UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2022

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: 001-36769

FRP HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Florida	**47-2449198**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 W. Forsyth St., 7th Floor, Jacksonville, FL	**32202**
(Address of principal executive offices)	(Zip Code)

904-396-5733
(Registrant's telephone number, including area code)

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, $.10 par value	FRPH	NASDAQ

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 [x] No [_]

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

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

Large accelerated filer [_] Accelerated filer [_]

Non-accelerated filer [x] Smaller reporting company [x]

Emerging growth company [_]

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at November 11, 2022
Common Stock, $.10 par value per share	9,455,096 shares

FRP HOLDINGS, INC.
FORM 10-Q
QUARTER ENDED SEPTEMBER 30, 2022

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Preliminary Note Regarding Forward-Looking Statements.

This Quarterly Report on Form 10-Q, together with other statements and information publicly disseminated by us, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words or phrases "anticipate," "estimate," "believe," "budget," "continue," "could," "intend," "may," "plan," "potential," "predict," "seek," "should," "will," "would," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and similar expressions identify forward-looking statements. Such statements reflect management's current views with respect to financial results related to future events and are based on assumptions and expectations that may not be realized and are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated. Future events and actual results, financial or otherwise, may differ, perhaps materially, from the results discussed in the forward-looking statements. Risk factors discussed in Item 1A of this Form 10-Q and other factors that might cause differences, some of which could be material, include, but are not limited to: the impact of the Covid-19 Pandemic on our operations and financial results; the possibility that we may be unable to find appropriate investment opportunities; levels of construction activity in the markets served by our mining properties; demand for flexible warehouse/office facilities in the Baltimore-Washington-Northern Virginia area; demand for apartments in Washington D.C., Richmond, Virginia and Greenville, South Carolina; our ability to obtain zoning and entitlements necessary for property development; the impact of lending and capital market conditions on our liquidity, our ability to finance projects or repay our debt; general real estate investment and development risks; vacancies in our properties; risks associated with developing and managing properties in partnership with others; competition; our ability to renew leases or re-lease spaces as leases expire; illiquidity of real estate investments; bankruptcy or defaults of tenants; the impact of restrictions imposed by our credit facility; the level and volatility of interest rates; environmental liabilities; inflation risks; cyber security risks; as well as other risks listed from time to time in our SEC filings, including but not limited to, our annual and quarterly reports. We have no obligation to revise or update any forward-looking statements, other than as imposed by law, as a result of future events or new information. Readers are cautioned not to place undue reliance on such forward-looking statements. Additional information regarding these and other risk factors may be found in the Company's other filings made from time to time with the Securities and Exchange Commission.

PART I. FINANCIAL INFORMATION, ITEM 1. FINANCIAL STATEMENTS
FRP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Unaudited) (In thousands, except share data)

	September 30, 2022	December 31, 2021
Assets:		
Real estate investments at cost:		
Land	$ 141,564	123,397
Buildings and improvements	268,132	265,278
Projects under construction	13,295	8,668
Total investments in properties	422,991	397,343
Less accumulated depreciation and depletion	54,523	46,678
Net investments in properties	368,468	350,665
Real estate held for investment, at cost	10,079	9,722
Investments in joint ventures	147,703	145,443
Net real estate investments	526,250	505,830
Cash and cash equivalents	144,783	161,521
Cash held in escrow	582	752
Accounts receivable, net	1,530	793
Investments available for sale at fair value	—	4,317
Federal and state income taxes receivable	—	1,103
Unrealized rents	830	620
Deferred costs	2,469	2,726
Other assets	546	528
Total assets	$ 676,990	678,190
Liabilities:		
Secured notes payable	$ 178,520	178,409
Accounts payable and accrued liabilities	4,720	6,137
Other liabilities	1,886	1,886
Federal and state income taxes payable	456	—
Deferred revenue	346	369
Deferred income taxes	64,180	64,047
Deferred compensation	1,310	1,302
Tenant security deposits	887	790
Total liabilities	252,305	252,940
Commitments and contingencies		
Equity:		
Common stock, $.10 par value 25,000,000 shares authorized, 9,455,096 and 9,411,028 shares issued and outstanding, respectively	945	941
Capital in excess of par value	59,148	57,617
Retained earnings	339,561	337,752
Accumulated other comprehensive income (loss), net	(1,420)	113
Total shareholders' equity	398,234	396,423
Noncontrolling interest MRP	26,451	28,827
Total equity	424,685	425,250
Total liabilities and equity	$ 676,990	678,190

See accompanying notes.

FRP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share amounts)
(Unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,			NINE MONTHS ENDED SEPTEMBER 30,	
		2022	2021	2022	2021
Revenues:					
Lease revenue	$	6,823	6,224	19,850	15,623
Mining lands lease revenue		2,471	2,249	7,779	7,198
Total Revenues		9,294	8,473	27,629	22,821
Cost of operations:					
Depreciation, depletion and amortization		2,744	3,796	8,510	9,627
Operating expenses		1,967	1,557	5,316	3,792
Property taxes		1,034	986	3,103	2,764
Management company indirect		966	745	2,545	2,137
Corporate expenses (Note 4 Related Party)		734	657	2,876	2,486
Total cost of operations		7,445	7,741	22,350	20,806
Total operating profit		1,849	732	5,279	2,015
Net investment income		1,188	943	3,206	3,366
Interest expense		(738)	(414)	(2,215)	(1,785)
Equity in loss of joint ventures		(1,878)	(1,244)	(5,248)	(3,997)
Gain on remeasurement of investment in real estate partnership		—	—	—	51,139
Gain on sale of real estate		141	—	874	805
Income before income taxes		562	17	1,896	51,543
Provision for income taxes		178	130	526	10,500
Net income (loss)		384	(113)	1,370	41,043
Gain (loss) attributable to noncontrolling interest		(96)	(465)	(439)	12,236
Net income attributable to the Company	$	480	352	1,809	28,807
Earnings per common share:					
Net income attributable to the Company-					
Basic	$	0.05	0.04	0.19	3.08
Diluted	$	0.05	0.04	0.19	3.07
Number of shares (in thousands) used in computing:					
-basic earnings per common share		9,397	9,363	9,382	9,352
-diluted earnings per common share		9,433	9,399	9,423	9,390

See accompanying notes.

FRP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands except per share amounts)
(Unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2022	2021	2022	2021
Net income (loss)	$ 384	(113)	1,370	41,043
Other comprehensive income (loss) net of tax:				
Unrealized loss on investments sale, net of income tax effect of $(120), $(28), $(568) and $(179)	(324)	(75)	(1,533)	(482)
Comprehensive income (loss)	$ 60	(188)	(163)	40,561
Less comp. income attributable to Noncontrolling interest	$ (96)	(465)	(439)	12,236
Comprehensive income attributable to the Company	$ 156	277	276	28,325

See accompanying notes

FRP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021
(In thousands) (Unaudited)

	2022	2021
Cash flows from operating activities:		
Net income	$ 1,370	41,043
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	8,696	9,772
Deferred income taxes	133	9,273
Equity in loss of joint ventures	5,248	3,997
Gain on remeasurement of invest in real estate partnership	—	(51,139)
Gain on sale of equipment and property	(901)	(876)
Stock-based compensation	1,302	1,006
Net changes in operating assets and liabilities:		
Accounts receivable	(737)	639
Deferred costs and other assets	(2,160)	151
Accounts payable and accrued liabilities	(1,440)	(442)
Income taxes payable and receivable	1,559	2,539
Other long-term liabilities	105	437
Net cash provided by operating activities	13,175	16,400
Cash flows from investing activities:		
Investments in properties	(26,137)	(11,555)
Investments in joint ventures	(20,838)	(10,031)
Return of capital from investments in joint ventures	13,327	20,100
Proceeds from sales of investments available for sale	4,317	69,865
Cash at consolidation of real estate partnership	—	3,704
Proceeds from the sale of assets	952	934
Cash held in escrow	170	30
Net cash (used in) provided by investing activities	(28,209)	73,047
Cash flows from financing activities:		
Proceeds from long-term debt	—	92,070
Repayment of long-term debt	—	(90,000)
Debt issue costs	—	(704)
Distribution to noncontrolling interest	(1,937)	(1,846)
Repurchase of company stock	—	(264)
Exercise of employee stock options	233	269
Net cash used in financing activities	(1,704)	(475)
Net increase (decrease) in cash and cash equivalents	(16,738)	88,972
Cash and cash equivalents at beginning of year	161,521	73,909
Cash and cash equivalents at end of the period	$ 144,783	162,881
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Interest	2,212	1,781
Income taxes	(1,734)	(1,490)

See accompanying notes.

FRP HOLDINGS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021
(In thousands, except share amounts) (Unaudited)

	Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (loss), net	Total Shareholders' Equity	Non-Controlling Interest	Total Equity
Balance at July 1, 2022	9,455,096	$ 945	$ 58,872	$ 339,081	$ (1,096)	$ 397,802	$ 27,135	$ 424,937
Stock option grant compensation	—	—	18	—	—	18	—	18
Restricted stock compensation	—	—	258	—	—	258	—	258
Net income	—	—	—	480	—	480	(96)	384
Distributions to partners	—	—	—	—	—	—	(588)	(588)
Unrealized loss on investment, net	—	—	—	—	(324)	(324)	—	(324)
Balance at September 30, 2022	9,455,096	$ 945	$ 59,148	$ 339,561	$ (1,420)	$ 398,234	$ 26,451	$ 424,685
Balance at January 1, 2022	9,411,028	$ 941	$ 57,617	$ 337,752	$ 113	$ 396,423	$ 28,827	$ 425,250
Stock option grant compensation	—	—	52	—	—	52	—	52
Restricted stock compensation	—	—	550	—	—	550	—	550
Shares granted to Employees	865	—	50	—	—	50	—	50
Restricted stock award	21,464	2	(2)	—	—	—	—	—
Shares granted to Directors	11,232	1	649	—	—	650	—	650
Forfeiture of restricted stock award	(1,363)	—	—	—	—	—	—	—
Exercise of stock options	11,870	1	232	—	—	233	—	233
Net income	—	—	—	1,809	—	1,809	(439)	1,370
Distributions to partners	—	—	—	—	—	—	(1,937)	(1,937)
Unrealized loss on investment, net	—	—	—	—	(1,533)	(1,533)	—	(1,533)
Balance at September 30, 2022	9,455,096	$ 945	$ 59,148	$ 339,561	$ (1,420)	$ 398,234	$ 26,451	$ 424,685
Balance at July 1, 2021	9,411,028	$ 941	$ 57,360	$ 337,992	$ 268	$ 396,561	$ 31,724	$ 428,285
Stock option grant compensation	—	—	17	—	—	17	—	17
Restricted stock compensation	—	—	135	—	—	135	—	135
Net income	—	—	—	352	—	352	(465)	(113)
Distributions to partners	—	—	—	—	—	—	(1,319)	(1,319)
Unrealized loss on investment, net	—	—	—	—	(75)	(75)	—	(75)
Balance at September 30, 2021	9,411,028	$ 941	$ 57,512	$ 338,344	$ 193	$ 396,990	$ 29,940	$ 426,930
Balance at January 1, 2021	9,363,717	$ 936	$ 56,279	$ 309,764	$ 675	$ 367,654	$ 14,999	$ 382,653
Stock option grant compensation	—	—	52	—	—	52	—	52
Restricted stock compensation	—	—	404	—	—	404	—	404
Shares granted to Employees	1,098	—	50	—	—	50	—	50
Restricted stock award	27,778	3	(3)	—	—	—	—	—
Shares granted to Directors	9,105	1	499	—	—	500	—	500
Exercise of stock options	15,334	1	268	—	—	269	—	269
Shares purchased and cancelled	(6,004)	—	(37)	(227)	—	(264)	—	(264)
Contributions from partners	—	—	—	—	—	—	4,551	4,551
Net income	—	—	—	28,807	—	28,807	12,236	41,043
Distributions to partners	—	—	—	—	—	—	(1,846)	(1,846)
Unrealized loss on investment, net	—	—	—	—	(482)	(482)	—	(482)
Balance at September 30, 2021	9,411,028	$ 941	$ 57,512	$ 338,344	$ 193	$ 396,990	$ 29,940	$ 426,930

(1) Description of Business and Basis of Presentation.

