,597,960    |
| Income Before Other<br>Income and Discontinued<br>Operations                              | 2,687,911          | 3,293,951     | 3,377,815             | 3,523,077            | 12,882,754    |
| Other Expenses  | (2,278,253)        | (2,197,494)   | (2,304,069)           | (2,330,373)          | (9,110,189)   |
| Net Income  | \$ 409,658         | \$ 1,096,457  | \$ 1,073,746          | \$ 1,192,704         | \$ 3,772,565  |
| Net Income per Unit<br>before<br>Discontinued Operations                                  | \$ 3.22            | \$ 8.66       | \$ 8.51               | \$ 9.47              | \$ 29.86      |
| Net Income Per Unit<br>Income Per Depository<br>Receipt Before<br>Discontinued Operations | \$ 0.11            | \$ 0.29       | \$ 0.28               | \$ 0.32              | \$ 1.00       |
|   | \$ 0.11            | \$ 0.29       | \$ 0.28               | \$ 0.32              | \$ 1.00       |



Net Income Per Depositary  
Receipt

NOTE 18—SUBSEQUENT EVENTS

On March 1, 2017, the mortgage on the property at Hamilton Bay Apartments, totaling \$4,444,918, including both interest and principal, was paid off. The Partnership was required to contribute approximately \$2,222,000 to the payment.

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2016

## NOTE 19—QUALIFYING ACCOUNTS

## New England Realty Associates Limited Partnership

## Valuation and Qualifying Accounts

| Description  | Balance at<br>Beginning<br>of Period | Additions<br>Charged to<br>Costs and<br>Expenses | Charged to<br>other account<br>describe | Deductions<br>Describe(a) | Balance<br>at end<br>of Period |
|--|--------------------------------------|--|---|---------------------------|--------------------------------|
| Year Ended December 31, 2016:<br>Deducted from asset accounts: |                                      |  |   |                           |                                |
| Allowance for doubtful accounts                                | 372,828                              | 365,746  |   | 215,570                   | 523,004                        |
| Year Ended December 31, 2015:<br>Deducted from asset accounts: |                                      |  |   |                           |                                |
| Allowance for doubtful accounts                                | 366,105                              | 201,622  |   | 194,899                   | 372,828                        |
| Year Ended December 31, 2014:<br>Deducted from asset accounts: |                                      |  |   |                           |                                |
| Allowance for doubtful accounts                                | 343,805                              | 308,401  |   | 286,101                   | 366,105                        |

(a) Uncollectible accounts written off

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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.

New England Realty  
Associates Limited Partnership

By: /s/ NewReal, Inc.  
Its General Partner

By: /s/ Ronald Brown  
Ronald Brown, President

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.

| Signature                                  | Title  | Date           |
|--|--|----------------|
| /s/ Ronald Brown<br>Ronald Brown           | President and Director of the General Partner (Principal Executive Officer)                                  | March 13, 2017 |
| /s/ Harold Brown<br>Harold Brown           | Treasurer and Director of the General Partner (Principal Financial Officer and Principal Accounting Officer) | March 13, 2017 |
| /s/ Guilliaem Aertsen<br>Guilliaem Aertsen | Director of the General Partner  | March 13, 2017 |
| /s/ David Aloise<br>David Aloise           | Director of the General Partner  | March 13, 2017 |
| /s/ Eunice Harps<br>Eunice Harps           | Director of the General Partner  | March 13, 2017 |

