

HG PALETTE RIVERBEND, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510

HGGP CAPITAL XIV, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510

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HG PALETTE RIVERBEND, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510
757-640-0800

HGGP CAPITAL XIV, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510

DEAR PARTNER:

ATTACHED IS YOUR COPY OF THE 2022 PARTNERSHIP FORM 1065 SCHEDULE K-1 AND SCHEDULE K-3. THESE SCHEDULES SUMMARIZE YOUR INFORMATION FROM THE PARTNERSHIP. THIS INFORMATION HAS BEEN PROVIDED TO THE INTERNAL REVENUE SERVICE WITH THE U.S. PARTNERSHIP RETURN OF INCOME, FORM 1065 AND SCHEDULE K-2. THE INFORMATION PROVIDED ON THESE SCHEDULES SHOULD BE ENTERED ON YOUR TAX RETURN, IN ACCORDANCE WITH THE INSTRUCTIONS FOR THE SCHEDULES K-1 AND K-3.

SCHEDULE K-3 COVERS A NUMBER OF TOPICS, SOME OF WHICH ARE RELEVANT TO INVESTORS OF THIS PARTNERSHIP AND SOME OF WHICH ARE NOT. TO THE EXTENT ANY SECTIONS OF THE SCHEDULE K-3 WERE DEEMED NOT APPLICABLE TO THE PARTNERS OF THIS PARTNERSHIP, THOSE PAGES OF THE FORM WERE EXCLUDED FROM YOUR INVESTOR PACKAGE.

THE FOOTNOTES AND STATEMENTS PROVIDE DISCLOSURES REQUIRED BY IRS REGULATIONS. THE TAX POSITIONS TAKEN BY THE PARTNERSHIP SHOULD NOT BE CONSTRUED AS TAX ADVICE. CONSULT YOUR TAX ACCOUNTANT REGARDING THESE STATEMENTS AND PROVIDE A COPY OF THESE SCHEDULES TO YOUR TAX RETURN PREPARER WITH YOUR OTHER TAX INFORMATION.

PLEASE REVIEW THIS DOCUMENT CAREFULLY. IF YOU BELIEVE CORRECTIONS ARE REQUIRED, PLEASE CONTACT US NO LATER THAN MAY 15, 2023.

FOR QUESTIONS REGARDING THIS TAX DOCUMENT, PLEASE REFERENCE THE FREQUENTLY ASKED QUESTIONS (FAQ) ON THE INVESTOR PORTAL. TO ACCESS THE INVESTOR PORTAL, GO TO WWW.HARBORGROUPLNT.COM, CLICK ON "INVESTORS". IF YOU NEED ASSISTANCE TO ACTIVATE OR LOG IN TO YOUR PORTAL ACCOUNT, OR NEED CORRECTIONS TO YOUR K-1, PLEASE CONTACT:

IN THE U.S.:
STEVEN HEATHERLY
(757) 333-4985
SHEATHERLY@HARBORG.COM

IN ISRAEL:
LAUREN NOAH
(03) 753-8400
LNOAH@HARBORG.COM

WE THANK YOU FOR THE OPPORTUNITY TO SERVE YOU.

VERY TRULY YOURS,

HG PALETTE RIVERBEND, LP

**Schedule K-1
(Form 1065)**Department of the Treasury
Internal Revenue Service**2022**

For calendar year 2022, or tax year

☐ Final K-1☐ Amended K-1

OMB No. 1545-0123

**Partner's Share of Income, Deductions,
Credits, etc.**

See separate instructions.

Part I Information About the Partnership**A** Partnership's employer identification number

84-3239542

B Partnership's name, address, city, state, and ZIP codeHG PALETTE RIVERBEND, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510**C** IRS center where partnership filed return:

E-FILE

D ☐ Check if this is a publicly traded partnership (PTP)**Part II Information About the Partner****E** Partner's SSN or TIN (Do not use TIN of a disregarded entity. See instructions.)

36-4942254

F Name, address, city, state, and ZIP code for partner entered in E. See instructions.HGGP CAPITAL XIV, LP
999 WATERSIDE DRIVE, SUITE 2300
NORFOLK, VA 23510**G** ☒ General partner or LLC
member-manager☐ Limited partner or other LLC
member**H1** ☒ Domestic partner☐ Foreign partner**H2** ☒ If the partner is a disregarded entity (DE), enter the partner's:

TIN 36-4942254 Name PALETTE RIVERBEND HOLD

I1 What type of entity is this partner? **PARTNERSHIP****I2** If this partner is a retirement plan (IRA/SEP/Keogh/etc.), check here ☐**J** Partner's share of profit, loss, and capital:

	Beginning	Ending
Profit	0.0000000 %	0.0000000 %
Loss	0.0000000 %	0.0000000 %
Capital	0.0000000 %	0.0000000 %

Check if decrease is due to sale or exchange of partnership interest ☐**K** Partner's share of liabilities:

	Beginning	Ending
Nonrecourse	\$	\$
Qualified nonrecourse financing	\$ 0.	\$ 0.
Recourse	\$ 0.	\$ 0.

Check this box if Item K includes liability amounts from lower-tier partnerships ☒**L Partner's Capital Account Analysis**

Beginning capital account	\$
Capital contributed during the year	\$
Current year net income (loss)	\$
Other increase (decrease) (attach explanation)	\$
Withdrawals and distributions	\$()
Ending capital account	\$ 0.

M Did the partner contribute property with a built-in gain (loss)?☐ Yes ☒ No If "Yes," attach statement. See instructions.**N Partner's Share of Net Unrecognized Section 704(c) Gain or (Loss)**

Beginning	\$
Ending	\$

**Part III Partner's Share of Current Year Income,
Deductions, Credits, and Other Items**

1 Ordinary business income (loss)	14 Self-employment earnings (loss)
0.	A 0.
2 Net rental real estate income (loss)	15 Credits
3 Other net rental income (loss)	
4a Guaranteed payments for services	16 Schedule K-3 is attached if checked <input checked="" type="checkbox"/>
4b Guaranteed payments for capital	17 Alternative min tax (AMT) items
4c Total guaranteed payments	
5 Interest income	18 Tax-exempt income and nondeductible expenses
6a Ordinary dividends	
6b Qualified dividends	19 Distributions
6c Dividend equivalents	
7 Royalties	20 Other information
8 Net short-term capital gain (loss)	
9a Net long-term capital gain (loss)	
9b Collectibles (28%) gain (loss)	
9c Unrecaptured section 1250 gain	
10 Net section 1231 gain (loss)	
11 Other income (loss)	
12 Section 179 deduction	21 Foreign taxes paid or accrued
13 Other deductions	
22 <input type="checkbox"/> More than one activity for at-risk purposes*	
23 <input type="checkbox"/> More than one activity for passive activity purposes*	

*See attached statement for additional information.

For IRS Use Only

SCHEDULE K-1

FOOTNOTES

PARTNER FOOTNOTES FOR SECTION 199(A)

PURSUANT TO FINALIZED REGULATION SECTION 1.199A-1 THE PARTNERSHIP IS CONSIDERED A RELEVANT PASSTHROUGH ENTITY ("RPE") AND IS REQUIRED TO DETERMINE AND REPORT CERTAIN INFORMATION ATTRIBUTABLE TO ANY TRADES OR BUSINESSES IN WHICH IT IS DIRECTLY OR INDIRECTLY ENGAGED. WITH RESPECT TO EACH TRADE OR BUSINESS IN WHICH THE PARTNERSHIP IS DIRECTLY ENGAGED, THE FOLLOWING INFORMATION IS BEING REPORTED TO YOU:

1. CLASSIFICATION AS A QUALIFIED TRADE OR BUSINESS ("QTB") OR A SPECIFIED SERVICE TRADE OR BUSINESS ("SSTB")
2. YOUR ALLOCABLE SHARE OF QUALIFIED ITEMS OF INCOME, GAIN, DEDUCTION AND LOSS ("QUALIFIED BUSINESS INCOME" OR "QBI")
3. YOUR ALLOCABLE SHARE OF W-2 WAGES
4. YOUR ALLOCABLE SHARE OF UNADJUSTED BASIS IMMEDIATELY

AFTER ACQUISITION ("UBIA") OF QUALIFIED PROPERTY TO THE EXTENT THE PARTNERSHIP HAS AGGREGATED ANY TRADES OR BUSINESSES, THE INFORMATION RELATED TO THAT AGGREGATION HAS BEEN REPORTED TO YOU ON AN ATTACHMENT TO YOUR SCHEDULE K-1. THE AMOUNTS REPORTED ON LINE 20Z FOR EACH TRADE OR BUSINESS DO NOT INCLUDE SECTION 1231 GAINS OR LOSSES. THE TREATMENT OF SECTION 1231 GAINS OR LOSSES FOR PURPOSES OF SECTION 199A IS MADE BY THE INDIVIDUAL, TRUST, OR ESTATE CLAIMING THE SECTION 199A DEDUCTION. THEREFORE, SECTION 1231 GAINS OR LOSSES HAVE BEEN SEPARATELY PROVIDED.

YOUR TOTAL ALLOCABLE SHARE OF 199A RENTAL INCOME (LOSS) IS:	0.
YOUR TOTAL ALLOCABLE SHARE OF 1231 GAIN (LOSS) IS:	0.
YOUR TOTAL ALLOCABLE SHARE OF REIT DIVIDENDS IS:	0.
YOUR TOTAL ALLOCABLE SHARE OF THE UNADJUSTED BASIS OF ASSETS IS:	0.