FRP Holdings, Inc. is a holding company engaged in the investment and development of real estate , namely (i) leasing and management of industrial and commercial properties owned by The Company, (ii) leasing and management of mining royalty land owned by The Company, (iii) real property acquisition, entitlement, development and construction primarily for apartment, retail, warehouse, and office, (iv) management of mixed use residential/retail properties owned through our joint ventures.

The accompanying consolidated financial statements include the accounts of FRP Holdings, Inc. (the "Company" or "FRP") inclusive of our operating real estate subsidiaries, FRP Development Corp. ("Development") and Florida Rock Properties, Inc. ("Properties"), Riverfront Investment Partners I, LLC, and commencing March 31, 2021 also Riverfront Investment Partners II, LLC (See Note 12). Our investment in the Brooksville joint venture, BC FRP Realty joint venture, Riverfront Investment Partners II, LLC prior to March 31, 2021, Bryant Street Partnerships, 1800 Half Street and Greenville/Woodfield are accounted for under the equity method of accounting (See Note 11). Our ownership of Riverfront Investment Partners I, LLC and Riverfront Investment Partners II, LLC includes a non-controlling interest representing the ownership of our partner. The Company uses the cost method to account for its investment in DST Hickory Creek because it does not have significant influence over operating and financial policies.

These statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-Q and do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (primarily consisting of normal recurring accruals) considered necessary for a fair statement of the results for the interim periods have been included. Operating results for the nine months ended September 30, 2022 are not necessarily indicative of the results that may be expected for the year ending December 31, 2022. The accompanying consolidated financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the Company's consolidated financial statements and related notes included in the Company's Form 10-K for the year ended December 31, 2021.

(2) Recently Issued Accounting Standards.

None.

(3) Business Segments.

The Company is reporting its financial performance based on four reportable segments, Asset Management, Mining Royalty Lands, Development and Stabilized Joint Venture, as described below.

The Asset Management segment owns, leases and manages commercial properties. During the fourth quarter of 2021 we completed construction on two buildings in our Hollander Business Park which were subsequently added to this segment.

Our Mining Royalty Lands segment owns several properties comprising approximately 16,650 acres currently under lease for mining rents or royalties (this does not include the 4,280 acres owned in our Brooksville joint venture with Vulcan Materials). Other than one location in Virginia, all of these properties are located in Florida and Georgia.

Through our Development segment, we own and are continuously assessing for their highest and best use for several parcels of land that are in various stages of development. Our overall strategy in this segment is to convert all of our non-income producing lands into income production through (i) an orderly process of constructing new buildings for us to own and operate or (ii) a sale to, or joint venture with, third parties. Additionally, our Development segment will form joint ventures on new developments of land not previously owned by the Company.

The Stabilized Joint Venture segment includes joint ventures which own, lease and manage buildings that have met our initial lease up criteria. Two of our joint ventures in the segment, Riverfront Investment Partners I, LLC ("Dock 79") and Riverfront Investment Partners II, LLC ("The Maren") are consolidated. The Maren was consolidated effective March 31, 2021 and prior periods are still reflected under the equity method. The ownership of Dock 79 and The Maren (commencing March 31, 2021) attributable to our partner MidAtlantic Realty Partners, LLC (MRP) is reflected on our consolidated balance sheet as a noncontrolling interest. Such noncontrolling interests are reported on the Consolidated Balance Sheets within equity but separately from shareholders' equity. On the Consolidated Statements of Income, all of the revenues and expenses from Dock 79 are reported in net income, including both the amounts attributable to the Company and the noncontrolling interest. The Maren is reflected in Equity in loss of joint ventures on the Consolidated Statements of Income for the periods up to March 31, 2021 but is reflected like Dock 79 for periods commencing April 1, 2021. The amounts of consolidated net income attributable to the noncontrolling interest is clearly identified on the accompanying Consolidated Statements of Income.

Operating results and certain other financial data for the Company's business segments are as follows (in thousands):

	Three Months ended September 30,		Nine Months ended September 30,	
	2022	2021	2022	2021
Revenues:				
Asset management	$ 935	619	2,686	1,919
Mining royalty lands	2,471	2,249	7,779	7,198
Development	412	401	1,203	1,169
Stabilized Joint Venture	5,476	5,204	15,961	12,535
	9,294	8,473	27,629	22,821
Operating profit (loss):				
Before corporate expenses:				
Asset management	$ 392	169	1,103	528
Mining royalty lands	2,083	2,037	6,764	6,531
Development	(865)	(404)	(2,164)	(1,201)
Stabilized Joint Venture	973	(413)	2,452	(1,357)
Operating profit before corporate expenses	2,583	1,389	8,155	4,501
Corporate expenses:				
Allocated to asset management	(127)	(180)	(496)	(682)
Allocated to mining royalty lands	(83)	(69)	(325)	(258)
Allocated to development	(457)	(326)	(1,794)	(1,267)
Allocated to stabilized joint venture	(67)	(82)	(261)	(279)
Total corporate expenses	(734)	(657)	(2,876)	(2,486)
	$ 1,849	732	5,279	2,015
Interest expense	$ 738	414	2,215	1,785
Depreciation, depletion and amortization:				
Asset management	$ 219	137	683	408
Mining royalty lands	172	38	416	161
Development	47	53	139	159
Stabilized Joint Venture	2,306	3,568	7,272	8,899
	$ 2,744	3,796	8,510	9,627
Capital expenditures:				
Asset management	$ 202	100	797	318
Mining royalty lands	1	—	11,218	—
Development	8,548	4,237	13,927	10,443
Stabilized Joint Venture	(25)	373	195	794
	$ 8,726	4,710	26,137	11,555

Identifiable net assets		September 30, 2022	December 31, 2021
Asset management	$	24,468	23,897
Mining royalty lands		48,715	37,627
Development		190,883	176,386
Stabilized Joint Venture		259,369	266,429
Investments available for sale at fair value		—	4,317
Cash items		145,365	162,273
Unallocated corporate assets		8,190	7,261
	$	676,990	678,190

(4) Related Party Transactions.

The Company is a party to an Administrative Services Agreement which resulted from our January 30, 2015 spin-off of Patriot Transportation Holding, Inc. (Patriot). The Administrative Services Agreement sets forth the terms on which Patriot will provide to FRP certain services that were shared prior to the Spin-off, including the services of certain shared executive officers. The boards of the respective companies amended and extended this agreement for one year effective April 1, 2022.

The consolidated statements of income reflect charges and/or allocation from Patriot for these services of $223,000 and $260,000 for the three months ended September 30, 2022 and 2021 and $670,000 and $772,000 for the nine months ended September 30, 2022 and 2021, respectively. These charges are reflected as part of corporate expenses.

To determine these allocations between FRP and Patriot as set forth in the Administrative Services Agreement, we employ an allocation method to allocate said expenses and thus we believe that the allocations to FRP are a reasonable approximation of the costs related to FRP's operations, but any such related-party transactions cannot be presumed to be carried out on an arm's-length basis.

(5) Long-Term Debt.

The Company's outstanding debt, net of unamortized debt issuance costs, consisted of the following (in thousands):

		September 30, 2022	December 31, 2021
Fixed rate mortgage loans, 3.03% interest only, matures 4/1/2033	$	180,070	180,070
Unamortized debt issuance costs		(1,550)	(1,661)
Credit agreement		—	—
	$	178,520	178,409

On February 6, 2019, the Company entered into a First Amendment to the 2015 Credit Agreement (the "Credit Agreement") with Wells Fargo Bank, N.A. ("Wells Fargo"), effective February 6, 2019. The Credit Agreement modifies the Company's prior Credit Agreement with Wells Fargo dated January 30, 2015. The Credit Agreement establishes a five-year revolving credit facility with a maximum facility amount of $20 million. The interest rate under the Credit Agreement will be a maximum of 1.50% over Daily 1-Month LIBOR, which may be reduced quarterly to 1.25% or 1.0% over Daily 1-Month LIBOR if the Company meets a specified ratio of consolidated debt to consolidated total capital, as defined which excludes FRP Riverfront. A commitment fee of 0.25% per annum is payable quarterly on the unused portion of the commitment but the amount may be reduced to 0.20% or 0.15% if the Company meets a specified ratio of consolidated total debt to consolidated total capital. The Credit Agreement contains certain conditions, affirmative financial covenants and negative covenants. As of September 30, 2022, there was no debt outstanding on this revolver, $506,000 outstanding under letters of credit and $19,494,000 available for borrowing. The letters of credit were issued to guarantee certain obligations to state agencies related to real estate development. Most of the letters of credit are irrevocable for a period of one year and typically are automatically extended for additional one-year periods. The letter of credit fee is 1% and applicable interest rate would have been

4.11529% on September 30, 2022. The credit agreement contains certain conditions and financial covenants, including a minimum tangible net worth and dividend restriction. As of September 30, 2022, these covenants would have limited our ability to pay dividends to a maximum of $246 million combined.

On November 17, 2017, Dock 79 borrowed a principal sum of $90,000,000 pursuant to a Loan Agreement and Deed of Trust Note entered into with EagleBank. The loan was secured by the Dock 79 real property and improvements, bore a fixed interest rate of 4.125% per annum and had a term of 120 months. The loan was paid in full on March 19, 2021. A prepayment penalty of $900,000 was recorded into interest expense in the quarter ending March 31, 2021.

Effective March 31, 2021, the Company consolidated the assets (at current fair value), liabilities and operating results of our Riverfront Investment Partners II, LLC partnership ("The Maren") which was previously accounted for under the equity method. As such the full amount of our mortgage loan was recorded in the consolidated financial statements.

On March 19, 2021, the Company refinanced Dock 79 and The Maren projects pursuant to separate Loan Agreements and Deed of Trust Notes entered into with Teachers Insurance and Annuity Association of America, LLC. Dock 79 and The Maren borrowed principal sums of $92,070,000 and $88,000,000 respectively, in connection with the refinancing. The loans are separately secured by the Dock 79 and The Maren real property and improvements, bear a fixed interest rate of 3.03% per annum, and require monthly payments of interest only with the principal in full due April 1, 2033. Either loan may be prepaid subsequent to April 1, 2024, subject to yield maintenance premiums. Either loan may be transferred to a qualified buyer as part of a one-time sale subject to a 60% loan to value, minimum of 7.5% debt yield and a 0.75% transfer fee.

Debt cost amortization of $37,000 was recorded during the three months ended September 30, 2022 and 2021 and $111,000 and $113,000 during the nine months ended September 30, 2022 and 2021, respectively. During the three months ended September 30, 2022 and September 30, 2021 the Company capitalized interest costs of $673,000 and $999,000, respectively. During the nine months ended September 30, 2022 and September 30, 2021 the Company capitalized interest costs of $2,019,000 and $2,892,000, respectively.

The Company was in compliance with all debt covenants as of September 30, 2022.

(6) Earnings per Share.

The following details the computations of the basic and diluted earnings per common share (in thousands, except per share amounts):

	Three Months ended September 30,		Nine Months ended September 30,	
	2022	2021	2022	2021
Weighted average common shares outstanding during the period – shares used for basic earnings per common share	9,397	9,363	9,382	9,352
Common shares issuable under share based payment plans which are potentially dilutive	36	36	41	38
Common shares used for diluted earnings per common share	9,433	9,399	9,423	9,390
Net income attributable to the Company	$ 480	352	1,809	28,807
Earnings per common share:				
-basic	$ 0.05	0.04	0.19	3.08
-diluted	$ 0.05	0.04	0.19	3.07

For the three and nine months ended September 30, 2022, the Company did not have any outstanding anti-dilutive stock options. For the nine months ended September 30, 2021, 19,950 shares attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because their inclusion would have been anti-dilutive.