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EXHIBIT INDEX

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| (3)         | Second Amended and Restated Contract of Limited Partnership.(1)   |
| (4)         | (a) Specimen certificate representing Depository Receipts.(2)<br>(b) Description of rights of holders of Partnership securities.(2)<br>Deposit Agreement, dated August 12, 1987, between the General Partner and the First National<br>(c) Bank of Boston.(3) |
| (10.1)      | Purchase and Sale Agreement by and between Sally A. Starr and Lisa Brown, Trustees of Omnibus Realty Trust, a nominee trust.(5)   |
| (10.2)      | Commitment letter from Wachovia Multifamily Capital, Inc. to The Hamilton Company dated January 11, 2008.(6)  |
| (10.3)      | Amendment dated February 27, 2008 to Commitment letter from Wachovia Multifamily Capital, Inc. to The Hamilton Company dated January 11, 2008.(7)   |
| (10.4)      | Purchase and Sale and Escrow Agreement dated September 1, 2009 by and between 175 Free Street Investors LLC, as Seller, The Hamilton Company, as Purchaser, and First American Title Insurance Company, as Escrow Agent.(8)                                   |
| (10.5)      | Limited Liability Company Operating Agreement of HBC Holdings, LLC.(9)  |
| (10.6)      | Limited Liability Company Agreement of Hamilton Park Towers, LLC.(10)   |
| (10.7)      | Pledge Agreement dated October 28, 2009 by and between New England Realty Associates Limited Partnership and HBC Holdings, LLC.(11)   |
| (10.8)      | Promissory Note dated October 28, 2009 of New England Realty Associates Limited Partnership in favor of HBC Holdings, LLC.(12)  |
| (10.9)      | MultiFamily Note—CME of Hamilton Park Towers, LLC, as Borrower, in favor of Wachovia Multifamily Capital, Inc., as Lender, in the principal amount of \$89,914,000 dated October 28, 2009.(13)  |
| (10.10)     | Purchase and sale agreement by and between Avon Street Apartments and 503 509 Pleasant Street, LLC.(20)   |
| (10.11)     | Purchase and Sale Agreement dated May 20, 2011 by and between Battlegreen Apartments Trust and Hamilton Battle Green LLC(14).   |
| (10.12)     | Promissory Note dated June 1, 2011 by and between Avon Street Apartments Limited Partnership, as Maker, and Harold Brown, as Lender(15).  |
| (10.13)     | Pledge Agreement dated June 1, 2011 by and between Avon Street Apartments Limited Partnership, as Pledgor, and Harold Brown, as Pledgee(16).  |
| (10.14)     | Hamilton Green Purchase Agreement dated June 14, 2013(17)   |
| (10.15)     | Loan Agreement dated July 15, 2013(18)  |
| (10.16)     | Revolving Line of Credit dated July 31, 2014(19)  |
| (10.17)     | Purchase and Sale Agreement dated August 27, 2015, between Avalon II Massachusetts Value I, L.P., and the Residences at Captain Parker, LLC (25)  |
| (10.18)     | Multifamily Loan and Security Agreement dated January 7, 2016 between Residences at Captain Parker, LLC (“Captain Parker”) and KeyBank National Association (“KeyBank”)(21)   |
| (10.19)     | Multifamily Note Floating Rate dated January 7, 2016,in the principal amount of \$20,071,000 made by Captain Parker(22)   |
| (10.20)     | Multifamily Mortgage, Assignment of Rents, Security Agreement and Fixture filing Massachusetts dated January 7, 2016 between Captain Parker and Keybank (23)  |
| (10.21)     | Guaranty dated January 7, 2016, made by New England realty associates Limited Partnership as a limited guarantor (24)   |
| (21)        | Subsidiaries of the Partnership.(4)   |
| (31.1)      |   |

Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002 of Ronald Brown, Principal Executive Officer of the Partnership (President and a Director of NewReal, Inc., sole General Partner of the Partnership)

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- (31.2) Certification pursuant to Section 302 of the Sarbanes Oxley Act of 2002 of Harold Brown, Principal Financial Officer of the Partnership (Treasurer and a Director of NewReal, Inc., sole General Partner of the Partnership)
- (32.1) Certification Pursuant to Section 906 of the Sarbanes Oxley Act of 2002, of Ronald Brown, Principal Executive Officer of the Partnership (President and a Director of NewReal, Inc., sole General Partner of the Partnership) and Harold Brown, Principal Financial Officer of the Partnership (Treasurer and a Director of NewReal, Inc., sole General Partner of the Partnership).
- (99.1) Combined Financial Statements of Significant Subsidiaries
- (101.1) The following financial statements from New England