PLEASE CONSULT YOUR TAX ADVISOR.

PARTNER FOOTNOTES FOR SECTION 163(J)

THE PARTNERSHIP HAS ELECTED UNDER SECTION 163(J)(7)(B) TO TREAT THE FOLLOWING REAL PROPERTY TRADE(S) OR BUSINESS(ES) AS AN "ELECTING REAL PROPERTY TRADE OR BUSINESS" AND THEREFORE, TO THE EXTENT INTEREST EXPENSE IS PROPERLY ALLOCABLE TO THE ELECTING REAL PROPERTY TRADE(S) OR BUSINESS(ES), SUCH INTEREST IS NOT SUBJECT TO THE INTEREST LIMITATION RULES OF SECTION 163(J). A PARTNER'S SECTION 163(J) ITEMS FROM SUCH PARTNERSHIP (I.E., BUSINESS INTEREST EXPENSE, BUSINESS INTEREST INCOME, AND ITEMS OF ADJUSTED TAXABLE INCOME) ARE EXCLUDED FROM THE PARTNER'S SECTION 163(J) DEDUCTION CALCULATION.
PLEASE CONSULT YOUR TAX ADVISOR.

UNRELATED BUSINESS TAXABLE INCOME

PARTNERSHIP INCOME (LOSS) AND GAIN (LOSS) ARE UNRELATED DEBT FINANCED INCOME(UDFI) UNDER SECTION 514(A). FOR TAX EXEMPT PARTNERS, YOUR SHARE OF THE INCOME AND EXPENSES REPORTED TO YOU ON SCHEDULE K-1 THAT IS CONSIDERED UNRELATED BUSINESS TAXABLE INCOME IS:

NET RENTAL REAL ESTATE INCOME (LOSS)	0.
NET SECTION 1231 GAIN (LOSS)	0.
UNRECAPTURED SECTION 1250 GAIN	0.
LINE 13V OTHER DEDUCTIONS - 743(B) ADJUSTMENT	0.

STATE K-1S

ALL PARTNERSHIP ACTIVITY IS FROM MA AND MD SOURCES.
THE FOLLOWING STATE IS ATTACHED TO YOUR K-1 IN ACCORDANCE WITH THE FILING REQUIREMENTS OF THIS JURISDICTION:

NY, VA

DURING THE YEAR THE PARTNERSHIP DID NOT CONDUCT BUSINESS NOR DERIVE INCOME FROM THIS STATE. IF YOU ARE NOT A RESIDENT OF THIS STATE YOU MAY NOT BE REQUIRED TO FILE A RETURN IN THIS JURISDICTION SOLELY BASED OFF OF THE INFORMATION OF THE PARTNERSHIP.

PLEASE CONSULT YOUR TAX ADVISOR.

THE AMOUNT REPORTED AS YOUR TAX BASIS CAPITAL ACCOUNT IS NOT INTENDED TO REPRESENT YOUR OUTSIDE TAX BASIS IN YOUR PARTNERSHIP INTEREST. PLEASE CONSULT YOUR TAX ADVISOR.

YOUR ALLOCABLE SHARE OF CURRENT TAX DEPRECIATION EXPENSE IS: 0.

YOUR ALLOCABLE SHARE OF INTEREST INCOME IS AS FOLLOWS:

PORTFOLIO INTEREST:	0.
OTHER INTEREST INCOME:	0.
TOTAL INTEREST INCOME:	0.

List of Codes and References Used in Schedule K-1 (Form 1065)

Box Number / Item		Where to report or where to find further reporting information. Page numbers refer to these instructions.
1. Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows.		
	Passive loss	See page 8
	Passive income	Schedule E (Form 1040), line 28, column (h)
	Nonpassive loss	See page 8
	Nonpassive income	Schedule E (Form 1040), line 28, column (k)
2. Net rental real estate income (loss)		See page 8
3. Other net rental income (loss)		
	Net income	Schedule E (Form 1040), line 28, column (h)
	Net loss	See Instructions for Form 8582
4a. Guaranteed payment services		See Instructions for Schedule E (Form 1040)
4b. Guaranteed payment capital		See Instructions for Schedule E (Form 1040)
4c. Guaranteed payment total		See page 8
5. Interest income		Form 1040 or 1040-SR, line 2b
6a. Ordinary dividends		Form 1040 or 1040-SR, line 3b
6b. Qualified dividends		Form 1040 or 1040-SR, line 3a
6c. Dividend equivalents		See page 9
7. Royalties		Schedule E (Form 1040), line 4
8. Net short-term capital gain (loss)		Schedule D (Form 1040), line 5
9a. Net long-term capital gain (loss)		Schedule D (Form 1040), line 12
9b. Collectibles (28%) gain (loss)		28% Rate Gain Worksheet, line 4 (Schedule D instructions)
9c. Unrecaptured section 1250 gain		See page 9
10. Net section 1231 gain (loss)		See page 9
11. Other income (loss)		
	Code A. Other portfolio income (loss)	See page 9
	Code B. Involuntary conversions	See page 9
	Code C. Section 1256 contracts & straddles	Form 6781, line 1
	Code D. Mining exploration costs recapture	See Pub. 535
	Code E. Cancellation of debt	See page 10
	Code F. Section 743(b) positive adjustments	See page 10
	Code G. Reserved for future use	
	Code H. Section 951(a) income inclusions	See page 10
	Code I. Other income (loss)	See page 10
12. Section 179 deduction		See page 11
13. Other deductions		
	Code A. Cash contributions (60%)	See page 11
	Code B. Cash contributions (30%)	See page 11
	Code C. Noncash contributions (50%)	See page 11
	Code D. Noncash contributions (30%)	See page 12
	Code E. Capital gain property to a 50% organization (30%)	See page 12
	Code F. Capital gain property (20%)	See page 12
	Code G. Contributions (100%)	See page 12
	Code H. Investment interest expense	Form 4952, line 1
	Code I. Deductions - royalty income	Schedule E (Form 1040), line 19
	Code J. Section 59(e)(2) expenditures	See page 12
	Code K. Excess business interest expense	See page 12
	Code L. Deductions - portfolio income (other)	Schedule A (Form 1040), line 16
	Code M. Amounts paid for medical insurance	Schedule A (Form 1040), line 1; or Schedule 1 (Form 1040), line 17
	Code N. Educational assistance benefits	See page 12
	Code O. Dependent care benefits	Form 2441, line 12
	Code P. Preproductive period expenses	See page 12
	Code Q. Reserved for future use	
	Code R. Pensions and IRAs	See page 12
	Code S. Reforestation expense deduction	See page 13
	Codes T through U. Reserved for future use	
	Code V. Section 743(b) negative adjustments	See page 13
	Code W. Other deductions	See page 13
14. Self-employment earnings (loss)		
	Note. If you have a section 179 deduction or any partner-level deductions, see page 13 before completing Schedule SE (Form 1040).	
	Code A. Net earnings (loss) from self-employment	Schedule SE (Form 1040)
	Code B. Gross farming or fishing income	See page 13

Box Number / Item		Where to report or where to find further reporting information. Page numbers refer to these instructions.
15. Credits		
	Code A. Reserved for future use	
	Code B. Reserved for future use	
	Code C. Low-income housing credit (section 42(j)(5)) from post-2007 buildings	See page 13
	Code D. Low-income housing credit (other) from post-2007 buildings	See page 13
	Code E. Qualified rehabilitation expenditures (rental real estate)	See page 14
	Code F. Other rental real estate credits	See page 14
	Code G. Other rental credits	See page 14
	Code H. Undistributed capital gains credit	Schedule 3 (Form 1040), line 13a
	Code I. Biofuel producer credit	See page 14
	Code J. Work opportunity credit	See page 14
	Code K. Disabled access credit	See page 14
	Code L. Empowerment zone employment credit	See page 14
	Code M. Credit for increasing research activities	See page 14
	Code N. Credit for employer social security and Medicare taxes	See page 14
	Code O. Backup withholding	See page 14
	Code P. Other credits	See page 14
17. Alternative minimum tax (AMT) items		
	Code A. Post-1986 depreciation adjustment	See Instructions for Form 6251
	Code B. Adjusted gain or loss	See Instructions for Form 6251
	Code C. Depletion (other than oil & gas)	See Instructions for Form 6251
	Code D. Oil, gas, and geothermal - gross income	See Instructions for Form 6251
	Code E. Oil, gas, and geothermal - deductions	See Instructions for Form 6251
	Code F. Other AMT items	See Instructions for Form 6251
18. Tax-exempt income and nondeductible expenses		
	Code A. Tax-exempt interest income	Form 1040 or 1040-SR, line 2a
	Code B. Other tax-exempt income	See page 15
	Code C. Nondeductible expenses	See page 15
19. Distributions		
	Code A. Cash and marketable securities	See page 15
	Code B. Distribution subject to section 737	See page 15
	Code C. Other property	See page 15
20. Other information		
	Code A. Investment income	Form 4952, line 4a
	Code B. Investment expenses	Form 4952, line 5
	Code C. Fuel tax credit information	Form 4136
	Code D. Qualified rehabilitation expenditures (other than rental real estate)	See page 16
	Code E. Basis of energy property	See page 16
	Code F. Recapture of low-income housing credit for section 42(j)(5) partnerships	See page 16
	Code G. Recapture of low-income housing credit for other partnerships	See page 16
	Code H. Recapture of investment credit	See Form 4255
	Code I. Recapture of other credits	See page 16
	Code J. Look-back interest-completed long-term contracts	See Form 8697
	Code K. Look-back interest-income forecast method	See Form 8866
	Code L. Dispositions of property with section 179 deductions	See page 16
	Code M. Recapture of section 179 deduction	See page 16
	Code N. Business interest expense (information item)	See page 16
	Code O. Section 453(l)(3) information	Schedule 2 (Form 1040), line 14
	Code P. Section 453A(c) information	Schedule 2 (Form 1040), line 15
	Code Q. Section 1260(b) information	Schedule 2 (Form 1040), line 17z
	Code R. Interest allocable to production expenditures	See Regulations sections 1.263A-8 through -15
	Code S. Capital construction fund (CCF) nonqualified withdrawals	Schedule 2 (Form 1040), line 17z
	Code T. Depletion deduction	See Pub. 535
	Code U. Section 743(b) basis adjustment	See page 17
	Code V. Unrelated business taxable income	See page 17
	Code W. Precontribution gain (loss)	Form 8949 and/or Schedule D (Form 1040); or Form 4797
	Code X. Reserved for future use	
	Code Y. Net investment income	See Instructions for Form 8960