During the first nine months of 2021 the Company repurchased 6,004 shares at an average cost of $43.95.

(7) Stock-Based Compensation Plans.

The Company has two Stock Option Plans (the 2006 Stock Incentive Plan and the 2016 Equity Incentive Option Plan) under which options for shares of common stock were granted to directors, officers and key employees. The 2016 plan permits the grant of stock options, stock appreciation rights, restricted stock awards, restricted stock units, or stock awards. The options awarded under the plans have similar characteristics. All stock options are non-qualified and expire ten years from the date of grant. Stock based compensation awarded to directors, officers and employees are exercisable immediately or become exercisable in cumulative installments of 20% or 25% at the end of each year following the date of grant. When stock options are exercised, the Company issues new shares after receipt of exercise proceeds and taxes due, if any, from the grantee.

The Company utilizes the Black-Scholes valuation model for estimating fair value of stock compensation for options awarded to officers and employees. Each grant is evaluated based upon assumptions at the time of grant. The assumptions were no dividend yield, expected volatility between 29% and 41%, risk-free interest rate of 1.4% to 2.9% and expected life of 3.0 to 7.0 years.

The dividend yield of zero is based on the fact that the Company does not pay cash dividends and has no present intention to pay cash dividends. Expected volatility is estimated based on the Company's historical experience over a period equivalent to the expected life in years. The risk-free interest rate is based on the U.S. Treasury constant maturity interest rate at the date of grant with a term consistent with the expected life of the options granted. The expected life calculation is based on the observed and expected time to exercise options by the employees.

In January 2022, 7,448 shares of restricted stock were granted to employees that will vest over the next four years. In January 2022, 14,016 shares of restricted stock were granted to employees as part of a long-term incentive plan that will vest over the next five years. In January 2021, 8,896 shares of restricted stock were granted to employees that will vest over the next four years. In January 2021, 18,882 shares of restricted stock were granted to employees as part of a long-term incentive plan that will vest over the next five years. In March 2022 and March 2021, 865 and 1,098 shares of stock, respectively, were granted to employees. In March 2020, 20,520 shares of restricted stock were granted to employees as part of a long-term incentive plan that will vest over the next five years. The number of common shares available for future issuance was 365,961 at September 30, 2022.

The Company recorded the following stock compensation expense in its consolidated statements of income (in thousands):

	Three Months ended September 30,		Nine Months ended September 30,	
	2022	2021	2022	2021
Stock option grants	$ 18	17	52	52
Restricted stock awards	258	135	550	404
Employee stock grant	—	—	50	50
Annual director stock award	—	—	650	500
	$ 276	152	1,302	1,006

A summary of changes in outstanding options is presented below (in thousands, except share and per share amounts):

Options	Number Of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (yrs)	Weighted Average Grant Date Fair Value(000's)
Outstanding at January 1, 2022	104,755	$ 37.93	4.8	$ 1,416
Exercised	(11,870)	$ 19.69		$ (100)
Outstanding at September 30, 2022	92,885	$ 40.27	4.6	$ 1,316
Exercisable at September 30, 2022	84,716	$ 39.72	4.5	$ 1,181
Vested during nine months ended September 30, 2022	—			$ —

The aggregate intrinsic value of exercisable in-the-money options was $1,240,000 and the aggregate intrinsic value of outstanding in-the-money options was $1,309,000 based on the market closing price of $54.36 on September 30, 2022 less exercise prices.

The unrecognized compensation cost of options granted to FRP employees but not yet vested as of September 30, 2022 was $77,000, which is expected to be recognized over a weighted-average period of 1.2 years.

A summary of changes in restricted stock awards is presented below (in thousands, except share and per share amounts):

Restricted stock	Number Of Shares	Weighted Average Exercise Price	Weighted Average Remaining Term (yrs)	Weighted Average Grant Date Fair Value(000's)
Non-vested at January 1, 2022	46,074	$ 45.88	3.1	$ 2,114
Time-based awards granted	7,448	57.80		431
Performance-based awards granted	14,016	57.80		810
Vested	(7,813)	46.30		(362)
Forfeited	(1,363)	46.30		(63)
Non-vested at September 30, 2022	58,362	$ 50.20	3.1	$ 2,930

Total unrecognized compensation cost of restricted stock granted but not yet vested as of September 30, 2022 was $1,887,000 which is expected to be recognized over a weighted-average period of 3.3 years.

(8) Contingent Liabilities.

The Company may be involved in litigation on a number of matters and is subject to certain claims which arise in the normal course of business. The Company has retained certain self-insurance risks with respect to losses for third party liability and property damage. In the opinion of management, none of these matters are expected to have a material adverse effect on the Company's consolidated financial condition, results of operations or cash flows.

The Company is subject to numerous environmental laws and regulations. The Company believes that the ultimate disposition of currently known environmental matters will not have a material effect on its financial position, liquidity, or operations. The Company can give no assurance that previous environmental studies with respect to its properties have revealed all potential environmental contaminants; that any previous owner, occupant or tenant did not create any material environmental condition not known to the Company; that the current environmental condition of the properties will not be affected by tenants and occupants, by the condition of nearby properties, or by unrelated third parties; and that changes in applicable environmental laws and regulations or their interpretation will not result in additional environmental liability to the Company.

As of September 30, 2022, there was $506,000 outstanding under letters of credit. The letters of credit were issued to guarantee certain obligations to state agencies related to real estate development.

The Company and MRP guaranteed $26 million of the construction loan on the Bryant Street Partnerships in exchange for a 1% lower interest rate. The Company and MRP have a side agreement limiting the Company's guarantee to its proportionate ownership. The value of the guarantee was calculated at $1.9 million based on the present value of the 1% interest savings over the anticipated 48-month term. This amount is included as part of the Company's investment basis and is amortized to expense over the 48 months. The Company will evaluate the guarantee liability based upon the success of the project and assuming no payments are made under the guarantee the Company will have a gain for $1.9 million when the loan is paid in full. Borrower may prepay a portion of the unpaid principal to satisfy such tests.

(9) Concentrations.

The mining royalty lands segment has a total of five tenants currently leasing mining locations and one lessee that accounted for 22.5% of the Company's consolidated revenues during the nine months ended September 30, 2022, and $484,000 of accounts receivable at September 30, 2022. The termination of these lessees' underlying leases could have a material adverse effect on the Company. The Company places its cash and cash equivalents with Wells Fargo Bank and First Horizon Bank. At times, such amounts may exceed FDIC limits.

(10) Fair Value Measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 means the use of quoted prices in active markets for identical assets or liabilities. Level 2 means the use of values that are derived principally from or corroborated by observable market data. Level 3 means the use of inputs are those that are unobservable and significant to the overall fair value measurement.

At September 30, 2022, the Company was invested in U.S. Treasury notes valued at $137,852,000 maturing in late 2022 through 2024. The unrealized loss on these investments of $2,143,000 was recorded as part of comprehensive income and based on the market value (Level 1).

At September 30, 2022 and 2021, the carrying amount reported in the consolidated balance sheets for cash and cash equivalents including U.S. Treasury notes was adjusted to fair value as described above.

The fair values of the Company's other mortgage notes payable were estimated based on current rates available to the Company for debt of the same remaining maturities. At September 30, 2022, the carrying amount and fair value of such other long-term debt was $180,070,000 and $142,753,000, respectively. At September 30, 2021, the carrying amount and fair value of such other long-term debt was $178,371,000 and $173,634,000, respectively.

(11) Investments in Joint Ventures.

The Company has investments in joint ventures, primarily with other real estate developers. Joint ventures where FRP is not the primary beneficiary are reflected in the line "Investment in joint ventures" on the balance sheet and "Equity in loss of joint ventures" on the income statement. The assets of these joint ventures are restricted to use by the joint ventures and their obligations can only be settled by their assets or additional contributions by the partners.

During the quarter we had two new investments in unconsolidated joint ventures:

Estero - In August of 2022, we invested $3.6 million for a minority interest in a joint venture with Woodfield Development to purchase 46 acres in Estero, FL. While the joint venture attempts to rezone the property, the Company will receive a preferred return of 8% with an option to roll its investment into equity in the vertical development or exit at that point.

Lending Ventures – In September of 2022, we paid off and extended for up to 3 years the secured note on the property in our BC FRP Realty, LLC joint venture advancing a total of $11.3 million of the maximum commitment of $16 million. This is included in our Lending Ventures investments in the tables that follow along with our residential real estate development investments at Aberdeen and Amber Ridge. The loan on the BC FRP Realty, LLC joint venture statement is reclassified to equity in the Lending Ventures table.

The following table summarizes the Company's investments in unconsolidated joint ventures (in thousands):

	Common Ownership	Total Investment	Total Assets of The Partnership	Profit (Loss) Of the Partnership	The Company's Share of Profit (Loss) of the Partnership (1)
As of September 30, 2022					
Brooksville Quarry, LLC	50.00%	$ 7,532	14,478	(66)	(33)
BC FRP Realty, LLC	50.00%	5,450	22,088	(185)	(91)
Bryant Street Partnerships	61.36%	57,163	201,572	(7,132)	(4,743)
Lending ventures		16,563	5,379	—	—
DST Hickory Creek	26.65%	6,000	44,646	(420)	281
Estero Partnership	16.00%	3,600	38,500	—	—
1800 Half St. Owner, LLC	61.37%	39,133	129,140	(487)	(299)
Greenville/Woodfield Partnerships	40.00%	12,262	96,620	(908)	(363)
Total		$ 147,703	552,423	(9,198)	(5,248)

	Common Ownership	Total Investment	Total Assets of The Partnership	Profit (Loss) Of the Partnership	The Company's Share of Profit (Loss) of the Partnership (1)
As of December 31, 2021					
Brooksville Quarry, LLC	50.00%	$ 7,488	14,301	(82)	(41)
BC FRP Realty, LLC	50.00%	5,530	22,470	(230)	(115)
Riverfront Holdings II, LLC (1)		—	—	(760)	(628)
Bryant Street Partnerships	61.36%	59,558	204,082	(6,084)	(4,954)
Aberdeen Station Loan		514	514	—	—
DST Hickory Creek	26.65%	6,000	46,048	(481)	343
Amber Ridge Loan		11,466	11,466	—	—
1800 Half St. Owner, LLC	61.37%	38,693	93,932	12	20
Greenville/Woodfield Partnerships	40.00%	16,194	87,731	(948)	(379)
Total		$ 145,443	480,544	(8,573)	(5,754)

(1): Riverfront Holdings II, LLC was consolidated on March 31, 2021. Bryant Street Partnerships included $747,000 in 2021 for the Company's share of preferred interest and $354,000 in the first nine months of 2022 and $354,000 in the first nine months of 2021 for amortization of guarantee liability related to the Bryant Street loan.