Realty Associates  
Limited  
Partnership  
Quarterly Report  
on Form 10 K for  
the year ended  
December 31,  
2016 formatted in  
XBRL:  
(i) Consolidated  
Balance Sheets,  
(ii) Consolidated  
Statements of  
Income,  
(iii) Consolidated  
Statements of  
Changes in  
Partners' Capital,  
(iv) Consolidated  
Statements of  
Cash Flows, and  
(v) Notes to  
Consolidated  
Financial  
Statements.

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- (1) Incorporated by reference to Exhibit A to the Partnership's Statement Furnished in Connection with the Solicitation of Consents filed under the Securities Exchange Act of 1934 on October 14, 1986.
  - (2) Incorporated herein by reference to Exhibit A to Exhibit 2(b) to the Partnership's Registration Statement on Form 8 A, filed under the Securities Exchange Act of 1934 on August 17, 1987.
  - (3) Incorporated herein by reference to Exhibit 2(b) to the Partnership's Registration Statement on Form 8 A, filed under the Securities Exchange Act of 1934 on August 17, 1987.
  - (4) Incorporated by reference to Notes 2 and 14 to Financial Statements included as part of this Form 10 K.
  - (5) Incorporated by reference to Exhibit 2.1 to the Partnership's Current Report on Form 8 K dated June 30, 1995.
  - (6) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K dated January 11, 2008 and filed with the Securities and Exchange Commission on February 6, 2008.
  - (7) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K dated February 27, 2008 and filed with the Securities and Exchange Commission on March 4, 2008.
  - (8) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Quarterly Report on Form 10 Q for the fiscal quarter ended September 30, 2009.
  - (9) Incorporated herein by reference to Exhibit 10.2 to the Partnership's Quarterly Report on Form 10 Q for the fiscal quarter ended September 30, 2009.
  - (10) Incorporated herein by reference to Exhibit 10.3 to the Partnership's Quarterly Report on Form 10 Q for the fiscal quarter ended September 30, 2009.
  - (11) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on November 3, 2009.
  - (12) Incorporated herein by reference to Exhibit 10.2 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on November 3, 2009.
  - (13) Incorporated herein by reference to Exhibit 10.3 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on November 3, 2009.





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- (14) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on May 26, 2011
- (15) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on June 7, 2011.
- (16) Incorporated herein by reference to Exhibit 10.2 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on June 7, 2011.
- (17) Incorporated by reference to Exhibit 10.1 to the Partnership's Quarterly Report on Form 10 Q as filed with the Securities and Exchange Commission on August 12, 2013.
- (18) Incorporated by reference to Exhibit 10.2 to the Partnership's Quarterly Report on Form 10 Q as filed with the Securities and Exchange Commission on August 12, 2013.
- (19) Incorporated herein by reference to Exhibit 10.2 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on August 6, 2014.
- (20) Incorporated herein by reference to Exhibit 10.10 to the Partnership's Form 10K as filed with the Securities and Exchange Commission on March 11, 2011.
- (21) Incorporated herein by reference to Exhibit 10.1 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on January 14, 2016.
- (22) Incorporated herein by reference to Exhibit 10.2 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on January 14, 2016.
- (23) Incorporated herein by reference to Exhibit 10.3 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on January 14, 2016.
- (24) Incorporated herein by reference to Exhibit 10.4 to the Partnership's Current Report on Form 8 K as filed with the Securities and Exchange Commission on January 14, 2016.
- (25) Incorporated herein by reference to Exhibit 10.17 to the Partnership's Form 10K as filed with the Securities and Exchange Commission on March 11, 2016.