Box Number / Item		Where to report or where to find further reporting information. Page numbers refer to these instructions.
	Code Z. Section 199A information	Form 8995 or Form 8995-A
	Code AA. Section 704(c) information	See page 18
	Code AB. Section 751 gain (loss)	See page 18
	Code AC. Section 1(h)(5) gain (loss)	See page 18
	Code AD. Deemed section 1250 unrecaptured gain	See page 18
	Code AE. Excess taxable income	See Instructions for Form 8990
	Code AF. Excess business interest income	See page 18
	Code AG. Gross receipts for section 448(c)	See page 18
	Code AH. Other information	See page 18
21.	Foreign taxes paid or accrued	See page 19

**Schedule K-3
(Form 1065)**

Department of the Treasury
Internal Revenue Service

☐ Final K-3 ☐ Amended K-3

**Partner's Share of Income, Deductions,
Credits, etc.-International**

OMB No. 1545-0123

2022

For calendar year 2022, or tax year beginning _____, ending _____
See separate instructions.

Information About the Partnership	Information About the Partner																																										
A Partnership's employer identification number (EIN) 84-3239542	C Partner's SSN or Taxpayer Identification Number (TIN) (Do not use TIN of a disregarded entity. See instructions.) 36-4942254																																										
B Partnership's name, address, city, state, and ZIP code HG PALETTE RIVERBEND, LP 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510	D Name, address, city, state, and ZIP code for partner entered in C. See instr. HGGP CAPITAL XIV, LP 999 WATERSIDE DRIVE, SUITE 2300 NORFOLK, VA 23510																																										
E Check to indicate the parts of Schedule K-3 that apply.																																											
1 Does Part I apply? If "Yes," complete and attach Part I 2 Does Part II apply? If "Yes," complete and attach Part II 3 Does Part III apply? If "Yes," complete and attach Part III 4 Does Part IV apply? If "Yes," complete and attach Part IV 5 Does Part V apply? If "Yes," complete and attach Part V 6 Does Part VI apply? If "Yes," complete and attach Part VI 7 Does Part VII apply? If "Yes," complete and attach Part VII 8 Does Part VIII apply? If "Yes," complete and attach Part VIII 9 Does Part IX apply? If "Yes," complete and attach Part IX 10 Does Part X apply? If "Yes," complete and attach Part X 11 Does Part XI apply? If "Yes," complete and attach Part XI 12 Reserved for future use 13 Does Part XIII apply? If "Yes," complete and attach Part XIII	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;"></th> <th style="width: 10%;">Yes</th> <th style="width: 10%;">No</th> </tr> </thead> <tbody> <tr><td>1</td><td></td><td>X</td></tr> <tr><td>2</td><td></td><td>X</td></tr> <tr><td>3</td><td></td><td>X</td></tr> <tr><td>4</td><td></td><td>X</td></tr> <tr><td>5</td><td></td><td>X</td></tr> <tr><td>6</td><td></td><td>X</td></tr> <tr><td>7</td><td></td><td>X</td></tr> <tr><td>8</td><td></td><td>X</td></tr> <tr><td>9</td><td></td><td>X</td></tr> <tr><td>10</td><td></td><td>X</td></tr> <tr><td>11</td><td></td><td>X</td></tr> <tr><td>12</td><td></td><td></td></tr> <tr><td>13</td><td></td><td>X</td></tr> </tbody> </table>		Yes	No	1		X	2		X	3		X	4		X	5		X	6		X	7		X	8		X	9		X	10		X	11		X	12			13		X
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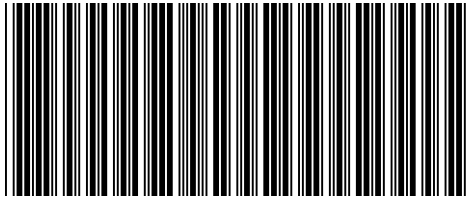
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For Paperwork Reduction Act Notice, see the Instructions for Form 1065.

www.irs.gov/Form1065

Schedule K-3 (Form 1065) 2022

LHA



2022 Schedule 3K-1

MA223K1011019

Partner's Massachusetts Information

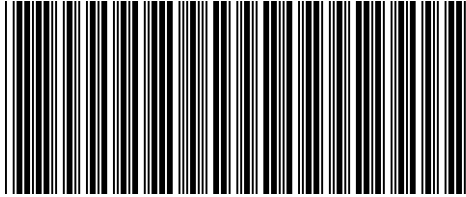
Year beginning 01012022 Ending 12312022

HGGP CAPITAL XIV, LP 36 4942254
999 WATERSIDE DRIVE, SUI NORFOLK VA 23510
HG PALETTE RIVERBEND, LP 84 3239542
999 WATERSIDE DRIVE, SUI NORFOLK VA 23510

- A. Type of partner Individual resident Individual nonresident Resident trust or estate Nonresident trust or estate
S corporation ☒ Partnership/other PTE IRA Corporation Ch 62 exempt org Ch 63 exempt org
- A1. Fill in if partner is a nonresident of Massachusetts ☒
- A2. Disregarded entity
- B1. Type of partner ☒ General partner or LLC member-manager Status of DE partner: Domestic Foreign
Limited partner or other member
- B2. Indicate partner status ☒ Domestic partner Foreign partner
- C. Type of form submission Final Amended return
- D. Fill in if there was a sale, transfer or liquidation of any part of this partnership interest during the tax year
- E. Fill in if the partnership participated in one or more installment sales transactions
If Yes, indicate whether information has been communicated to the partner to calculate an addition to Massachusetts tax under M.G.L., ch. 62C, sec. 32A based on the following Internal Revenue Code (IRC) provisions (check all that apply) IRC 453A IRC 453(1)(2)(B)
- F. Fill in if partner contributed property with built-in gain (loss) If filled in provide partner's share of net unrecognized IRC §704(c) gain (loss):
Beginning: Ending:

Partner's Distributive Share

- | | |
|---|----|
| 1. Massachusetts ordinary income or loss | 1 |
| 2. Guaranteed payments to partners (deductible and capitalized) | 2 |
| 3. Separately stated deductions | 3 |
| 4. Combine lines 1 through 3 | 4 |
| 5a. Taxes due to another jurisdiction | 5a |
| 5b. Total other credits (from "Credit Section") | 5b |
| 6. Credit recapture | 6 |
| 7. Net income or loss from rental real estate activity | 7 |
| 8. Net income or loss from other rental activity | 8 |
| 9. Interest from U.S. obligations | 9 |
| 10. Interest (5.0%) from Massachusetts banks | 10 |
| 11. Other interest and dividend income | 11 |
| 12. Non-Massachusetts state and municipal bond interest | 12 |
| 13. Royalty income | 13 |



2022 Schedule 3K-1, pg. 2
MA223K1021019

Partner's Massachusetts Information
36 4942254

14. Short-term capital gains	14
15. Short-term capital losses	15
16. Gain on the sale, exchange or involuntary conversion of property used in a trade or business held for one year or less	16
17. Loss on the sale, exchange, or involuntary conversion of property used in a trade or business held for one year or less	17
18. Long-term capital gain or loss	18
19. Net gain or loss under Section 1231	19
20. Long-term gains on collectibles and pre-1996 installment sales	20
21. Differences and adjustments	21

Corporate Partner Information

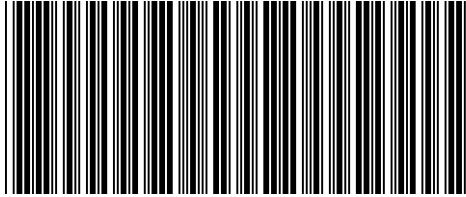
22. State and municipal bond interest not included in U.S. net income	22
23. Foreign, state or local income, franchise, excise or capital stock taxes deducted from U.S. net income	23
24. Other adjustments, if any	24

Reconciliation of Partner's Capital Account

25. Balance at the beginning of the year	25
26. Massachusetts net income for the year	26
27. Entire net income for the year	27
28. Capital contributions	28
29. Withdrawals	29
30. Balance at end of year	30