The major classes of assets, liabilities and equity of the Company's Investments in Joint Ventures as of September 30, 2022 are summarized in the following two tables (in thousands):

	As of September 30, 2022					Total
	Riverfront Holdings II, LLC	Bryant Street Partnership	DST Hickory Creek	1800 Half St. Partnership	Greenville/ Woodfield	Apartment/ Mixed Use
Investments in real estate, net	$ 0	194,062	42,740	128,437	95,420	$ 460,659
Cash and cash equivalents	0	1,719	391	438	642	3,190
Unrealized rents & receivables	0	5,231	1,230	52	18	6,531
Deferred costs	0	560	285	213	540	1,598
Total Assets	$ 0	201,572	44,646	129,140	96,620	$ 471,978
Secured notes payable	$ 0	128,980	29,371	60,153	63,600	$ 282,104
Other liabilities	0	3,394	155	8,417	3,557	15,523
Capital - FRP	0	53,275	4,029	37,179	11,439	105,922
Capital – Third Parties	0	15,923	11,091	23,391	18,024	68,429
Total Liabilities and Capital	$ 0	201,572	44,646	129,140	96,620	$ 471,978

	As of September 30, 2022					
	Brooksville Quarry, LLC	BC FRP Realty, LLC	Lending Ventures	Estero Partnership	Apartment/ Mixed Use	Grand Total
Investments in real estate, net	$ 14,307	21,185	5,219	32,626	460,659	$533,996
Cash and cash equivalents	169	208	0	5,874	3,190	9,441
Unrealized rents & receivables	0	433	0	0	6,531	6,964
Deferred costs	2	262	160	0	1,598	2,022
Total Assets	$ 14,478	22,088	5,379	38,500	471,978	$ 552,423
Secured notes payable	$ 0	11,184	(11,184)	16,000	282,104	$ 298,104
Other liabilities	85	142	0	0	15,523	15,750
Capital - FRP	7,532	5,381	16,563	3,600	105,922	138,998
Capital - Third Parties	6,861	5,381	0	18,900	68,429	99,571
Total Liabilities and Capital	$ 14,478	22,088	5,379	38,500	471,978	$ 552,423

The Company's capital recorded by the unconsolidated Joint Ventures is $8,705,000 less than the Investment in Joint Ventures reported in the Company's consolidated balance sheet due primarily to capitalized interest.

The major classes of assets, liabilities and equity of the Company's Investments in Joint Ventures as of December 31, 2021 are summarized in the following two tables (in thousands):

	As of December 31, 2021					Total
	Riverfront Holdings II, LLC	Bryant Street Partnership	DST Hickory Creek	1800 Half St. Partnership	Greenville/ Woodfield	Apartment/ Mixed Use
Investments in real estate, net	$ 0	199,730	43,840	93,504	87,421	$ 424,495
Cash and cash equivalents	0	1,123	827	428	279	2,657
Unrealized rents & receivables	0	2,925	1,044	0	5	3,974
Deferred costs	0	304	337	0	26	667
Total Assets	$ 0	204,082	46,048	93,932	87,731	$ 431,793
Secured notes payable	$ 0	119,201	29,337	18,404	44,309	$ 211,251
Other liabilities	0	9,066	115	14,470	4,462	28,113
Capital - FRP	0	57,555	4,423	37,478	15,584	115,040
Capital – Third Parties	0	18,260	12,173	23,580	23,376	77,389
Total Liabilities and Capital	$ 0	204,082	46,048	93,932	87,731	$ 431,793

	As of December 31, 2021					
	Brooksville Quarry, LLC	BC FRP Realty, LLC	Aberdeen Loan	Amber Ridge Loan	Apartment/ Mixed Use	Grand Total
Investments in real estate, net	$ 14,281	21,561	514	11,466	424,495	$472,317
Cash and cash equivalents	18	312	0	0	2,657	2,987
Unrealized rents & receivables	0	368	0	0	3,974	4,342
Deferred costs	2	229	0	0	667	898
Total Assets	$ 14,301	22,470	514	11,466	431,793	$ 480,544
Secured notes payable	$ 0	11,384	0	0	211,251	$ 222,635
Other liabilities	0	140	0	0	28,113	28,253
Capital - FRP	7,488	5,473	514	11,466	115,040	139,981
Capital - Third Parties	6,813	5,473	0	0	77,389	89,675
Total Liabilities and Capital	$ 14,301	22,470	514	11,466	431,793	$ 480,544

The amount of consolidated retained earnings (accumulated deficit) for these joint ventures was $(12,770,000) and $(8,942,000) as of September 30, 2022 and December 31, 2021, respectively.

The income statements of the Bryant Street Partnerships are as follows (in thousands):

	Bryant Street Partnerships Total JV Nine Months ended September 30, 2022	Bryant Street Partnerships Total JV Nine Months ended September 30, 2021	Bryant Street Partnerships Company Share Nine Months ended September 30, 2022	Bryant Street Partnerships Company Share Nine Months ended September 30, 2021
Revenues:				
Rental Revenue	$ 6,718	$ 1,153	$ 4,123	$ 707
Revenue – other	1,306	190	801	117
Total Revenues	8,024	1,343	4,924	824
Cost of operations:				
Depreciation and amortization	4,995	1,482	3,065	909
Operating expenses	3,846	1,938	2,360	1,190
Property taxes	878	255	539	156
Total cost of operations	9,719	3,675	5,964	2,255
Total operating loss	(1,695)	(2,332)	(1,040)	(1,431)
Interest expense	(5,437)	(1,234)	(3,703)	(1,803)
Net loss before tax	$ (7,132)	$ (3,566)	$ (4,743)	$ (3,234)

The income statements of the Greenville Woodfield Riverside Partnership are as follows (in thousands):

	Woodfield Riverside Partnership Total JV Nine Months ended September 30, 2022	Woodfield Riverside Partnership Company Share Nine Months ended September 30, 2022
Revenues:		
Rental Revenue	$ 2,234	$ 894
Revenue – other	125	50
Total Revenues	2,359	944
Cost of operations:		
Depreciation and amortization	1,162	465
Operating expenses	906	363
Property taxes	476	190
Total cost of operations	2,544	1,018
Total operating loss	(185)	(74)
Interest expense	(697)	(279)
Net loss before tax	$ (882)	$ (353)

(12) Consolidation of Riverfront Investment Partners II, LLC. Riverfront Holdings II, LLC.

On May 4, 2018, the Company and MRP Realty formed a Joint Venture to develop the second phase of the four phase master development known as Riverfront on the Anacostia in Washington, D.C. The purpose of the Joint Venture is to develop and own a 250,000-square-foot mixed-use development which supports 264 residential units and 6,937 square feet of retail. The Company contributed land with an agreed to value of $16,300,000 (cost basis of $4.6 million) and $6.2 million of cash to the Joint Venture for an 80% stake in the venture. MRP contributed capital of $5.6 million to the joint venture including development costs paid prior to formation of the joint venture and a $725,000 development fee. The Company further agreed to fund $13.75 million preferred equity financing at 7.5% interest rate all of which was advanced and repaid with interest in March 2021. The Company's equity interest in the joint venture was previously accounted for under the equity method of accounting as MRP acts as the administrative agent of the joint venture and oversees and controls the day-to-day operations of the project.

In March 2021, Phase II (The Maren) reached stabilization. Stabilization in this case means 90% of the individual apartments have been leased and are occupied by third party tenants. Upon reaching stabilization, the Company has, for a period of one year, the exclusive right to (i) cause the joint venture to sell the property or (ii) cause the Company's and MRP's percentage interests in the joint venture to be adjusted so as to take into account the contractual payouts assuming a sale at the value of the development at the time of this "Conversion election".

Reaching stabilization results in a change of control for accounting purposes as the veto rights of the minority shareholder lapsed and the Company became the primary beneficiary. As such, beginning March 31, 2021, the Company consolidated the assets (at fair value), liabilities and operating results of the joint venture. This consolidation resulted in a gain on remeasurement of investment in real estate partnership of $51,139,000 of which $13,965,000 was attributed to the noncontrolling interest. In accordance with the terms of the Joint Venture agreements, the Company used the fair value amount at date of conversion and calculated an adjusted ownership under the Conversion election. As such for financial reporting purposes effective March 31, 2021, the Company ownership is based upon this substantive profit sharing arrangement and is 70.41% on a prospective basis as agreed to by FRP and MRP.

	As of March 31, 2021		
	Riverfront Holdings II, LLC	Gain on Remeasurement	Revised
Land	$ 6,472	$ 22,858	$ 29,330
Building and improvements, net	87,269	23,531	110,800
Project under construction	258	—	258
Value of leases in place	—	4,750	4,750
Cash	3,704	—	3,704
Cash held in escrow	336	—	336
Accounts receivable	707	—	707
Prepaid expenses	197	—	197
Total Assets	$ 98,943	$ 51,139	$ 150,082
Long-term Debt	$ 88,000	$ —	$ 88,000
Amortizable debt costs	(1,072)	—	(1,072)
Other liabilities	441	—	441
Equity – FRP	7,026	37,174	44,200
Equity - MRP	4,548	13,965	18,513
Total Liabilities and Capital	$ 98,943	$ 51,139	$ 150,082

(13) Subsequent Events.

Subsequent to the end of the quarter, our Hickory Creek DST was sold and the Company received $8.83 million from the sale on an investment of $6 million. We are currently exploring opportunities for reinvesting these proceeds

Subsequent to the end of the quarter the Company executed an agreement with Steuart Investment Company (SIC) and MidAtlantic Realty Partners (MRP) for the development of up to ten mixed-use projects in the Capitol Riverfront and Buzzard Point submarkets of Washington, DC. These projects will come from four parcels of land owned by SIC, phases III and IV of The Company's Riverfront on the Anacostia Development, the site currently leased to Vulcan Materials in Buzzard Point, and the existing mixed use multifamily/retail assets (Dock 79, The Maren, and The Verge) owned by The Company and MRP in the Capitol Riverfront and Buzzard Point submarkets. Upon completion and stabilization, these projects will comprise over 3 million square feet of mixed-use development including 3,000 residential units and 150,000 square feet of retail.

Under the terms of the agreement:

- SIC purchased a share in a tenancy in common in 20% of ownership in Dock 79 and the Maren for $65.3 million, $44.50 million of which is attributable to The Company. Net of the portion of the mortgage assumed by SIC, FRP's gross proceeds were $19.95 million.
- SIC will have the right to acquire a 10% to 20% share of The Verge, phases 3 and 4 of the Riverfront projects and Square 664E.

When developing SIC parcels, MRP and The Company will be responsible for all predevelopment work including entitlements, permits, zoning approvals, design, budgets, additional equity and construction financing required to begin each project. Any pre-development costs incurred in this process will be converted into equity in the project. The partners will then go through an appraisal process for the land with the purchase price being the appraised value l less the estimated environmental remediation costs. This predevelopment work will be done through a joint venture between MRP and FRP.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes in Item 1 and with the audited consolidated financial statements and the related notes included in our annual report on Form 10-K. The statements in this discussion regarding industry outlook, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion are forward-looking statements. These forward-looking statements are subject to risks and uncertainties, including the risks and uncertainties described in "Forward-Looking Statements" below and "Risk Factors" on page 5 of our annual report on Form 10-K. Our actual results may differ materially from those contained in or implied by any forward-looking statements. We assume no obligation to revise or publicly release any revision to any forward-looking statements contained in this quarterly report on Form 10-Q, unless required by law.

The following discussion includes a non-GAAP financial measure within the meaning of Regulation G promulgated by the Securities and Exchange Commission to supplement the financial results as reported in accordance with GAAP. The non-GAAP financial measure discussed is pro-rata net operating income (NOI). The Company uses this metric to analyze its continuing operations and to monitor, assess, and identify meaningful trends in its operating and financial performance. This measure is not, and should not be viewed as, a substitute for GAAP financial measures. Refer to "Non-GAAP Financial Measure" below in this quarterly report for a more detailed discussion, including reconciliations of this non-GAAP financial measure to its most directly comparable GAAP financial measure.

Business Overview - FRP Holdings, Inc. is a real estate development, asset management and operating company businesses. Our properties are located in the Mid-Atlantic and southeastern United States and consist of:

Lands leased to mining companies, some of which will have second lives as development properties;

Residential apartments in Washington, D.C., Greenville, South Carolina and Richmond, Virginia;

Warehouse or office properties in the Mid-Atlantic states either existing or under development;

Mixed use properties under development in Washington, D.C. or Greenville, South Carolina; and

Properties held for sale.

We believe our present capital structure, liquidity and land provide us with years of opportunities to increase recurring revenue and long-term value for our shareholders. We intend to focus on our core business activity of real estate development, asset management and operations. We are developing a broad range of asset types that we believe will provide acceptable rates of return, grow recurring revenues and support future business. Capital commitments will be funded with cash proceeds from completed projects, existing cash, owned-land, partner capital and financing arrangements. We do not anticipate immediate benefits from investments. Timing of projects may be subject to delays caused by factors beyond our control.

Reportable Segments

We conduct primarily all of our business in the following four reportable segments: (1) asset management (2) mining royalty lands (3) development and (4) stabilized joint ventures. For more information regarding our reportable segments, see Note 3. *Business Segments* of our condensed consolidated financial statements included in this quarterly report.

Asset Management Segment.

The Asset Management segment owns, leases and manages commercial properties. These assets create revenue and cash flows through tenant rental payments, lease management fees and reimbursements for building operating costs.

The Company's industrial warehouses typically lease for terms ranging from 3 – 10 years often with 1 or 2 renewal options. All base rent revenue is recognized on a straight-lined basis. All of the commercial warehouse leases are triple net and common area maintenance costs (CAM Revenue) are billed monthly, and insurance and real estate taxes are billed annually. 34 Loveton is the only office product wherein all leases are full service therefore there is no CAM revenue. Office leases are also recognized on a straight-lined basis. The major cash outlays incurred in this segment are for operating expenses, real estate taxes, building repairs, lease commissions and other lease closing costs, construction of tenant improvements, capital to acquire existing operating buildings and closing costs related thereto and personnel costs of our property management team.

As of September 30, 2022, the Asset Management Segment includes eight buildings at four commercial properties owned by the Company in fee simple as follows:

1) 34 Loveton Circle in suburban Baltimore County, Maryland consists of one office building totaling 33,708 square feet which is 95.1% occupied (16% of the space is occupied by the Company for use as our Baltimore headquarters). The property is subject to commercial leases with various tenants.
2) 155 E. 21st Street in Duval County, Florida was an office building property that remains under lease through March 2026. We permitted the tenant to demolish all structures on the property during 2018.
3) Cranberry Run Business Park in Hartford County, Maryland consists of five office buildings totaling 267,737 square feet which are 100% leased and occupied. The property is subject to commercial leases with various tenants.
4) Hollander 95 Business Park in Baltimore City, Maryland consists of two buildings totaling 145,590 square feet that were completed in the fourth quarter of 2021 and are 100.0% leased and 57.8% occupied.

Management focuses on several factors to measure our success on a comparative basis in this segment. The major factors we focus on are (1) net operating income growth, (2) growth in occupancy, (3) average annual occupancy rate (defined as the occupied square feet at the end of each month during a fiscal year divided by the number of months to date in that fiscal year as a percentage of the average number of square feet in the portfolio over that same time period), (4) tenant retention success rate (as a percentage of total square feet to be renewed), (5) building and refurbishing assets to meet Class A and Class B institutional grade classifications, and (6) reducing complexities and deferred capital expenditures to maximize sale price.

Mining Royalty Lands Segment.

Our Mining Royalty Lands segment owns several properties comprising approximately 16,650 acres currently under lease for mining rents or royalties (excluding the 4,280 acres owned by our Brooksville joint venture with Vulcan Materials). Other than one location in Virginia, all of these properties are located in Florida and Georgia. The Company leases land under long-term leases that grant the lessee the right to mine and sell reserves from our property in exchange for royalty payments. A typical lease has an option to extend the lease for additional terms. The typical lease in this segment requires the tenant to pay us a royalty based on the number of tons of mined materials sold from our property during a given fiscal year multiplied by a percentage of the average annual sales price per ton sold. As a result of this royalty payment structure, we do not bear the cost risks associated with the mining operations, however, we are subject to the cyclical nature of the construction markets in these states as both volumes and prices tend to fluctuate through those cycles. In certain locations, typically where the reserves on our property have been depleted but the tenant still has a need for the leased land, we collect a minimum annual rental amount. We believe strongly in the potential for future growth in construction in Florida, Georgia, and Virginia which would positively benefit our profitability in this segment. In the fiscal year ended December 31, 2021, a total of 8 million tons were mined.

The major expenses in this segment are comprised of collection and accounting for royalties, management's oversight of the mining leases, land entitlement for post-mining uses and property taxes at our non-leased locations and at our Grandin location which, unlike our other leased mining locations, are not entirely paid by the tenant. As such, our costs in this business are very low as a percentage of revenue, are relatively stable and are not affected by increases in production at our locations. Our current mining tenants include Vulcan Materials, Martin Marietta, Cemex, Argos and The Concrete Company.

Additionally, these locations provide us with opportunities for valuable "second lives" for these assets through proper land planning and entitlement.

Significant "2nd life" Mining Lands:

Location	Acreage	Status
Brooksville, FL	4,280 +/-	Development of Regional of Impact and County Land Use and Master Zoning in place for 5,800 residential unit, mixed-use development
Ft. Myers, FL	1,907 +/-	Approval in place for 105, 1 acre, waterfront residential lots after mining completed.
Total	**6,187 +/-**	

Development Segment.

Through our Development segment, we own and are continuously monitoring for their "highest and best use" several parcels of land that are in various stages of development. Our overall strategy in this segment is to convert all our non-income producing lands into income production through (i) an orderly process of constructing new commercial and residential buildings for us to own and operate or (ii) a sale to, or joint venture with, third parties. Additionally, our Development segment will purchase or form joint ventures on new developments of land not previously owned by the Company.

Revenues in this segment are generated predominately from land sales and interim property rents. The significant cash outlays incurred in this segment are for land acquisition costs, entitlement costs, property taxes, design and permitting, the personnel costs of our in-house management team and horizontal and vertical construction costs.

Development Segment – Warehouse/Office Land.

At September 30, 2022, this segment owned the following development parcels:

1) Six acres of horizontally developed land at Hollander Business Park in Baltimore, City, Maryland with one 101,750 square feet industrial build-to-suit currently under construction.
2) 55 acres of land that will be capable of supporting over 690,000 square feet of industrial product located at 1001 Old Philadelphia Road in Aberdeen, Maryland.
3) 17 acres of land in Harford County, Maryland that will support 258,545 square feet of industrial development.
4) 170 acres of land in Cecil County, Maryland that will support 900,000 square feet of industrial development.

Mechanics Valley: In September 2022, the Company purchased 170 acres in Cecil County, Maryland for $6.5 million. The project will be capable of supporting 900,000 square feet of industrial product.

We also have three properties that were either spun-off to us from Florida Rock Industries in 1986 or acquired by us from unrelated third parties. These properties, as a result of our "highest and best use" studies, are being prepared for income generation through sale or joint venture with third parties, and in certain cases we are leasing these properties on an interim basis for an income stream while we wait for the development market to mature.

Development Segment - Significant Investment Lands Inventory:

Location	Approx. Acreage	Status	NBV
Riverfront on the Anacostia Phases III-IV	2.5	Conceptual design program ongoing	$6,172,000
Hampstead Trade Center, MD	118	Residential zoning applied for in preparation for sale	$10,075,000
Square 664E, on the Anacostia River in DC	2	Under lease to Vulcan Materials as a concrete batch plant through 2026	$7,552,000
Total	**122.5**		$23,799,000

Development Segment - Investments in Joint Ventures

The third leg of our Development Segment consists of investments in joint ventures for properties in development. The Company has investments in joint ventures, primarily with other real estate developers which are summarized below:

Property	JV Partner	Status	% Ownership
Brooksville Quarry, LLC near Brooksville, Florida	Vulcan Materials Company	Future planned residential development of 3,500 acres which are currently subject to mining lease	50%
BC FRP Realty, LLC for 35 acres in Maryland	St John Properties	Development of 329,000 square feet multi-building business park in progress	50%
Bryant Street Partnerships for 5 acres of land in Washington, D.C.	MRP Realty	Mixed-use development with 487 residential units and 91,661 square feet of retail partially completed	61.36%
Aberdeen Station residential development in Harford County, Maryland		$31.1 million in exchange for an interest rate of 10% and a 20% preferred return after which the Company is also entitled to a portion of proceeds from sale	Financing
Amber Ridge residential development in Prince George's County, Maryland		$18.5 million in exchange for an interest rate of 10% and a preferred return of 20% after which the Company is entitled to a portion of proceeds from sale	Financing
1800 Half Street property in Buzzard Point area of Washington, D.C.	MRP Realty	Construction underway on ten-story structure with 344 apartments and 8,356 square feet of ground floor retail	61.37%
.408 Jackson property in Greenville, SC	Woodfield Development	Construction underway on mixed-use project with 227 multifamily units and 4,539 square feet of retail space began in May 2020	40%
Estero	Woodfield Development	Mixed-use project with 550 multifamily units, 70,000 square feet of commercial space, 40,000 square feet of office space and a boutique 170-key hotel	16%

Joint ventures where FRP is not the primary beneficiary (including those in the Stabilized Joint Venture Segment) are reflected in the line "Investment in joint ventures" on the balance sheet and "Equity in loss of joint ventures" on the income statement. The following table summarizes the Company's investments in unconsolidated joint ventures (in thousands):

	Common Ownership	Total Investment	Total Assets of The Partnership	Profit (Loss) Of the Partnership	The Company's Share of Profit (Loss) of the Partnership (1)
As of September 30, 2022					
Brooksville Quarry, LLC	50.00%	$ 7,532	14,478	(66)	(33)
BC FRP Realty, LLC	50.00%	5,450	22,088	(185)	(91)
Bryant Street Partnerships	61.36%	57,163	201,572	(7,132)	(4,743)
Lending ventures		16,563	5,379	—	—
DST Hickory Creek	26.65%	6,000	44,646	(420)	281
Estero Partnership	16.00%	3,600	38,500	—	—
1800 Half St. Owner, LLC	61.37%	39,133	129,140	(487)	(299)
Greenville/Woodfield Partnerships	40.00%	12,262	96,620	(908)	(363)
Total		$ 147,703	552,423	(9,198)	(5,248)

The major classes of assets, liabilities and equity of the Company's Investments in Joint Ventures as of September 30, 2022, are summarized in the following two tables (in thousands):

	As of September 30, 2022					Total
	Riverfront Holdings II, LLC	Bryant Street Partnership	DST Hickory Creek	1800 Half St. Partnership	Greenville/ Woodfield	Apartment/ Mixed Use
Investments in real estate, net	$ 0	194,062	42,740	128,437	95,420	$ 460,659
Cash and cash equivalents	0	1,719	391	438	642	3,190
Unrealized rents & receivables	0	5,231	1,230	52	18	6,531
Deferred costs	0	560	285	213	540	1,598
Total Assets	$ 0	201,572	44,646	129,140	96,620	$ 471,978
Secured notes payable	$ 0	128,980	29,371	60,153	63,600	$ 282,104
Other liabilities	0	3,394	155	8,417	3,557	15,523
Capital - FRP	0	53,275	4,029	37,179	11,439	105,922
Capital – Third Parties	0	15,923	11,091	23,391	18,024	68,429
Total Liabilities and Capital	$ 0	201,572	44,646	129,140	96,620	$ 471,978

	As of September 30, 2022					
	Brooksville Quarry, LLC	BC FRP Realty, LLC	Lending Ventures	Estero Partnership	Apartment/ Mixed Use	Grand Total
Investments in real estate, net	$ 14,307	21,185	5,219	32,626	460,659	$533,996
Cash and cash equivalents	169	208	0	5,874	3,190	9,441
Unrealized rents & receivables	0	433	0	0	6,531	6,964
Deferred costs	2	262	160	0	1,598	2,022
Total Assets	$ 14,478	22,088	5,379	38,500	471,978	$ 552,423
Secured notes payable	$ 0	11,184	(11,184)	16,000	282,104	$ 298,104
Other liabilities	85	142	0	0	15,523	15,750
Capital - FRP	7,532	5,381	16,563	3,600	105,922	138,998
Capital - Third Parties	6,861	5,381	0	18,900	68,429	99,571
Total Liabilities and Capital	$ 14,478	22,088	5,379	38,500	471,978	$ 552,423

Stabilized Joint Venture Segment.

At quarter end, the segment included four stabilized joint ventures which own, lease and manage buildings. These assets create revenue and cash flows through tenant rental payments, and reimbursements for building operating costs. The Company's residential spaces generally lease for 12 – 15-month lease terms and 90 days prior to the expiration, as long as there is no balance due, the tenant is offered a renewal. If no notice to move out or renew is made, then the leases go to month to month until notification of termination or renewal is received. Renewal terms are typically 9 – 12 months. From March 2020 through the end of 2021, we were prohibited from increasing rent on renewals by emergency measures in Washington, DC designed to ease the burden of the pandemic on its citizens. These measures expired at the end of 2021. The Company also leases retail spaces at apartment/mixed-use properties. The retail leases are typically 10 -15-year leases with options to renew for another 5 years. Retail leases at these properties also include percentage rents which average 3-6% of annual sales for the tenant that exceed a breakpoint stipulated by each individual lease. All base rent revenue is recognized on a straight-line basis. The major cash outlays incurred in this segment are for property taxes, full service maintenance, property management, utilities and marketing. The four stabilized joint venture properties are as follows:

Property and Occupancy	JV Partner	Method of Accounting	% Ownership
Dock 79 apartments Washington, D.C. 305 apartment units and 14,430 square feet of retail	MRP Realty	Consolidated	66%
The Maren apartments Washington, D.C. 264 residential units and 6,758 square feet of retail	MRP Realty	Consolidated as of March 31, 2021	70.41%
Riverside property 1430 Hampton Avenue, Greenville, SC	Woodfield Development	Equity Method	40%
DST Hickory Creek 294 apartment units in Henrico County, MD	Capital Square	Cost Method	26.6%

Third Quarter Operational Highlights

- 41.6% increase in Pro-rata NOI ($6.24 million vs $4.41 million) over third quarter 2021
- 6.09% increase on renewals at Dock 79
- 8.06% increase on renewals at The Maren
- 9.85% increase in mining royalty revenue over third quarter 2021
- 51.1% increase in Asset Management Revenue versus same period last year
- Riverside achieved stabilization this quarter and is now part of our Stabilized JV segment. At quarter end the JV was 95% leased and 92% occupied.
- Lease-up now underway at The Verge

Comparative Results of Operations for the Three months ended September 30, 2022 and 2021

<u>Consolidated Results</u>
(dollars in thousands)

	Three Months Ended September 30,			
	2022	2021	Change	%
Revenues:				
Lease Revenue	$ 6,823	$ 6,224	$ 599	9.6%
Mining lands lease revenue	2,471	2,249	222	9.9%
Total Revenues	9,294	8,473	821	9.7%
Cost of operations:				
Depreciation/Depletion/Amortization	2,744	3,796	(1,052)	-27.7%
Operating Expenses	1,967	1,557	410	26.3%
Property Taxes	1,034	986	48	4.9%
Management company indirect	966	745	221	29.7%
Corporate Expense	734	657	77	11.7%
Total cost of operations	7,445	7,741	(296)	-3.8%
Total operating profit (loss)	1,849	732	1,117	152.6%
Net investment income	1,188	943	245	26.0%
Interest Expense	(738)	(414)	(324)	78.3%
Equity in loss of joint ventures	(1,878)	(1,244)	(634)	51.0%
Gain on sale of real estate	141	—	141	0.0%
Income before income taxes	562	17	545	3205.9%
Provision for (benefit from) income taxes	178	130	48	36.9%
Net income	384	(113)	497	-439.8%
Loss attributable to noncontrolling interest	(96)	(465)	369	-79.4%
Net income attributable to the Company	$ 480	$ 352	$ 128	36.4%

Net income for the third quarter of 2022 was $480,000 or $.05 per share versus $352,000 or $.04 per share in the same period last year. The third quarter of 2022 was impacted by the following items:

- The quarter includes $72,000 amortization expense compared to $1,373,000 in the same quarter last year of the $4,750,000 fair value of The Maren's leases-in-place established when we booked this asset as part of the gain on remeasurement upon consolidation of this Joint Venture.
- Net investment income increased $245,000 due to a $42,000 increase in preferred interest from our joint ventures, a $135,000 decrease in interest from our lending ventures and a $338,000 increase for interest earned on cash equivalents.
- Interest expense increased $324,000 compared to the same quarter last year due to capitalizing less interest due to the lower amount of in-house and joint venture projects under development.
- Equity in loss of Joint Ventures increased $634,000 primarily due to increased depreciation and amortization at our joint ventures due to buildings placed in service.
- Professional fees increased $232,000 over the same period last year.

Asset Management Segment Results

(dollars in thousands)	Three months ended September 30					
	2022	%	2021	%	Change	%
Lease revenue	$ 935	100.0%	619	100.0%	316	51.1%
Depreciation, depletion and amortization	219	23.4%	137	22.1%	82	59.9%
Operating expenses	162	17.3%	76	12.3%	86	113.2%
Property taxes	53	5.7%	37	6.0%	16	43.2%
Management company indirect	109	11.7%	200	32.3%	(91)	-45.5%
Corporate expense	127	13.6%	180	29.1%	(53)	-29.4%
Cost of operations	670	71.7%	630	101.8%	40	6.3%
Operating profit (loss)	$ 265	28.3%	(11)	-1.8%	276	-2509.1%

Total revenues in this segment were $935,000, up $316,000 or 51.1%, over the same period last year. Operating profit was $265,000, up $276,000 from an operating loss of $(11,000) in the same quarter last year. Operating profit is up primarily because Cranberry Run is now 100% leased and occupied compared to 96.6% leased and 68.6% occupied at the end of the same quarter last year. Revenues are up because of Cranberry Run as well as the addition of our two most recent spec buildings at Hollander Business Park which were under construction during the same period last year.

Mining Royalty Lands Segment Results

(dollars in thousands)	Three months ended September 30					
	2022	%	2021	%	Change	%
Mining lands lease revenue	$ 2,471	100.0%	2,249	100.0%	222	9.9%
Depreciation, depletion and amortization	172	7.0%	38	1.7%	134	352.6%
Operating expenses	18	0.7%	11	0.5%	7	63.6%
Property taxes	69	2.8%	68	3.0%	1	1.5%
Management company indirect	129	5.2%	95	4.2%	34	35.8%
Corporate expense	83	3.4%	69	3.1%	14	20.3%
Cost of operations	471	19.1%	281	12.5%	190	67.6%
Operating profit	$ 2,000	80.9%	1,968	87.5%	32	1.6%

Total revenues in this segment were $2,471,000 versus $2,249,000 in the same period last year. Total operating profit in this segment was $2,000,000, an increase of $32,000 versus $1,968,000 in the same period last year. This increase is primarily the result of the additional royalties from the acquisition in Astatula, FL which we completed at the beginning of the second quarter offset by a prior year adjustment made in the current year for Newberry and a Manassas annual volumetric adjustment. Royalties were negatively impacted by a $300,000 adjustment from overpayment on royalties between 2019-2021 for the property in Newberry, FL leased by Argos for the manufacture of cement products.

Development Segment Results

(dollars in thousands)	Three months ended September 30 2022	2021	Change
Lease revenue	$ 412	401	11
Depreciation, depletion and amortization	47	53	(6)
Operating expenses	250	62	188
Property taxes	355	355	—
Management company indirect	625	335	290
Corporate expense	457	326	131
Cost of operations	1,734	1,131	603
Operating loss	$ (1,322)	(730)	(592)

With respect to ongoing projects:

- We are the principal capital source of a residential development venture in Prince George's County, Maryland known as "Amber Ridge." Of the $18.5 million in committed capital to the project, $16.9 million in principal draws have taken through quarter end. Through the end of the first nine months of 2022, 124 of the 187 units have been sold, and we have received $15.5 million in preferred interest and principal to date.
- Bryant Street is a mixed-use joint venture between the Company and MRP in Washington, DC consisting of four buildings, The Coda, The Chase 1A, The Chase 1B, and one commercial building 90% leased to an Alamo Draft House movie theater. At quarter end, the Coda was 96.10% leased and 94.81% occupied, The Chase 1B was 80.75% leased and 83.85% occupied, and The Chase 1A was 83.72% leased and 81.98% occupied. In total, at quarter end, Bryant Street's 487 residential units were 86.7% leased and 86.7% occupied. Its commercial space was 84.2% leased and 71.4% occupied at quarter end.
- Lease-up is now underway at The Verge. We have temporary certificates of occupancy for seven of the eleven floors. We expect the final certificate of occupancy in the fourth quarter. This is our third mixed use project in the Anacostia waterfront submarket in Washington, DC.
- .408 Jackson is our second joint venture project in Greenville and is currently under construction. This project is 98.62% complete and we expect to complete construction and begin leasing in fourth quarter of 2022.
- In September, the Company closed on the purchase of 170 acres in the North East, Maryland for $6.5 million. We are currently pursuing entitlements to begin construction on a 900,000 square-foot warehouse.
- In August, we invested $3.6 million for a minority interest in a joint venture with Woodfield Development to purchase 46 acres in Estero, FL. While the joint venture attempts to rezone the property, the Company will receive a preferred return of 8% with an option to roll its investment into equity in the vertical development or exit at that point.

Stabilized Joint Venture Segment Results

(dollars in thousands)	Three months ended September 30 2022	%	2021	%	Change	%
Lease revenue	$ 5,476	100.0%	5,204	100.0%	272	5.2%
Depreciation, depletion and amortization	2,306	42.1%	3,568	68.6%	(1,262)	-35.4%

Operating expenses	1,537	28.1%	1,408	27.0%	129	9.2%
Property taxes	557	10.2%	526	10.1%	31	5.9%
Management company indirect	103	1.9%	115	2.2%	(12)	-10.4%
Corporate expense	67	1.2%	82	1.6%	(15)	-18.3%
Cost of operations	4,570	83.5%	5,699	109.5%	(1,129)	-19.8%
Operating profit (loss)	$ 906	16.5%	(495)	-9.5%	1,401	-283.0%

Total revenues in this segment were $5,476,000, an increase of $272,000 versus $5,204,000 in the same period last year. The Maren's revenue was $2,608,000 and Dock 79 revenues increased $93,000. Total operating profit in this segment was $906,000 an increase of $1,401,000 versus an operating loss of $(495,000) in the same period last year. Pro-rata net operating income this quarter for this segment was $2,702,000, up $641,000 or 31.1% compared to the same quarter last year.

At the end of September, The Maren was 93.56% leased and 96.21% occupied. Average residential occupancy for the quarter was 96.85%, and 65.15% of expiring leases renewed with an average rent increase on renewals of 8.06%. The Maren is a joint venture between the Company and MRP, in which FRP Holdings, Inc. is the majority partner with 70.41% ownership.

Dock 79's average residential occupancy for the quarter was 94.93%, and at the end of the quarter, Dock 79's residential units were 94.43% leased and 96.72% occupied. This quarter, 53.97% of expiring leases renewed with an average rent increase on renewals of 6.09%. Dock 79 is a joint venture between the Company and MRP, in which FRP Holdings, Inc. is the majority partner with 66% ownership.

This quarter we achieved stabilization at our Riverside Joint Venture in Greenville South Carolina, meaning that the building had 90% occupancy for 90 days. The building is currently 95% leased with 92% occupancy. Riverside is a joint venture with Woodfield Development and the Company owns 40% of the venture.

Third quarter distributions from our CS1031 Hickory Creek DST investment were $110,000.

Nine Months Operational Highlights

- 40.0% increase in asset management revenue versus first nine months of last year
- Highest nine-month total of mining royalties revenue in segment's history, 8.07% increase in revenue over first nine months of 2021. $10.05 million in revenue over last twelve months.
- 32.10% increase in our pro-rata NOI ($17.97 million vs $13.60 million) compared to first nine months last year

Comparative Results of Operations for the Nine months ended September 30, 2022 and 2021

Consolidated Results

(dollars in thousands)

	Nine Months Ended September 30,			
	2022	**2021**	Change	%
Revenues:				
Lease Revenue	$ 19,850	$ 15,623	$ 4,227	27.1%
Mining lands lease revenue	7,779	7,198	581	8.1%
Total Revenues	27,629	22,821	4,808	21.1%
Cost of operations:				
Depreciation/Depletion/Amortization	8,510	9,627	(1,117)	-11.6%
Operating Expenses	5,316	3,792	1,524	40.2%
Property Taxes	3,103	2,764	339	12.3%

Management company indirect	2,545	2,137	408	19.1%
Corporate Expense	2,876	2,486	390	15.7%
Total cost of operations	22,350	20,806	1,544	7.4%
Total operating profit	5,279	2,015	3,264	162.0%
Net investment income	3,206	3,366	(160)	-4.8%
Interest Expense	(2,215)	(1,785)	(430)	24.1%
Equity in loss of joint ventures	(5,248)	(3,997)	(1,251)	31.3%
Gain on remeasurement of investment in real estate partnership	—	51,139	(51,139)	-100.0%
Gain on sale of real estate	874	805	69	8.6%
Income before income taxes	1,896	51,543	(49,647)	-96.3%
Provision for income taxes	526	10,500	(9,974)	-95.0%
Net income	1,370	41,043	(39,673)	-96.7%
Gain (loss) attributable to noncontrolling interest	(439)	12,236	(12,675)	-103.6%
Net income attributable to the Company	$ 1,809	$ 28,807	$ (26,998)	-93.7%

Net income attributable to the Company for the first nine months of 2022 was $1,809,000 or $.19 per share versus $28,807,000 or $3.07 per share in the same period last year. The first nine months of 2022 was impacted by the following items:

- The period includes $540,000 amortization expense compared to $3,241,000 in the same period last year of the $4,750,000 fair value of The Maren's leases-in-place established when we booked this asset as part of the gain on remeasurement upon consolidation of this Joint Venture.
- The period includes $874,000 gain on sales of excess property at Brooksville.
- Net investment income decreased $160,000 due to a $103,000 decrease in preferred interest from our joint ventures, a $208,000 decrease in interest from our lending ventures and a $151,000 increase for interest earned on cash equivalents.
- Equity in loss of Joint Ventures increased $1,251,000 primarily due to increased depreciation and amortization at our joint ventures due to buildings placed in service.

Net income for the first nine months of 2021 included a gain of $51.1 million on the remeasurement of investment in The Maren real estate partnership, which is included in Income before income taxes. This gain on remeasurement was mitigated by a $10.1 million provision for taxes and $14.0 million attributable to noncontrolling interest.

Asset Management Segment Results

	Nine months ended September 30					
(dollars in thousands)	2022	%	2021	%	Change	%
Lease revenue	$ 2,686	100.0%	1,919	100.0%	767	40.0%
Depreciation, depletion and amortization	683	25.4%	408	21.3%	275	67.4%
Operating expenses	441	16.4%	289	15.0%	152	52.6%
Property taxes	158	5.9%	117	6.1%	41	35.0%
Management company indirect	301	11.2%	577	30.1%	(276)	-47.8%
Corporate expense	496	18.5%	682	35.5%	(186)	-27.3%
Cost of operations	2,079	77.4%	2,073	108.0%	6	0.3%
Operating profit (loss)	$ 607	22.6%	(154)	-8.0%	761	-494.2%

Total revenues in this segment were $2,686,000, up $767,000 or 40.0%, over the same period last year. Operating profit was $607,000, up $761,000 from an operating loss of $(154,000) in the same period last year.

Mining Royalty Lands Segment Results

	Nine months ended September 30					
(dollars in thousands)	2022	%	2021	%	Change	%
Mining lands lease revenue	$ 7,779	100.0%	7,198	100.0%	581	8.1%
Depreciation, depletion and amortization	416	5.4%	161	2.2%	255	158.4%
Operating expenses	50	0.6%	34	0.5%	16	47.1%
Property taxes	203	2.6%	199	2.8%	4	2.0%
Management company indirect	346	4.4%	273	3.8%	73	26.7%
Corporate expense	325	4.2%	258	3.6%	67	26.0%
Cost of operations	1,340	17.2%	925	12.9%	415	44.9%
Operating profit	$ 6,439	82.8%	6,273	87.1%	166	2.6%

Total revenues in this segment were $7,779,000 versus $7,198,000 in the same period last year. Total operating profit in this segment was $6,439,000, an increase of $166,000 versus $6,273,000 in the same period last year. Royalties were negatively impacted by a $300,000 adjustment from overpayment on royalties between 2019-2021 for the property in Newberry, FL leased by Argos for the manufacture of cement products.

Development Segment Results

	Nine months ended September 30		
(dollars in thousands)	2022	2021	Change
Lease revenue	$ 1,203	1,169	34
Depreciation, depletion and amortization	139	159	(20)
Operating expenses	541	133	408
Property taxes	1,066	1,082	(16)
Management company indirect	1,621	996	625
Corporate expense	1,794	1,267	527
Cost of operations	5,161	3,637	1,524
Operating loss	$ (3,958)	(2,468)	(1,490)

Stabilized Joint Venture Segment Results

	Nine months ended September 30					
(dollars in thousands)	2022	%	2021	%	Change	%
Lease revenue	$ 15,961	100.0%	12,535	100.0%	3,426	27.3%
Depreciation, depletion and amortization	7,272	45.6%	8,899	71.0%	(1,627)	-18.3%
Operating expenses	4,284	26.9%	3,336	26.6%	948	28.4%
Property taxes	1,676	10.5%	1,366	11.0%	310	22.7%
Management company indirect	277	1.7%	291	2.3%	(14)	-4.8%
Corporate expense	261	1.6%	279	2.2%	(18)	-6.5%
Cost of operations	13,770	86.3%	14,171	113.1%	(401)	-2.8%
Operating profit (loss)	$ 2,191	13.7%	(1,636)	-13.1%	3,827	-233.9%

In March 2021, we reached stabilization on Phase II (The Maren) of the development known as RiverFront on the Anacostia in Washington, D.C. As such, as of March 31, 2021, the Company consolidated the assets (at current fair value based on appraisal), liabilities and operating results of the joint venture. Up through the first quarter of the prior year, accounting for The Maren was reflected in Equity in loss of joint ventures on the Consolidated Statements of Income. Starting April 1, 2021, all the revenue and expenses are accounted for in the same manner as Dock 79 in the stabilized joint venture segment.

Total revenues in this segment were $15,961,000, an increase of $3,426,000 versus $12,535,000 in the same period last year. The Maren's revenue was $7,474,000 and Dock 79 revenues increased $543,000. Total operating profit in this segment was $2,191,000, an increase of $3,827,000 versus an operating loss of $(1,636,000) in the same period last year. Pro-rata net operating income for this segment was $7,241,000, up $1,286,000 or 21.60% compared to the same period last year. All of these increases over the first nine months last year are primarily due to the Maren's consolidation into this segment in March 31, 2021.

The Maren's average residential occupancy for the first nine months of 2022 was 95.78%, and 61.31% of expiring leases renewed with an average rent increase on renewals of 7.23%. The Maren is a joint venture between the Company and MRP, in which FRP Holdings, Inc. is the majority partner with 70.41% ownership.

Dock 79's average residential occupancy for the first nine months of 2022 was 95.66%. Through the first nine months of the year, 64.83% of expiring leases renewed with a 5.79% increase on renewals. Dock 79 is a joint venture between the Company and MRP, in which FRP Holdings, Inc. is the majority partner with 66% ownership.

This quarter we achieved stabilization at our Riverside Joint Venture in Greenville South Carolina, meaning that the building had 90% occupancy for 90 days. The building's 200 residential units were 95% leased with 92% occupancy at quarter end. Riverside is a joint venture with Woodfield Development and the Company owns 40% of the venture.

Distributions from our CS1031 Hickory Creek DST investment were $281,000 for the first nine months of the year.

Liquidity and Capital Resources. The growth of the Company's businesses requires significant cash needs to acquire and develop land or operating buildings and to construct new buildings and tenant improvements. As of September 30, 2022, we had $144,783,000 of cash and cash equivalents. As of September 30, 2022, we had no debt borrowed under our $20 million Wells Fargo revolver, $506,000 outstanding under letters of credit and $19,494,000 available to borrow under the revolver. On March 19, 2021, the Company refinanced Dock 79 and The Maren projects pursuant to separate Loan Agreements and Deed of Trust Notes entered into with Teachers Insurance and Annuity Association of America, LLC. Dock 79 and The Maren borrowed principal sums of $92,070,000 and $88,000,000 respectively, in connection with the refinancing.

Cash Flows - The following table summarizes our cash flows from operating, investing and financing activities for each of the periods presented (in thousands of dollars):

	Nine months Ended September 30, 2022	2021
Total cash provided by (used for):		
Operating activities	$ 13,175	16,400
Investing activities	(28,209)	73,047
Financing activities	(1,704)	(475)
Increase (decrease) in cash and cash equivalents	$ (16,738)	88,972
Outstanding debt at the beginning of the period	178,409	89,964
Outstanding debt at the end of the period	178,520	178,371

Operating Activities - Net cash provided by operating activities for the nine months ended September 30, 2022 was $13,175,000 versus $16,400,000 in the same period last year. In the prior year the gain on remeasurement of investment in real estate partnership and related deferred income taxes were both non-cash adjustments to net income to arrive at net cash provided by operating activities.

At September 30, 2022, the Company was invested in U.S. Treasury notes valued at $137,852,000 maturing in late 2022 through 2024. The unrealized loss on these investments of $2,143,000 was recorded as part of comprehensive income and based on the market value (Level 1).

Investing Activities - Net cash used in investing activities for the nine months ended September 30, 2022 was $28,209,000 versus cash provided by investing activities of $73,047,000 in the same period last year. The $101 million decrease was primarily due to a $14.6 million increase in the purchase of property, a $10.8 million increase in investments in joint ventures due to the loan to our BC FRP Realty joint venture, $65.5 million decrease on maturities and sales of our corporate bond portfolio, a $6.8 million decrease on the return of our preferred equity financing with the prior year including interest of $16.1 million from The Maren, and the prior year including $3.7 million for cash on the books of The Maren upon consolidation.

Financing Activities – Net cash used in investing activities was $1,704,000 versus $475,000 in the same period last year primarily due to the prior year refinancing of Dock 79 for $1.4 million more net of debt issuance costs than the amount matured.

Credit Facilities - On February 6, 2019, the Company entered into a First Amendment to the 2015 Credit Agreement (the "Credit Agreement") with Wells Fargo Bank, N.A. (Wells Fargo"). The Credit Agreement modifies the Company's prior Credit Agreement with Wells Fargo, dated January 30, 2015. The Credit Agreement establishes a five-year revolving credit facility with a maximum facility amount of $20 million. The interest rate under the Credit Agreement will be a maximum of 1.50% over Daily 1-Month LIBOR, which may be reduced quarterly to 1.25% or 1.0% over Daily 1-Month LIBOR if the Company meets a specified ratio of consolidated total debt to consolidated total capital. A commitment fee of 0.25% per annum is payable quarterly on the unused portion of the commitment but the amount may be reduced to 0.20% or 0.15% if the Company meets a specified ratio of consolidated total debt to consolidated total capital. The credit agreement contains certain conditions and financial covenants, including a minimum tangible net worth and dividend restriction. As of September 30, 2022, these covenants would have limited our ability to pay dividends to a maximum of $246 million combined.

On March 19, 2021, the Company refinanced Dock 79 and The Maren projects pursuant to separate Loan Agreements and Deed of Trust Notes entered into with Teachers Insurance and Annuity Association of America, LLC. Dock 79 and The Maren borrowed principal sums of $92,070,000 and $88,000,000 respectively, in connection with the refinancing. The loans are separately secured by the Dock 79 and The Maren real property and improvements, bear a fixed interest rate of 3.03% per annum, and require monthly payments of interest only with the principal in full due April 1, 2033. Either loan may be prepaid subsequent to April 1, 2024, subject to yield maintenance premiums. Either loan may be transferred to a qualified buyer as part of a one-time sale subject to a 60% loan to value, minimum of 7.5% debt yield and a 0.75% transfer fee. Effective March 31, 2021, the Company consolidated the assets (at current fair value), liabilities and operating results of our Riverfront Investment Partners II, LLC partnership (The Maren) which was previously accounted for under the equity method. As such the full amount of our mortgage loan was recorded in the consolidated financial statements.

Cash Requirements – The Company currently expects its capital expenditures for the remainder of 2022 to include approximately $12.2 million for real estate including investments in joint ventures, which will be funded mostly out of cash and investments on hand, cash generated from operations and property sales, or borrowings under our credit facilities.

Impact of the COVID-19 Pandemic. We have continued operations throughout the pandemic and have made every effort to act in accordance with national, state, and local regulations and guidelines. During 2020, Dock 79 and The Maren most directly suffered the impacts to our business from the pandemic due to our retail tenants being unable to operate at capacity, the lack of attendance at the Washington Nationals baseball park and the rent freeze imposed by the District. In 2021, the Delta and Omicron variants of the virus impacted our businesses, but because of the vaccine and efforts to reopen the economy, while still affected, they were not impacted to the extent that they were in 2020. It is possible that this version of the virus and its succeeding variants may impact our ability to lease retail spaces in Washington, D.C. and Greenville. We expect our business to be affected by the pandemic for as long as government intervention and regulation is required to combat the threat.

Summary and Outlook. Royalty revenue for the quarter was up 9.85% versus the same period last year and revenue for the first nine months increased 8.07%. This is the highest nine-month revenue in the segment's history and the first time we have achieved $10 million in revenue in the segment over any twelve-month period. Despite a one-time, $300,000 negative adjustment for overpayment of royalties between 2019-2021 at our Newberry Cement property, we were able to achieve these increases primarily because of the additional royalties from our new mining royalty property in Astatula, FL.

This is just the second full quarter where we had the ability to raise rents on renewals in DC. This quarter, 65.15% of expiring leases at Maren renewed with an average increase on renewals of 8.06%, and 53.97% of expiring leases renewed at Dock 79 with an average increase of 6.09%. When we could not renew an existing residential lease, we saw a year-to-date increase in rent on those "trade outs" of 9.90% at the Maren and 11.50% at Dock 79. As noted previously, this quarter we added our Riverside JV to this segment when it stabilized in September. Subsequent to the end of the quarter, our Hickory Creek DST was sold and the Company received $8.83 million from the sale on an investment of $6 million. We are currently exploring opportunities for reinvesting these proceeds.

The Asset Management segment continues its strong performance through this quarter. All of our industrial assets are 100% leased, and our other two properties (our home office in Maryland and Vulcan's former Jacksonville office) remain essentially unchanged and fully leased). This segment's revenue for both this quarter and the first nine months are up 51% and 40% respectively due to the addition of and increased occupancy at our two most recent spec buildings at Hollander. We anticipate shell completion of our final building at Hollander by the end of 2022 and occupancy before the end of the first quarter of next year. This 101,750 square foot warehouse is a build-to-suit with a 10-year lease, which will positively impact revenue, operating profit, and NOI for some time.

This quarter saw the stabilization of Riverside, lease-up begin at The Verge, and meaningful growth across all segments in terms of revenue and NOI. Looking ahead, we have to achieve stabilization and pursue permanent financing for Bryant Street as well as complete construction on and begin lease-up at .408 Jackson. Inflation and rising interest rates are real but their long-term effect on our assets is still unclear. The beauty of our balance sheet is that it allows us to play offense and defense and the fact of the matter is, we will probably have to do a little of both. Fortunately, we can.

Non-GAAP Financial Measure.

To supplement the financial results presented in accordance with GAAP, FRP presents certain non-GAAP financial measures within the meaning of Regulation G promulgated by the Securities and Exchange Commission. We believe these non-GAAP measures provide useful information to our Board of Directors, management and investors regarding certain trends relating to our financial condition and results of operations. Our management uses these non-GAAP measures to compare our performance to that of prior periods for trend analyses, purposes of determining management incentive compensation and budgeting, forecasting and planning purposes. We provide Pro-rata net operating income (NOI) because we believe it assists investors and analysts in estimating our economic interest in our consolidated and unconsolidated partnerships, when read in conjunction with our reported results under GAAP. This measure is not, and should not be viewed as, a substitute for GAAP financial measures.

Pro-Rata Net Operating Income Reconciliation
Nine months ended 09/30/22 (in thousands)

	Asset Management Segment	Development Segment	Stabilized Joint Venture Segment	Mining Royalties Segment	Unallocated Corporate Expenses	FRP Holdings Totals
Net income (loss)	$ 443	(4,953)	(166)	5,311	735	1,370
Income tax allocation	164	(1,837)	101	1,969	129	526
Income (loss) before income taxes	607	(6,790)	(65)	7,280	864	1,896
Less:						
Unrealized rents	223	—	(62)	153	—	314
Gain on sale of real estate	—	—	—	874	—	874
Interest income	—	2,311	—	—	895	3,206
Plus:						
Equity in loss of joint ventures	—	5,143	72	33	—	5,248
Interest expense	—	—	2,184	—	31	2,215
Depreciation/amortization	683	139	7,272	416	—	8,510
Management company indirect	301	1,621	277	346	—	2,545
Allocated Corporate expenses	496	1,794	261	325	—	2,876
Net operating income (loss)	1,864	(404)	10,063	7,373	—	18,896
NOI of noncontrolling interest	—	—	(3,212)	—	—	(3,212)
Pro-rata NOI from unconsolidated joint ventures	—	1,896	390	—	—	2,286
Pro-rata net operating income	$ 1,864	1,492	7,241	7,373	—	17,970

Pro-Rata Net Operating Income Reconciliation
Nine months ended 09/30/21 (in thousands)

	Asset Management Segment	Development Segment	Stabilized Joint Venture Segment	Mining Royalties Segment	Unallocated Corporate Expenses	FRP Holdings Totals
Net income (loss)	$ (130)	(2,521)	37,874	5,159	661	41,043
Income tax allocation	(50)	(933)	9,506	1,913	64	10,500
Income (loss) before income taxes	(180)	(3,454)	47,380	7,072	725	51,543
Less:						
Gain on remeasurement of real estate investment	—	—	51,139	—	—	51,139
Gain on investment land sold	—	—	—	831	—	831
Unrealized rents	49	—	149	166	—	364
Interest income	—	2,608	—	—	758	3,366
Plus:						
Loss on sale of land	26	—	—	—	—	26
Equity in loss of joint ventures	—	3,594	371	32	—	3,997
Interest expense	—	—	1,752	—	33	1,785
Depreciation/amortization	408	159	8,899	161	—	9,627
Management company indirect	577	996	291	273	—	2,137
Allocated Corporate expenses	682	1,267	279	258	—	2,486
Net operating income (loss)	1,464	(46)	7,684	6,799	—	15,901
NOI of noncontrolling interest	—	—	(2,638)	—	—	(2,638)
Pro-rata NOI from unconsolidated joint ventures	—	(569)	909	—	—	340
Pro-rata net Operating Income (loss)	$ 1,464	(615)	5,955	6,799	—	13,603

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Interest Rate Risk - We are exposed to the impact of interest rate changes through our variable-rate borrowings under our Credit Agreement with Wells Fargo.

Under the Wells Fargo Credit Agreement, the applicable margin for borrowings at September 30, 2022 was Daily 1-Month LIBOR plus 1.0%. The applicable margin for such borrowings will be increased in the event that our debt to capitalization ratio as calculated under the Wells Fargo Credit Agreement Facility exceeds a target level.

The Company did not have any variable rate debt at September 30, 2022, so a sensitivity analysis was not performed to determine the impact of hypothetical changes in interest rates on the Company's results of operations and cash flows.

ITEM 4. CONTROLS AND PROCEDURES

CONCLUSION REGARDING THE EFFECTIVENESS OF DISCLOSURE CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow timely decisions regarding required disclosure.

The Company also maintains a system of internal accounting controls over financial reporting that are designed to provide reasonable assurance to the Company's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving the desired control objectives.

As of September 30, 2022, the Company, under the supervision and with the participation of the Company's management, including the CEO, CFO and CAO, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Company's CEO, CFO and CAO concluded that the Company's disclosure controls and procedures are effective in alerting them in a timely manner to material information required to be included in periodic SEC filings.

There have been no changes in the Company's internal controls over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2021, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. PURCHASES OF EQUITY SECURITIES BY THE ISSUER

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1 through July 31	—	$ —	—	$ 9,363,000
August 1 through August 31	—	$ —	—	$ 9,363,000
September 1 through September 30	—	$ —	—	$ 9,363,000
Total	—	$ —	—	

(1) On February 4, 2015, the Board of Directors authorized management to expend up to $5,000,000 to repurchase shares of the Company's common stock from time to time as opportunities arise. On December 5, 2018, the Board of Directors approved a $10,000,000 increase in the Company's stock repurchase authorization. On August 5, 2019, the Board of Directors approved a $10,000,000 increase in the Company's stock repurchase authorization. On May 6, 2020, the Board of Directors approved a $10,000,000 increase in the Company's stock repurchase authorization. On August 26, 2020, the Board of Directors approved a $10,000,000 increase in the Company's stock repurchase authorization.

Item 6. EXHIBITS

(a) Exhibits. The response to this item is submitted as a separate Section entitled "Exhibit Index", on page 39.

SIGNATURES

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

FRP Holdings, Inc.

Date: November 14, 2022

By JOHN D. BAKER II
John D. Baker II
Chief Executive Officer
(Principal Executive Officer)

By JOHN D. BAKER III
John D. Baker III.
Treasurer and Chief Financial Officer
(Principal Financial Officer)

By JOHN D. KLOPFENSTEIN
John D. Klopfenstein
Controller and Chief Accounting
Officer (Principal Accounting Officer)

FRP HOLDINGS, INC.
FORM 10-Q FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2022
EXHIBIT INDEX

(31)(a)	Certification of John D. Baker II.
(31)(b)	Certification of John D. Baker III.
(31)(c)	Certification of John D. Klopfenstein.
(32)	Certification of Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer under Section 906 of the Sarbanes-Oxley Act of 2002.
101.XSD	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104.	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

CERTIFICATIONS Exhibit 31(a)

I, John D. Baker II, certify that:

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

Date: November 14, 2022

/s/ John D. Baker II
Chief Executive Officer

CERTIFICATIONS Exhibit 31(b)

I, John D. Baker III, certify that:

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

Date: November 14, 2022

/s/ John D. Baker III
Treasurer and Chief Financial Officer

CERTIFICATIONS Exhibit 31(c)

I, John D. Klopfenstein, certify that:

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

Date: November 14, 2022

/s/ John D. Klopfenstein
Controller and Chief Accounting Officer

Exhibit 32

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of FRP Holdings, Inc.

FRP Holdings, Inc.

Date: November 14, 2022

By /s/JOHN D. BAKER II
John D. Baker II
Chief Executive Officer
(Principal Executive Officer)

By /s/JOHN D. BAKER III
John D. Baker III
Treasurer and Chief Financial Officer
(Principal Financial Officer)

By /s/JOHN D. KLOPFENSTEIN
John D. Klopfenstein
Controller and Chief Accounting
Officer (Principal Accounting Officer)

A signed original of this written statement required by Section 906 has been provided to FRP Holdings, Inc. and will be retained by FRP Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification accompanies the issuer's Quarterly report on Form 10-Q and is not filed as provided in SEC Release Nos. 33-8212, 34-4751 and IC-25967, dated June 30, 2003.