Partner's Share of Profit, Loss and Capital

31. Percentage of profit	Beginning	0.000000	Ending	0.000000
32. Percentage of loss	Beginning	0.000000	Ending	0.000000
33. Percentage of capital	Beginning	0.000000	Ending	0.000000
34. Non-recourse liabilities			Ending	
35. Qualified non-recourse financing			Ending	
36. Recourse liabilities			Ending	



2022 Schedule 3K-1, pg. 3
MA223K1031019

Partner's Massachusetts Information
36 4942254

Pass-through Entity Payment and Credit Information

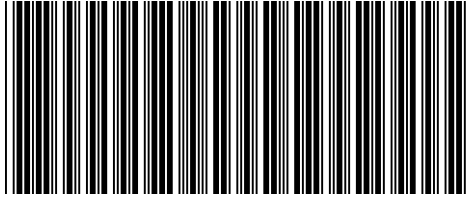
	Declaration election code	Withholding	Composite	Member self-file	Exempt PTE	Insurance company
	Non-profit	Exempt corporate limited partner				
37.	Withholding amount					37
38.	Payments made in a composite filing					38
39.	Credit for amounts withheld by lower-tier entity(ies)					39
	Payer ID number					
40.	Payments made with a composite filing by lower-tier entity(ies)					40

Partner's Share of Chapter 63D Refundable Credit

Reporting of aggregate entity information: The electing pass-through entity should report its total qualified income as an aggregate amount derived from all resident or nonresident partners having qualified taxable income subject to the MGL ch 63D entity-level tax. See instructions.

If the partner is a trust, fill in if the trust is a pass-through entity

41.	Total qualified income subject to 5.0% entity-level tax					
a.	Total of ordinary income or loss, interest, and dividend income					41a
b.	Net gain or loss from the sale of capital assets					41b
c.	Total income subject to 5% entity-level tax					41c
d.	100% of entity-level tax reported and paid by pass-through entity					41d
e.	Partner's refundable credit					41e



2022 Schedule 3K-1, pg. 4
MA223K1041019

Partner's Massachusetts Information
36 4942254

Credit Section

Lead Paint Credit
Economic Opportunity Area Credit
Economic Development Incentive Program Credit
Brownfields Credit
Low-Income Housing Credit
Historic Rehabilitation Credit
Film Incentive Credit
Medical Device Credit
Ch 63D Refundable Credit
Employer Wellness Program Credit
Farming and Fisheries Credit
Certified Housing Development Credit
Life Sciences Credit
Veterans Hire Credit
Low Income Housing Donation Credit
Refundable Film Credit
Refundable Dairy Credit
Refundable Conservation Credit
Refundable Community Investment Credit
Angel Investor Credit
Apprentice Credit
Vacant Store Front Credit
Cranberry Bog Credit

Total credits



OR FISCAL YEAR BEGINNING _____ 2022, ENDING _____

INFORMATION ABOUT THE PASS-THROUGH ENTITY (PTE)

HG PALETTE RIVERBEND LP		843239542	
PTE Name		PTE FEIN	
999 WATERSIDE DRIVE SUITE 230	NORFOLK	VA	23510
Street Address	City	State	ZIP Code +4

INFORMATION ABOUT THE MEMBER

12	HGGP CAPITAL XIV LP	364942254
Member Number	Member Name	Member's SSN/FEIN
999 WATERSIDE DRIVE SUITE 230	NORFOLK	VA 23510
Street Address	City	State ZIP Code +4
Resident? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Distributive or Pro Rata Share Percentage 0.000000 %

A. Member's Income

1. Distributive or pro rata share of income from federal Schedule K-1	1.	_____	.00
2. Distributive or pro rata share allocable to Maryland (Nonresidents/Residents)	2.	_____	.00

B. Additions

1. Non-Maryland municipal interest and dividends	1.	_____	.00
2. Tax preference items	2.	_____	.00
3. Net decoupling modification	3.	_____	.00
4. Net decoupling modification from another PTE	4.	_____	.00
5. Other additions (Specify additions with amounts in part G of this form.)	5.	_____	.00

C. Subtractions

1. Income from U.S. obligations	1.	_____	.00
2. Work opportunity credit salary expense	2.	_____	.00
3. Net decoupling modification	3.	_____	.00
4. Net decoupling modification from another PTE	4.	_____	.00
5. Other subtractions (Specify subtractions with amounts in part G of this form.)	5.	_____	.00

D. Nonresident/Resident Tax - Enter the member's distributive or pro rata share

1. Nonresident tax paid on member's behalf by this PTE (Form 510)	1.	_____	0.00
2. Pass-through entity election tax paid on member's distributive or pro rata share of income by this PTE (Form 511)	2.	_____	0.00
3. Nonresident tax paid by other PTEs on behalf of this entity (Form 510)	3.	_____	0.00
4. Pass-through entity election tax paid on member's pro rata or distributive share of income by other PTEs for this entity's distributive or pro rata share of income (Form 511)	4.	_____	0.00
5. Total (Add Lines 1 through 4.) See instructions on where to report the amount from this form.			
Note: Members with entries on Lines 2 and 4 are required to addback the amount of the credit total on Line 2 and 4 on their respective returns			
	5.	_____	0.00

E. Credits (Required documentation or certification must be attached.)**

Nonrefundable Credits

1. Enterprise Zone Tax Credit**	1.	_____	.00
2. Maryland Disability Employment Tax Credit**	2.	_____	.00
3. Job Creation Tax Credit**	3.	_____	.00
4. Community Investment Tax Credit**	4.	_____	.00
5. Businesses that Create New Jobs Tax Credit	5.	_____	.00
6. Reserved	6.	XXXXXXXXXXXX	.00



NAME HG PALETTE RIVERBE FEIN 843239542

7.	Employer-Provided Long-Term Insurance Tax Credit	7.	.....	.00
8.	RESERVED	8.	XXXXXXXXXXXXX	.00
9.	RESERVED	9.	XXXXXXXXXXXXX	.00
10.	Research and Development Tax Credit***	10.	.....	.00
11.	Commuter Tax Credit	11.	.....	.00
12.	Work Opportunity Tax Credit	12.	.....	.00
13.	Oyster Shell Recycling Tax Credit***	13.	.....	.00
14.	Energy Storage Systems Tax Credit***	14.	.....	.00
15.	Cybersecurity Incentive Tax Credit for Buyers of Cybersecurity Technology or Cybersecurity Services***	15.	.....	.00
16.	RESERVED	16.	XXXXXXXXXXXXX	.00
17.	Endow Maryland Tax Credit***	17.	.....	.00
18.	Preservation and Conservation Easements Tax Credit***	18.	.....	.00
19.	Apprentice Employee Tax Credit***	19.	.....	.00
20.	Qualified Farms Tax Credit***	20.	.....	.00
21.	RESERVED	21.	XXXXXXXXXXXXX	.00
22.	Endowments of Maryland Historically Black Colleges and Universities***	22.	.....	.00

Refundable Credits

23.	Cybersecurity Incentive Tax Credit for Investors in Cybersecurity***	23.	.....	.00
24.	Film Production Activity Tax Credit***	24.	.....	.00
25.	Biotechnology Investment Incentive Tax Credit***	25.	.....	.00
26.	Clean Energy Incentive Tax Credit***	26.	.....	.00
27.	Small Business Relief Tax Credit***	27.	.....	.00
28.	Small Business Research & Development Tax Credit***	28.	.....	.00
29.	Heritage Structure Rehabilitation Tax Credit***	29.	.....	.00
30.	Theatrical Production Tax Credit***	30.	.....	.00
31.	More Jobs for Marylanders Tax Credit***	31.	.....	.00
32.	Catalytic Revitalization Projects and Historic Revitalization Tax Credit ***	32.	.....	.00

One Maryland Economic Development Tax Credit* Certified after June 30, 2018**

☐ Refundable ☐ Nonrefundable

33a.	Total number of "qualified employees"	33a.	.....
33b.	If the amount on line 33a is less than the minimum number of qualified employees required to qualify for the project tax credit, has the PTE maintained at least the minimum number of qualified employees required to qualify for the project tax credit for at least 5 years?			

☐ Yes ☐ No

Enter Member's Distributive or Pro Rata share of the following:

34.	Portion of PTE's income attributable to project	34.	.....	.00
35.	Amount of Maryland income tax required to be withheld from employees reported on line 33a of this form	35.	.....	.00
36.	Total eligible cumulative project costs (\$500,000 PTE minimum)(PTE maximum amounts.: For \$1,000,000 maximum credit, at least 10 but fewer than 25 qualified employees. For \$2,500,000 maximum credit, at least 25 but fewer than 50 qualified employees. For \$5,000,000 maximum credit, at least 50 qualified employees.)	36.	.....	.00

One Maryland Economic Development Tax Credit* Certified before July 1, 2018**

☐ Refundable ☐ Nonrefundable

37a.	Total number of "qualified employees"	37a.	.....
37b.	If the amount on line 37a is less than 25, has the PTE maintained at least 25 qualified employees for at least 5 years?			

☐ Yes ☐ No

Enter Member's Distributive or Pro Rata share of the following:

38.	Portion of PTE's income attributable to project	38.00
-----	---	-----	-------	-----



NAME HG PALETTE RIVERBE FEIN 843239542

39.	Non-project taxable income from PTE	39.	_____	.00
40.	Number of "qualified employees" multiplied by \$10,000	40.	_____	.00
41.	Amount of Maryland income tax required to be withheld from employees reported on line 37a of this form	41.	_____	.00
42.	Total eligible cumulative project costs (\$500,000 PTE minimum, \$5,000,000 PTE maximum.)	42.	_____	.00
43.	Total cumulative eligible start-up costs (\$500,000 PTE maximum)	43.	_____	.00

F. Withholding for Nonresident Sale of Real Property

1.	Member's share of flow-through of a payment of withholding on Nonresident Sale of Real Property payment from PTE	1.	_____	.00
----	---	----	-------	-----

G. Additional Information

SEE ATTACHED STATEMENT FOR A DETAIL OF NON-MARYLAND INCOME

MD SCHEDULE K-1		NON-MARYLAND INCOME	
DESCRIPTION	TOTAL EVERYWHERE	ALLOCATED TO MARYLAND	NON-MARYLAND INCOME
FROM PALETTE HOLDCO LP	0.	0.	
TOTAL INCOME TO SCHEDULE K-1	0.	0.	



Department of Taxation and Finance
New York Partner's Schedule K-1
 Tax Law - Article 22 (Personal Income Tax)

288851 11-04-22

IT-204-IP

For calendar year 2022 or tax year beginning and ending

☐ Final K-1 12

☐ Amended K-1

Partners: Before completing your income tax return, see Form IT-204-IP-I, *Partner's Instructions for Form IT-204-IP* (available at www.tax.ny.gov).

Partnership's information (see instructions)

Partnership's name (as shown on Form IT-204) HG PALETTE RIVERBEND LP	Partnership's EIN 843239542
--	---------------------------------------

A Mark an **X** in the box if either applies to your entity ☐ Publicly traded partnership ☐ Portfolio investment partnership

B Tax shelter registration number, if any **B**

C Business allocation percentage **C** %

Partner's information (see instructions)

Partner's name PALETTE RIVERBEND HOLDINGS			Partner's identifying number 364942254
Partner's address 999 WATERSIDE DRIVE, SUITE 2300			
City NORFOLK	State VA	ZIP code 23510	

D The partner is a (mark an **X** in the appropriate box) ☒ General partner or LLC member-manager ☐ Limited partner or other LLC member

E What is the tax filing status of the partner? (Mark an **X** in the appropriate box, if known.) ☐ Individual ☐ Estate/trust ☒ Partnership

F If the partner is a disregarded entity or grantor trust, enter the tax ID of the entity or individual reporting the income, if known **F** **364942254**

G Did the partner sell its entire interest during the tax year? **G** Yes ☐ No ☒

H Partner's share of profit, loss, and capital

	Beginning	Ending
1) Profit H1	0.0000%	0.0000%
2) Loss H2	0.0000%	0.0000%
3) Capital H3	0.0000%	0.0000%

I Partner's share of liabilities at the end of the year

1) Nonrecourse	I1	<input type="text"/>
2) Qualified nonrecourse financing	I2	<input type="text"/>
3) Recourse	I3	<input type="text"/>

J Partner's capital account analysis

1) Beginning capital account	J1	<input type="text"/>
2) Capital contributed during the year - cash	J2	<input type="text"/>
3) Capital contributed during the year - property	J3	<input type="text"/>
4) Current year increase (decrease)	J4	<input type="text"/>
5) Withdrawals and distributions - cash	J5	<input type="text"/>
6) Withdrawals and distributions - property	J6	<input type="text"/>
7) Ending capital account	J7	<input type="text"/>
8) Method of accounting (mark an X in the appropriate box)		

☒ Tax basis ☐ GAAP ☐ Book ☐ Other (submit explanation)

K Resident status (mark an **X** in all boxes that apply; see instructions)

<input type="checkbox"/> NYS full-year resident	<input type="checkbox"/> Yonkers full-year resident	<input type="checkbox"/> NYC full-year resident
<input type="checkbox"/> NYS part-year resident	<input type="checkbox"/> Yonkers part-year resident	<input type="checkbox"/> NYC part-year resident
<input type="checkbox"/> NYS nonresident	<input type="checkbox"/> Yonkers nonresident	

L If the partner was included in a group return, enter the special NYS identification number, if known **L**

NO HANDWRITTEN ENTRIES ON THIS FORM

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M Was Form IT-2658-E filed with the partnership? **M** Yes ☐ No ☐

N NYS estimated tax paid on behalf of partner (from Form IT-2658-NYS)

	Date	Amount
1) First installment	N1	
2) Second installment	N2	
3) Third installment	N3	
4) Fourth installment	N4	
Total NYS estimated tax paid on behalf of partner (add lines N1 through N4)	N	

O Estimated MCTMT paid on behalf of partner (from Form IT-2658-MTA)

	Date	Amount
1) First installment	O1	
2) Second installment	O2	
3) Third installment	O3	
4) Fourth installment	O4	
Total estimated MCTMT paid on behalf of partner (add lines O1 through O4)	O	

P Did the partnership elect to pay the pass-through entity tax (PTET) for the current tax year? **P** Yes ☐ No ☐

If Yes, what residency status was assigned to this partner for purposes of computing the pass-through entity taxable income (PTE taxable income)? (Mark an X in the appropriate box; see instructions)

Resident ☐ Nonresident ☐

Partner's share of income, deductions, etc.

A - Partner's distributive share items		B - Federal K-1 amount	C - New York State amount
1 Ordinary business income (loss)	1		1
2 Net rental real estate income (loss)	2		2
3 Other net rental income (loss)	3		3
4 Guaranteed payments	4		4
5 Interest income	5		5
6 Ordinary dividends	6		6
7 Royalties	7		7
8 Net short-term capital gain (loss)	8		8
9 Net long-term capital gain (loss)	9		9
10 Net section 1231 gain (loss)	10		10
11 Other income (loss) <i>Identify:</i>	11		11
12 Section 179 deduction	12		12
13 Other deductions <i>Identify:</i>	13		13
14 This line intentionally left blank	14		14
15 Net earnings (loss) from self-employment	15		15
16 Tax-exempt income and nondeductible expenses	16		16
17 Distributions - cash and marketable securities	17		17
18 Distributions - other property	18		18
19 Other items not included above that are required to be reported separately to partners	19		19
<i>Identify:</i>			

NO HANDWRITTEN ENTRIES ON THIS FORM

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Partner's share of New York modifications (see instructions)**20** New York State additions

	Number	A - Total amount	B - New York State allocated amount
20a	EA-		
20b	EA-		
20c	EA-		
20d	EA-		
20e	EA-		
20f	EA-		

21 Total addition modifications (total of column A, lines 20a through 20f)**21****22** New York State subtractions

	Number	A - Total amount	B - New York State allocated amount
22a	ES-		
22b	ES-		
22c	ES-		
22d	ES-		
22e	ES-		
22f	ES-		

23 Total subtraction modifications (total of column A, lines 22a through 22f)**23****24** Additions to itemized deductions

	Letter	Amount
24a		
24b		
24c		
24d		
24e		
24f		

25 Total additions to itemized deductions (add lines 24a through 24f)**25****26** Subtractions from itemized deductions

	Letter	Amount
26a		
26b		
26c		
26d		
26e		
26f		

27 Total subtractions from itemized deductions (add lines 26a through 26f)**27****28** This line intentionally left blank**28**

NO HANDWRITTEN ENTRIES ON THIS FORM

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Partner's other information

29a	Partner's share of New York source gross income	29a	
29b	MCTD allocation percentage (<i>see instructions</i>)	29b	%
29c	Partner's share of receipts from the sale of goods by manufacturing	29c	
29d	Partner's share of New York adjusted basis of qualified manufacturing property	29d	

Partner's credit information**Part 1 - Flow-through credit bases and information****Brownfield redevelopment tax credit** (*Form IT-611, IT-611.1, or IT-611.2*)

		A - Form IT-611	B - Form IT-611.1	C - Form IT-611.2
30	Site preparation credit component	30		
31	Tangible property credit component	31		
32	On-site groundwater remediation credit component	32		

33	This line intentionally left blank	33	
34	This line intentionally left blank	34	
35	This line intentionally left blank	35	

QEZE tax reduction credit (*Form IT-604*)

36	QEZE employment increase factor	36	
37	QEZE zone allocation factor	37	
38	QEZE benefit period factor	38	

Excelsior jobs program tax credit (*Form IT-607*)

39	Excelsior jobs tax credit component	39	
40	Excelsior investment tax credit component	40	
41	Excelsior research and development tax credit component	41	
42	Excelsior real property tax credit component	42	
42a	Excelsior child care services tax credit component	42a	

Farmers' school tax credit (*Form IT-217*)

43	Acres of qualified agricultural property	43	
44	Acres of qualified conservation property	44	
45	Eligible school district property taxes paid	45	
46	Acres of qualified agricultural property converted to nonqualified use	46	

Other flow-through credit bases and information

Credit bases

Code	Amount	Code	Amount
47a		47d	
47b		47e	
47c		47f	

Credit information

Code	Information	Code	Information
47g		47j	
47h		47k	
47i		47l	

NO HANDWRITTEN ENTRIES ON THIS FORM

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Partner's credit information *(continued)***Part 2 - Flow-through credits, addbacks, and recaptures**

- 48 Long-term care insurance credit *(Form IT-249)*
- 49 Investment credit *(including employment incentive credit and historic barn rehabilitation credit; Form IT-212)*
- 50 Research and development - investment credit *(Form IT-212)*
- 51 Other flow-through credits

48	
49	
50	

Code	Amount
51a	
51b	
51c	
51d	

Code	Amount
51e	
51f	
51g	
51h	

- 52 Addbacks of credits and recaptures

Code	Amount
52a	
52b	
52c	

Code	Amount
52d	
52e	
52f	

Part 3 - START-UP NY tax elimination credit information *(Form IT-638)*

- 53 START-UP NY business certificate number *(Form DTF-74)*
- 54 Year of START-UP NY business tax benefit period
- 55 START-UP NY area allocation factor

53	
54	
55	

Partner's share of New York adjustments due to decoupling from the IRC *(see instructions)*

	A - Total amount	B - New York State allocated amount
1 Total of New York additions	1	
2 Total of New York subtractions	2	

NO HANDWRITTEN ENTRIES ON THIS FORM

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New York Corporate Partner's
Schedule K-1

Tax Law - Article 9-A

IT-204-CP

12

☐ Final K-1☐ Amended K-1

For calendar year 2022 or tax year beginning

and ending

Partners: Before completing your franchise tax return, see Form IT-204-CP-I, *Partner's Instructions for Form IT-204-CP* (available at www.tax.ny.gov).**Partnership's information**

Partnership's name (as shown on Form IT-204)	Partnership's EIN
HG PALETTE RIVERBEND LP	843239542

A Mark an X in the box if either applies to your entity ☐ Publicly traded partnership ☐ Portfolio investment partnership

B Tax shelter registration number, if any

B

Partner's information (see instructions)

Partner's name PALETTE RIVERBEND HOLDINGS			Partner's EIN 364942254
Partner's address 999 WATERSIDE DRIVE, SUITE 2300			
City NORFOLK	State VA	ZIP code 23510	

C The partner is a (mark an X in the appropriate box) ☒ General partner or LLC member-manager ☐ Limited partner or other LLC member

D What is the New York tax filing status of the partner? (Mark an X in the appropriate box, if known.)

☐ C corporation ☐ S corporation ☒ Partnership

E If the partner is a disregarded entity, enter the EIN of the entity reporting the income of the partner (if known)

E 364942254

F Did the partner sell its entire interest during the tax year?

F Yes ☐ No ☒

G Partner's share of profit, loss, and capital

		Beginning	Ending
1) Profit	G1	0.0000%	0.0000%
2) Loss	G2	0.0000%	0.0000%
3) Capital	G3	0.0000%	0.0000%

H Partner's share of liabilities at the end of the year

1) Nonrecourse	H1	
2) Qualified nonrecourse financing	H2	
3) Recourse	H3	

I Partner's capital account analysis

1) Beginning capital account	I1	
2) Capital contributed during the year - cash	I2	
3) Capital contributed during the year - property	I3	
4) Current year increase (decrease)	I4	
5) Withdrawals and distributions - cash	I5	
6) Withdrawals and distributions - property	I6	
7) Ending capital account	I7	

8) Method of accounting (mark an X in the appropriate box)

☒ Tax basis ☐ GAAP ☐ Book ☐ Other (submit explanation)

NO HANDWRITTEN ENTRIES ON THIS FORM



J Was Form CT-2658-E filed with the partnership? **J** Yes ☐ No ☐

K NYS estimated tax paid on behalf of partner (from Form CT-2658)

		Date	Amount
1) First installment	K1		
2) Second installment	K2		
3) Third installment	K3		
4) Fourth installment	K4		
Total NYS estimated tax paid on behalf of partner (add lines K1 through K4)	K		

Partner's share of entire net income (ENI) information when the corporate partner's New York tax filing status is a C corporation
ENI addition modifications

1 Total additions **1**

	A - Number	B - Amount		A - Number	B - Amount
1a	EA -		1d	EA -	
1b	EA -		1e	EA -	
1c	EA -		1f	EA -	

ENI subtraction modifications

2 Total subtractions **2**

	A - Number	B - Amount		A - Number	B - Amount
2a	ES - 507		2d	ES -	
2b	ES -		2e	ES -	
2c	ES -		2f	ES -	

Partner's proportionate part of assets and liabilities (for New York C corporate partners only)

	Average value
3 Total assets	3
4 Real property and marketable securities included on line 3	4
5 Real property and marketable securities at fair market value (FMV)	5
6 Average value of adjusted total assets	6
7 Total liabilities	7
8 Liabilities directly attributable to business capital	8
9 Liabilities directly attributable to investment capital	9

NO HANDWRITTEN ENTRIES ON THIS FORM



Partner's proportionate part of items related to investment capital under Article 9-A (for New York)

C corporate partners only)

Part 1 - Investment capital that generates income claimed not taxable by New York under the U.S. Constitution

Description of asset (identify each asset, and enter number of shares (if applicable) and date acquired here; for each asset complete columns D through G on the corresponding lines below; enter only directly owned assets in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Description of asset				B - Number of shares acquired, if applicable	C - Date acquired
A						
B						
C						
D						
E						
F						
Item	D Number of shares sold, if applicable	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV	
A						
B						
C						
D						
E						
F						
Total from additional sheet(s)						
Total from partnerships						
10 Total proportionate part of columns F and G (see instructions)					10	

Part 2 - Investment capital - stocks actually held more than one year

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns D through G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number				B - Number of shares acquired	C - Date acquired
A						
B						
C						
D						
E						
F						
Item	D Number of shares sold	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV	
A						
B						
C						
D						
E						
F						
Total from additional sheet(s)						
Total from partnerships						
11 Total proportionate part of columns F and G (see instructions)					11	

NO HANDWRITTEN ENTRIES ON THIS FORM

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Part 3 - Investment capital - stocks presumed held more than one year

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns F and G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number			B - Number of shares acquired	C - Date acquired		
A							
B							
C							
D							
E							
F							
Item	D Number of shares sold	E Date sold	F Average FMV	G Liabilities directly attributable	H Net average FMV		
A							
B							
C							
D							
E							
F							
Total from additional sheet(s)							
Total from partnerships							
12 Total proportionate part of columns F and G (see instructions)			12				

Part 4 - Total investment capital

13 Total average FMV and liabilities **directly** attributable
(add lines 10, 11, and 12 in columns F and G) ...

13**Part 5 - Prior year investment capital - stocks that did not meet holding period requirement**

Description of investment (identify each investment, and enter number of shares and date acquired here; for each investment complete columns D through G on the corresponding lines below; enter only directly owned investments in items A through F and Total from additional sheet(s))

For each item listed, in columns A through G, enter the information for the partnership as a **whole**.

Item	A - Name/CUSIP/CINS/lot number			B - Number of shares acquired	C - Date acquired		
A							
B							
C							
D							
E							
F							
Item	D Number of shares sold	E Date sold	F Average FMV as previously reported	G Liabilities directly attributable as previously reported	H Net average FMV		
A							
B							
C							
D							
E							
F							
Total from additional sheet(s)							
Total from partnerships							
14 Total proportionate part of columns F and G (see instructions)			14				

NO HANDWRITTEN ENTRIES ON THIS FORM

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Part 6 - Prior year gross investment income for stocks that did not meet holding period requirement

- 15 Prior year **presumed** gross investment income from stocks presumed in the prior year to be held more than one year that failed to meet the presumption (*see instructions*)

15

Partner's share of items related to investment and other exempt income under Article 9-A (for New York

C corporate partners only)

- 16 Gross exempt cross-article dividends
- 17 Gross exempt controlled foreign corporation (CFC) income
- 18 Gross exempt unitary corporation dividends
- 19 Gross investment income from investments generating income not taxable by New York State under the U.S. Constitution
- 20 Dividend income from investment capital from stocks **actually** held more than one year
- 21 Net capital gains or losses from investment capital from stocks **actually** held more than one year
- 22 Dividend income from investment capital from stocks **presumed** held more than one year

16

17

18

19

20

21

22

Partner's share of items related to interest deductions directly attributable to investment and other exempt income under Article 9-A (for New York C corporate partners only)

- 23 Interest expense per federal Form 1065, line 15
- 24 Interest deductions **directly** attributable to income reported on line 16
- 25 Interest deductions **directly** attributable to income reported on line 17
- 26 Interest deductions **directly** attributable to income reported on line 18
- 27 Interest deductions **directly** attributable to income reported on line 19
- 28 Interest deductions **directly** attributable to income reported on line 20
- 29 Interest deductions **directly** attributable to income reported on line 21
- 30 Interest deductions **directly** attributable to income reported on line 22
- 31 Interest deductions **directly** attributable to **business** capital

23

24

25

26

27

28

29

30

31

Partner's share and proportionate part of items related to subtraction modification for qualified banks

- 32 Qualified residential loan portfolio assets
- 33 Gross interest income from qualifying loans
- 33a Gross interest income from all loans
- 33b Gross interest expense from all loans

32

33

33a

33b

Partner's share and proportionate part of items related to manufacturing

- 34 Total receipts from the sale of goods by manufacturing
- 35 New York adjusted basis of qualified manufacturing property
- 35a Number of employees employed in manufacturing in New York

34

35

35a

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Partner's share of New York modifications *(for New York S corporate partners only)***36** New York State additions

	Number	A - Total amount
36a	EA -	
36b	EA -	
36c	EA -	
36d	EA -	
36e	EA -	
36f	EA -	

37 Total addition modifications *(total of column A, lines 36a through 36f)***37****38** New York State subtractions

	Number	A - Total amount
38a	ES -	
38b	ES -	
38c	ES -	
38d	ES -	
38e	ES -	
38f	ES -	

39 Total subtraction modifications *(total of column A, lines 38a through 38f)***39****40** Additions to itemized deductions

	Letter	Amount
40a		
40b		
40c		
40d		
40e		
40f		

41 Total additions to itemized deductions *(add lines 40a through 40f)***41****42** Subtractions from itemized deductions

	Letter	Amount
42a		
42b		
42c		
42d		
42e		
42f		

43 Total subtractions from itemized deductions *(add lines 42a through 42f)***43**

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Partner's share of income, deductions, etc. (from federal Form 1065, Schedule K-1)**Partner's distributive share items**

44	Ordinary business income (loss)	44	
45	Net rental real estate income (loss)	45	
46	Other net rental income (loss)	46	
47	Guaranteed payments	47	
48	Interest income	48	
49	Ordinary dividends	49	
50	Royalties	50	
51	Net short-term capital gain (loss)	51	
52	Net long-term capital gain (loss)	52	
53	Net section 1231 gain (loss)	53	
54	Other income (loss)	54	
Identify:			
55	Section 179 deduction	55	
56	Other deductions	56	
Identify:			
57	Tax-exempt income and nondeductible expenses	57	
58	Distributions - cash and marketable securities	58	
59	Distributions - other property	59	
60	Other items not included above that are required to be reported separately to partners	60	
Identify:			

Partner's credit information (see instructions)**Part 1 - Flow-through credit bases and information****Brownfield redevelopment tax credit** (Form CT-611, Form CT-611.1, or Form CT-611.2)

		A - Form CT-611	B - Form CT-611.1	C - Form CT-611.2
61	Site preparation credit component	61		
62	Tangible property credit component	62		
63	On-site groundwater remediation credit component	63		
64	This line intentionally left blank	64		
65	This line intentionally left blank	65		

QEZE tax reduction credit (Form CT-604-CP)

66	QEZE employment increase factor	66	
67	QEZE zone allocation factor	67	
68	QEZE benefit period factor	68	

Excelsior jobs program tax credit (Form CT-607)

69	Excelsior jobs tax credit component	69	
70	Excelsior investment tax credit component	70	
71	Excelsior research and development tax credit component	71	
72	Excelsior real property tax credit component	72	
72a	Excelsior child care services tax credit component	72a	

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Partner's credit information (continued)**Farmers' school tax credit** (Form CT-47)

73	Acres of qualified agricultural property	73	
74	Acres of qualified conservation property	74	
75	Eligible school district property taxes paid	75	
76	Acres of qualified agricultural property converted to nonqualified use	76	

Other flow-through credit bases and information

Credit bases

Code	Amount	Code	Amount
77a		77d	
77b		77e	
77c		77f	

Credit information

Code	Information	Code	Information
77g		77j	
77h		77k	
77i		77l	

Part 2 - Flow-through credits, addbacks, and recaptures

78 Flow-through credits

Code	Amount	Code	Amount
78a		78e	
78b		78f	
78c		78g	
78d		78h	

79 Addbacks of credits and recaptures

Code	Amount	Code	Amount
79a		79d	
79b		79e	
79c		79f	

Part 3 - START-UP NY tax elimination credit information (Form CT-638)

80	START-UP NY business certificate number (Form DTF-74)	80	
81	Year of START-UP NY business tax benefit period	81	
82	START-UP NY area allocation factor	82	

Partner's share of apportionment and Metropolitan Commuter Transportation District (MCTD) information**Part 1**

- 1 During the reporting year, did the partnership do business, employ capital, own or lease property, maintain an office, or derive receipts from activity, in New York State? (mark an X in the appropriate box) Yes ☐ No ☒
- 2 During the reporting year, did the partnership do business, employ capital, own or lease property, maintain an office, or derive receipts from activity, in the MCTD? (mark an X in the appropriate box) Yes ☐ No ☒

Average value of property

	A - MCTD	B - New York State
3 Real estate owned	3	
4 Real estate rented	4	
5 Inventories owned	5	
6 Tangible personal property owned	6	
7 Tangible personal property rented	7	

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NO HANDWRITTEN ENTRIES ON THIS FORM

Part 2**Receipts from:**

		A MCTD	B New York State	C Everywhere
Section 210-A.2				
1 Sales of tangible personal property	1			
2 Sales of electricity	2			
3 Net gains from sales of real property	3			
Section 210-A.3				
4 Rentals of real and tangible personal property	4			
5 Royalties from patents, copyrights, trademarks, and similar intangible personal property	5			
6 Sales of rights for certain closed-circuit and cable TV transmissions of an event	6			
Section 210-A.4				
7 Sale, licensing, or granting access to digital products	7			
7a Sale, licensing, or granting access to digital products	7a			
8 This line intentionally left blank	8			
Section 210-A.5(a)(2)(A)				
9 Interest from loans secured by real property	9			
10 Net gains from sales of loans secured by real property	10			
11 Interest from loans not secured by real property <input type="checkbox"/>	11			
12 Net gains from sales of loans not secured by real property <input type="checkbox"/>	12			
Section 210-A.5(a)(2)(B) <input type="checkbox"/>				
13 Interest from federal debt	13			
14 <input type="checkbox"/>				
15 Interest from NYS and its political subdivisions debt	15			
16 Net gains from federal, NYS, and NYS political subdivisions debt	16			
17 Interest from other states and their political subdivisions debt	17			
18 Net gains from other states and their political subdivisions debt	18			
Section 210-A.5(a)(2)(C) <input type="checkbox"/>				
19 Interest from asset-backed securities and other government agency debt	19			
20 Net gains from government agency debt or asset-backed securities sold through an exchange	20			
21 Net gains from all other asset-backed securities	21			
Section 210-A.5(a)(2)(D) <input type="checkbox"/>				
22 Interest from corporate bonds	22			
23 Net gains from corporate bonds sold through broker/dealer or licensed exchange	23			
24 Net gains from other corporate bonds	24			
Section 210-A.5(a)(2)(E)				
25 Net interest from reverse repurchase and securities borrowing agreements	25			
Section 210-A.5(a)(2)(F)				
26 Net interest from federal funds	26			
Section 210-A.5(a)(2)(I) <input type="checkbox"/>				
27 Net income from sales of physical commodities	27			
Section 210-A.5(a)(2)(J) <input type="checkbox"/>				
28 Marked to market net gains	28			

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Part 2 Receipts from:		A MCTD	B New York State	C Everywhere
Section 210-A.5(a)(2)(H)	<input type="checkbox"/>			
210-A.5(a)(2)(G)	<input type="checkbox"/>			
29 Interest from other financial instruments	29			
30 Net gains from other financial instruments	30			
30a Net gains from other financial instruments (broker/dealer/exchange)	30a			
30b Other income from other financial instruments	30b			
30c Other income from other financial instruments (broker/dealer/exchange)	30c			
30d Dividends from stock that is business capital	30d			
30e Net gains from sales of stock that is business capital	30e			
30f Net gains from sales of partnership interests	30f			
Section 210-A.5(b)				
31 Brokerage commissions	31			
32 Margin interest earned on behalf of brokerage accounts	32			
33 Fees for advisory services for underwriting or management of underwriting	33			
34 Receipts from primary spread of selling concessions	34			
35 Receipts from account maintenance fees	35			
36 Fees for management or advisory services	36			
37 Interest from an affiliated corporation	37			
Section 210-A.5(c)				
38 Interest, fees, and penalties from credit cards	38			
39 Service charges and fees from credit cards	39			
40 Receipts from merchant discounts	40			
41 Receipts from credit card authorizations and settlement processing	41			
42 Other credit card processing receipts	42			
Section 210-A.5(d)				
43 Receipts from certain services to investment companies	43			
44 This line intentionally left blank	44			
Section 210-A.6				
45 Receipts from railroad and trucking business	45			
Section 210-A.6-a				
46 Receipts from the operation of vessels	46			
Section 210-A.7				
47 Receipts from air freight forwarding	47			
48 Receipts from other aviation services	48			
Section 210-A.8				
49 Advertising in newspapers or periodicals	49			
50 Advertising on television or radio	50			
51 Advertising via other means	51			
Section 210-A.9				
52 Transportation or transmission of gas through pipes	52			
Section 210-A.10				
53 Receipts from other services/activities not specified	53			
53a Receipts from other services/activities not specified	53a			

NO HANDWRITTEN ENTRIES ON THIS FORM

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Payroll		A MCTD	B New York State
54	Wages and other compensation of employees except general executive officers	54	
55	Average number of individuals employed full time in New York State <i>(excluding employees with partnership-wide authority)</i>		55

Gross proceeds or receipts from certain sales (for apportionment purposes) <i>(see instructions)</i>		A MCTD	B New York State	C Everywhere
56	Sales of loans secured by real property	56		
57	Sales of loans not secured by real property	57		
58	Sales of other asset-backed securities	58		
59	Sales of corporate bonds	59		
60	Sales of physical commodities	60		

Marked to market net gain or loss from deemed sales (for apportionment purposes)

61	Of loans secured by real property	61	
62	Of loans not secured by real property	62	
63	Of federal debt instruments	63	
64	Of New York State and its political subdivisions debt instruments	64	
65	Of other states and their political subdivisions debt instruments	65	
66	Of government agency debt or asset-backed securities (through exchange)	66	
67	Of all other asset-backed securities	67	
68	Of corporate bonds through licensed exchange or broker/dealer	68	
69	Of other corporate bonds	69	
70	Of physical commodities	70	
71	Of other financial instruments of one type	71	

Items related to repurchase agreements and securities borrowing/lending agreements

72	Value of reverse repurchase agreements when partnership is purchaser/lender	72	
73	Value of borrowing agreements when partnership is securities borrower	73	
74	Value of repurchase agreements when partnership is seller/borrower	74	
75	Value of lending agreements when partnership is securities lender	75	
76	Interest income from reverse repurchase agreements and securities borrowing agreements	76	
77	Interest expense from repurchase agreements and securities lending agreements	77	

Partner's share of New York adjustments due to decoupling from the IRC *(see instructions)*

1	Total of New York additions	1	
2	Total of New York subtractions	2	

NO HANDWRITTEN ENTRIES ON THIS FORM

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2022 Form 502
Schedule VK-1

Virginia Pass-Through Entity
Owner's Share of Income and
Virginia Modifications and Credits



CHECK IF -

☐ Final If SHORT Period Return: Beginning Date _____, 2022; Ending Date _____
☐ Amended Return: Enter Reason Code _____ ☐ Owner is Participating in a Unified Nonresident Individual Income Tax Return

Owner Information		Pass-Through Entity (PTE) Information	
Name HGGP CAPITAL XIV, LP	FEIN or SSN 36-4942254	Name HG PALETTE RIVERBEND, LP	FEIN 84-3239542
Address 999 WATERSIDE DRIVE, SUITE 2300		Address 999 WATERSIDE DRIVE, SUI	
Address Continued		Taxable Year End Date 12/31/22	
City or Town, State, and ZIP Code NORFOLK, VA 23510		Address Continued	
		City or Town, State, and ZIP Code NORFOLK, VA 23510	

Additional Owner Information (see instructions)

a. Date owner acquired interest in the PTE (MM/DD/YYYY)	a. 10/24/2019
b. Owner's entity type (Enter code)	b. PL
c. Owner's participation type (Enter code)	c. GPT
d. Owner's participation percentage (Example: 47.35%)	d. 0.00 %
e. Amount withheld by PTE for the owner	e. .00
f. If owner or entity is exempt from withholding, enter an exemption code	f.

Distributive or Pro Rata Income and Deductions (see instructions)

1. Total taxable income amounts	1. .00
2. Total deductions	2. .00
3. Tax-exempt interest income	3. .00

Allocation and Apportionment

4. Income allocated to Virginia (owner's share from PTE's Schedule 502A, Section C, Line 2)	4. .00
5. Income allocated outside of Virginia (owner's share from PTE's Schedule 502A, Section C, Line 3(e))	5. .00
6. Apportionable income (owner's share from PTE's Schedule 502A, Section C, Line 4)	6. .00
7. Virginia apportionment percentage (from PTE's Schedule 502A, Section B - percent from Line 1 or Line 2(f), or 100%)	7. .000000 %

Virginia Additions - Owner's Share

8. Fixed date conformity - depreciation	8. .00
9. Fixed date conformity - other	9. .00
10. Net income tax or other tax used as a deduction in determining taxable income (see instructions)	10. .00
11. Interest on municipal or state obligations other than from Virginia	11. .00
12. Other additions (see Form 502 instructions for addition codes.)	

Code	Amount	Code	Amount
12a. <input style="width: 40px;" type="text"/>	.00	12b. <input style="width: 40px;" type="text"/>	.00
12c. <input style="width: 40px;" type="text"/>	.00	12d. <input style="width: 40px;" type="text"/>	.00

13. Total Additions (add Lines 8-11 and 12a-12d)	13. .00
--	---------

Virginia Subtractions - Owner's Share

14. Fixed date conformity - depreciation	14. .00
15. Fixed date conformity - other	15. .00
16. Income from obligations of the United States	16. .00
17. Other subtractions (see Form 502 instructions for subtraction codes.)	

Certification Number (if applicable)	Code	Amount
17a. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	.00
17b. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	.00
17c. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	.00
17d. <input style="width: 150px;" type="text"/>	<input style="width: 40px;" type="text"/>	.00

18. Total Subtractions. (add Lines 14-16 and 17a-17d)	18. .00
---	---------

Use **Schedule SVK-1** if you are claiming more additions or subtractions than the Schedule VK-1 allows.

Refer to the Form 502 Instructions for addition and subtraction codes. Check this box and enclose Schedule SVK-1. ☐

THERE ARE NO ADJUSTMENTS OR CREDITS FOR THIS PARTNER.

**2022 Virginia
Schedule VK-1**

Page 2

Owner FEIN or SSN **36-4942254**
PTE FEIN **84-3239542****Virginia Tax Credits**

See the Schedule CR Instructions (individuals) or Schedule 500CR Instructions (corporations).

Part I - Nonrefundable Credits

1. State Income Tax Paid (see Form 502 Instructions) .....	.00
2. Neighborhood Assistance Act Tax Credit .....	.00
3. Biodiesel and Green Diesel Fuels Tax Credit .....	.00
4. Recyclable Materials Processing Equipment Tax Credit .....	.00
5. Vehicle Emissions Testing Equipment Tax Credit .....	.00
6. Major Business Facility Job Tax Credit .....	.00
7. Waste Motor Oil Burning Equipment Tax Credit .....	.00
8. Riparian Forest Buffer Protection for Waterways Tax Credit .....	.00
9. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
10. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
11. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
12. Historic Rehabilitation Tax Credit .....	.00
13. Land Preservation Tax Credit .....	.00
14. Qualified Equity and Subordinated Debt Investments Tax Credit .....	.00
15. Communities of Opportunity Tax Credit .....	.00
16. Green Jobs Creation Tax Credit .....	.00
17. Farm Wineries and Vineyards Tax Credit .....	.00
18. International Trade Facility Tax Credit .....	.00
19. Port Volume Increase Tax Credit .....	.00
20. Barge and Rail Usage Tax Credit .....	.00
21. Livable Home Tax Credit .....	.00

22. Research and Development Expenses Tax Credit (Use this line if the taxpayer does not qualify for a refundable credit.) .....	.00
23. Education Improvement Scholarships Tax Credit .....	.00
24. Major Research and Development Expenses Tax Credit .....	.00
25. Food Crop Donation Tax Credit .....	.00
26. Worker Training Tax Credit .....	.00
27. Virginia Housing Opportunity Tax Credit .....	.00

Part II - Total Nonrefundable Credits**1. Total Nonrefundable Credits.**Add Part I, Lines 1-8 and 12-27 **.00****Part III - Refundable Credits**

1. Agricultural Best Management Practices Tax Credit .....	.00
2. 100% Coalfield Employment Enhancement Tax Credit from 2022 Form 306D, Part II, Section 1, Line 1 .....	.00
3. Full Credit: Enter amount from 2022 Form 306D, Part II, Section 2, Line 3 .....	.00
4. 85% Credit: Enter amount from 2022 Form 306D, Part II, Section 3, Line 5 .....	.00
5. Total Coalfield Employment Enhancement Tax Credit allowable this year (Add Lines 3 and 4) .....	.00
6. Reserved for Future Use	XXXXXXXXXXXXXXXXXXXX
7. Motion Picture Production Tax Credit .....	.00
8. Research and Development Expenses Tax Credit .....	.00
9. Conservation Tillage and Precision Agricultural Equipment Tax Credit .....	.00
10. Pass-Through Entity Elective Tax Payment Credit .....	.00

Part IV - Total Refundable Credits**1. Total Refundable Credits.**(Add Part III, Lines 1, 5, and 7-10) ... **.00**

NOTICE: You received this Schedule VK-1 because the above-named PTE earned income from Virginia sources and has passed through to you a portion of that Virginia source income based on your ownership of the PTE. A copy of this schedule has been filed with the Department. Everyone who receives Virginia source income is subject to taxation by Virginia regardless of state of residency or domicile. You may be required to file a Virginia tax return even though you may be a nonresident individual or a business domiciled outside of Virginia. To determine if you are required to file a Virginia income tax return, consult a tax professional. Information and forms may be obtained at www.tax.virginia.gov, or by calling the Department at (804) 367-8031 (individuals) or (804) 367-8037 (businesses).

VA SCHEDULE VK-1

FOOTNOTES

NONE OF THE MODIFICATIONS ON YOUR VA K-1 ARE FROM VA SOURCES.

ALL PARTNERSHIP INCOME IS FROM PASSTHROUGH ENTITIES THAT DERIVE INCOME FROM MASSACHUSETTS AND MARYLAND SOURCES.

YOUR SHARE OF THE ALL SOURCE MODIFICATIONS FOR VIRGINIA RESIDENTS IS THE FOLLOWING:
DEPRECIATION ADDITIONS:

HG PALETTE RIVERBEND, LP

84-3239542

DEPRECIATION SUBTRACTIONS:

YOUR SHARE OF THE ALL SOURCE MODIFICATIONS FOR VIRGINIA
RESIDENTS IS THE FOLLOWING:

DEPRECIATION ADDITIONS:

DEPRECIATION SUBTRACTIONS: