

CORPORATE OFFICE PROPERTIES TRUST  
Form 10-K  
February 16, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K

(Mark one)

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

For the fiscal year ended December 31, 2017

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 1-14023 (Corporate Office Properties Trust)

Commission file number 333-189188 (Corporate Office Properties, L.P.)

Corporate Office Properties Trust

Corporate Office Properties, L.P.

(Exact name of registrant as specified in its charter)

Corporate Office Properties Trust	Maryland	23-2947217
	(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
Corporate Office Properties, L.P.	Delaware	23-2930022
	(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

6711 Columbia Gateway Drive,  
Suite 300, Columbia, MD 21046

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (443) 285-5400

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

(Title of Each Class)	(Name of Exchange on Which Registered)
Common Shares of beneficial interest, \$0.01 par value	New York Stock Exchange

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Corporate Office Properties Trust  Yes  No

Corporate Office Properties, L.P.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Corporate Office Properties Trust  Yes  No

Corporate Office Properties, L.P.  Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Corporate Office Properties Trust  Yes  No

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Corporate Office Properties, L.P.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Corporate Office Properties Trust  Yes  No

Corporate Office Properties, L.P.  Yes  No

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

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

Corporate Office Properties Trust

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

Corporate Office Properties, L.P.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

Corporate Office Properties Trust  Yes  No

Corporate Office Properties, L.P.  Yes  No

The aggregate market value of the voting and nonvoting shares of common stock held by non-affiliates of Corporate Office Properties Trust was approximately \$3.5 billion, as calculated using the closing price of such shares on the New York Stock Exchange and the number of outstanding shares as of June 30, 2017. For purposes of calculating this amount only, affiliates are defined as Trustees, executive owners and beneficial owners of more than 10% of Corporate Office Properties Trust’s outstanding common shares, \$0.01 par value. At January 31, 2018, 101,283,508 of Corporate Office Properties Trust’s common shares were outstanding.

The aggregate market value of the voting and nonvoting common units of limited partnership interest held by non-affiliates of Corporate Office Properties, L.P. was approximately \$108.9 million, as calculated using the closing price of the common shares of Corporate Office Properties Trust (into which common units not held by Corporate Office Properties Trust are exchangeable) on the New York Stock Exchange and the number of outstanding units as of June 30, 2017.

Portions of the proxy statement of Corporate Office Properties Trust for its 2018 Annual Meeting of Shareholders to be filed within 120 days after the end of the fiscal year covered by this Form 10-K are incorporated by reference into Part III of this Form 10-K.

#### EXPLANATORY NOTE

This report combines the annual reports on Form 10-K for the year ended December 31, 2017 of Corporate Office Properties Trust (“COPT”) and subsidiaries (collectively, the “Company”) and Corporate Office Properties, L.P. (“COPLP”) and subsidiaries (collectively, the “Operating Partnership”). Unless stated otherwise or the context otherwise requires, “we,” “our,” and “us” refer collectively to COPT, COPLP and their subsidiaries.

COPT is a real estate investment trust, or REIT, and the sole general partner of COPLP. As of December 31, 2017, COPT owned approximately 96.9% of the outstanding common units; the remaining common units and all of the outstanding COPLP preferred units were owned by third parties. As the sole general partner of COPLP, COPT controls COPLP and can cause it to enter into major transactions including acquisitions, dispositions and refinancings and cause changes in its line of business, capital structure and distribution policies.

There are a few differences between the Company and the Operating Partnership which are reflected in this Form 10-K. We believe it is important to understand the differences between the Company and the Operating Partnership in the context of how the two operate as an interrelated, consolidated company. COPT is a REIT whose only material asset is its ownership of partnership interests of COPLP. As a result, COPT does not conduct business itself, other than acting as the sole general partner of COPLP, issuing public equity and guaranteeing certain debt of COPLP.

COPT itself is not directly obligated under any indebtedness but guarantees some of the debt of COPLP. COPLP owns substantially all of the assets of COPT either directly or through its subsidiaries, conducts almost all of the operations of the business and is structured as a limited partnership with no publicly traded equity. Except for net proceeds from public equity issuances by COPT, which are contributed to COPLP in exchange for partnership units, COPLP generates the capital required by COPT's business through COPLP's operations, by COPLP's direct or indirect incurrence of indebtedness or through the issuance of partnership units.

Noncontrolling interests, shareholders' equity and partners' capital are the main areas of difference between the consolidated financial statements of COPT and those of COPLP. The common limited partnership interests in COPLP not owned by COPT are accounted for as partners' capital in COPLP's consolidated financial statements and as noncontrolling interests in COPT's consolidated financial statements. COPLP's consolidated financial statements also reflect COPT's noncontrolling interests in certain real estate partnerships, limited liability companies ("LLCs"), business trusts and corporations; the differences between shareholders' equity, partners' capital and noncontrolling interests result from the differences in the equity issued at the COPT and COPLP levels and in COPT's noncontrolling interests in these real estate partnerships, LLCs, business trusts and corporations. The only other significant differences between the consolidated financial statements of COPT and those of COPLP are assets in connection with a non-qualified elective deferred compensation plan (comprised primarily of mutual funds and equity securities) and the corresponding liability to the plan's participants that are held directly by COPT.

We believe combining the annual reports on Form 10-K of the Company and the Operating Partnership into this single report results in the following benefits:

- combined reports better reflect how management, investors and the analyst community view the business as a single operating unit;
- combined reports enhance investors' understanding of the Company and the Operating Partnership by enabling them to view the business as a whole and in the same manner as management;
- combined reports are more efficient for the Company and the Operating Partnership and result in savings in time, effort and expense; and
- combined reports are more efficient for investors by reducing duplicative disclosure and providing a single document for their review.

To help investors understand the significant differences between the Company and the Operating Partnership, this report presents the following separate sections for each of the Company and the Operating Partnership:

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consolidated financial statements;

the following notes to the consolidated financial statements:

Note 3, Fair Value Measurements of COPT and subsidiaries and COPLP and subsidiaries;

Note 13, Equity of COPT and subsidiaries;

Note 14, Equity of COPLP and subsidiaries;

Note 18, Earnings per Share of COPT and subsidiaries and Earnings per Unit of COPLP and subsidiaries; and

Note 20, Quarterly Data of COPT and subsidiaries and COPLP and subsidiaries.

“Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of COPT”; and

“Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of COPLP.”

This report also includes separate sections under Part II, Item 9A. Controls and Procedures and separate Exhibit 31 and Exhibit 32 certifications for each of COPT and COPLP to establish that the Chief Executive Officer and the Chief Financial Officer of each entity have made the requisite certifications and that COPT and COPLP are compliant with Rule 13a-15 and Rule 15d-14 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and 18 U.S.C. §1350.

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## FORWARD-LOOKING STATEMENTS

This Form 10-K contains “forward-looking” statements, as defined in the Private Securities Litigation Act of 1995, that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of our business. Additionally, documents we subsequently file with the SEC and incorporated by reference will contain forward-looking statements.

Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,” “believe,” “anticipate,” “expect,” “estimate,” “plan” or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, we can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements. We caution readers that forward-looking statements reflect our opinion only as of the date on which they were made. You should not place undue reliance on forward-looking statements. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- general economic and business conditions, which will, among other things, affect office property and data center demand and rents, tenant creditworthiness, interest rates, financing availability and property values;
- adverse changes in the real estate markets, including, among other things, increased competition with other companies;
- governmental actions and initiatives, including risks associated with the impact of a prolonged government shutdown or budgetary reductions or impasses, such as a reduction in rental revenues, non-renewal of leases and/or a curtailment of demand for additional space by our strategic customers;
- our ability to borrow on favorable terms;
- risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development or operating costs may be greater than anticipated;
- risks of investing through joint venture structures, including risks that our joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with our objectives;
- changes in our plans for properties or views of market economic conditions or failure to obtain development rights, either of which could result in recognition of significant impairment losses;
- our ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;
- possible adverse changes in tax laws;
- the dilutive effects of issuing additional common shares;
- our ability to achieve projected results; and
- environmental requirements.

We undertake no obligation to publicly update or supplement forward-looking statements, whether as a result of new information, future events or otherwise. For further information on these and other factors that could affect us and the statements contained herein, you should refer to the section below entitled “Item 1A. Risk Factors.”



## PART I

### Item 1. Business

#### OUR COMPANY

General. Corporate Office Properties Trust (“COPT”) and subsidiaries (collectively, the “Company”) is a fully-integrated and self-managed real estate investment trust (“REIT”). Corporate Office Properties, L.P. (“COPLP”) and subsidiaries (collectively, the “Operating Partnership”) is the entity through which COPT, the sole general partner of COPLP, conducts almost all of its operations and owns almost all of its assets. Unless otherwise expressly stated or the context otherwise requires, “we”, “us” and “our” as used herein refer to each of the Company and the Operating Partnership. We own, manage, lease, develop and selectively acquire office and data center properties. The majority of our portfolio is in locations that support the United States Government and its contractors, most of whom are engaged in national security, defense and information technology (“IT”) related activities servicing what we believe are growing, durable priority missions (“Defense/IT Locations”). We also own a portfolio of office properties located in select urban/urban-like submarkets in the Greater Washington, DC/Baltimore region with durable Class-A office fundamentals and characteristics (“Regional Office”). As of December 31, 2017, our properties included the following: 159 properties totaling 17.3 million square feet comprised of 144 office properties and 15 single-tenant data center shell properties (“data center shells”). We owned six of these data center shells through an unconsolidated real estate joint venture;

- a wholesale data center with a critical load of 19.25 megawatts;
- ten properties under construction or redevelopment (seven office properties and three data center shells) that we estimate will total approximately 1.1 million square feet upon completion, including two partially operational properties and two properties completed and held for future lease to the United States Government; and
- approximately 1,000 acres of land controlled for future development that we believe could be developed into approximately 13.0 million square feet and 150 acres of other land.

COPLP owns real estate directly and through subsidiary partnerships and limited liability companies (“LLCs”). In addition to owning real estate, COPLP also owns subsidiaries that provide real estate services such as property management and construction and development services primarily for our properties but also for third parties. Some of these services are performed by a taxable REIT subsidiary (“TRS”).

Equity interests in COPLP are in the form of common units and preferred units. As of December 31, 2017, COPT owned 96.9% of the outstanding COPLP common units (“common units”); the remaining common units and all of the outstanding COPLP preferred units (“preferred units”) were owned by third parties. Common units not owned by COPT carry certain redemption rights. The number of common units owned by COPT is equivalent to the number of outstanding common shares of beneficial interest (“common shares”) of COPT, and the entitlement of all common units to quarterly distributions and payments in liquidation is substantially the same as those of COPT common shareholders. Similarly, in the case of any series of preferred units held by COPT, there would be a series of preferred shares of beneficial interest (“preferred shares”) in COPT that is equivalent in number and carries substantially the same terms as such series of COPLP preferred units. COPT’s common shares are publicly traded on the New York Stock Exchange (“NYSE”) under the ticker symbol “OFC”.

Because COPLP is managed by COPT, and COPT conducts substantially all of its operations through COPLP, we refer to COPT’s executive officers as COPLP’s executive officers; similarly, although COPLP, as a partnership, does not have a board of trustees, we refer to COPT’s Board of Trustees as COPLP’s Board of Trustees.

We believe that COPT is organized and has operated in a manner that satisfies the requirements for taxation as a REIT under the Internal Revenue Code of 1986, as amended, and we intend to continue to operate COPT in such a manner. If COPT continues to qualify for taxation as a REIT, it generally will not be subject to Federal income tax on its taxable income (other than that of its TRS entities) that is distributed to its shareholders. A REIT is subject to a

number of organizational and operational requirements, including a requirement that it distribute to its shareholders at least 90% of its annual taxable income.

Our executive offices are located at 6711 Columbia Gateway Drive, Suite 300, Columbia, Maryland 21046 and our telephone number is (443) 285-5400.

Our Internet address is [www.copt.com](http://www.copt.com). We make available on our Internet website free of charge our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably possible after we file such material with the Securities and Exchange Commission (the "SEC"). In addition, we have made available on our Internet website under the heading "Corporate Governance" the charters for our Board of Trustees'

Audit, Nominating and Corporate Governance, Compensation and Investment Committees, as well as our Corporate Governance Guidelines, Code of Business Conduct and Ethics and Code of Ethics for Financial Officers. We intend to make available on our website any future amendments or waivers to our Code of Business Conduct and Ethics and Code of Ethics for Financial Officers within four business days after any such amendments or waivers. The information on our Internet site is not part of this report.

The SEC maintains an Internet website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. This Internet website can be accessed at [www.sec.gov](http://www.sec.gov). The public may also read and copy paper filings that we have made with the SEC at the SEC's Public Reference Room, located at 100 F Street, NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling (800) SEC-0330.

### Significant Developments

In 2017:

- we finished the year with our office and data center shell portfolio 93.6% occupied;
- we placed into service an aggregate of 1.2 million square feet in eight newly constructed properties and three redeveloped properties that were 97.8% leased as of December 31, 2017;
- we sold 13 operating properties totaling 992,000 square feet that were 91.8% occupied and other land for \$184.2 million. We provided a financial guaranty to the buyer of one of these properties under which we would indemnify it for up to \$20 million in losses it could incur related to a potential defined capital event occurring on the property by June 30, 2019. Accordingly, we did not recognize the sale of this property for accounting purposes, and we reported the sales proceeds as a liability on our consolidated balance sheet. We do not expect to incur any losses under this financial guaranty;
- we repaid \$200.0 million on a term loan scheduled to mature in 2020;
- COPT redeemed all of the outstanding shares of its:
  - Series K Preferred Shares effective January 21, 2017 at a price of \$50 per share, or \$26.6 million in the aggregate, plus accrued and unpaid dividends thereon through the date of redemption; and
  - Series L Preferred Shares effective June 27, 2017 at a price of \$25 per share, or \$172.5 million in the aggregate, plus accrued and unpaid dividends thereon through the date of redemption;
- COPT entered into forward equity sale agreements effective November 2, 2017 to issue 9.2 million common shares at an initial gross offering price of \$285.2 million, or \$31.00 per share, before underwriting discounts, commissions and offering expenses. The forward sale price that we expect to receive upon physical settlement of the agreements will be subject to adjustment on a daily basis based on a floating interest rate factor equal to the overnight bank funding rate less a spread, and will be decreased on each of certain dates specified in the agreements during the term of the agreements. On December 27, 2017, COPT issued 1.7 million common shares under the agreements for net proceeds of \$50.0 million; and
- COPT issued 591,000 COPT common shares at a weighted average price of \$33.84 per share under our at-the-market ("ATM") stock offering program established in September 2016. Net proceeds from the shares issued totaled \$19.7 million.

### Business and Growth Strategies

Our primary goal is to deliver attractive and competitive total returns to our shareholders. This section sets forth key components of our business and growth strategies that we have in place to support this goal.

**Defense/IT Locations Strategy:** We specialize in serving the unique requirements of tenants of our Defense/IT Locations properties. These properties are primarily occupied by United States Government and contractor tenants engaged in what we believe are high priority security, defense and IT missions. These tenants' missions pertain more

to knowledge-based activities (i.e., cyber security, research and development and other highly technical defense and security areas) than to force structure (i.e., troops) and weapon system production. Our office and data center shell portfolio is significantly concentrated in Defense/IT Locations, which as of December 31, 2017 accounted for 149 of the portfolio's 159 properties, or 87.4% of its annualized rental revenue, plus developable land controlled to accommodate future growth. These properties generally have higher tenant renewal rates than is typical in commercial office space due in large part to the importance of their proximity to defense installations or other key demand drivers, the ability of many of these properties to meet Anti-Terrorism Force Protection ("ATFP") requirements and significant investments often made by tenants in their space for unique needs such as Secure Compartmented Information Facility ("SCIF").

Our data center shell platform has fueled significant growth in our Defense/IT Locations strategy. Data center shells are properties leased to tenants to be operated as data centers in which the tenants fund the costs for the power, fiber connectivity

and data center infrastructure. Since 2013, we placed into service 14 data center shells totaling 2.3 million square feet, and we estimate that an additional 11 totaling 2.0 million square feet will be completed over the next several years.

We enter into long-term leases prior to commencing construction of these properties, with triple-net structures and multiple extension options and rent escalators to provide future growth. Additionally, our tenants fund the costs to fully power and equip these properties, significantly enhancing these properties' values and creating high barriers to exit for such tenants.

We believe that our properties and team collectively complement our Defense/IT Locations strategy due to our:

- properties' proximity to defense installations and other knowledge-based government demand drivers. Such proximity is generally preferred and often required for our tenants to execute their missions. Specifically, our office properties are proximate to such mission-critical facilities as Fort George G. Meade (which houses 119 organizations, including U.S. Cyber Command, Defense Information Systems Agency and other Department of Defense organizations and agencies engaged in signals intelligence) and Redstone Arsenal (which houses priority missions such as Army procurement, missile defense, space exploration and research, development, testing and evaluation of advanced weapons systems); and
- data center shells are primarily in the Northern Virginia area, proximate to the MAE-East Corridor, which is a major Network Access Point in the United States for interconnecting traffic between Internet service providers;
- well-established relationships with the United States Government and its contractors;
- extensive experience in developing:
  - secured, specialized space, with the ability to satisfy the United States Government's unique needs (including SCIF and ATRP requirements); and
  - data center shells to customer specifications within very condensed timeframes to accommodate time-sensitive tenant demand; and
  - depth of knowledge, specialized skills and credentialed personnel in operating highly specialized properties with high security-oriented requirements.

**Regional Office Strategy:** While our primary focus pertains to Defense/IT Locations, due to our depth of market knowledge in the Greater Washington, DC/Baltimore region, we focus secondarily on owning office properties located in select urban/urban-like submarkets that feature the following characteristics: (1) mixed-use, lifestyle oriented locations with a robust high-end residential and retail base; (2) proximity to public transportation and major transportation routes; (3) an educated workforce; (4) a diverse and growing employment base; and (5) constraints in supply. We believe that these types of submarkets provide better overall quality and opportunity for long-term, sustained growth than other commercial office submarkets. As of December 31, 2017, we owned seven Regional Office properties, representing 12.1% of our annualized rental revenue from operating properties, which were comprised of: three high-rise Baltimore City properties proximate to the city's waterfront; and four Northern Virginia properties proximate to existing or future Washington Metropolitan Area Metrorail stations and major interstates. In prior reporting periods, this segment also included suburban properties that did not meet these characteristics (that were since disposed).

**Asset Management Strategy:** We aggressively manage our portfolio to maximize the value and operating performance of each property through: (1) proactive property management and leasing; (2) renewal of tenant leases and re-tenanting at increasing rents where market conditions permit; (3) achievement of operating efficiencies by increasing economies of scale and, where possible, aggregating vendor contracts to achieve volume pricing discounts; and (4) redevelopment when we believe property conditions and market demand warrant. In 2017, we completed seven years of programmatic property sales to improve the strategic focus of our portfolio and improve our balance sheet and overall capital position. In the future, we plan to continuously evaluate our portfolio and consider dispositions when properties no longer meet our strategic objectives, or when capital markets and the circumstances pertaining to such holdings otherwise warrant, in order to maximize our return on invested capital or support our

capital strategy.

To the extent possible, we also operate and develop our properties in a manner that minimizes adverse impact on the environment by: (1) constructing new buildings designed to use resources with a high level of efficiency and low impact on human health and the environment during their life cycles through our participation in the U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") program; (2) investing in energy systems and other equipment that reduce energy consumption and property operating costs; (3) adopting select LEED for Building Operations and Maintenance ("LEED O+M: Existing Buildings") prerequisites for much of our portfolio, including guidelines pertaining to cleaning and recycling practices and energy reduction; and (4) participating annually in the GRESB (or Global Real Estate Sustainability Benchmark) survey, which is widely recognized for measuring the environmental, social and governance ("ESG") performance of real estate companies and funds. In each of the last three years, we earned an overall score of "Green Star" on the GRESB survey, which represents the highest quadrant of achievement on the survey.

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**Property Development and Acquisition Strategy:** We grow our operating portfolio primarily through property development opportunities in support of our Defense/IT Locations strategy, and we have significant land holdings that we believe can support that growth and also act as a barrier against competitive supply. We pursue development activities as market conditions and leasing opportunities support favorable risk-adjusted returns on investment, and therefore typically prefer properties to be significantly leased prior to commencing construction. To a lesser extent, we may also pursue growth through acquisitions, seeking to execute such transactions at attractive yields and below replacement cost.

**Capital Strategy:** Our capital strategy is aimed at maintaining access to capital in the face of differing market conditions in the most cost-effective manner by:

- maintaining an investment grade rating to enable us to use debt comprised of unsecured, primarily fixed-rate debt (including the effect of interest rate swaps) from public markets and banks;
- using secured nonrecourse debt from institutional lenders and banks;
- managing our debt by monitoring, among other things: (1) the relationship of certain measures of earnings to our debt level and to certain capital costs; (2) the timing of debt maturities to ensure that maturities in any one year do not exceed levels that we believe we can refinance; (3) the relationship of our variable-rate debt to our total debt; and (4) our total and secured debt levels relative to our overall capital structure;
- using equity raised through issuances of common shares in COPT and common units in COPLP and, to a lesser extent, issuances of preferred shares in COPT and preferred units in COPLP and joint venture structures for certain investments;
- monitoring capacity available under revolving credit facilities and ATM stock offering programs to provide liquidity to fund investment activities;
- paying dividends at a level that is at least sufficient for us to maintain our REIT status;
- recycling proceeds from property sales under our asset management strategy (discussed above) to fund our investment activities and/or reduce overall debt; and
- continuously evaluating the ability of our capital resources to accommodate our plans for future growth.

#### Industry Segments

As of December 31, 2017, our operations included the following reportable segments: Defense/IT Locations; Regional Office; Wholesale Data Center; and Other. Our Defense/IT Locations segment included the following sub-segments:

- Fort George G. Meade and the Baltimore/Washington Corridor (referred to herein as “Fort Meade/BW Corridor”);
- Northern Virginia Defense/IT Locations;
- Lackland Air Force Base in San Antonio, Texas;
- locations serving the U.S. Navy (referred to herein as “Navy Support Locations”). Properties in this segment as of December 31, 2017 were proximate to the Washington Navy Yard, the Naval Air Station Patuxent River in Maryland and the Naval Surface Warfare Center Dahlgren Division in Virginia;
- Redstone Arsenal in Huntsville, Alabama; and
- data center shells, primarily in Northern Virginia (including six owned through an unconsolidated real estate joint venture).

As of December 31, 2017, Defense/IT Locations comprised 149 of our office and data center shell portfolio’s properties, or 86.7% of its square feet in operations, while Regional Office comprised seven of the portfolio’s properties, or 11.7% of its square feet in operations. Our Wholesale Data Center segment is comprised of one property in Manassas, Virginia.

For information relating to our segments, you should refer to Note 17 to our consolidated financial statements, which is included in a separate section at the end of this Annual Report on Form 10-K beginning on page F-1.

Employees

As of December 31, 2017, we had 375 employees, none of whom were parties to collective bargaining agreements. We believe that our relations with our employees are good.

Competition

The commercial real estate market is highly competitive. Numerous commercial landlords compete with us for tenants. Some of the properties competing with ours may be newer or in more desirable locations, or the competing properties' owners may be willing to accept lower rents than we are. We also compete with our own tenants, many of whom have the right to sublease their space. The competitive environment for leasing is affected considerably by a number of factors including, among other things, changes in economic conditions and supply of and demand for space. These factors may make it difficult



for us to lease existing vacant space and space associated with future lease expirations at rental rates that are sufficient to produce acceptable operating cash flows.

We occasionally compete for the acquisition of land and commercial properties with many entities, including other publicly-traded commercial REITs. Competitors for such acquisitions may have substantially greater financial resources than ours. In addition, our competitors may be willing to accept lower returns on their investments or may be willing to incur higher leverage.

We also compete with many entities, including other publicly-traded commercial REITs, for capital. This competition could adversely affect our ability to raise capital we may need to fulfill our capital strategy.

In addition, we compete with many entities for talent. If there is an increase in the costs for us to retain employees or if we otherwise fail to attract and retain such employees, our business and operating results could be adversely effected.

#### Item 1A. Risk Factors

Set forth below are risks and uncertainties relating to our business and the ownership of our securities. These risks and uncertainties may lead to outcomes that could adversely affect our financial position, results of operations, cash flows and ability to make expected distributions to our equityholders. You should carefully consider each of these risks and uncertainties and all of the information in this Annual Report on Form 10-K and its Exhibits, including our consolidated financial statements and notes thereto for the year ended December 31, 2017, which are included in a separate section at the end of this report beginning on page F-1.

Our performance and value are subject to risks associated with our properties and with the real estate industry. Real estate investments are subject to various risks and fluctuations in value and demand, many of which are beyond our control. Our performance and the value of our real estate assets may decline due to conditions in the general economy and the real estate business which, in turn, could have an adverse effect on our financial position, results of operations, cash flows and ability to make expected distributions to our shareholders. These conditions include, but are not limited to:

- downturns in national, regional and local economic environments, including increases in the unemployment rate and inflation or deflation;
- competition from other properties;
- trends in office real estate that may adversely affect future demand, including telecommuting and flexible workplaces that increase the population density per square foot;
- deteriorating local real estate market conditions, such as oversupply, reduction in demand and decreasing rental rates;
- declining real estate valuations;
- adverse developments concerning our tenants, which could affect our ability to collect rents and execute lease renewals;
- government actions and initiatives, including risks associated with the impact of prolonged government shutdowns and budgetary reductions or impasses, such as a reduction of rental revenues, non-renewal of leases and/or a curtailment of demand for additional space by our strategic customers;
- increasing operating costs, including insurance, utilities, real estate taxes and other expenses, some of which we may not be able to pass through to tenants;
- increasing construction costs for materials and labor;
- increasing vacancies and the need to periodically repair, renovate and re-lease space;
- increasing interest rates and unavailability of financing on acceptable terms or at all;
- unavailability of financing for potential purchasers of our properties;
- adverse changes in taxation or zoning laws;
- potential inability to secure adequate insurance;

adverse consequences resulting from civil disturbances, natural disasters, terrorist acts or acts of war; and potential liability under environmental or other laws or regulations.

We may suffer adverse consequences as a result of adverse economic conditions. Our business may be affected by adverse economic conditions in the United States economy or real estate industry as a whole or by the local economic conditions in the markets in which our properties are located, including the impact of high unemployment and constrained credit. Adverse economic conditions could increase the likelihood of tenants encountering financial difficulties, including bankruptcy, insolvency or general downturn of business, and as a result could increase the likelihood of tenants defaulting on their lease obligations to us. Such conditions also could increase our likelihood of being unsuccessful in renewing tenants, renewing tenants on terms less favorable to us or being unable to lease newly constructed properties. In addition, such

conditions could increase the level of risk that we may not be able to obtain new financing for development activities, acquisitions, refinancing of existing debt or other capital requirements at reasonable terms, if at all.

We may suffer adverse consequences as a result of our reliance on rental revenues for our income. We earn revenue from renting our properties. Our operating costs do not necessarily fluctuate in relation to changes in our rental revenue. This means that certain of our costs will not necessarily decline and may increase even if our revenues decline.

For new tenants or upon lease expiration for existing tenants, we generally must make improvements and pay other leasing costs for which we may not receive increased rents. We also make building-related capital improvements for which tenants may not reimburse us.

If our properties do not generate revenue sufficient to meet our operating expenses and capital costs, we may have to borrow additional amounts to cover these costs. In such circumstances, we would likely have lower profits or possibly incur losses. We may also find in such circumstances that we are unable to borrow to cover such costs, in which case our operations could be adversely affected.

In addition, the competitive environment for leasing is affected considerably by a number of factors including, among other things, changes due to economic factors such as supply and demand. These factors may make it difficult for us to lease existing vacant space and space associated with future lease expirations at rental rates that are sufficient to meet our short-term capital needs.

We rely on the ability of our tenants to pay rent and would be harmed by their inability to do so. Our performance depends on the ability of our tenants to fulfill their lease obligations by paying their rental payments in a timely manner. As a result, we would be harmed if one or more of our major tenants, or a number of our smaller tenants, were to experience financial difficulties, including bankruptcy, insolvency, government shutdown or general downturn of business.

We may be adversely affected by developments concerning our major tenants or the United States Government and its contractors, including prolonged shutdowns of the government and actual, or potential, reductions in government spending targeting knowledge-based activities. As of December 31, 2017, our 10 largest tenants accounted for 58.8% of our total annualized rental revenue, the four largest of these tenants accounted for 47.0%, and the United States Government, our largest tenant, accounted for 31.7%. We calculated annualized rental revenue by multiplying by 12 the sum of monthly contractual base rents and estimated monthly expense reimbursements under active leases in our portfolio as of December 31, 2017; with regard to properties owned through an unconsolidated real estate joint venture, we include the portion of annualized rental revenue allocable to our ownership interest. For additional information regarding our tenant concentrations, please refer to the section entitled "Concentration of Operations" within the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Most of our leases with the United States Government provide for a series of one-year terms. The United States Government may terminate its leases if, among other reasons, the United States Congress fails to provide funding. We would be harmed if any of our four largest tenants fail to make rental payments to us over an extended period of time, including as a result of a prolonged government shutdown, or if the United States Government elects to terminate some or all of its leases and the space cannot be re-leased on satisfactory terms.

As of December 31, 2017, 87.4% of our office and data center shell properties' total annualized rental revenue was from Defense/IT Locations, and we expect to maintain a similarly high revenue concentration of properties in these locations. A reduction in government spending targeting the activities of the government and its contractors (such as knowledge-based defense and security activities) in these locations could adversely affect our tenants' ability to fulfill

lease obligations, renew leases or enter into new leases and limit our future growth from properties in these locations. Moreover, uncertainty regarding the potential for future reduction in government spending targeting such activities could also decrease or delay leasing activity from tenants engaged in these activities.

We may suffer economic harm in the event of a decline in the real estate market or general economic conditions in the Mid-Atlantic region, particularly in the Greater Washington, DC/Baltimore region, or in particular business parks.

Most of our properties are located in the Mid-Atlantic region of the United States, particularly in the Greater Washington, DC/Baltimore region. Our properties are also often concentrated in business parks in which we own most of the properties. Consequently, our portfolio of properties is not broadly distributed geographically. As a result, we would be harmed by a decline in the real estate market or general economic conditions in the Mid-Atlantic region, the Greater Washington, DC/Baltimore region or the business parks in which our properties are located.

We would suffer economic harm if we were unable to renew our leases on favorable terms. When leases expire, our tenants may not renew or may renew on terms less favorable to us than the terms of their original leases. If a tenant vacates a property, we can expect to experience a vacancy for some period of time, as well as incur higher leasing costs than we would likely incur if a tenant renews. As a result, we may be harmed if we experience a high volume of tenant departures at the end of their lease terms.

We may be adversely affected by trends in the office real estate industry. Some businesses increasingly permit employee telecommuting, flexible work schedules, open workplaces and teleconferencing. These practices enable businesses to reduce their space requirements. These trends could over time erode the overall demand for office space and, in turn, place downward pressure on occupancy, rental rates and property valuations.

We may encounter a decline in the value of our real estate. The value of our real estate could be adversely affected by general economic and market conditions connected to a specific property, a market or submarket, a broader economic region or the office real estate industry. Examples of such conditions include a broader economic recession, declining demand and decreases in market rental rates and/or market values of real estate assets. If our real estate assets decline in value, it could result in our recognition of impairment losses. Moreover, a decline in the value of our real estate could adversely affect the amount of borrowings available to us under future credit facilities and other loans.

We may not be able to compete successfully with other entities that operate in our industry. The commercial real estate market is highly competitive. Numerous commercial properties compete with our properties for tenants. Some of the properties competing with ours may be newer or in more desirable locations, or the competing properties' owners may be willing to accept lower rates than are acceptable to us. In addition, we compete for the purchase of commercial property with many entities, including other publicly traded commercial REITs.

Real estate investments are illiquid, and we may not be able to dispose of properties on a timely basis when we determine it is appropriate to do so. Real estate investments can be difficult to sell and convert to cash quickly, especially if market conditions, including real estate lending conditions, are not favorable. Such illiquidity could limit our ability to quickly change our portfolio of properties in response to changes in economic or other conditions. Our failure to successfully execute dispositions could adversely affect our ability to effectively execute our business strategy. Moreover, under certain circumstances, the Internal Revenue Code imposes certain penalties on a REIT that sells property held for less than two years and limits the number of properties it can sell in a given year.

We are dependent on external sources of capital for growth. Because COPT is a REIT, it must distribute at least 90% of its annual taxable income to its shareholders. Due to this requirement, we are not able to significantly fund our development and acquisition activities using retained cash flow from operations. Therefore, our ability to fund these activities may be dependent on our ability to access debt or equity capital. Such capital could be in the form of new debt, common shares, preferred shares, common and preferred units in COPLP, joint venture funding or asset sales. These capital sources may not be available on favorable terms or at all. Moreover, additional debt financing may substantially increase our leverage and subject us to covenants that restrict management's flexibility in directing our operations, and additional equity offerings may result in substantial dilution of our equityholders' interests. Our inability to obtain capital when needed could have a material adverse effect on our ability to expand our business and fund other cash requirements.

We often use our Revolving Credit Facility to initially finance much of our investing activities and certain financing activities. Our lenders under this and other facilities could, for financial hardship or other reasons, fail to honor their commitments to fund our requests for borrowings under these facilities. If lenders default under these facilities by not being able or willing to fund a borrowing request, it would adversely affect our ability to access borrowing capacity under these facilities.

We may be unable to execute our plans to develop and construct additional properties. Although the majority of our investments are in currently leased properties, we also develop, construct and redevelop properties, including some that are not fully pre-leased. When we develop, construct and redevelop properties, we assume the risk that actual costs will exceed our budgets, that we will experience conditions which delay or preclude project completion and that projected leasing will not occur. In addition, we may find that we are unable to successfully execute plans to obtain construction loans to fund property construction activities.

We may suffer adverse effects from acquisitions of commercial real estate properties. We may acquire existing commercial real estate properties to the extent that suitable acquisitions can be made on advantageous terms. Acquisitions of commercial properties entail risks, such as the risk that we may not be in a position, or have the opportunity in the future, to make suitable property acquisitions on advantageous terms and/or that such acquisitions will fail to perform as expected.

We may pursue selective acquisitions of properties in regions where we have not previously owned properties. These acquisitions may entail risks in addition to those we face in other acquisitions where we are familiar with the regions, such as the risk that we do not correctly anticipate conditions or trends in a new market and therefore are not able to operate the acquired property profitably.

In addition, we may acquire properties that are subject to liabilities in situations where we have no recourse, or only limited recourse, against the prior owners or other third parties with respect to unknown liabilities. As a result, if a liability were asserted against us based upon ownership of those properties, we might have to pay substantial sums to settle or contest it, which could adversely affect our results of operations and cash flow. Examples of unknown liabilities with respect to acquired properties include, but are not limited to:

- liabilities for remediation of disclosed or undisclosed environmental contamination;
- claims by tenants, vendors or other persons dealing with the former owners of the properties;
- liabilities incurred in the ordinary course of business; and
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

Our wholesale data center may become obsolete. Wholesale data centers are much more expensive investments on a per square foot basis than office properties due to the level of infrastructure required to operate the centers. At the same time, technology, industry standards and service requirements for wholesale data centers are rapidly evolving and, as a result, the risk of investments we make in our wholesale data center becoming obsolete is higher than other commercial real estate properties. Our wholesale data center may become obsolete due to the development of new systems to deliver power to, or eliminate heat from, the servers housed in the properties, or due to other technological advances. In addition, we may not be able to efficiently upgrade or change power and cooling systems to meet new demands or industry standards without incurring significant costs that we may not be able to pass on to our tenants.

Certain of our properties containing data centers contain space not suitable for lease other than as data centers, which could make it difficult to reposition them for alternative use. Certain of our properties contain data center space, which is highly specialized space containing extensive electrical and mechanical systems that are uniquely designed to run and maintain banks of computer servers. Data centers are subject to obsolescence risks. In the event that we needed to reposition data center space for another use, the renovations required to do so could be difficult and costly, and we may, as a result, deem such renovations to be impractical.

Our tenants and contractual counterparties could be designated “Prohibited Persons” by the Office of Foreign Assets Control. The Office of Foreign Assets Control of the United States Department of the Treasury (“OFAC”) maintains a list of persons designated as terrorists or who are otherwise blocked or banned (“Prohibited Persons”). OFAC regulations and other laws prohibit us from conducting business or engaging in transactions with Prohibited Persons. If a tenant or other party with whom we conduct business is placed on the OFAC list or is otherwise a party with whom we are prohibited from doing business, we may be required to terminate the lease or other agreement.

We may suffer adverse effects as a result of the indebtedness that we carry and the terms and covenants that relate to this debt. Several of our properties are pledged by us to support repayment of indebtedness. Any foreclosure on our properties could result in loss of income and asset value. In addition, we rely on borrowings to fund some or all of the costs of construction and development activities, new property acquisitions and other items.

Payments of principal and interest on our debt may leave us with insufficient cash to operate our properties or pay distributions to COPT’s shareholders required to maintain its qualification as a REIT. We are also subject to the risks that:

we may not be able to refinance our existing indebtedness, or may refinance on terms that are less favorable to us than the terms of our existing indebtedness;

in the event of our default under the terms of our Revolving Credit Facility, COPLP could be restricted from making cash distributions to COPT, which could result in reduced distributions to our equityholders or the need for us to incur additional debt to fund these distributions; and

if we are unable to pay our debt service on time or are unable to comply with restrictive financial covenants for certain of our debt, our lenders could foreclose on our properties securing such debt and, in some cases, other properties and assets that we own.



Some of our unsecured debt is cross-defaulted, which means that failure to pay interest or principal on the debt above a threshold value will create a default on certain of our other debt.

If interest rates were to rise, our debt service payments on debt with variable interest rates would increase.

As of December 31, 2017, we had \$1.8 billion in debt, the future maturities of which are set forth in Note 10 to our consolidated financial statements. Our operations likely will not generate enough cash flow to repay all of this debt without additional borrowings, equity issuances and/or property sales. If we cannot refinance our debt, extend the repayment dates, or raise additional equity prior to the dates when our debt matures, we would default on our existing debt.

Our organizational documents do not limit the amount of indebtedness that we may incur. Therefore, we may incur additional indebtedness and become more highly leveraged, which could harm our financial position.

A downgrade in our credit ratings would materially adversely affect our business and financial condition. COPLP's Senior Notes are currently rated investment grade by the three major rating agencies. These credit ratings are subject to ongoing evaluation by the credit rating agencies and can change. Any downgrades of our ratings or outlook by the credit rating agencies would have a material adverse impact on our cost and availability of capital and also could have a materially adverse effect on the market price of COPT's common shares.

We have certain distribution requirements that reduce cash available for other business purposes. Since COPT is a REIT, it must distribute at least 90% of its annual taxable income, which limits the amount of cash that can be retained for other business purposes, including amounts to fund acquisitions and development activity. Also, it is possible that because of the differences between the time we actually receive revenue or pay expenses and the period during which we report those items for distribution purposes, we may have to borrow funds for COPT to meet the 90% distribution requirement.

We may be unable to continue to make distributions to our equityholders at expected levels. We expect to make regular quarterly cash distributions to our equityholders. However, our ability to make such distributions depends on a number of factors, some of which are beyond our control. Some of our loan agreements contain provisions that could, in the event of default, restrict future distributions. Our ability to make distributions at expected levels will also be dependent, in part, on other matters, including, but not limited to:

- continued property occupancy and timely receipt of rent from our tenants;
- the amount of future capital expenditures and expenses relating to our properties;
- our leasing activity and future rental rates;
- the strength of the commercial real estate market;
- our ability to compete;
- governmental actions and initiatives, including risks associated with the impact of a prolonged government shutdown or budgetary reductions or impasses;
- our costs of compliance with environmental and other laws;
- our corporate overhead levels;
- our amount of uninsured losses; and
- our decision to reinvest in operations rather than distribute available cash.

In addition, we can make distributions to the holders of our common shares/units only after we make preferential distributions to holders of our preferred shares/units.

Our ability to pay distributions may be limited, and we cannot provide assurance that we will be able to pay distributions regularly. Our ability to pay distributions will depend on a number of things discussed elsewhere herein,

including our ability to operate profitably and generate cash flow from our operations. We cannot guarantee that we will be able to pay distributions on a regular quarterly basis in the future. Additionally, the terms of some of COPLP's debt may limit its ability to make some types of payments and other distributions to COPT in the event of certain default situations. This in turn may limit our ability to make some types of payments, including payment of distributions on common or preferred shares/units, unless we meet certain financial tests or such payments or distributions are required to maintain COPT's qualification as a REIT. As a result, if we are unable to meet the applicable financial tests, we may not be able to pay distributions in one or more periods. Furthermore, any new common or preferred shares/units that may be issued in the future for raising capital, financing acquisitions, share-based compensation arrangements or otherwise will increase the cash required to continue to pay cash distributions at current levels.

Our ability to pay distributions is further limited by the requirements of Maryland law. As a Maryland REIT, COPT may not under applicable Maryland law make a distribution if either of the following conditions exists after giving effect to the distribution: (1) the REIT would not be able to pay its debts as the debts become due in the usual course of business; or (2) the REIT's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the REIT were dissolved at the time of the distribution, to satisfy upon dissolution the rights of equityholders whose preferential rights are superior to those receiving the distribution. Therefore, we may not be able to make expected distributions to our equityholders if either of the above described conditions exists for COPT after giving effect to the distribution.

We may issue additional common or preferred shares/units that dilute our equityholders' interests. We may issue additional common and preferred shares/units without shareholder approval. Similarly, COPT may cause COPLP to issue its common or preferred units for contributions of cash or property without approval by the limited partners of COPLP or COPT's shareholders. Our existing equityholders' interests could be diluted if such additional issuances were to occur.

We may suffer economic harm as a result of the actions of our partners in real estate joint ventures and other investments. We may invest in certain entities in which we are not the exclusive investor or principal decision maker. Investments in such entities may, under certain circumstances, involve risks not present when a third party is not involved, including the possibility that the other parties to these investments might become bankrupt or fail to fund their share of required capital contributions. Our partners in these entities may have economic, tax or other business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also lead to impasses on major decisions, such as whether or not to sell a property, because neither we nor the other parties to these investments may have full control over the entity. In addition, we may in certain circumstances be liable for the actions of the other parties to these investments.

We may be subject to possible environmental liabilities. We are subject to various Federal, state and local environmental laws, including air and water quality, hazardous or toxic substances and health and safety. These laws can impose liability on current and prior property owners or operators for the costs of removal or remediation of hazardous substances released on a property, even if the property owner was not responsible for, or even aware of, the release of the hazardous substances. Costs resulting from environmental liability could be substantial. The presence of hazardous substances on our properties may also adversely affect occupancy and our ability to sell or borrow against those properties. In addition to the costs of government claims under environmental laws, private plaintiffs may bring claims for personal injury or other reasons. Additionally, various laws impose liability for the costs of removal or remediation of hazardous substances at the disposal or treatment facility. Anyone who arranges for the disposal or treatment of hazardous substances at such a facility is potentially liable under such laws. These laws often impose liability on an entity even if the facility was not owned or operated by the entity.

Although most of our properties have been subject to varying degrees of environmental assessment, many of these assessments are limited in scope and may not include or identify all potential environmental liabilities or risks associated with the property. Identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, discovery of additional sites, human exposure to the contamination or changes in cleanup or compliance requirements could result in significant costs to us.

We may be adversely affected by natural disasters and the effects of climate change. Natural disasters, including earthquakes, storms and hurricanes, as well as the potential consequences of climate change could adversely impact our properties. Over time, climate change could adversely affect demand for space in our properties or our ability to operate our properties; it could also have indirect effects on our business, including increasing the cost of (or making unavailable) property insurance, increasing the cost of energy and requiring us to expend funds as we seek to repair

and protect our properties against such risks.

Terrorist attacks may adversely affect the value of our properties, our financial position and cash flows. We have significant investments in properties located in large metropolitan areas and near military installations. Future terrorist attacks could directly or indirectly damage our properties or cause losses that materially exceed our insurance coverage. After such an attack, tenants in these areas may choose to relocate their businesses to areas of the United States that may be perceived to be less likely targets of future terrorist activity, and fewer customers may choose to patronize businesses in these areas. This in turn would trigger a decrease in the demand for space in these areas, which could increase vacancies in our properties and force us to lease space on less favorable terms.

We may be subject to other possible liabilities that would adversely affect our financial position and cash flows. Our properties may be subject to other risks related to current or future laws, including laws relating to zoning, construction, fire and life safety requirements and other matters. These laws may require significant property modifications in the future and could result in the levy of fines against us. In addition, although we believe that we adequately insure our properties, we are

subject to the risk that our insurance may not cover all of the costs to restore a property that is damaged by a fire or other catastrophic events, including acts of war or, as mentioned above, terrorism.

We may be subject to increased costs of insurance and limitations on coverage, particularly regarding acts of terrorism. Our portfolio of properties is insured for losses under our property, casualty and umbrella insurance policies. These policies include coverage for acts of terrorism. Future changes in the insurance industry's risk assessment approach and pricing structure may increase the cost of insuring our properties and decrease the scope of insurance coverage. Most of our loan agreements contain customary covenants requiring us to maintain insurance. Although we believe that we have adequate insurance coverage for purposes of these agreements, we may not be able to obtain an equivalent amount of coverage at reasonable costs, or at all, in the future. In addition, if lenders insist on greater coverage than we are able to obtain, it could adversely affect our ability to finance and/or refinance our properties and execute our growth strategies.

Our business could be adversely affected by a negative audit by the United States Government. Agencies of the United States Government, including the Defense Contract Audit Agency and various agency Inspectors General, routinely audit and investigate government contractors. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations, and standards. The United States Government also reviews the adequacy of, and a contractor's compliance with, its internal control systems and policies. Any costs found to be misclassified may be subject to repayment. If an audit or investigation uncovers improper or illegal activities, we may be subject to civil or criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines, and suspension or prohibition from doing business with the United States Government. In addition, we could suffer serious reputational harm if allegations of impropriety were made against us.

Our business could be adversely affected by security breaches through cyber attacks, cyber intrusions or otherwise. We face risks associated with security breaches and other significant disruptions of our information technology networks and related systems, which are essential to our business operations. Such breaches and disruptions may occur through cyber attacks or cyber intrusions over the Internet, malware, computer viruses, attachments to e-mails, persons inside our organization or persons with access to systems inside our organization. Because of our concentration on serving the United States Government and its contractors with a general focus on national security and information technology, we may be more likely to be targeted by cyber attacks, including by governments, organizations or persons hostile to our government. Despite our activities to maintain the security and integrity of our networks and related systems, as well as purchasing available insurance coverage, there can be no absolute assurance that these activities will be effective in mitigating these risks. A security breach involving our networks and related systems could disrupt our operations in numerous ways, including by creating difficulties for our tenants that may reflect poorly on us.

COPT's ownership limits are important factors. COPT's Declaration of Trust limits ownership of its common shares by any single shareholder to 9.8% of the number of the outstanding common shares or 9.8% of the value of the outstanding common shares, whichever is more restrictive. COPT's Declaration of Trust also limits ownership by any single shareholder of our common and preferred shares in the aggregate to 9.8% of the aggregate value of the outstanding common and preferred shares. We call these restrictions the "Ownership Limit." COPT's Declaration of Trust allows our Board of Trustees to exempt shareholders from the Ownership Limit. The Ownership Limit and the restrictions on ownership of our common shares may delay or prevent a transaction or a change of control that might involve a premium price for our common shares/units or otherwise be in the best interest of our equityholders.

COPT's Declaration of Trust includes other provisions that may prevent or delay a change of control. Subject to the requirements of the New York Stock Exchange, our Board of Trustees has the authority, without shareholder approval, to issue additional securities on terms that could delay or prevent a change in control. In addition, our Board

of Trustees has the authority to reclassify any of our unissued common shares into preferred shares. Our Board of Trustees may issue preferred shares with such preferences, rights, powers and restrictions as our Board of Trustees may determine, which could also delay or prevent a change in control.

The Maryland business statutes impose potential restrictions that may discourage a change of control of our company. Various Maryland laws may have the effect of discouraging offers to acquire us, even if the acquisition would be advantageous to equityholders. Resolutions adopted by our Board of Trustees and/or provisions of our bylaws exempt us from such laws, but our Board of Trustees can alter its resolutions or change our bylaws at any time to make these provisions applicable to us.

COPT's failure to qualify as a REIT would have adverse tax consequences, which would substantially reduce funds available to make distributions to our equityholders. We believe that COPT has qualified for taxation as a REIT for Federal income tax purposes since 1992. We plan for COPT to continue to meet the requirements for taxation as a REIT. Many of

these requirements, however, are highly technical and complex. The determination that we are a REIT requires an analysis of various factual matters and circumstances that may not be totally within our control. For example, to qualify as a REIT, at least 95% of COPT's gross income must come from certain sources that are specified in the REIT tax laws. COPT is also required to distribute to shareholders at least 90% of its REIT taxable income (excluding capital gains). The fact that COPT holds most of its assets through COPLP and its subsidiaries further complicates the application of the REIT requirements. Even a technical or inadvertent mistake could jeopardize COPT's REIT status. Furthermore, Congress and the Internal Revenue Service might make changes to the tax laws and regulations and the courts might issue new rulings that make it more difficult or impossible for COPT to remain qualified as a REIT.

If COPT fails to qualify as a REIT, it would be subject to Federal income tax at regular corporate rates. Also, unless the Internal Revenue Service granted us relief under certain statutory provisions, COPT would remain disqualified as a REIT for four years following the year it first fails to qualify. If COPT fails to qualify as a REIT, it would have to pay significant income taxes and would therefore have less money available for investments or for distributions to our equityholders. In addition, if COPT fails to qualify as a REIT, it will no longer be required to pay distributions to shareholders. As a result of all these factors, COPT's failure to qualify as a REIT could impair our ability to expand our business and raise capital and would likely have a significant adverse effect on the value of our shares/units.

We may be adversely impacted by changes in tax laws. At any time, U.S. federal tax laws or the administrative interpretations of those laws may be changed. In December 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act, which made widespread changes to the Internal Revenue Code, was signed into law; while we believe that this law generally will have a favorable effect on REITs and their shareholders, uncertainty remains regarding the full effect that this law will have on us and our tenants, equityholders and other stakeholders. We also cannot predict whether, when or to what extent other new U.S. federal tax laws, regulations, interpretations or rulings will be issued. As a result, changes in U.S. federal tax laws could negatively impact our operating results, financial condition and business operations, and adversely impact our equityholders.

Occasionally, changes in state and local tax laws or regulations are enacted that may result in an increase in our tax liability. Shortfalls in tax revenues for states and municipalities in recent years may lead to an increase in the frequency and size of such changes. If such changes occur, we may be required to pay additional taxes on our assets or income.

A number of factors could cause our security prices to decline. As is the case with any publicly-traded securities, certain factors outside of our control could influence the value of COPT's common and preferred shares. These conditions include, but are not limited to:

- market perception of REITs in general and office REITs in particular;
- market perception regarding our major tenants and sector concentrations;
- the level of institutional investor interest in COPT;
- general economic and business conditions;
- prevailing interest rates;
- our financial performance;
- our underlying asset value;
- market perception of our financial condition, performance, dividends and growth potential; and
- adverse changes in tax laws.

We may experience significant losses and harm to our financial condition if financial institutions holding our cash and cash equivalents file for bankruptcy protection. We believe that we maintain our cash and cash equivalents with high quality financial institutions. We have not experienced any losses to date on our deposited cash. However, we may incur significant losses and harm to our financial condition in the future if any of these financial institutions files for

bankruptcy protection.

Item 1B. Unresolved Staff Comments

None

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## Item 2. Properties

The following table provides certain information about our operating property segments as of December 31, 2017 (dollars and square feet in thousands, except per square foot amounts):

Segment	Number of Properties	Rentable Square Feet or Megawatts ("MW")	Occupancy (1)	Annualized Rental Revenue (2)	Annualized Rental Revenue per Occupied Square Foot (2)(3)
Office and Data Center Shell Portfolio					
Defense/IT Locations:					
Fort Meade/BW Corridor:					
National Business Park (Annapolis Junction, MD)	31	3,577	95.2 %	\$ 132,114	\$38.82
Howard County, MD	35	2,759	96.5 %	73,619	27.65
Other	21	1,563	94.8 %	41,177	27.79
Fort Meade/BW Corridor Subtotal / Average	87	7,899	95.6 %	246,910	32.71
Northern Virginia Defense/IT	12	1,840	89.1 %	51,694	31.53
Lackland Air Force Base	7	953	100.0 %	47,451	49.79
Navy Support Locations	21	1,253	87.7 %	30,973	28.18
Redstone Arsenal	7	651	98.2 %	14,663	22.94
Data Center Shells					
Consolidated Properties	9	1,478	100.0 %	21,528	14.57
Unconsolidated Joint Venture Properties (4)	6	962	100.0 %	5,333	11.09
Defense/IT Locations Subtotal / Average	149	15,036	95.2 %	418,552	29.60
Regional Office	7	2,023	89.5 %	57,722	31.88
Other Properties	3	286	34.4 %	2,558	26.03
Total Office and Data Center Shell Portfolio	159	17,345	93.6 %	478,832	\$29.84
Wholesale Data Center	1	19.25 MW	87.6 %	22,380	N/A
Total Operating Properties				\$ 501,212	
Total Consolidated Operating Properties				\$ 495,879	

(1) This percentage is based upon all rentable square feet or megawatts under lease terms that were in effect as of December 31, 2017.

Annualized rental revenue is the monthly contractual base rent as of December 31, 2017 (ignoring free rent then in effect) multiplied by 12, plus the estimated annualized expense reimbursements under existing leases. With regard to properties owned through an unconsolidated real estate joint venture, we include the portion of annualized rental revenue allocable to our ownership interest. We consider annualized rental revenue to be a useful measure for analyzing revenue sources because, since it is point-in-time based, it does not contain increases and decreases in revenue associated with periods in which lease terms were not in effect; historical revenue under generally accepted accounting principles does contain such fluctuations. We find the measure particularly useful for leasing, tenant and segment analysis.

(3)

Annualized rental revenue per occupied square foot is a property's annualized rental revenue divided by that property's occupied square feet as of December 31, 2017. Our computation of annualized rental revenue excludes the effect of lease incentives. The annualized rent per occupied square foot, including the effect of lease incentives, was \$29.58 for our total office and data center shell portfolio, \$32.58 for Fort Meade/BW Corridor (our largest Defense/IT Location sub-segment) and \$31.31 for our Regional Office portfolio.

Represents properties owned through an unconsolidated real estate joint venture. The amounts reported above (4) reflect 100% of the properties' square footage but only reflect the portion of Annualized Rental Revenue that was allocable to our ownership interest.

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The following table provides certain information about office and data center shell properties that were under construction, or had redevelopment underway, or otherwise approved, as of December 31, 2017 (dollars and square feet in thousands):

Property and Location	Estimated Rentable Square Feet Upon Completion	Percentage Leased	Calendar Quarter Operational	Costs Anticipated to be Incurred to Date (1)	Estimated Costs to Complete (1)
<b>Under Construction</b>					
Fort Meade/BW Corridor: 310 Sentinel Way (2) Annapolis Junction, MD	191	12 %	(3)	\$41,237	\$13,115
540 National Business Parkway (2) Annapolis Junction, MD	145	49 %	1Q 2018	32,630	11,082
5801 University Research Court College Park, MD	71	0 %	1Q 2019	9,938	8,606
Subtotal / Average	407	23 %		83,805	32,803
<b>Data Center Shells:</b>					
DC 23 Northern VA	149	100 %	3Q 2018	498	20,849
BLC 1 Northern VA	149	100 %	3Q 2018	12,277	20,723
BLC 2 Northern VA	149	100 %	4Q 2018	12,201	20,909
Subtotal / Average	447	100 %		24,976	62,481
<b>Northern Virginia Defense/IT:</b>					
NOVA Office B Northern VA	161	0 %	(3)	31,187	10,313
<b>Redstone Arsenal:</b>					
4100 Market Street Huntsville, AL	36	59 %	2Q 2019	1,014	6,452
4000 Market Street Huntsville, AL	43	0 %	3Q 2019	466	7,649
Subtotal / Average	79	27 %		1,480	14,101
<b>Total Under Construction</b>	<b>1,094</b>	<b>51 %</b>		<b>\$141,448</b>	<b>\$119,698</b>
<b>Under Redevelopment</b>					
Fort Meade/BW Corridor: 7142 Columbia Gateway Drive (2) Columbia, MD	22	73 %	1Q 2019	\$1,387	\$2,531

(1) Includes land, construction, leasing costs and allocated portion of structured parking and other shared infrastructure, if applicable.

(2) These properties had occupied square feet in service as of December 31, 2017. Therefore, the properties and their occupied square feet are included in our operating property statistics, including the information set forth on the previous page.

(3) The building shells of these properties were completed and held for future lease to the United States Government.

The following table provides certain information about land that we owned or controlled as of December 31, 2017, including properties under ground lease to us (square feet in thousands):

Segment	Acres	Estimated Developable Square Feet
Defense/IT Locations:		
Fort Meade/BW Corridor:		
National Business Park	196	2,106
Howard County	27	590
Other	133	1,494
Total Fort Meade/BW Corridor	356	4,190
Northern Virginia Defense/IT Locations		
Lackland Air Force Base	68	1,033
Navy Support Locations	44	109
Redstone Arsenal (1)	422	4,005
Data Center Shells	41	636
Total Defense/IT Locations	990	11,938
Regional Office (2)	11	1,090
Total land owned/controlled for future development	1,001	13,028
Other land owned/controlled	150	1,638
Total Land Owned/Controlled	1,151	14,666

(1) This land is owned by the United States Government and is controlled under a long-term, enhanced-use lease to a consolidated joint venture. As this land is developed in the future, the joint venture will execute site-specific leases under the master lease agreement. Rental payments will commence under the site-specific leases as cash rents under tenant leases commence at the respective properties.

(2) Includes a pre-leased, pre-construction project totaling 190,000 square feet.

## Lease Expirations

The following table provides a summary schedule of lease expirations for leases in place at our operating properties as of December 31, 2017 based on the non-cancelable term of tenant leases determined in accordance with generally accepted accounting principles (dollars and square feet in thousands, except per square foot amounts):

Year of Lease Expiration	Square Footage of Leases Expiring	Annualized Rental Revenue of Leases (1)	Percentage of Total Annualized Rental Revenue Expiring (1)	Total Annualized Rental Revenue of Expiring Leases Per Occupied Square Foot
		(in thousands)		
2018: Office and Data Center Shells	2,135	\$ 68,997	13.8 %	\$32.32
Wholesale Data Center	N/A	218	— %	N/A
2019: Office and Data Center Shells	2,680	84,722	16.9 %	31.62
Wholesale Data Center	N/A	4,097	0.8 %	N/A
2020: Office and Data Center Shells	1,692	57,981	11.6 %	35.14
Wholesale Data Center	N/A	13,722	2.7 %	N/A
2021: Office and Data Center Shells	1,318	40,647	8.1 %	30.83
Wholesale Data Center	N/A	570	0.1 %	N/A
2022: Office and Data Center Shells	1,221	35,002	7.0 %	29.69
Wholesale Data Center	N/A	1,842	0.4 %	N/A
2023: Office and Data Center Shells	957	30,169	6.0 %	31.54
Wholesale Data Center	N/A	1,931	0.4 %	N/A
2024: Office and Data Center Shells	1,424	31,198	6.2 %	22.65
2025: Office and Data Center Shells	1,858	60,931	12.2 %	34.07
2026: Office and Data Center Shells	1,062	27,639	5.5 %	26.01
2027: Office and Data Center Shells	652	13,384	2.7 %	20.53
2028: Office and Data Center Shells	499	11,986	2.4 %	24.03
2029: Office and Data Center Shells	489	11,736	2.3 %	23.99
2033: Office and Data Center Shells	240	4,440	0.9 %	18.50
Total Operating Properties	16,227	\$ 501,212	100.0 %	N/A
Total Office and Data Center Shells	16,227	\$ 478,832	100.0 %	\$29.84

(1) Please refer to definition provided on first page of Item 2 of this Annual Report on Form 10-K.

With regard to office and data center shell property leases expiring in 2018, we believe that the weighted average annualized rental revenue per occupied square foot for such leases as of December 31, 2017 was, on average, approximately 0% to 2% higher than estimated current market rents for the related space, with specific results varying by market.

## Item 3. Legal Proceedings

We are not currently involved in any material litigation nor, to our knowledge, is any material litigation currently threatened against the Company or the Operating Partnership (other than routine litigation arising in the ordinary course of business, substantially all of which is expected to be covered by liability insurance).

## Item 4. Mine Safety Disclosures

Not applicable.

## PART II

## Item 5. Market for Registrants' Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

COPT's common shares trade on the New York Stock Exchange ("NYSE") under the symbol "OFC." The table below shows the range of the high and low sale prices for COPT's common shares as reported on the NYSE, as well as the quarterly common share dividends per share declared:

	Price Range		Dividends
	Low	High	Per Share
2016			
First Quarter	\$19.52	\$26.45	\$0.2750
Second Quarter	\$25.17	\$29.58	\$0.2750
Third Quarter	\$26.91	\$30.55	\$0.2750
Fourth Quarter	\$24.92	\$31.51	\$0.2750

	Price Range		Dividends
	Low	High	Per Share
2017			
First Quarter	\$30.22	\$34.25	\$0.2750
Second Quarter	\$32.22	\$36.03	\$0.2750
Third Quarter	\$32.03	\$35.66	\$0.2750
Fourth Quarter	\$28.88	\$33.81	\$0.2750

The number of holders of record of COPT's common shares was 463 as of December 31, 2017. This number does not include shareholders whose shares are held of record by a brokerage house or clearing agency, but does include any such brokerage house or clearing agency as one record holder.

COPT pays dividends at the discretion of its Board of Trustees. COPT's ability to pay cash dividends will be dependent upon: (1) the cash flow generated from our operations; (2) cash generated or used by our financing and investing activities; and (3) the annual distribution requirements under the REIT provisions of the Code described above and such other factors as the Board of Trustees deems relevant. COPT's ability to make cash dividends will also be limited by the terms of COPLP's Partnership Agreement, as well as by limitations imposed by state law. In addition, COPT is prohibited from paying cash dividends in excess of the amount necessary for it to qualify for taxation as a REIT if a default or event of default exists pursuant to the terms of our Revolving Credit Facility; this restriction does not currently limit COPT's ability to pay dividends, and COPT does not believe that this restriction is reasonably likely to limit its ability to pay future dividends because it expects to comply with the terms of our Revolving Credit Facility.

There is no established public trading market for COPLP's partnership units. Quarterly common unit distributions per unit were the same as quarterly common dividends per share declared by COPT. As of December 31, 2017, there were 35 holders of record of COPLP's common units.

## Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended December 31, 2017, 2,513 of COPLP's common units were exchanged for 2,513 COPT common shares in accordance with COPLP's Second Amended and Restated Limited Partnership Agreement, as amended. The issuance of these common shares was effected in reliance upon the exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended.



## COPT's Common Shares Performance Graph

The graph and the table set forth below assume \$100 was invested on December 31, 2012 in COPT's common shares. The graph and the table compare the cumulative return (assuming reinvestment of dividends) of this investment with a \$100 investment at that time in the S&P 500 Index or the All Equity REIT Index of the National Association of Real Estate Investment Trusts ("NAREIT"):

Index	Period Ended					
	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17
Corporate Office Properties Trust	\$100.00	\$99.11	\$123.58	\$99.58	\$147.98	\$143.16
S&P 500	\$100.00	\$132.39	\$150.51	\$152.59	\$170.84	\$208.14
NAREIT All Equity REIT Index	\$100.00	\$102.86	\$131.68	\$135.40	\$147.09	\$159.85

## Item 6. Selected Financial Data

The following tables set forth summary historical consolidated financial and operating data for COPT and COPLP and their respective subsidiaries as of and for each of the years ended December 31, 2013 through 2017. Our revenues relating to real estate operations are derived from rents and property operating expense reimbursements earned from tenant leases on our properties. Most of our expenses relating to our real estate operations take the form of property operating costs (such as real estate taxes, utilities and repairs and maintenance) and depreciation and amortization associated with our operating properties. Most of our profitability from real estate operations depends on our ability to maintain high levels of occupancy and increase rents, which is affected by a number of factors, including, among other things, our tenants' ability to fulfill their lease obligations and their continuing space needs based on variables such as employment levels, business confidence, competition, general economic conditions of the markets in which we operate and governmental actions and initiatives. You should read the following summary historical financial data in conjunction with the consolidated historical financial statements and notes thereto of COPT and its subsidiaries and COPLP and its subsidiaries and the section of this report entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" for additional information.

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Corporate Office Properties Trust and Subsidiaries

(in thousands, except per share data and number of properties)

	2017	2016	2015	2014	2013
Revenues					
Revenues from real estate operations	\$ 509,980	\$ 525,964	\$ 519,064	\$ 479,725	\$ 460,997
Construction contract and other service revenues	102,840	48,364	106,402	106,748	62,363
Total revenues	612,820	574,328	625,466	586,473	523,360
Expenses					
Property operating expenses	190,964	197,530	194,494	179,934	167,199
Depreciation and amortization associated with real estate operations	134,228	132,719	140,025	136,086	113,214
Construction contract and other service expenses	99,618	45,481	102,696	100,058	58,875
Impairment losses	15,123	101,391	23,289	1,416	5,857
General, administrative and leasing expenses	30,837	36,553	31,361	31,794	30,869
Business development expenses and land carry costs	6,213	8,244	13,507	5,573	5,436
Total operating expenses	476,983	521,918	505,372	454,861	381,450
Operating income	135,837	52,410	120,094	131,612	141,910
Interest expense	(76,983 )	(83,163 )	(89,074 )	(92,393 )	(82,010 )
Interest and other income	6,318	5,444	4,517	4,923	3,834
(Loss) gain on early extinguishment of debt	(513 )	(1,110 )	85,275	(9,552 )	(27,030 )
Income (loss) from continuing operations before equity in income of unconsolidated entities and income taxes	64,659	(26,419 )	120,812	34,590	36,704
Equity in income of unconsolidated entities	2,882	1,332	62	229	2,110
Income tax expense	(1,098 )	(244 )	(199 )	(310 )	(1,978 )
Income (loss) from continuing operations	66,443	(25,331 )	120,675	34,509	36,836
Discontinued operations (1)	—	—	156	26	55,692
Income (loss) before gain on sales of real estate	66,443	(25,331 )	120,831	34,535	92,528
Gain on sales of real estate (2)	9,890	40,986	68,047	10,671	9,016
Net income	76,333	15,655	188,878	45,206	101,544
Net income attributable to noncontrolling interests	(6,242 )	(4,216 )	(10,578 )	(4,951 )	(7,837 )
Net income attributable to COPT	70,091	11,439	178,300	40,255	93,707
Preferred share dividends	(6,219 )	(14,297 )	(14,210 )	(15,939 )	(19,971 )
Issuance costs associated with redeemed preferred shares (3)	(6,847 )	(17 )	—	(1,769 )	(2,904 )
Net income (loss) attributable to COPT common shareholders	\$ 57,025	\$ (2,875 )	\$ 164,090	\$ 22,547	\$ 70,832
Basic earnings per common share (4)					
Income (loss) from continuing operations	\$ 0.57	\$ (0.03 )	\$ 1.74	\$ 0.25	\$ 0.21
Net income (loss)	\$ 0.57	\$ (0.03 )	\$ 1.74	\$ 0.25	\$ 0.83
Diluted earnings per common share (4)					
Income (loss) from continuing operations	\$ 0.57	\$ (0.03 )	\$ 1.74	\$ 0.25	\$ 0.21
Net income (loss)	\$ 0.57	\$ (0.03 )	\$ 1.74	\$ 0.25	\$ 0.83
Weighted average common shares outstanding – basic	98,969	94,502	93,914	88,092	85,167
Weighted average common shares outstanding – diluted	99,155	94,502	97,667	88,263	85,224

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	2017	2016	2015	2014	2013
Balance Sheet Data (as of year end):					
Total properties, net	\$3,141,105	\$3,073,362	\$3,349,748	\$3,296,914	\$3,214,301
Total assets	\$3,578,484	\$3,780,885	\$3,909,312	\$3,664,236	\$3,621,251
Debt	\$1,828,333	\$1,904,001	\$2,077,752	\$1,914,036	\$1,919,002
Total liabilities	\$2,103,773	\$2,163,242	\$2,273,530	\$2,124,935	\$2,106,244
Redeemable noncontrolling interests	\$23,125	\$22,979	\$19,218	\$18,417	\$17,758
Total equity	\$1,451,586	\$1,594,664	\$1,616,564	\$1,520,884	\$1,497,249
Other Financial Data (for the year ended):					
Cash flows provided by (used in):					
Operating activities	\$230,654	\$232,538	\$204,008	\$193,885	\$158,979
Investing activities	\$(89,710 )	\$71,449	\$(307,532 )	\$(209,689 )	\$(119,790 )
Financing activities	\$(338,546 )	\$(154,434 )	\$157,757	\$(32,492 )	\$4,590
Numerator for diluted EPS	\$56,576	\$(3,294 )	\$169,787	\$22,115	\$70,418
Diluted funds from operations ("FFO") (5)	\$199,553	\$178,761	\$249,454	\$155,296	\$214,149
Diluted FFO, as adjusted for comparability (5)	\$207,739	\$197,317	\$195,824	\$173,110	\$175,613
Diluted FFO per share (5)	\$1.95	\$1.82	\$2.55	\$1.69	\$2.40
Diluted FFO, as adjusted for comparability per share (5)	\$2.03	\$2.01	\$2.01	\$1.88	\$1.97
Cash dividends declared per common share	\$1.10	\$1.10	\$1.10	\$1.10	\$1.10
Property Data (as of year end):					
Number of office and data center shells owned (6)	159	164	177	173	183
Total rentable square feet owned (6)	17,345	17,190	18,053	16,790	17,370

(1) Includes income derived from 31 operating properties disposed in 2013.

(2) Reflects gain from sales of properties and unconsolidated real estate joint ventures not associated with discontinued operations.

(3) Reflects a decrease to net income available to common shareholders pertaining to the original issuance costs recognized in connection with the redemption of the Series K Preferred Shares (following shareholder notification of such redemption in December 2016) and Series L Preferred Shares in 2017, the Series H Preferred Shares in 2014 and the Series J Preferred Shares in 2013.

(4) Basic and diluted earnings per common share are calculated based on amounts attributable to common shareholders of COPT.

(5) For definitions and reconciliations of these measures to their comparable measures under generally accepted accounting principles, you should refer to the section entitled "Funds from Operations" within the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

(6) Amounts reported reflect only operating office and data center shell properties, including six owned through an unconsolidated real estate joint venture.

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Corporate Office Properties, L.P. and Subsidiaries

(in thousands, except per share data and number of properties)

	2017	2016	2015	2014	2013
<b>Revenues</b>					
Revenues from real estate operations	\$ 509,980	\$ 525,964	\$ 519,064	\$ 479,725	\$ 460,997
Construction contract and other service revenues	102,840	48,364	106,402	106,748	62,363
Total revenues	612,820	574,328	625,466	586,473	523,360
<b>Expenses</b>					
Property operating expenses	190,964	197,530	194,494	179,934	167,199
Depreciation and amortization associated with real estate operations	134,228	132,719	140,025	136,086	113,214
Construction contract and other service expenses	99,618	45,481	102,696	100,058	58,875
Impairment losses	15,123	101,391	23,289	1,416	5,857
General, administrative and leasing expenses	30,837	36,553	31,361	31,794	30,869
Business development expenses and land carry costs	6,213	8,244	13,507	5,573	5,436
Total operating expenses	476,983	521,918	505,372	454,861	381,450
Operating income	135,837	52,410	120,094	131,612	141,910
Interest expense	(76,983 )	(83,163 )	(89,074 )	(92,393 )	(82,010 )
Interest and other income	6,318	5,444	4,517	4,923	3,834
(Loss) gain on early extinguishment of debt	(513 )	(1,110 )	85,275	(9,552 )	(27,030 )
Income (loss) from continuing operations before equity in income of unconsolidated entities and income taxes	64,659	(26,419 )	120,812	34,590	36,704
Equity in income of unconsolidated entities	2,882	1,332	62	229	2,110
Income tax expense	(1,098 )	(244 )	(199 )	(310 )	(1,978 )
Income (loss) from continuing operations	66,443	(25,331 )	120,675	34,509	36,836
Discontinued operations (1)	—	—	156	26	55,692
Income (loss) before gain on sales of real estate	66,443	(25,331 )	120,831	34,535	92,528
Gain on sales of real estate (2)	9,890	40,986	68,047	10,671	9,016
Net income	76,333	15,655	188,878	45,206	101,544
Net income attributable to noncontrolling interests	(3,646 )	(3,715 )	(3,520 )	(3,276 )	(3,907 )
Net income attributable to COPLP	72,687	11,940	185,358	41,930	97,637
Preferred unit distributions	(6,879 )	(14,957 )	(14,870 )	(16,599 )	(20,631 )
Issuance costs associated with redeemed preferred units (3)	(6,847 )	(17 )	—	(1,769 )	(2,904 )
Net income (loss) attributable to COPLP common unitholders	\$ 58,961	\$ (3,034 )	\$ 170,488	\$ 23,562	\$ 74,102
<b>Basic earnings per common unit (4)</b>					
Income (loss) from continuing operations	\$ 0.57	\$ (0.04 )	\$ 1.74	\$ 0.25	\$ 0.21
Net income (loss)	\$ 0.57	\$ (0.04 )	\$ 1.74	\$ 0.25	\$ 0.83
<b>Diluted earnings per common unit (4)</b>					
Income (loss) from continuing operations	\$ 0.57	\$ (0.04 )	\$ 1.74	\$ 0.25	\$ 0.21
Net income (loss)	\$ 0.57	\$ (0.04 )	\$ 1.74	\$ 0.25	\$ 0.83
Weighted average common units outstanding – basic	102,331	98,135	97,606	91,989	89,036
Weighted average common units outstanding – diluted	102,517	98,135	97,667	92,160	89,093

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	2017	2016	2015	2014	2013
<b>Balance Sheet Data (as of year end):</b>					
Total properties, net	\$3,141,105	\$3,073,362	\$3,349,748	\$3,296,914	\$3,214,301
Total assets	\$3,573,868	\$3,775,448	\$3,903,549	\$3,658,354	\$3,613,784
Debt	\$1,828,333	\$1,904,001	\$2,077,752	\$1,914,036	\$1,919,002
Total liabilities	\$2,099,157	\$2,157,805	\$2,267,767	\$2,119,053	\$2,098,777
Redeemable noncontrolling interests	\$23,125	\$22,979	\$19,218	\$18,417	\$17,758
Total equity	\$1,451,586	\$1,594,664	\$1,616,564	\$1,520,884	\$1,497,249
<b>Other Financial Data (for the year ended):</b>					
<b>Cash flows provided by (used in):</b>					
Operating activities	\$230,654	\$232,538	\$204,008	\$193,885	\$158,979
Investing activities	\$(89,710 )	\$71,449	\$(307,532 )	\$(209,689 )	\$(119,790 )
Financing activities	\$(338,546 )	\$(154,434 )	\$157,757	\$(32,492 )	\$4,590
Numerator for diluted EPU	\$58,512	\$(3,453 )	\$169,782	\$23,130	\$73,688
Cash distributions declared per common unit	\$1.10	\$1.10	\$1.10	\$1.10	\$1.10
<b>Property Data (as of year end):</b>					
Number of office and data center shells owned (5)	159	164	177	173	183
Total rentable square feet owned (5)	17,345	17,190	18,053	16,790	17,370

(1) Includes income derived from 31 operating properties disposed in 2013.

(2) Reflects gain from sales of properties and unconsolidated real estate joint ventures not associated with discontinued operations.

(3) Reflects a decrease to net income available to common shareholders pertaining to the original issuance costs recognized in connection with the redemption of the Series K Preferred Units (following notification of such redemption in December 2016) and Series L Preferred Units in 2017, the Series H Preferred Units in 2014 and the Series J Preferred Units in 2013.

(4) Basic and diluted earnings per common unit are calculated based on amounts attributable to common unitholders of COPLP.

(5) Amounts reported reflect only operating office and data center shell properties, including six owned through an unconsolidated real estate joint venture.

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

You should refer to our consolidated financial statements and the notes thereto and our Selected Financial Data table as you read this section.

This section contains “forward-looking” statements, as defined in the Private Securities Litigation Reform Act of 1995, that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of our business. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,” “believe,” “anticipate,” “expect,” “estimate,” “plan” or other comparable terms. Forward-looking statements are inherently subject to risks and uncertainties, many of which we cannot predict with accuracy and some of which we might not even anticipate. Although we believe that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, we can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements. Important factors that may affect these expectations, estimates and projections include, but are not limited to:

- general economic and business conditions, which will, among other things, affect office property and data center demand and rents, tenant creditworthiness, interest rates, financing availability and property values;
- adverse changes in the real estate markets, including, among other things, increased competition with other companies;
- governmental actions and initiatives, including risks associated with the impact of a prolonged government shutdown or budgetary reductions or impasses, such as a reduction in rental revenues, non-renewal of leases and/or a curtailment of demand for additional space by our strategic customers;
- our ability to borrow on favorable terms;
- risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development or operating costs may be greater than anticipated;
- risks of investing through joint venture structures, including risks that our joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with our objectives;
- changes in our plans for properties or views of market economic conditions or failure to obtain development rights, either of which could result in recognition of significant impairment losses;
- our ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;
- the dilutive effects of issuing additional common shares;
- our ability to achieve projected results; and
- environmental requirements.

We undertake no obligation to update or supplement forward-looking statements.

### Overview

We ended 2017 with our office and data center shell portfolio 93.6% occupied, an increase from 92.1% as of December 31, 2016 and representing our highest year-end occupancy since 2005. Most of this increase was attributable to high occupancy rates in newly-developed properties placed into service and re-tenanted space in existing properties (re-tenant is the term we use to refer to new occupancy of space previously occupied but subsequently vacated). Our Same Properties (defined below) were 92.8% occupied as of December 31, 2017, increased from 91.8% as of December 31, 2016, and had higher average occupancy in 2017 than in 2016.

Occupancy for our Defense/IT Locations segment increased to 95.2% as of December 31, 2017 from 92.6% at December 31, 2016, which included increases in each of that segment's sub-segments. From 2012 through 2015, our ability to lease Defense/IT Locations properties was adversely affected by diminished defense spending, a shift in contract award criteria and uncertainty regarding the potential for future reductions in government spending targeting defense. This served to disrupt the government's process for awarding contracts to prospective tenants and pressured defense contractor margins, causing significant contraction in the defense contractor sector. The government's passage of appropriations legislation for fiscal years 2015, 2016 and 2017 brought clarity regarding funding for defense spending and elevated spending levels through September 30, 2017; this served to normalize the leasing environment for our Defense/IT Locations, resulting in increased segment occupancy over that timeframe. Funding for the Department of Defense's discretionary base budget authority, as set forth in the National Defense Authorization Act for Fiscal Year 2018, represents a 14% increase over the prior year. While, as of mid-February 2018, Congress had not yet appropriated funding for this Act and the United States Government was operating under a continuing resolution, we believe that the defense industry has, to a certain extent, adapted to operating under new contract

award criteria and to uncertainty pertaining to timing of defense appropriations. We also believe that the knowledge-based activities of most of our tenants will continue to be a priority in defense budgets as such activities are considered critical to our national security.

In 2017, we further increased our portfolio's concentration in Defense/IT Location properties by:

placing into service an aggregate of 1.2 million square feet in eight newly-constructed and three redeveloped Defense/IT Location properties. These square feet were 97.8% leased as of December 31, 2017; and selling 13 operating properties totaling 992,000 square feet that were 91.8% occupied and other land for \$184.2 million. These operating property sales included: eight properties representing the last of our White Marsh, Maryland portfolio, including the last of our Regional Office properties not located in urban/urban-like submarkets; and five Defense/IT Location properties that included three in the Greater Washington, DC/Baltimore region and two located outside of our strategic investment area.

Due in large part to these development and sale activities, the percentage of our office and data center shell portfolio's annualized rent from Defense/IT Locations increased to 87.4% as of December 31, 2017 from 84.5% as of December 31, 2016; we expect this trend to continue in 2018 as we place into service additional newly-constructed properties.

We entered 2017 with \$210 million in cash on hand and \$800 million in borrowing capacity under our Revolving Credit Facility, with goals of redeeming COPT's remaining \$199 million in preferred equity and funding development activities, while maintaining our debt and liquidity levels. As a result, in 2017:

- we funded \$201 million in construction, development and redevelopment costs;
- COPT redeemed of all of its remaining preferred shares, including its:
  - Series K Preferred Shares effective January 21, 2017 at a price of \$50 per share, or \$26.6 million in the aggregate, plus accrued and unpaid dividends thereon through the date of redemption using available cash. These shares accrued dividends equal to 5.6% of their liquidation preference; and
  - Series L Preferred Shares effective June 27, 2017 at a price of \$25 per share, or \$172.5 million in the aggregate, plus accrued and unpaid dividends thereon through the date of redemption using borrowings from our Revolving Credit Facility. These shares accrued dividends equal to 7.375% of their liquidation preference;
- we repaid \$200.0 million of the loan balance on a term loan scheduled to mature in 2020 using available cash;
- we used most of the proceeds from the property sales discussed above to repay borrowings under our Revolving Credit Facility and fund cash reserves;
- COPT entered into forward equity sale agreements effective November 2, 2017 to issue 9.2 million common shares at an initial gross offering price of \$285.2 million, or \$31.00 per share, before underwriting discounts, commissions and offering expenses to fund low-risk, high-probability development activities. The forward sale price that we expect to receive upon physical settlement of the agreements will be subject to adjustment on a daily basis based on a floating interest rate factor equal to the overnight bank funding rate less a spread, and will be decreased on each of certain dates specified in the agreements during the term of the agreements. On December 27, 2017, COPT issued 1.7 million common shares under the agreements for net proceeds of \$50.0 million, which was used to fund development land acquisitions; and
- COPT issued 591,000 COPT common shares at a weighted average price of \$33.84 per share under our at-the-market ("ATM") stock offering program established in September 2016. Net proceeds from the shares issued totaled \$19.7 million, which were used primarily to fund cash reserves.

We ended 2017:

- with \$1.83 billion in debt, which was decreased from \$1.90 billion as of December 31, 2016; and



from a liquidity perspective with: \$12 million in cash on hand; \$674 million in borrowing capacity under our Revolving Credit Facility; and 7.5 million shares available for issuance under COPT's forward equity sale agreements with a settlement value of \$221.9 million.

Net operating income ("NOI") from real estate operations, our segment performance measure discussed further below, increased \$5.9 million from 2016 to 2017 for our Same Properties due in large part to a higher average occupancy rate and average straight-line rent per occupied square foot. Our total NOI from real estate operations decreased from 2016 to 2017 due to our sale of properties in each of the years. Our net income increased \$60.7 million from 2016 to 2017 due primarily to: an \$86.3 million decrease in impairment losses attributable primarily to decisions by us in 2016 to either sell, or abandon plans to develop, properties; offset in part by a \$31.1 million decrease in gain on sales of real estate.

We discuss significant factors contributing to changes in our net income over the last three years in the section below entitled “Results of Operations.” The results of operations discussion is combined for COPT and COPLP because there are no material differences in the results of operations between the two reporting entities.

In addition, the section below entitled “Liquidity and Capital Resources” includes discussions of, among other things:

- how we expect to generate cash for short and long-term capital needs; and
- our commitments and contingencies.

We refer to the measure “annualized rental revenue” in various sections of the Management’s Discussion and Analysis of Financial Condition and Results of Operations section of this Annual Report on Form 10-K. Annualized rental revenue is a measure that we use to evaluate the source of our rental revenue as of a point in time. It is computed by multiplying by 12 the sum of monthly contractual base rents and estimated monthly expense reimbursements under active leases as of a point in time (ignoring free rent then in effect). Our computation of annualized rental revenue excludes the effect of lease incentives, although the effect of this exclusion is not material. We consider annualized rental revenue to be a useful measure for analyzing revenue sources because, since it is point-in-time based, it does not contain increases and decreases in revenue associated with periods in which lease terms were not in effect; historical revenue under generally accepted accounting principles in the United States of America (“GAAP”) does contain such fluctuations. We find the measure particularly useful for leasing, tenant, segment and industry analysis.

With regard to our operating portfolio square footage, occupancy and leasing statistics included below and elsewhere in this Annual Report on Form 10-K, amounts disclosed:

- include total information pertaining to six properties owned through an unconsolidated real estate joint venture except for amounts reported for Annualized Rental Revenue, which represent the portion attributable to our ownership interest;

- exclude the unoccupied portion of two newly-constructed properties that were completed but reported as construction projects since they were held for future lease to the United States Government. Effective in 2018, these properties will be fully included in our operating property statistics; and

- exclude, for purposes of amounts reported as of December 31, 2017, a property reported as held for sale that we sold in 2017 subject to our providing a financial guaranty to the buyer under which we would indemnify it for up to \$20 million in losses it could incur related to a potential defined capital event occurring on the property by June 30, 2019. Accordingly, we did not recognize the sale of this property for accounting purposes, and we reported the sales proceeds as a liability on our consolidated balance sheet.

#### Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with GAAP, which require us to make certain estimates and assumptions. A summary of our significant accounting policies is provided in Note 2 to our consolidated financial statements. The following section is a summary of certain aspects of those accounting policies involving estimates and assumptions that (1) require our most difficult, subjective or complex judgments in accounting for uncertain matters or matters that are susceptible to change and (2) materially affect our reported operating performance or financial condition. It is possible that the use of different reasonable estimates or assumptions in making these judgments could result in materially different amounts being reported in our consolidated financial statements. While reviewing this section, you should refer to Note 2 to our consolidated financial statements, including terms defined therein.

#### Impairment of Long-Lived Assets

We assess each of our properties and related intangible assets for indicators of impairment quarterly or when circumstances indicate that a property may be impaired. We review our plans and intentions for our development projects and land parcels quarterly. If our analyses indicate that the carrying values of operating properties, properties in development or land held for future development may be impaired, we perform a recovery analysis for such properties. For long-lived assets to be held and used, we analyze recoverability based on the estimated undiscounted future cash flows expected to be generated from the operations and eventual disposition of the assets over, in most cases, a ten-year holding period. If we believe there is a significant possibility that we might dispose of the assets earlier, we analyze recoverability using a probability weighted analysis of the estimated undiscounted future cash flows expected to be generated from the operations and eventual disposition of the assets over the various possible holding periods. If the analysis indicates that the carrying value of a tested property is not recoverable from estimated future cash flows, it is written down to its estimated fair value and an impairment loss is recognized. If and when our plans change, we revise our recoverability analyses to use the cash flows expected from the operations and eventual disposition of each asset using holding periods that are consistent with our revised plans.

Property fair values are estimated based on contract prices, indicative bids, discounted cash flow analyses or comparable sales analyses. Estimated cash flows used in such analyses are based on our plans for the property and our views of market and economic conditions. The estimates consider items such as current and future rental rates, occupancies for the tested property and comparable properties, estimated operating and capital expenditures and recent sales data for comparable properties; most of these items are influenced by market data obtained from real estate leasing and brokerage firms and our direct experience with the properties and their markets. Determining the appropriate capitalization or yield rate also requires significant judgment and is typically based on many factors, including the prevailing rate for the market or submarket, as well as the quality and location of the property. Changes in the estimated future cash flows due to changes in our plans for a property (especially our expected holding period), views of market and economic conditions and/or our ability to obtain development rights could result in recognition of impairment losses which could be substantial.

Properties held for sale are carried at the lower of their carrying values (i.e., cost less accumulated depreciation and any impairment loss recognized, where applicable) or estimated fair values less costs to sell. Accordingly, decisions to sell certain operating properties, properties in development or land held for development will result in impairment losses if carrying values of the specific properties exceed their estimated fair values less costs to sell. The estimates of fair value consider matters such as recent sales data for comparable properties and, where applicable, contracts or the results of negotiations with prospective purchasers. These estimates are subject to revision as market conditions, and our assessment of such conditions, change.

#### Acquisitions of Properties

When we acquire properties, we allocate the purchase price to numerous tangible and intangible components. Most of the terms in this bullet section are discussed in further detail in Note 2 to the consolidated financial statements entitled "Acquisitions of Properties." Our process for determining the allocation to these components requires many estimates and assumptions, including the following: (1) determination of market rental rates; (2) estimation of leasing and tenant improvement costs associated with the remaining term of acquired leases; (3) assumptions used in determining the in-place lease value, if-vacant value and tenant relationship value, including the rental rates, period of time that it would take to lease vacant space and estimated tenant improvement and leasing costs; (4) renewal probabilities; and (5) allocation of the if-vacant value between land and building. A change in any of the above key assumptions can materially change not only the presentation of acquired properties in our consolidated financial statements but also our reported results of operations. The allocation to different components affects the following:

the amount of the purchase price allocated among different categories of assets and liabilities on our consolidated balance sheets; the amount of costs assigned to individual properties in multiple property acquisitions; and the amount of gain recognized in our consolidated statements of operations should we determine that the fair value of the acquisition exceeds its cost;

where the amortization of the components appear over time in our consolidated statements of operations. Allocations to above- and below-market leases are amortized into rental revenue, whereas allocations to most of the other tangible and intangible assets are amortized into depreciation and amortization expense. As a REIT, this is important to us since much of the investment community evaluates our operating performance using non-GAAP measures such as funds from operations, the computation of which includes rental revenue but does not include depreciation and amortization expense; and

the timing over which the items are recognized as revenue or expense in our consolidated statements of operations. For example, for allocations to the as-if vacant value, the land portion is not depreciated and the building portion is depreciated over a longer period of time than the other components (generally 40 years). Allocations to above- and below-market leases, in-place lease value and tenant relationship value are amortized over significantly shorter timeframes, and if individual tenants' leases are terminated early, any unamortized amounts remaining associated with

those tenants are written off upon termination. These differences in timing can materially affect our reported results of operations. In addition, we establish lives for tenant relationship values based on our estimates of how long we expect the respective tenants to remain in the properties.

#### Assessment of Lease Term

As discussed above, a significant portion of our portfolio is leased to the United States Government, and the majority of those leases consist of a series of one-year renewal options, or provide for early termination rights. In addition, certain other leases in our portfolio provide early termination rights to tenants. Applicable accounting guidance requires us to recognize minimum rental payments on a straight-line basis over the terms of each lease and to assess the lease terms as including all periods for which failure to renew, or continue, the lease imposes a penalty on the lessee in such amounts that renewal, or continuation, appears, at the inception of the lease, to be reasonably assured. Factors we consider when determining whether a

penalty is significant include the uniqueness of the purpose or location of the property, the availability of a comparable replacement property, the relative importance or significance of the property to the continuation of the lessee's line of business and the existence of leasehold improvements or other assets whose value would be impaired by the lessee vacating or discontinuing use of the leased property. For most of our leases with the United States Government, we have concluded, based on the factors above, that exercise of existing renewal options, or continuation of such leases without exercising early termination rights, is reasonably assured. Changes in these assessments could result in the write-off of any recorded assets associated with straight-line rental revenue and acceleration of depreciation and amortization expense associated with costs we incurred related to these leases.

#### Revenue Recognition on Tenant Improvements

Most of our leases involve some form of improvements to leased space. When we are required to provide improvements under the terms of a lease, we need to determine whether the improvements constitute landlord assets or tenant assets. If the improvements are landlord assets, we capitalize the cost of the improvements and recognize depreciation expense associated with such improvements over the shorter of the useful life of the assets or the term of the lease and recognize any payments from the tenant as rental revenue over the term of the lease. If the improvements are tenant assets, we defer the cost of improvements funded by us as a lease incentive asset and amortize it as a reduction of rental revenue over the term of the lease. Our determination of whether improvements are landlord assets or tenant assets also may affect when we commence revenue recognition in connection with a lease.

In determining whether improvements constitute landlord or tenant assets, we consider numerous factors that may require subjective or complex judgments, including: whether the improvements are unique to the tenant or reusable by other tenants; whether the tenant is permitted to alter or remove the improvements without our consent or without compensating us for any lost fair value; whether the ownership of the improvements remains with us or remains with the tenant at the end of the lease term; and whether the economic substance of the lease terms is properly reflected.

#### Collectability of Accounts and Deferred Rent Receivable

Allowances for doubtful accounts and deferred rent receivable are established based on quarterly analyses of the risk of loss on specific accounts. The analyses place particular emphasis on past-due accounts and consider information such as the nature and age of the receivables, the payment history of the tenants, the financial condition of the tenants and our assessment of their ability to meet their lease obligations, the basis for any disputes and the status of related negotiations. Our estimate of the required allowance is subject to revision as these factors change and is sensitive to the effects of economic and market conditions on tenants.

Activities we conduct to monitor the credit quality of our tenants include the following: monitoring the timeliness of tenant lease payments; reviewing credit ratings of tenants that are rated by a nationally recognized credit agency prior to such tenants' entry into leases, and monitoring periodically thereafter; reviewing financial statements of tenants that are publicly available or that are required to be provided to us pursuant to the terms of such tenants' leases; and monitoring news reports regarding our tenants.

#### Accounting Method for Investments

We use three different accounting methods to report our investments in entities: the consolidation method; the equity method; and the cost method (see Note 2 to our consolidated financial statements). We use the consolidation method when we own most of the outstanding voting interests in an entity and can control its operations. We also consolidate certain entities when control of such entities can be achieved through means other than voting rights ("variable interest entities" or "VIEs") if we are deemed to be the primary beneficiary. Generally, this applies to entities for which either: (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest;

(2) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support; or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve, or are conducted on behalf of, an investor with a disproportionately small voting interest. We use the equity method of accounting when we own an interest in an entity and can exert significant influence over, but cannot control, the entity's operations. We use the cost method of accounting when we own an interest in an entity and cannot exert significant influence over its operations.

In making these determinations, we must consider both our and our partner's ability to participate in the management of the entity's operations and make decisions that could significantly affect the entity's performance and allow the parties to manage their economic risks. We need to make subjective estimates and judgments regarding the entity's planned activities and expected future operating performance, financial condition, future valuation and other variables that may affect the cash flows

of the entity. We may also need to estimate the probability of different scenarios taking place over time and their effect on the partners' cash flows. The conclusion reached as a result of this process affects whether or not we use the consolidation method in accounting for our investment or the equity method. Whether or not we consolidate an investment can materially affect our consolidated financial statements.

## Concentration of Operations

### Customer Concentration of Property Operations

The table below sets forth the 20 largest tenants in our portfolio of operating properties (including our office and data center shell properties and wholesale data center) based on percentage of annualized rental revenue:

Tenant	Percentage of Annualized Rental Revenue of Operating Properties for 20 Largest Tenants as of December 31,					
	2017	2016	2015			
United States Government	31.7	% 29.8	% 27.8	%		
Vadata Inc.	7.6	% 5.6	% 4.7	%		
The Boeing Company (1)	4.2	% 4.1	% 4.3	%		
General Dynamics Corporation (1)	3.5	% 4.1	% 3.9	%		
CSRA Inc. (1)	2.3	% 2.2	% 2.1	%		
Northrop Grumman Corporation (1)	2.2	% 4.6	% 4.4	%		
CareFirst, Inc.	2.1	% 2.2	% 2.0	%		
Booz Allen Hamilton, Inc.	2.0	% 1.9	% 1.9	%		
Wells Fargo & Company (1)	1.7	% 1.5	% 1.6	%		
CACI Technologies, Inc.	1.5	% 1.5	% N/A			
AT&T Corporation (1)	1.2	% 1.2	% 1.2	%		
KEYW Corporation	1.2	% 1.2	% 1.1	%		
Miles & Stockbridge, PC	1.1	% 1.0	% 1.0	%		
The Raytheon Company (1)	1.1	% 1.2	% 1.1	%		
University of Maryland	1.0	% 1.0	% 0.9	%		
Kratos Defense & Security Solution, Inc. (1)	1.0	% 0.9	% 0.9	%		
Science Applications International Corporation (1)	0.9	% 0.9	% 1.1	%		
The MITRE Corporation	0.9	% 0.9	% N/A			
Transamerica Life Insurance Company	0.9	% 1.0	% 0.9	%		
Accenture Federal Services LLC	0.7	% N/A	N/A			
Harris Corporation	N/A	1.0	% 1.3	%		
L-3 Communications Holdings, Inc. (1)	N/A	N/A	1.1	%		
Engility Holdings, Inc.	N/A	N/A	0.9	%		
Subtotal of 20 largest tenants	68.8	% 67.8	% 64.2	%		
All remaining tenants	31.2	% 32.2	% 35.8	%		
Total	100.0	% 100.0	% 100.0	%		

(1) Includes affiliated organizations and predecessor companies.



The United States Government's concentration increased each of the last two years due primarily to our dispositions of properties in which it was not a tenant and from its occupancy of a newly-constructed property in 2017.

## Concentration of Office and Data Center Shell Properties by Segment

The table below sets forth the segment allocation of our annualized rental revenue of office and data center shell properties as of the end of the last three calendar years:

Region	Percentage of Annualized Rental Revenue of Office and Data Center Shell Properties as of			Number of Properties as of		
	December 31, 2017	December 31, 2016	December 31, 2015	December 31, 2017	December 31, 2016	December 31, 2015
Defense/IT Locations:						
Fort Meade/BW Corridor	51.6 %	50.3 %	49.6 %	87	86	90
Northern Virginia Defense/IT	10.8 %	10.7 %	10.3 %	12	12	13
Lackland Air Force Base	9.9 %	9.4 %	8.3 %	7	7	7
Navy Support Locations	6.5 %	5.6 %	5.2 %	21	21	21
Redstone Arsenal	3.0 %	2.9 %	2.7 %	7	7	6
Data Center Shells	5.6 %	5.6 %	4.7 %	15	13	9
Total Defense/IT Locations	87.4 %	84.5 %	80.8 %	149	146	146
Regional Office	12.1 %	14.5 %	17.8 %	7	13	24
Other	0.5 %	1.0 %	1.4 %	3	5	7
	100.0 %	100.0 %	100.0 %	159	164	177

The changes reflected above were attributable primarily to dispositions of Regional Office Properties and newly constructed properties placed into service in certain of our Defense/IT Location sub-segments. While our Data Center Shells sub-segment experienced the most growth in recent years from newly-constructed properties placed into service, its percentage concentration of annualized rental revenue was unchanged between year end 2016 and 2017 due to our sale of two data center shells that were outside of our core markets.

## Occupancy and Leasing

## Office and Data Center Shell Portfolio

The tables below set forth occupancy information pertaining to our portfolio of office and data center shell properties:

Occupancy rates at period end	December 31,		
	2017	2016	2015
Total	93.6 %	92.1 %	91.6 %
Defense/IT Locations:			
Fort Meade/BW Corridor	95.6 %	94.3 %	94.5 %
Northern Virginia Defense/IT	89.1 %	85.0 %	81.9 %
Lackland Air Force Base	100.0 %	100.0 %	100.0 %
Navy Support Locations	87.7 %	72.7 %	72.1 %
Redstone Arsenal	98.2 %	96.4 %	97.0 %
Data Center Shells	100.0 %	100.0 %	100.0 %
Total Defense/IT Locations	95.2 %	92.6 %	91.9 %
Regional Office	89.5 %	95.2 %	95.4 %
Other	34.4 %	52.9 %	57.3 %
Average contractual annualized rental rate per square foot at year end (1)	\$29.84	\$30.16	\$29.55

(1) Includes estimated expense reimbursements. The decrease from December 31, 2016 to December 31, 2017 was attributable primarily to lower rents per square foot being in place for our properties placed in service in 2017 relative to the properties we sold since most of the properties we placed into service were data center shells and most of the ones sold were full service office properties.

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	Rentable Square Feet (in thousands)	Occupied Square Feet (in thousands)
December 31, 2016	17,190	15,831
Square feet vacated upon lease expiration (1)	—	(446 )
Occupancy of previously vacated space in connection with new leases (2)	—	562
Square feet constructed or redeveloped	1,165	1,187
Dispositions	(992 )	(912 )
Square feet removed from operations for redevelopment	(22 )	—
Other changes	4	5
December 31, 2017	17,345	16,227

(1) Includes lease terminations and space reductions occurring in connection with lease renewals.

(2) Excludes occupancy of vacant square feet acquired or developed.

As the table above reflects, the increase in our total occupancy rate from December 31, 2016 to December 31, 2017 was attributable primarily to high occupancy rates in newly-constructed properties placed into service and re-tenanted space in existing properties. With regard to our segment occupancy trends, including changes from December 31, 2016 to December 31, 2017:

**Northern Virginia Defense/IT:** Occupancy increased for this sub-segment due to: progress we made in re-tenanting space in certain properties; and a fully-occupied property placed into service in 2017. These occupancy statistics exclude the effect of a 161,000 square foot property completed but reported as a construction project since it was held for future lease to the United States Government. As of December 31, 2017, only 2% of the sub-segment's occupied square feet had scheduled lease expirations in 2018;

**Navy Support Locations:** After experiencing several years of weak demand in each of this sub-segment's three submarkets, we improved occupancy in each of these submarkets in 2017 by leasing previously vacant space. As of December 31, 2017, we also had scheduled lease expirations in 2018 for 381,000, or 35%, of the segment's occupied square feet; however, we expect to renew at least 80% of this space;

**Regional Office:** Occupancy decreased in each of our three sub-markets comprising this segment, with scheduled lease expirations, as of December 31, 2017, on 5% of its occupied square feet in 2018 and 12% in 2019. We believe that occupancy in this segment will temporarily decrease several percentage points from its current levels in 2018 due to tenant turnover; and

**Other:** As of December 31, 2017, our Other segment included three properties totaling 286,000 square feet in Aberdeen, Maryland that we are not expecting to hold long-term.

In 2017, we completed 3.3 million square feet of leasing, including 975,000 square feet of construction and redevelopment space. Our construction and redevelopment leasing was highlighted by five data center shells leased in Northern Virginia totaling 743,000 square feet.

In 2017, we renewed leases on 1.9 million square feet, representing 81.0% of the square footage of our lease expirations (including the effect of early renewals). The annualized rents of these renewals (totaling \$30.22 per square foot) decreased on average by approximately 0.7% and the revenue under GAAP (totaling \$30.88 per square foot) increased on average by approximately 9.5% relative to the leases previously in place for the space. The renewed leases had a weighted average lease term of approximately 3.7 years and the average estimated tenant improvements and lease costs associated with completing the leasing was approximately \$10 per square foot.

In 2017, we also completed 431,000 square feet in other leasing, consisting primarily of re-tenanted space. The annualized rents of this other leasing totaled \$26.04 per square foot and the revenue under GAAP totaled \$26.49 per

square foot; these leases had a weighted average lease term of approximately 5.8 years and the average estimated tenant improvements and lease costs associated with completing this leasing was approximately \$49 per square foot.

## Wholesale Data Center

The leased portion of our 19.25 megawatt wholesale data center property increased from 14.9 megawatts as of December 31, 2016 to 16.9 megawatts as of December 31, 2017; the leased megawatts as of December 31, 2016 excluded approximately one additional megawatt provided to users under management agreements.

## Lease Expirations

The table below sets forth as of December 31, 2017 our scheduled lease expirations based on the non-cancelable term of tenant leases determined in accordance with generally accepted accounting principles for our operating properties by segment/sub-segment in terms of percentage of annualized rental revenue:

	Expiration of Annualized Rental Revenue of Operating Properties							Total
	2018	2019	2020	2021	2022	Thereafter		
Defense/IT Locations								
Fort Meade/BW Corridor	10.6%	10.4%	6.9%	5.2%	3.0%	13.5%	%	49.6%
Northern Virginia Defense/IT	0.1%	2.6%	1.0%	0.8%	0.4%	5.3%	%	10.2%
Lackland Air Force Base	0.0%	0.0%	2.2%	0.0%	0.0%	7.3%	%	9.5%
Navy Support Locations	2.3%	0.7%	0.7%	1.1%	0.5%	0.9%	%	6.2%
Redstone Arsenal	0.0%	1.5%	0.0%	0.7%	0.0%	0.6%	%	2.8%
Data Center Shells	0.0%	0.5%	0.0%	0.0%	0.0%	4.9%	%	5.4%
Regional Office	0.7%	1.1%	0.5%	0.2%	3.1%	5.8%	%	11.4%
Other	0.1%	0.1%	0.3%	0.0%	0.0%	0.0%	%	0.5%
Wholesale Data Center	0.0%	0.8%	2.7%	0.1%	0.4%	0.4%	%	4.4%
Total	13.8%	17.7%	14.3%	8.1%	7.4%	38.7%	%	100.0%

For our office and data center shell properties, our weighted average lease term as of December 31, 2017 was approximately 4.7 years. We believe that the weighted average annualized rental revenue per occupied square foot for our office and data center shell property leases expiring in 2018 was, on average, approximately 0% to 2% higher than estimated current market rents for the related space, with specific results varying by segment. While our Fort Meade/BW Corridor sub-segment had scheduled lease expirations of 21% of its annualized rental revenue in each of 2018 and 2019, we believe that the rollover risk for this space is mitigated by the fact that the space is at mission critical Defense/IT locations. Our wholesale data center had scheduled lease expirations for 61% of its annualized rental revenue in 2020.

Most of the leases with our largest tenant, the United States Government, provide for consecutive one-year terms with automatic renewals; most of the leasing statistics set forth above assume that the United States Government will remain in the space that they lease through the end of the respective arrangements without ending consecutive one-year leases prematurely.

## Results of Operations

We evaluate the operating performance of our properties using NOI from real estate operations, our segment performance measure, which includes: real estate revenues and property operating expenses from continuing and discontinued operations; and the net of revenues and property operating expenses of real estate operations owned through unconsolidated real estate joint ventures (“UJVs”) that is allocable to COPT’s ownership interest (“UJV NOI allocable to COPT”). We view our NOI from real estate operations as comprising the following primary categories:

• office and data center shell properties:

continually owned and 100% operational throughout the two years being compared, excluding properties held for sale. We define these as changes from "Same Properties." For further discussion of the concept of "operational," you should refer to the section of Note 2 of the consolidated financial statements entitled "Properties";  
constructed or redeveloped and placed into service that were not 100% operational throughout the two years being compared;  
acquired during the two years being compared; and  
disposed (including a property reported as held for sale as of December 31, 2017 the sale of which in 2017 was not recognized for accounting purposes); and  
our wholesale data center.

In addition to owning properties, we provide construction management and other services. The primary manner in which we evaluate the operating performance of our construction management and other service activities is through a measure we define as NOI from service operations, which is based on the net of the revenues and expenses from these activities. The revenues and expenses from these activities consist primarily of subcontracted costs that are reimbursed to us by customers along with a management fee. The operating margins from these activities are small relative to the revenue. We believe NOI from service operations is a useful measure in assessing both our level of activity and our profitability in conducting such operations.

Since both of the measures discussed above exclude certain items includable in operating income, reliance on these measures has limitations; management compensates for these limitations by using the measures simply as supplemental measures that are considered alongside other GAAP and non-GAAP measures. A reconciliation of NOI from real estate operations and NOI from service operations to income from continuing operations reported on the consolidated statements of operations of COPT and subsidiaries is provided in Note 17 to our consolidated financial statements.

Comparison of Statements of Operations for the Years Ended December 31, 2017 and December 31, 2016

	For the Years Ended December 31,		
	2017	2016	Variance
	(in thousands)		
Revenues			
Revenues from real estate operations	\$509,980	\$525,964	\$(15,984)
Construction contract and other service revenues	102,840	48,364	54,476
Total revenues	612,820	574,328	38,492
Expenses			
Property operating expenses	190,964	197,530	(6,566 )
Depreciation and amortization associated with real estate operations	134,228	132,719	1,509
Construction contract and other service expenses	99,618	45,481	54,137
Impairment losses	15,123	101,391	(86,268 )
General, administrative and leasing expenses	30,837	36,553	(5,716 )
Business development expenses and land carry costs	6,213	8,244	(2,031 )
Total operating expenses	476,983	521,918	(44,935 )
Operating income	135,837	52,410	83,427
Interest expense	(76,983 )	(83,163 )	6,180
Interest and other income	6,318	5,444	874
Loss on early extinguishment of debt	(513 )	(1,110 )	597
Equity in income of unconsolidated entities	2,882	1,332	1,550
Income tax expense	(1,098 )	(244 )	(854 )
Income (loss) from continuing operations	66,443	(25,331 )	91,774
Gain on sales of real estate	9,890	40,986	(31,096 )
Net income	\$76,333	\$15,655	\$60,678



## NOI from Real Estate Operations

	For the Years Ended December 31,		
	2017	2016	Variance
	(Dollars		
	in thousands, except per square foot data)		
Revenues			
Same Properties revenues			
Rental revenue, excluding lease termination revenue	\$ 345,314	\$ 338,222	\$ 7,092
Lease termination revenue	2,911	2,279	632
Tenant recoveries and other real estate operations revenue	93,047	95,264	(2,217 )
Same Properties total revenues	441,272	435,765	5,507
Constructed and redeveloped properties placed in service	24,112	7,749	16,363
Wholesale data center	28,875	26,869	2,006
Dispositions	14,652	54,531	(39,879 )
Other	1,069	1,050	19
	509,980	525,964	(15,984 )
Property operating expenses			
Same Properties	(167,061 )	(167,434 )	373
Constructed and redeveloped properties placed in service	(6,601 )	(2,330 )	(4,271 )
Wholesale data center	(13,551 )	(11,512 )	(2,039 )
Dispositions	(2,834 )	(15,495 )	12,661
Other	(917 )	(759 )	(158 )
	(190,964 )	(197,530 )	6,566
UJV NOI allocable to COPT	5,188	2,305	2,883
NOI from real estate operations			
Same Properties	274,211	268,331	5,880
Constructed and redeveloped properties placed in service	17,511	5,419	12,092
Wholesale data center	15,324	15,357	(33 )
Dispositions	11,818	39,036	(27,218 )
UJV NOI allocable to COPT	5,188	2,305	2,883
Other	152	291	(139 )
	\$ 324,204	\$ 330,739	\$ (6,535 )
Same Properties rent statistics			
Average occupancy rate	92.5	% 91.5	% 1.0 %
Average straight-line rent per occupied square foot (1)	\$ 25.92	\$ 25.69	\$ 0.23

(1) Includes minimum base rents, net of abatements, and lease incentives on a straight-line basis for the years set forth above.

Our Same Properties pool consisted of 135 properties, comprising 83.1% of our office and data center shell portfolio's square footage as of December 31, 2017. This pool of properties included the following changes from the pool used for purposes of comparing 2016 and 2015 in our 2016 Annual Report on Form 10-K: the addition of four properties placed into service and 100% operational on or before January 1, 2016 and three properties acquired in 2015; and the removal of four properties disposed and one property reclassified as redevelopment in 2017. Our increase in NOI from Same Properties from 2016 to 2017 was due in large part to a higher average occupancy rate and average straight-line rent per occupied square foot, as reflected above.

Our NOI from constructed and redeveloped properties placed into service included 17 properties placed into service in 2016 and 2017.

Our property operating expense included bad debt expense of \$378,000, or 0.07% of our revenue from real estate operations, in 2017 and none in 2016.

## NOI from Service Operations

	For the Years Ended		
	December 31,		
	2017	2016	Variance
	(in thousands)		
Construction contract and other service revenues	\$102,840	\$48,364	\$54,476
Construction contract and other service expenses	99,618	45,481	54,137
NOI from service operations	\$3,222	\$2,883	\$339

Construction contract and other service revenue and expenses increased due primarily to a greater volume of construction activity in connection with several of our tenants. Construction contract activity is inherently subject to significant variability depending on the volume and nature of projects undertaken by us (primarily on behalf of tenants). Service operations are an ancillary component of our overall operations that typically contribute an insignificant amount of operating income relative to our real estate operations.

## Impairment Losses

As discussed further below, the decrease in impairment losses was attributable primarily to decisions by us in 2016 to either sell, or abandon plans to develop, properties.

## 2017

In the fourth quarter of 2017, our assessment of weakening leasing prospects and expected enduring vacancy in our Aberdeen, Maryland (“Aberdeen”) portfolio indicated that these properties could be impaired. We have performed recovery analyses on the properties considering weakening tenant demand, high vacancy and low investor demand for office properties in the submarket and concluded that the carrying values of these properties were not likely to be recovered from the expected undiscounted cash flows from the operation and eventual disposition of these properties. Accordingly, we recognized \$9.0 million of impairment losses on the operating properties in Aberdeen (included in our Other segment). In addition, and also considering these conditions, we determined that we would not likely recover the carrying amount of land in this submarket and recognized a \$4.7 million impairment loss on it. We previously recognized impairment losses on these properties in the second quarter of 2016 as discussed below. We determined that the declines in values that have occurred since the initial losses were recognized were due to deteriorating market conditions.

During 2017, we performed recoverability analyses for our properties classified as held for sale, which resulted in impairment losses of \$1.6 million in the second quarter of 2017. These impairment losses were primarily on properties in White Marsh, Maryland (“White Marsh”) (included in our Regional Office and Other segments) that we reclassified to held for sale during the period and adjusted to fair value less costs to sell. These properties were sold in the third quarter.

## 2016

In the first quarter of 2016, we set a goal to raise cash from sales of properties in 2016 considerably in excess of our assets held for sale at December 31, 2015. The specific properties we would sell to achieve this goal had not been identified when the goal was established. Throughout 2016, we engaged in the process of identifying properties we would sell.

In the first quarter of 2016, we reclassified: most of our properties in Greater Philadelphia (included in our Regional Office segment); two properties in the Fort Meade/BW Corridor sub-segment; and our remaining land holdings in

Colorado Springs, Colorado (“Colorado Springs”) to held for sale and recognized \$2.4 million of impairment losses. As of March 31, 2016, we had \$225.9 million of assets held for sale.

During the second quarter of 2016, as part of our closing process, we conducted our quarterly review of our portfolio for indicators of impairment considering the refined investment strategy of our then newly-appointed Chief Executive Officer and the goals of the asset sales program and concluded that we would: (1) not hold our operating properties in Aberdeen for the long-term; (2) not develop commercial properties on land in Frederick, Maryland; (3) sell specific properties in our Northern Virginia Defense/IT and Fort Meade/BW Corridor sub-segments; and (4) sell the remaining operating property in Greater Philadelphia that had not previously been classified as held for sale. Accordingly, we performed recoverability analyses for each of these properties and recorded the following impairment losses:

\$34.4 million on operating properties in Aberdeen (included in our Other segment). After shortening our estimated holding period for these properties, we determined that the carrying amount of the properties would not likely be recovered from

the operation and eventual dispositions of the properties during the shortened holding period. Accordingly, we adjusted the properties to their estimated fair values;

- \$4.4 million on land in Aberdeen. In performing our analysis related to the operating properties in Aberdeen, we determined that the weakening leasing and overall commercial real estate conditions in that market indicated that our land holdings in the market may be impaired. As a result, we determined that the carrying amount of the land was not recoverable and adjusted the land to its estimated fair value;
- \$8.2 million on land in Frederick, Maryland. We determined that the carrying amount of the land would not likely be recovered from its sale and adjusted the land to its estimated fair value;
- \$14.1 million on operating properties in our Northern Virginia and Fort Meade/BW Corridor sub-segments that we reclassified to held for sale during the period whose carrying amounts exceeded their estimated fair values less costs to sell;
- \$6.2 million on the property in Greater Philadelphia (included in our Regional Office segment) that we reclassified to held for sale during the period and adjusted to fair value less costs to sell; and
- \$2.4 million primarily on land in Colorado Springs and operating properties in White Marsh (included in our Regional Office Segment) classified as held for sale whose carrying amounts exceeded their estimated fair values less costs to sell based on updated negotiations with prospective buyers.

There were no property sales in the second quarter of 2016 and as of June 30, 2016, we had \$300.6 million of assets held for sale.

During the third quarter of 2016, as part of our closing process, we conducted our quarterly review of our portfolio for indicators of impairment considering refinements to our disposition strategy made during the third quarter of 2016 to sell an additional operating property in our Northern Virginia Defense/IT sub-segment, an additional operating property in our Fort Meade/BW Corridor sub-segment and our remaining operating properties and land in White Marsh that had not previously been classified as held for sale. In connection with our determinations that we planned to sell these properties, we performed recoverability analyses for each of these properties and recorded the following impairment losses:

\$13.3 million on the operating property in our Northern Virginia Defense/IT sub-segment. Communication with a major tenant in the building during the quarter led us to conclude that there was significant uncertainty with respect to the tenant renewing its lease expiring in 2019. As a result of this information and continuing sub-market weakness, we determined that this property no longer met our long-term hold strategy and we placed it into our asset sales program. Accordingly, we adjusted the carrying amount of the property to its estimated fair value less costs to sell; and \$2.9 million on the other properties that we reclassified as held for sale, primarily associated with a land parcel in White Marsh. As of June 30, 2016, this land was under a sales contract subject to a re-zoning contingency. During the third quarter, we were denied favorable re-zoning and the contract was canceled. As a result, we determined this property will be sold as is, reclassified it to held for sale and adjusted its carrying value to its estimated fair value less costs to sell.

During our review we also recognized additional impairment losses of \$11.5 million on properties previously classified as held for sale. Approximately \$10.0 million of these losses pertained to properties in White Marsh due to our assessment that certain significant tenants will likely exercise lease termination rights and to reflect market conditions. The remainder of these losses pertained primarily to properties in San Antonio, Texas (included in our Other segment), where prospective purchasers reduced offering prices late in the third quarter. We executed property sales of \$210.7 million in the third quarter of 2016 (discussed further in Note 5), and had \$161.5 million of assets held for sale as of September 30, 2016.

We executed property sales of \$54.1 million in the fourth quarter of 2016 (discussed further in Note 5), and had \$94.7 million of assets held for sale as of December 31, 2016. As part of our closing process for the fourth quarter, we

conducted our quarterly review of our portfolio for indicators of impairment and found there to be no impairment losses for the quarter other than additional impairment losses of \$1.3 million on properties previously classified as held for sale in White Marsh, where prospective purchasers reduced offering prices, and \$0.3 million of losses on properties that were sold during the period.

Changes in the expected future cash flows due to changes in our plans for specific properties (especially our expected holding period) could result in the recognition of additional impairment losses. In addition, because properties held for sale are carried at the lower of carrying value or estimated fair values less costs to sell, declines in their estimated fair values due to market conditions and other factors could result in the recognition of additional impairment losses.

### General, Administrative and Leasing Expenses

The decrease in general, administrative and leasing expenses from 2016 to 2017 was attributable primarily to \$6.5 million of executive transition costs incurred in 2016, representing mostly severance and termination benefits in connection with the departures of former executive officers Roger A. Waesche, Jr., Wayne H. Lingafelter and Karen M. Singer, compared to \$732,000 in such costs recognized in 2017.

We capitalize compensation and indirect costs associated with properties, or portions thereof, undergoing construction, development and redevelopment activities. We also capitalize compensation costs associated with obtaining new tenant leases or extending existing tenants. Capitalized compensation and indirect costs were as follows:

	For the Years Ended December 31, 2017 2016 (in thousands)	
Construction, development, redevelopment, capital and tenant improvements	\$7,879	\$7,418
Leasing and other	1,396	1,115
Total	\$9,275	\$8,533

### Interest Expense

The table below sets forth components of our interest expense:

	For the Years Ended December 31, 2017 2016 (in thousands)			Variance
Interest on Unsecured Senior Notes	\$53,190	\$53,129	\$61	
Interest on mortgage and other secured debt	6,766	12,487	(5,721 )	
Interest on unsecured term debt	11,257	10,543	714	
Amortization of deferred financing costs	2,928	4,573	(1,645 )	
Interest expense recognized on interest rate swaps	3,216	4,230	(1,014 )	
Interest on Revolving Credit Facility	2,419	1,511	908	
Other interest	2,436	2,413	23	
Capitalized interest	(5,229 )	(5,723 )	494	
Interest expense	\$76,983	\$83,163	\$(6,180)	

Our average outstanding debt decreased from \$2.0 billion in 2016 to \$1.9 billion in 2017, and our weighted average effective interest rate on debt under GAAP was 4.1% in 2016 and 2017.

### Gain on Sales of Real Estate

In 2017, we recognized gain on sales of real estate of \$5.4 million in connection with land sales and \$4.5 million on sales of operating properties. In 2016, we recognized gain on sales of real estate of \$17.9 million on our sale of a 50% interest in six single-tenant data center properties, \$15.9 million on sales of other operating properties and \$7.2 million on land sales.





## Comparison of Statements of Operations for the Years Ended December 31, 2016 and December 31, 2015

	For the Years Ended December 31,		
	2016	2015	Variance
	(in thousands)		
Revenues			
Revenues from real estate operations	\$525,964	\$519,064	\$6,900
Construction contract and other service revenues	48,364	106,402	(58,038 )
Total revenues	574,328	625,466	(51,138 )
Expenses			
Property operating expenses	197,530	194,494	3,036
Depreciation and amortization associated with real estate operations	132,719	140,025	(7,306 )
Construction contract and other service expenses	45,481	102,696	(57,215 )
Impairment losses	101,391	23,289	78,102
General, administrative and leasing expense	36,553	31,361	5,192
Business development expenses and land carry costs	8,244	13,507	(5,263 )
Total operating expenses	521,918	505,372	16,546
Operating income	52,410	120,094	(67,684 )
Interest expense	(83,163 )	(89,074 )	5,911
Interest and other income	5,444	4,517	927
(Loss) gain on early extinguishment of debt	(1,110 )	85,275	(86,385 )
Equity in income of unconsolidated entities	1,332	62	1,270
Income tax expense	(244 )	(199 )	(45 )
(Loss) income from continuing operations	(25,331 )	120,675	(146,006 )
Discontinued operations	—	156	(156 )
Gain on sales of real estate	40,986	68,047	(27,061 )
Net income	\$15,655	\$188,878	\$(173,223)

## NOI from Real Estate Operations

	For the Years Ended December 31,		
	2016	2015	Variance
	(Dollars		
	in thousands, except per square foot data)		
Revenues			
Same Properties revenues			
Rental revenue, excluding lease termination revenue	\$ 296,422	\$ 294,163	\$ 2,259
Lease termination revenue	2,280	2,366	(86 )
Tenant recoveries and other real estate operations revenue	85,061	80,086	4,975
Same Properties	383,763	376,615	7,148
Constructed and redeveloped properties placed in service	22,864	11,229	11,635
Acquired properties	36,876	20,176	16,700
Wholesale data center	26,869	19,032	7,837
Dispositions	54,531	90,994	(36,463 )
Other	1,061	1,022	39
	525,964	519,068	6,896
Property operating expenses			
Same Properties	(146,412 )	(143,400 )	(3,012 )
Constructed and redeveloped properties placed in service	(7,197 )	(3,131 )	(4,066 )
Acquired properties	(15,865 )	(8,219 )	(7,646 )
Wholesale data center	(11,512 )	(10,402 )	(1,110 )
Dispositions	(15,495 )	(28,986 )	13,491
Other	(1,049 )	(350 )	(699 )
	(197,530 )	(194,488 )	(3,042 )
UJV NOI allocable to COPT	2,305	—	2,305
NOI from real estate operations			
Same Properties	237,351	233,215	4,136
Constructed and redeveloped properties placed in service	15,667	8,098	7,569
Acquired properties	21,011	11,957	9,054
Wholesale data center	15,357	8,630	6,727
Dispositions	39,036	62,008	(22,972 )
UJV NOI allocable to COPT	2,305	—	2,305
Other	12	672	(660 )
	\$ 330,739	\$ 324,580	\$ 6,159
Same Properties rent statistics			
Average occupancy rate	91.0	% 91.0	% — %
Average straight-line rent per occupied square foot (1)	\$ 25.42	\$ 25.22	\$ 0.20

(1) Includes minimum base rents, net of abatements, and lease incentives on a straight-line basis for the years set forth above.

Our Same Properties pool consisted of 128 properties, comprising 74.5% of our office and data center shell portfolio's square footage as of December 31, 2016. This pool of properties changed from the pool used for purposes of comparing 2016 and 2015 in our 2016 Annual Report on Form 10-K due to the removal of four properties disposed and one property reclassified as redevelopment in 2017.

Our NOI from constructed properties placed in service included 13 properties placed in service in 2015 and 2016, and our NOI from acquired properties included our acquisition of three properties in 2015.

The increase in NOI from our wholesale data center was attributable primarily to higher average occupancy for the property in 2016.

Our property operating expense included no bad debt expense in 2016 and \$1.1 million in 2015.

## NOI from Service Operations

	For the Years Ended		
	December 31,		
	2016	2015	Variance
	(in thousands)		
Construction contract and other service revenues	\$48,364	\$106,402	\$(58,038)
Construction contract and other service expenses	45,481	102,696	(57,215 )
NOI from service operations	\$2,883	\$3,706	\$(823 )

Construction contract and other service revenue and expenses decreased due primarily to a lower volume of construction activity in connection with several of our tenants.

## Depreciation and Amortization Expense

The decrease in depreciation and amortization expense was due primarily to a \$16.8 million decrease attributable to property dispositions, partially offset by additional expense recognized in 2016 of \$8.0 million from properties acquired in 2015.

## Impairment Losses

Refer to 2016 impairment losses described above in our explanation for 2017 losses as compared to 2016.

We recognized the following impairment losses in 2015:

\$12.8 million on land in Colorado Springs. We classified some of this land as held for sale in the fourth quarter of 2015, at which time we adjusted the land to its estimated fair value less costs to sell. Due to the impairment loss on the land held for sale, we updated our estimates of fair value for other land owned in Colorado Springs and determined that the carrying value of some of this land exceeded such land's estimated fair value, which resulted in recognition of an additional impairment loss; and

\$6.6 million on land in Aberdeen. After concluding in 2015 that we no longer expected to develop operating properties on the land, we determined that the carrying amount of the land would not likely be recovered from the sale of this property over the likely remaining holding period. Accordingly, we adjusted the land to its estimated fair value.

## General, Administrative and Leasing Expenses

The increase in general, administrative and leasing expenses from 2015 to 2016 was attributable primarily to \$6.5 million of executive transition costs incurred in 2016, representing mostly severance and termination benefits in connection with the departures of Mr. Waesche, Mr. Lingafelter and Ms. Singer. Capitalized compensation and indirect costs were as follows:

	For the Years	
	Ended	
	December 31,	
	2016	2015
	(in thousands)	
Construction, development, redevelopment, capital and tenant improvements	\$7,418	\$7,732
Leasing and other	1,115	1,214
Total	\$8,533	\$8,946

## Business Development Expenses and Land Carry Costs

The decrease in business development expenses and land carry costs was due primarily to a \$4.1 million decrease in acquisition costs and a \$1.4 million decrease in demolition costs on properties undergoing redevelopment.

## Interest Expense

The table below sets forth components of our interest expense:

	For the Years Ended		
	December 31,		
	2016	2015	Variance
	(in thousands)		
Interest on Unsecured Senior Notes	\$53,129	\$45,525	\$7,604
Interest on mortgage and other secured debt			
Interest, excluding default rate on extinguished debt reported below	12,487	22,644	(10,157 )
Interest under default rate on debt extinguished via property conveyance	—	5,270	(5,270 )
Interest on unsecured term debt	10,543	9,469	1,074
Amortization of deferred financing costs	4,573	4,466	107
Interest expense recognized on interest rate swaps	4,230	3,599	631
Interest on Revolving Credit Facility	1,511	1,771	(260 )
Other interest	2,413	3,481	(1,068 )
Capitalized interest	(5,723 )	(7,151 )	1,428
Interest expense	\$83,163	\$89,074	\$(5,911)

Our average outstanding debt decreased from \$2.1 billion in 2015 to \$2.0 billion in 2016. Our weighted average effective interest rate on debt under GAAP changed from 4.3% in 2015 (or 4.0% excluding the effect of default interest on debt that we extinguished via a property conveyance) to 4.1% in 2016. The overall decrease in interest expense was due primarily to the default rate interest that we incurred in 2015 on the extinguished debt. The changes reflected in the table above also reflect our increased emphasis on unsecured debt over mortgage and other secured debt. Interest expense for Unsecured Senior Notes increased due to our issuance of notes in June 2015. Capitalized interest decreased due primarily to decreased volume in active construction and development projects.

## (Loss) Gain on Early Extinguishment of Debt

We recognized a gain on early extinguishment of debt of \$85.7 million in 2015 primarily in connection with our transfer of ownership in two properties serving as collateral for a \$150.0 million nonrecourse mortgage loan to the mortgage lender and the removal of the debt obligation and accrued interest from our balance sheet.

## Gain on Sales of Real Estate

We recognized gain on sales of real estate in 2016 of \$17.9 million on our sale of a 50% interest in six single-tenant data center properties, \$15.9 million on sales of other operating properties and \$7.2 million on land sales. We recognized gain on sales of real estate in 2015 of \$64.1 million on operating property dispositions and \$4.0 million on land sales.

## Funds from Operations

Funds from operations (“FFO”) is defined as net income computed using GAAP, excluding gains on sales of, and impairment losses on, previously depreciated operating properties, plus real estate-related depreciation and amortization. When multiple properties consisting of both operating and non-operating properties exist on a single tax parcel, we classify all of the gains on sales of, and impairment losses on, the tax parcel as all being for previously depreciated operating properties when most of the value of the parcel is associated with operating properties on the parcel. FFO also includes adjustments to net income for the effects of the items noted above pertaining to UJVs that were allocable to our ownership interest in the UJVs. We believe that we use the National Association of Real Estate Investment Trusts (“NAREIT”) definition of FFO, although others may interpret the definition differently and, accordingly, our presentation of FFO may differ from those of other REITs. We believe that FFO is useful to management and investors as a supplemental measure of operating performance because, by excluding gains related to sales of, and impairment losses on, previously depreciated operating properties, net of related tax benefit, and excluding real estate-related depreciation and amortization, FFO can help one compare our operating performance between periods. In addition, since most equity REITs provide FFO information to the investment community, we believe that FFO is useful to investors as a supplemental measure for comparing our results to those of other equity REITs. We believe that net income is the most directly comparable GAAP measure to FFO.

Since FFO excludes certain items includable in net income, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in balance with other GAAP and non-GAAP measures. FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service.

Basic FFO available to common share and common unit holders (“Basic FFO”) is FFO adjusted to subtract (1) preferred share dividends, (2) issuance costs associated with redeemed preferred shares, (3) income attributable to noncontrolling interests through ownership of preferred units in the Operating Partnership or interests in other consolidated entities not owned by us, (4) depreciation and amortization allocable to noncontrolling interests in other consolidated entities and (5) Basic FFO allocable to restricted shares. With these adjustments, Basic FFO represents FFO available to common shareholders and common unitholders. Common units in the Operating Partnership are substantially similar to our common shares and are exchangeable into common shares, subject to certain conditions. We believe that Basic FFO is useful to investors due to the close correlation of common units to common shares. We believe that net income is the most directly comparable GAAP measure to Basic FFO. Basic FFO has essentially the same limitations as FFO; management compensates for these limitations in essentially the same manner as described above for FFO.

Diluted FFO available to common share and common unit holders (“Diluted FFO”) is Basic FFO adjusted to add back any changes in Basic FFO that would result from the assumed conversion of securities that are convertible or exchangeable into common shares. We believe that Diluted FFO is useful to investors because it is the numerator used to compute Diluted FFO per share, discussed below. We believe that net income is the most directly comparable GAAP measure to Diluted FFO. Since Diluted FFO excludes certain items includable in the numerator to diluted EPS, reliance on the measure has limitations; management compensates for these limitations by using the measure simply as a supplemental measure that is weighed in the balance with other GAAP and non-GAAP measures. Diluted FFO is not necessarily an indication of our cash flow available to fund cash needs. Additionally, it should not be used as an alternative to net income when evaluating our financial performance or to cash flow from operating, investing and financing activities when evaluating our liquidity or ability to make cash distributions or pay debt service.

Diluted FFO available to common share and common unit holders, as adjusted for comparability is defined as Diluted FFO adjusted to exclude: operating property acquisition costs; gains on sales of, and impairment losses on, properties other than previously depreciated operating properties, net of associated income tax; gain or loss on early extinguishment of debt; FFO associated with properties securing non-recourse debt on which we have defaulted and which we have extinguished, or expect to extinguish, via conveyance of such properties, including property NOI, interest expense and gains on debt extinguishment (discussed further below); loss on interest rate derivatives; demolition costs on redevelopment properties; executive transition costs; and issuance costs associated with redeemed preferred shares. This measure also includes adjustments for the effects of the items noted above pertaining to UJVs that were allocable to our ownership interest in the UJVs. We believe this to be a useful supplemental measure alongside Diluted FFO as it excludes gains and losses from certain investing and financing activities and certain other items that we believe are not closely correlated to (or associated with) our operating performance. The adjustment for FFO associated with properties securing non-recourse debt on which we have defaulted pertains to the periods subsequent to our default on one loan's payment terms, which was the result of our decision to not support payments on the loan since the estimated fair value of the properties was less than the loan balance. While we continued as the legal owner



of the properties during this period up until the transfer of ownership, all cash flows produced by them went directly to the lender and we did not fund any debt service shortfalls, which included incremental additional interest under the default rate of \$5.3 million in 2015 and \$5.8 million in 2014. We believe that net income is the most directly comparable GAAP measure to this non-GAAP measure. This measure has essentially the same limitations as Diluted FFO, as well as the further limitation of not reflecting the effects of the excluded items; we compensate for these limitations in essentially the same manner as described above for Diluted FFO.

Diluted FFO per share is (1) Diluted FFO divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. We believe that Diluted FFO per share is useful to investors because it provides investors with a further context for evaluating our FFO results in the same manner that investors use earnings per share (“EPS”) in evaluating net income available to common shareholders. In addition, since most equity REITs provide Diluted FFO per share information to the investment community, we believe that Diluted FFO per share is a useful supplemental measure for comparing us to other equity REITs. We believe that diluted EPS is the most directly comparable GAAP measure to Diluted FFO per share. Diluted FFO per share has most of the same limitations as Diluted FFO (described above); management compensates for these limitations in essentially the same manner as described above for Diluted FFO.

Diluted FFO per share, as adjusted for comparability is (1) Diluted FFO, as adjusted for comparability divided by (2) the sum of the (a) weighted average common shares outstanding during a period, (b) weighted average common units outstanding during a period and (c) weighted average number of potential additional common shares that would have been outstanding during a period if other securities that are convertible or exchangeable into common shares were converted or exchanged. We believe that this measure is useful to investors because it provides investors with a further context for evaluating our FFO results. We believe this to be a useful supplemental measure alongside Diluted FFO per share as it excludes gains and losses from certain investing and financing activities and certain other items that we believe are not closely correlated to (or associated with) our operating performance. We believe that diluted EPS is the most directly comparable GAAP measure to this per share measure. This measure has most of the same limitations as Diluted FFO (described above) as well as the further limitation of not reflecting the effects of the excluded items; we compensate for these limitations in essentially the same manner as described above for Diluted FFO.

The computations for all of the above measures on a diluted basis assume the conversion of common units in COPLP but do not assume the conversion of other securities that are convertible into common shares if the conversion of those securities would increase per share measures in a given period.

We use measures called payout ratios as supplemental measures of our ability to make distributions to investors based on each of the following: FFO; Diluted FFO; and Diluted FFO, adjusted for comparability. These measures are defined as (1) the sum of (a) dividends on unrestricted common shares and (b) distributions to holders of interests in COPLP and dividends on convertible preferred shares when such distributions and dividends are included in Diluted FFO divided by either (2) FFO, Diluted FFO or Diluted FFO, adjusted for comparability.

The table below sets forth the computation of the above stated measures for the years ended December 31, 2013 through 2017 and provides reconciliations to the GAAP measures of COPT and subsidiaries associated with such measures:

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	For the Year Ended December 31,				
	2017	2016	2015	2014	2013
	(Dollars and shares in thousands, except per share data)				
Net income	\$76,333	\$15,655	\$188,878	\$45,206	\$101,544
Add: Real estate-related depreciation and amortization	134,228	132,719	140,025	136,086	117,719
Add: Depreciation and amortization on UJV allocable to COPT	1,243	518	—	—	—
Add: Impairment losses on previously depreciated operating properties	10,455	83,346	4,110	1,370	32,047
Less: Gain on sales of previously depreciated operating properties	(4,491 )	(33,789 )	(64,062 )	(5,117 )	(9,004 )
FFO	217,768	198,449	268,951	177,545	242,306
Less: Noncontrolling interests-preferred units in the Operating Partnership	(660 )	(660 )	(660 )	(660 )	(660 )
Less: FFO allocable to other noncontrolling interests	(3,675 )	(4,020 )	(3,586 )	(3,216 )	(3,710 )
Less: Preferred share dividends	(6,219 )	(14,297 )	(14,210 )	(15,939 )	(19,971 )
Less: Issuance costs associated with redeemed preferred shares	(6,847 )	(17 )	—	(1,769 )	(2,904 )
Basic and diluted FFO allocable to share-based compensation awards	(814 )	(694 )	(1,041 )	(665 )	(912 )
Basic and diluted FFO available to common shares and common unit holders	\$199,553	\$178,761	\$249,454	\$155,296	\$214,149
Operating property acquisition costs	—	—	4,134	—	—
Gain on sales of non-operating properties	(5,399 )	(7,197 )	(3,985 )	(5,578 )	(2,683 )
Impairment losses (recoveries) on non-operating properties	4,668	18,045	19,413	49	—
Income tax expense associated with FFO comparability	800	—	—	—	—
Valuation allowance on tax asset associated with FFO comparability adjustments	—	—	—	—	1,855
(Gain) loss on interest rate derivatives	(234 )	(378 )	386	—	—
Loss (gain) on early extinguishment of debt	513	1,110	(85,655 )	9,668	(40,780 )
Issuance costs associated with redeemed preferred shares	6,847	17	—	1,769	2,904
Demolition costs on redevelopment properties	294	578	1,396	—	—
Executive transition costs	732	6,454	—	1,056	—
Add: Negative FFO of properties conveyed to extinguish debt in default	—	—	10,456	10,928	—
Diluted FFO comparability adjustments allocable to share-based compensation awards	(35 )	(73 )	225	(78 )	168
Diluted FFO available to common share and common unit holders, as adjusted for comparability	\$207,739	\$197,317	\$195,824	\$173,110	\$175,613
Weighted average common shares	98,969	94,502	93,914	88,092	85,167
Conversion of weighted average common units	3,362	3,633	3,692	3,897	3,869
Weighted average common shares/units - Basic FFO	102,331	98,135	97,606	91,989	89,036
Dilutive effect of forward equity sale agreements and share-based compensation awards	186	92	61	171	57

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Weighted average common shares/units - Diluted FFO	102,517	98,227	97,667	92,160	89,093	
Diluted FFO per share	\$ 1.95	\$ 1.82	\$ 2.55	\$ 1.69	\$ 2.40	
Diluted FFO per share, as adjusted for comparability	\$ 2.03	\$ 2.01	\$ 2.01	\$ 1.88	\$ 1.97	
Denominator for diluted EPS	99,155	94,502	97,667	88,263	85,224	
Weighted average common units	3,362	3,633	—	3,897	3,869	
Anti-dilutive EPS effect of share-based compensation awards	—	92	—	—	—	
Denominator for diluted FFO per share measures	102,517	98,227	97,667	92,160	89,093	
Dividends on unrestricted common shares	\$ 109,489	\$ 104,811	\$ 103,552	\$ 97,512	\$ 94,832	
Common unit distributions	3,661	3,990	4,046	4,270	4,280	
Numerator for diluted FFO payout ratio, adjusted for comparability	\$ 113,150	\$ 108,801	\$ 107,598	\$ 101,782	\$ 99,112	
FFO payout ratio	52.0	% 54.8	% 40.0	% 57.3	% 40.9	%
Diluted FFO payout ratio	56.7	% 60.9	% 43.1	% 65.5	% 46.3	%
Diluted FFO payout ratio, as adjusted for comparability	54.5	% 55.1	% 54.9	% 58.8	% 56.4	%

## Property Additions

The table below sets forth the major components of our additions to properties for 2017 and 2016:

	For the Years Ended		
	December 31,		
	2017	2016	Variance
	(in thousands)		
Construction, development and redevelopment	\$204,278	\$194,490	\$9,788
Tenant improvements on operating properties (1)	32,978	35,346	(2,368 )
Capital improvements on operating properties	22,292	22,124	168
	\$259,548	\$251,960	\$7,588

(1) Tenant improvement costs incurred on newly-constructed properties are classified in this table as construction, development and redevelopment.

## Cash Flows

Net cash flow provided by operating activities decreased \$1.9 million from 2016 to 2017 due primarily to lower net cash flows from construction contract and other services, which was offset in part by lower interest expense payments in the current period due to lower outstanding debt balances.

Net cash flow provided by investing activities decreased \$161.2 million from 2016 to 2017 due primarily to a decrease in property sales and higher development expenditures in 2017 relative to 2016.

Net cash flow used in financing activities in 2017 was \$338.5 million and included the following:

- redemption of preferred shares (or units) of \$199.1 million;
- dividends and/or distributions to equity holders of \$122.9 million; and
- net repayments of debt borrowings of \$78.1 million; offset in part by
- net proceeds from the issuance of common shares (or units) of \$69.5 million.

Net cash flow used in financing activities in 2016 was \$154.4 million and included the following:

- dividends and/or distributions to shareholders and/or unitholders of \$123.0 million; and
- net repayments of debt borrowings of \$117.0 million; offset in part by
- net proceeds from the issuance of common shares (or units) of \$109.1 million.

## Liquidity and Capital Resources of COPT

COPLP is the entity through which COPT, the sole general partner of COPLP, conducts almost all of its operations and owns almost all of its assets. COPT occasionally issues public equity but does not otherwise generate any capital itself or conduct any business itself, other than incurring certain expenses in operating as a public company which are fully reimbursed by COPLP. COPT itself does not hold any indebtedness, and its only material asset is its ownership of partnership interests of COPLP. COPT's principal funding requirement is the payment of dividends on its common and preferred shares. COPT's principal source of funding for its dividend payments is distributions it receives from COPLP.

As of December 31, 2017, COPT owned 96.9% of the outstanding common units in COPLP; the remaining common units and all of the outstanding preferred units were owned by third parties. As the sole general partner of COPLP, COPT has the full, exclusive and complete responsibility for COPLP's day-to-day management and control.

The liquidity of COPT is dependent on COPLP's ability to make sufficient distributions to COPT. The primary cash requirement of COPT is its payment of dividends to its shareholders. COPT also guarantees some of the Operating Partnership's debt, as discussed further in Note 10 of the notes to consolidated financial statements included elsewhere herein. If the Operating Partnership fails to fulfill certain of its debt requirements, which trigger COPT's guarantee obligations, then COPT will be required to fulfill its cash payment commitments under such guarantees. However, COPT's only significant asset is its investment in COPLP.

As discussed further below, we believe the Operating Partnership's sources of working capital, specifically its cash flow from operations, and borrowings available under its Revolving Credit Facility, are adequate for it to make its distribution payments to COPT and, in turn, for COPT to make its dividend payments to its shareholders.

COPT's short-term liquidity requirements consist primarily of funds to pay for future dividends expected to be paid to its shareholders. COPT periodically accesses the public equity markets to raise capital by issuing common and/or preferred shares.

For COPT to maintain its qualification as a REIT, it must pay dividends to its shareholders aggregating annually to at least 90% of its ordinary taxable income. As a result of this distribution requirement, it cannot rely on retained earnings to fund its ongoing operations to the same extent that some other companies can. COPT may need to continue to raise capital in the equity markets to fund COPLP's working capital needs, acquisitions and developments.

#### Liquidity and Capital Resources of COPLP

COPLP's primary cash requirements are for operating expenses, debt service, development of new properties, improvements to existing properties and acquisitions, to the extent they are pursued in the future. We expect COPLP to continue to use cash flow provided by operations as the primary source to meet its short-term capital needs, including property operating expenses, general and administrative expenses, interest expense, scheduled principal amortization of debt, distributions to its security holders and improvements to existing properties. As of December 31, 2017, COPLP had \$12.3 million in cash and cash equivalents.

COPLP's senior unsecured debt is currently rated investment grade by the three major rating agencies. We aim to maintain an investment grade rating to enable COPLP to use debt comprised of unsecured, primarily fixed-rate debt (including the effect of interest rate swaps) from public markets and banks. COPLP also uses secured nonrecourse debt from institutional lenders and banks, when appropriate. In addition, COPLP periodically raises equity from COPT when COPT accesses the public equity markets by issuing common and/or preferred shares.

COPLP uses its Revolving Credit Facility to initially finance much of its investing activities. COPLP subsequently pays down the facility using cash available from operations and proceeds from long-term borrowings, equity issuances and property sales. The lenders' aggregate commitment under the facility is \$800.0 million, with the ability for COPLP to increase the lenders' aggregate commitment to \$1.3 billion, provided that there is no default under the facility and subject to the approval of the lenders. The Revolving Credit Facility matures in May 2019, and may be extended by two six-month periods at COPLP's option, provided that there is no default under the facility and it pays an extension fee of 0.075% of the total availability of the facility. As of December 31, 2017, the maximum borrowing capacity under this facility totaled \$800.0 million, of which \$674.0 million was available.

As of December 31, 2017, COPT had forward equity sale agreements in place with 7.5 million shares available for future issuance with a settlement value of \$221.9 million that we expect COPLP to use to fund development costs.

We believe that COPLP's liquidity and capital resources are adequate for its near-term and longer-term requirements without necessitating property sales.

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The following table summarizes our contractual obligations as of December 31, 2017 (in thousands):

	For the Years Ending December 31,						Total
	2018	2019	2020	2021	2022	Thereafter	
Contractual obligations (1)							
Debt (2)							
Balloon payments due upon maturity	\$—	\$126,000	\$112,132	\$300,000	\$250,000	\$1,026,830	\$1,814,962
Scheduled principal payments (3)	4,241	4,387	4,024	3,875	4,033	6,645	27,205
Interest on debt (3)(4)	71,656	69,210	65,951	58,034	52,968	63,592	381,411
New construction and redevelopment obligations (5)(6)	22,268	535	—	—	—	—	22,803
Third-party construction and development obligations (6)(7)	35,815	—	—	—	—	—	35,815
Capital expenditures for operating properties (3)(6)(8)	19,963	15,845	8,364	—	—	—	44,172
Capital lease obligation (principal and interest)	15,829	—	135	—	75	—	16,039
Operating leases (3)	1,283	1,267	1,259	1,263	1,149	84,611	90,832
Other obligations (3)	469	349	126	5	—	—	949
Total contractual cash obligations	\$171,524	\$217,593	\$191,991	\$363,177	\$308,225	\$1,181,678	\$2,434,188

The contractual obligations set forth in this table exclude property operations contracts that may be terminated with (1) notice of one month or less and also exclude accruals and payables incurred (with the exclusion of debt) and therefore reflected in our reported liabilities.

(2) Represents scheduled principal amortization payments and maturities only and therefore excludes net debt discounts and deferred financing costs of \$13.8 million. As of December 31, 2017, maturities included \$126.0 million in 2019 that may be extended to 2020, subject to certain conditions.

(3) We expect to pay these items using cash flow from operations.

(4) Represents interest costs for our outstanding debt as of December 31, 2017 for the terms of such debt. For variable rate debt, the amounts reflected above used December 31, 2017 interest rates on variable rate debt in computing interest costs for the terms of such debt. We expect to pay these items using cash flow from operations.

(5) Represents contractual obligations pertaining to new development and redevelopment activities.

(6) Due to the long-term nature of certain construction and development contracts and leases included in these lines, the amounts reported in the table represent our estimate of the timing for the related obligations being payable.

(7) Represents contractual obligations pertaining to projects for which we are acting as construction manager on behalf of unrelated parties who are our clients. We expect to be reimbursed in full for these costs by our clients.

(8) Represents contractual obligations pertaining to capital expenditures for our operating properties. We expect to pay these costs primarily using cash flow from operations.

We expect to spend approximately \$320 million on construction and development costs and approximately \$60 million on improvements to operating properties (including the commitments set forth in the table above) in 2018. We expect to fund the construction and development costs initially using primarily borrowings under our Revolving Credit Facility and proceeds from common shares issued under COPT's forward equity sale agreements. We expect to fund improvements to existing operating properties using cash flow from operations.

Certain of our debt instruments require that we comply with a number of restrictive financial covenants, including maximum leverage ratio, unencumbered leverage ratio, minimum net worth, minimum fixed charge coverage, minimum unencumbered interest coverage ratio, minimum debt service and maximum secured indebtedness ratio. As of December 31, 2017, we were compliant with these covenants.

#### Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements during 2017.

#### Inflation

Most of our tenants are obligated to pay their share of a property's operating expenses to the extent such expenses exceed amounts established in their leases, which are based on historical expense levels. Some of our tenants are obligated to pay their full share of a building's operating expenses. These arrangements somewhat reduce our exposure to increases in such costs resulting from inflation.



## Recent Accounting Pronouncements

See Note 2 to our consolidated financial statements for information regarding recent accounting pronouncements.

## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to certain market risks, one of the most predominant of which is a change in interest rates. Increases in interest rates can result in increased interest expense under our Revolving Credit Facility and other variable rate debt. Increases in interest rates can also result in increased interest expense when our fixed rate debt matures and needs to be refinanced.

The following table sets forth as of December 31, 2017 our debt obligations and weighted average interest rates on debt maturing each year (dollars in thousands):

	For the Years Ending December 31,							
	2018	2019	2020	2021	2022	Thereafter	Total	
Debt:								
Fixed rate debt (1)	\$3,858	\$3,991	\$3,718	\$303,875	\$4,033	\$1,033,475	\$1,352,950	
Weighted average interest rate	4.37	% 4.36	% 3.96	% 3.70	% 3.98	% 4.48	% 4.30	%
Variable rate debt (2)	\$383	\$126,396	\$112,438	\$—	\$250,000	\$—	\$489,217	
Weighted average interest rate (3)	3.21	% 2.69	% 2.82	% —	% 2.72	% —	% 2.74	%

(1) Represents principal maturities only and therefore excludes net discounts and deferred financing costs of \$13.8 million.

(2) As of December 31, 2017, maturities included \$126.0 million in 2019 that may be extended to 2020, subject to certain conditions.

(3) The amounts reflected above used interest rates as of December 31, 2017 for variable rate debt.

The fair value of our debt was \$1.9 billion as of December 31, 2017 and December 31, 2016. If interest rates had been 1% lower, the fair value of our fixed-rate debt would have increased by approximately \$68 million as of December 31, 2017 and \$103 million as of December 31, 2016.

See Note 11 to our consolidated financial statements for information pertaining to interest rate swap contracts in place as of December 31, 2017 and 2016 and their respective fair values.

Based on our variable-rate debt balances, including the effect of interest rate swap contracts, our interest expense would have increased by \$1.3 million in 2017 and \$1.8 million in 2016 if the applicable LIBOR rate was 1% higher. Interest expense in 2017 was less sensitive to a change in interest rates than 2016 due primarily to our having a lower average variable-rate debt balance in 2017.

## Item 8. Financial Statements and Supplementary Data

This item is included in a separate section at the end of this report beginning on page F-1.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure  
None.

## Item 9A. Controls and Procedures

I. Internal Control Over Financial Reporting

COPT

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of COPT's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of December 31, 2017. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the COPT's disclosure controls and procedures as of December 31, 2017 were functioning effectively to provide reasonable assurance that the information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to its management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(a) Management's Annual Report on Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting is included in a separate section at the end of this report on page F-2.

(b) Report of Independent Registered Public Accounting Firm

The Report of Independent Registered Public Accounting Firm is included in a separate section at the end of this report on page F-4.

(c) Change in Internal Control over Financial Reporting

No change in COPT's internal control over financial reporting occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

COPLP

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of COPLP's disclosure controls and procedures (as defined in Rule 15d-15(e) under the Exchange Act) as of December 31, 2017. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that COPLP's disclosure controls and procedures as of December 31, 2017 were functioning effectively to provide reasonable assurance that the information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to its management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

(a) Management's Annual Report on Internal Control Over Financial Reporting

Management's Annual Report on Internal Control Over Financial Reporting is included in a separate section at the end of this report on page F-3.

(b) Report of Independent Registered Public Accounting Firm

The Report of Independent Registered Public Accounting Firm is included in a separate section at the end of this report on page F-5.

(c) Change in Internal Control over Financial Reporting

No change in the COPLP's internal control over financial reporting occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Items 10, 11, 12, 13 & 14. Directors, Executive Officers and Corporate Governance; Executive Compensation; Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters; Certain Relationships and Related Transactions, and Director Independence; and Principal Accountant Fees and Services For the information required by Item 10, Item 11, Item 12, Item 13 and Item 14, you should refer to COPT’s definitive proxy statement relating to the 2018 Annual Meeting of COPT’s Shareholders to be filed with the Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are filed as exhibits to this Form 10-K:

1. Financial Statements. See “Index to consolidated financial statements” on page F-1 of this Annual Report on Form 10-K.
2. Financial Statement Schedules. See “Index to consolidated financial statements” on page F-1 of this Annual Report on Form 10-K.
3. See section below entitled “Exhibits.”

(b) Exhibits. Refer to the Exhibit Index that follows. Unless otherwise noted, the file number of all documents incorporated by reference is 1-14023.

EXHIBIT NO.	DESCRIPTION
<u>3.1</u>	<u>Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on September 22, 2014 (filed with the Company’s Current Report on Form 8-K dated September 24, 2014 and incorporated herein by reference).</u>
<u>3.2</u>	<u>Amended and Restated Declaration of Trust of Corporate Office Properties Trust, as amended through November 2017 (filed herewith).</u>
<u>3.3</u>	<u>Amended and Restated Bylaws of Corporate Office Properties Trust, as amended through May 2017 (filed on July 31, 2017 with the Registrant’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 and incorporated herein by reference).</u>
<u>3.4</u>	<u>Form of certificate for the Registrant’s Common Shares of Beneficial Interest, \$0.01 par value per share (filed with the Registrant’s Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).</u>
<u>10.1.1</u>	<u>Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 7, 1999 (filed on March 16, 2000 with the Company’s Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).</u>
<u>10.1.2</u>	<u>First Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 21, 1999 (filed on March 16, 2000 with the Company’s Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).</u>
<u>10.1.3</u>	<u>Second Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 21, 1999 (filed with the Company’s Post Effective Amendment No. 2 to Form S-3 dated November 1, 2000 (Registration Statement No. 333-71807) and incorporated herein by reference).</u>
<u>10.1.4</u>	

Third Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated September 29, 2000 (filed with the Company's Post Effective Amendment No. 2 to Form S-3 dated November 1, 2000 (Registration Statement No. 333-71807) and incorporated herein by reference).

10.1.5 Fourth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated November 27, 2000 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).

10.1.6 Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated January 25, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).

EXHIBIT NO.	DESCRIPTION
<u>10.1.7</u>	<u>Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated April 3, 2001 (filed with the Company's Current Report on Form 8-K dated April 4, 2001 and incorporated herein by reference).</u>
<u>10.1.8</u>	<u>Seventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated August 30, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
<u>10.1.9</u>	<u>Eighth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated September 14, 2001 (filed with the Company's Amended Current Report on Form 8-K dated September 14, 2001 and incorporated herein by reference).</u>
<u>10.1.10</u>	<u>Ninth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated October 16, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
<u>10.1.11</u>	<u>Tenth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 29, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
<u>10.1.12</u>	<u>Eleventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 15, 2002 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
<u>10.1.13</u>	<u>Twelfth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 2, 2003 (filed on August 12, 2003 with the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 and incorporated herein by reference).</u>
<u>10.1.14</u>	<u>Thirteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated August 11, 2003 (filed on November 12, 2003 with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 and incorporated herein by reference).</u>
<u>10.1.15</u>	<u>Fourteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated December 18, 2003 (filed on March 11, 2004 with the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).</u>
<u>10.1.16</u>	<u>Fifteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 31, 2004 (filed on March 11, 2004 with the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).</u>
<u>10.1.17</u>	<u>Sixteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 15, 2004 (filed on May 7, 2004 with the Company's Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference).</u>
<u>10.1.18</u>	<u>Seventeenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 23, 2004 (filed with the Company's Current Report on Form 8-K dated September 23, 2004 and incorporated herein by reference).</u>
<u>10.1.19</u>	<u>Eighteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 18, 2005 (filed with the Company's Form 8-K on April 22, 2005 and incorporated herein by reference).</u>
<u>10.1.20</u>	<u>Nineteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 8, 2005 (filed with the Company's Current Report on Form 8-K on July 14, 2005 and incorporated herein by reference).</u>
<u>10.1.21</u>	<u>Twentieth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 29, 2006 (filed with the Company's Current Report on Form 8-K dated July 6, 2006 and incorporated herein by reference).</u>
<u>10.1.22</u>	<u>Twenty-First Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 20, 2006 (filed with the Company's Current Report on Form 8-K dated</u>

July 26, 2006 and incorporated herein by reference).

10.1.23 Twenty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 9, 2007 (filed with the Company's Current Report on Form 8-K dated January 16, 2007 and incorporated herein by reference).

10.1.24 Twenty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 6, 2007 (filed with the Company's Current Report on Form 8-K dated April 12, 2007 and incorporated herein by reference).

10.1.25 Twenty-Fourth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated November 2, 2007 (filed with the Company's Current Report on Form 8-K dated November 5, 2007 and incorporated herein by reference).

EXHIBIT NO.	DESCRIPTION
10.1.26	<u>Twenty-Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated December 31, 2008 (filed with the Company's Current Report on Form 8-K dated January 5, 2009 and incorporated herein by reference).</u>
10.1.27	<u>Twenty-Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated March 4, 2010 (filed with the Company's Current Report on Form 8-K dated March 10, 2010 and incorporated herein by reference).</u>
10.1.28	<u>Twenty-Seventh Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated February 3, 2011 (filed with the Company's Current Report on Form 8-K dated February 9, 2011 and incorporated herein by reference).</u>
10.1.29	<u>Twenty-Eighth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 15, 2011 (filed with the Company's Current Report on Form 8-K dated September 16, 2011 and incorporated herein by reference).</u>
10.1.30	<u>Twenty-Ninth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 27, 2012 (filed with the Company's Current Report on Form 8-K dated June 27, 2012 and incorporated herein by reference).</u>
10.1.31	<u>Thirtieth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 16, 2013 (filed with the Company's Current Report on Form 8-K dated July 19, 2013 and incorporated herein by reference).</u>
10.1.32	<u>Thirty-First Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 17, 2013 (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).</u>
10.1.33	<u>Thirty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 15, 2015 (filed with the Company's Current Report on Form 8-K dated April 21, 2015 and incorporated herein by reference).</u>
10.1.34	<u>Thirty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 25, 2018 (filed with the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference).</u>
10.2.1*	<u>Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).</u>
10.2.2*	<u>Amendment No. 1 to Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed on August 13, 1999 with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 and incorporated herein by reference).</u>
10.2.3*	<u>Amendment No. 2 to Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed on March 22, 2002 with the Company's Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference).</u>
10.3.1*	<u>Corporate Office Properties Trust Supplemental Nonqualified Deferred Compensation Plan (filed with the Company's Current Report on Form 8-K dated December 10, 2008 and incorporated herein by reference).</u>
10.3.2*	<u>First Amendment to the Corporate Office Properties Trust Supplemental Nonqualified Deferred Compensation Plan dated December 4, 2008 (filed with the Company's Current Report on Form 8-K dated December 10, 2008 and incorporated herein by reference).</u>
10.4.1*	<u>Corporate Office Properties Trust 2008 Omnibus Equity and Incentive Plan (included in Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 9, 2008 and incorporated herein by reference).</u>
10.4.2*	<u>Corporate Office Properties Trust Amended and Restated 2008 Omnibus Equity and Incentive Plan (included in Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 30, 2010 and incorporated herein by reference).</u>
10.4.3*	



Corporate Office Properties Trust First Amendment to the Amended and Restated 2008 Omnibus Equity and Incentive Plan (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference).

10.5\*

Corporate Office Properties Trust 2017 Omnibus Equity and Incentive Plan (included in Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2017 and incorporated herein by reference).

10.5.1\*

Form of Corporate Office Properties Trust Performance-Based Restricted Share Unit Award Certificate (2017 Omnibus Equity and Incentive Plan) (filed with the Company's Current Report on Form 8-K dated August 23, 2017 and incorporated herein by reference).

10.5.2\*

Form of Corporate Office Properties Trust Performance-Based Restricted Share Unit Award Certificate (2017 Omnibus Equity and Incentive Plan) (filed herewith).

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EXHIBIT NO.	DESCRIPTION
10.6*	<u>Corporate Office Properties Trust and Corporate Office Properties, L.P. Executive Change in Control and Severance Plan (filed with the Company's Current Report on Form 8-K dated March 13, 2013 and incorporated herein by reference).</u>
10.7*	<u>Separation Agreement, dated February 11, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Roger A. Waesche, Jr. (filed with the Company's Current Report on Form 8-K dated February 12, 2016 and incorporated herein by reference).</u>
10.8*	<u>Separation Agreement, dated February 26, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Wayne H. Lingafelter (filed with the Company's Current Report on Form 8-K dated March 3, 2016 and incorporated herein by reference).</u>
10.9*	<u>Letter Agreement, dated May 12, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Stephen E. Budorick (filed with the Company's Current Report on Form 8-K dated May 17, 2016 and incorporated herein by reference).</u>
10.10*	<u>Separation Agreement, dated July 26, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Karen M. Singer (filed with the Company's Form 8-K dated July 28, 2016 and incorporated herein by reference).</u>
10.11*	<u>Letter Agreement, dated November 1, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Anthony Mifsud (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.12*	<u>Letter Agreement, dated November 1, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Gregory J. Thor (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.13*	<u>Letter Agreement, dated November 28, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Paul R. Adkins (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.14	<u>Amended and Restated Registration Rights Agreement, dated March 16, 1998, for the benefit of certain shareholders of the Company (filed on August 12, 1998 with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 and incorporated herein by reference).</u>
10.15	<u>Amended, Restated and Consolidated Credit Agreement, dated as of May 6, 2015, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; KeyBank National Association; KeyBanc Capital Markets, Inc.; J.P. Morgan Securities LLC; JPMorgan Chase Bank, N.A.; Bank of America, N.A.; PNC Bank, National Association; Royal Bank of Canada; Wells Fargo Bank, National Association; Barclays Bank PLC; Regions Bank; Citizens Bank of Pennsylvania; and Citibank, N.A. (filed with the Company's Current Report on Form 8-K dated May 12, 2015 and incorporated herein by reference).</u>
10.16	<u>Indenture, dated as of May 6, 2013, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated May 7, 2013 and incorporated herein by reference).</u>
10.17	<u>Registration Rights Agreement, dated May 6, 2013, among Corporate Office Properties, L.P., Corporate Office Properties Trust, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC (filed with the Company's Current Report on Form 8-K dated May 7, 2013 and incorporated herein by reference).</u>
10.18	<u>Indenture, dated as of September 16, 2013, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).</u>
10.19	

First Supplemental Indenture, dated September 16, 2013, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).

10.20

Second Supplemental Indenture, dated as of May 14, 2014, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee. (filed with the Company's Current Report on Form 8-K dated May 20, 2014 and incorporated herein by reference).

10.21

Third Supplemental Indenture, dated as of June 29, 2015, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated July 1, 2015 and incorporated herein by reference).

10.22.1

Term Loan Agreement, dated as of December 17, 2015, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference).

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EXHIBIT NO.	DESCRIPTION
10.22.2	<u>First Amendment to Term Loan Agreement, dated as of September 15, 2016, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed with the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30 2016 and incorporated herein by reference).</u>
10.22.3	<u>Second Amendment to Term Loan Agreement, dated as of December 18, 2017, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed herewith).</u>
12.1	<u>COPT’s Statement regarding Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends (filed herewith).</u>
12.2	<u>COPLP’s Statement regarding Computation of Consolidated Ratio of Earnings to Fixed Charges (filed herewith).</u>
21.1	<u>Subsidiaries of COPT (filed herewith).</u>
21.2	<u>Subsidiaries of COPLP (filed herewith).</u>
23.1	<u>COPT’s Consent of Independent Registered Public Accounting Firm (filed herewith).</u>
23.2	<u>COPLP’s Consent of Independent Registered Public Accounting Firm (filed herewith).</u>
31.1	<u>Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).</u>
31.2	<u>Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).</u>
31.3	<u>Certification of the Chief Executive Officer of Corporate Office Properties, L.P. required by Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).</u>
31.4	<u>Certification of the Chief Financial Officer of Corporate Office Properties, L.P. required by Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).</u>
32.1	<u>Certification of the Chief Executive Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith).</u>
32.2	<u>Certification of the Chief Financial Officer of Corporate Office Properties Trust required by Rule 13a-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith).</u>
32.3	<u>Certification of the Chief Executive Officer of Corporate Office Properties, L.P. required by Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith).</u>
32.4	<u>Certification of the Chief Financial Officer of Corporate Office Properties, L.P. required by Rule 15d-14(b) under the Securities Exchange Act of 1934, as amended. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into</u>

any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended). (Furnished herewith).

- 101.INS XBRL Instance Document (filed herewith).
- 101.SCH XBRL Taxonomy Extension Schema Document (filed herewith).
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith).
- 101.LAB XBRL Extension Labels Linkbase (filed herewith).
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith).
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (filed herewith).

\* - Indicates a compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K.

(c) Not applicable.

Item 16. Form 10-K Summary

None.

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SIGNATURES

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

CORPORATE OFFICE PROPERTIES TRUST

Date: February 16, 2018 By: /s/ Stephen E. Budorick  
Stephen E. Budorick  
President and Chief Executive Officer

Date: February 16, 2018 By: /s/ Anthony Mifsud  
Anthony Mifsud  
Executive Vice President and Chief Financial Officer

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

Signatures	Title	Date
/s/ Thomas F. Brady (Thomas F. Brady)	Chairman of the Board and Trustee	February 16, 2018
/s/ Stephen E. Budorick (Stephen E. Budorick)	President and Chief Executive Officer and Trustee	February 16, 2018
/s/ Anthony Mifsud (Anthony Mifsud)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 16, 2018
/s/ Gregory J. Thor (Gregory J. Thor)	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	February 16, 2018
/s/ Robert L. Denton ( Robert L. Denton)	Trustee	February 16, 2018
/s/ Philip L. Hawkins (Philip L. Hawkins)	Trustee	February 16, 2018
/s/ Elizabeth A. Hight (Elizabeth A. Hight)	Trustee	February 16, 2018
/s/ David M. Jacobstein (David M. Jacobstein)	Trustee	February 16, 2018
/s/ Steven D. Kesler (Steven D. Kesler)	Trustee	February 16, 2018
/s/ C. Taylor Pickett (C. Taylor Pickett)	Trustee	February 16, 2018
/s/ Richard Szafranski (Richard Szafranski)	Trustee	February 16, 2018
/s/ Lisa G. Trimberger (Lisa G. Trimberger)	Trustee	February 16, 2018



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

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,  
its General Partner

Date: February 16, 2018 By: /s/ Stephen E. Budorick  
Stephen E. Budorick  
President and Chief Executive Officer

Date: February 16, 2018 By: /s/ Anthony Mifsud  
Anthony Mifsud  
Executive Vice President and Chief Financial Officer

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

Signatures	Title	Date
/s/ Thomas F. Brady (Thomas F. Brady)	Chairman of the Board and Trustee	February 16, 2018
/s/ Stephen E. Budorick (Stephen E. Budorick)	President and Chief Executive Officer and Trustee	February 16, 2018
/s/ Anthony Mifsud (Anthony Mifsud)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 16, 2018
/s/ Gregory J. Thor (Gregory J. Thor)	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	February 16, 2018
/s/ Robert L. Denton ( Robert L. Denton)	Trustee	February 16, 2018
/s/ Philip L. Hawkins (Philip L. Hawkins)	Trustee	February 16, 2018
/s/ Elizabeth A. Hight (Elizabeth A. Hight)	Trustee	February 16, 2018
/s/ David M. Jacobstein (David M. Jacobstein)	Trustee	February 16, 2018
/s/ Steven D. Kesler (Steven D. Kesler)	Trustee	February 16, 2018
/s/ C. Taylor Pickett (C. Taylor Pickett)	Trustee	February 16, 2018
/s/ Richard Szafranski (Richard Szafranski)	Trustee	February 16, 2018
/s/ Lisa G. Trimberger (Lisa G. Trimberger)	Trustee	February 16, 2018

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## Corporate Office Properties Trust Management's Report On Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and trustees; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management performed an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2017 based upon criteria in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, management determined that our internal control over financial reporting was effective as of December 31, 2017 based on the criteria in Internal Control - Integrated Framework (2013) issued by the COSO.

The effectiveness of our internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Corporate Office Properties, L.P. Management's Report On Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2017. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and trustees; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management performed an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2017 based upon criteria in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, management determined that our internal control over financial reporting was effective as of December 31, 2017 based on the criteria in Internal Control - Integrated Framework (2013) issued by the COSO.

The effectiveness of our internal control over financial reporting as of December 31, 2017 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

## Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Shareholders of Corporate Office Properties Trust:

### Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes and financial statement schedules, of Corporate Office Properties Trust and its subsidiaries as listed in the accompanying index (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and December 31, 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

### Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

February 16, 2018

We have served as the Company's auditor since 1997.

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## Report of Independent Registered Public Accounting Firm

To the Board of Trustees and Unitholders of Corporate Office Properties, L.P.:

### Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the consolidated financial statements, including the related notes and financial statement schedules, of Corporate Office Properties, L.P. and its subsidiaries as listed in the accompanying index (collectively referred to as the “consolidated financial statements”). We also have audited the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and December 31, 2016, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2017 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

### Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

### Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

February 16, 2018

We have served as the Company's auditor since 2013.

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Corporate Office Properties Trust and Subsidiaries  
 Consolidated Balance Sheets  
 (in thousands, except share data)

	December 31,	
	2017	2016
Assets		
Properties, net:		
Operating properties, net	\$2,737,611	\$2,671,831
Projects in development or held for future development	403,494	401,531
Total properties, net	3,141,105	3,073,362
Assets held for sale, net	42,226	94,654
Cash and cash equivalents	12,261	209,863
Restricted cash and marketable securities	7,186	8,193
Investment in unconsolidated real estate joint venture	25,066	25,548
Accounts receivable (net of allowance for doubtful accounts of \$607 and \$603, respectively)	31,802	34,438
Deferred rent receivable (net of allowance of \$364 and \$373, respectively)	86,710	90,219
Intangible assets on real estate acquisitions, net	59,092	78,351
Deferred leasing costs (net of accumulated amortization of \$29,560 and \$65,988, respectively)	48,322	41,214
Investing receivables	57,493	52,279
Prepaid expenses and other assets, net	67,221	72,764
Total assets	\$3,578,484	\$3,780,885
Liabilities and equity		
Liabilities:		
Debt, net	\$1,828,333	\$1,904,001
Accounts payable and accrued expenses	108,137	108,682
Rents received in advance and security deposits	25,648	29,798
Dividends and distributions payable	28,921	31,335
Deferred revenue associated with operating leases	11,682	12,666
Redeemable preferred shares of beneficial interest	—	26,583
Deferred property sale	43,377	—
Capital lease obligation	15,853	—
Other liabilities	41,822	50,177
Total liabilities	2,103,773	2,163,242
Commitments and contingencies (Note 19)		
Redeemable noncontrolling interests	23,125	22,979
Equity:		
Corporate Office Properties Trust's shareholders' equity:		
Preferred Shares of beneficial interest at liquidation preference	—	172,500
Common Shares of beneficial interest (\$0.01 par value; shares authorized of 150,000,000 at December 31, 2017 and 125,000,000 at December 31, 2016; shares issued and outstanding of 101,292,299 at December 31, 2017 and 98,498,651 at December 31, 2016)	1,013	985
Additional paid-in capital	2,201,047	2,116,581
Cumulative distributions in excess of net income	(818,190 )	(765,276 )
Accumulated other comprehensive income (loss)	2,167	(1,731 )
Total Corporate Office Properties Trust's shareholders' equity	1,386,037	1,523,059
Noncontrolling interests in subsidiaries:		

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Common units in COPLP	44,481	49,228
Preferred units in COPLP	8,800	8,800
Other consolidated entities	12,268	13,577
Noncontrolling interests in subsidiaries	65,549	71,605
Total equity	1,451,586	1,594,664
Total liabilities, redeemable noncontrolling interests and equity	\$3,578,484	\$3,780,885
See accompanying notes to consolidated financial statements.		

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Corporate Office Properties Trust and Subsidiaries  
Consolidated Statements of Operations  
(in thousands, except per share data)

	For the Years Ended December		
	31,		
	2017	2016	2015
Revenues			
Rental revenue	\$405,722	\$417,711	\$420,340
Tenant recoveries and other real estate operations revenue	104,258	108,253	98,724
Construction contract and other service revenues	102,840	48,364	106,402
Total revenues	612,820	574,328	625,466
Expenses			
Property operating expenses	190,964	197,530	194,494
Depreciation and amortization associated with real estate operations	134,228	132,719	140,025
Construction contract and other service expenses	99,618	45,481	102,696
Impairment losses	15,123	101,391	23,289
General, administrative and leasing expenses	30,837	36,553	31,361
Business development expenses and land carry costs	6,213	8,244	13,507
Total operating expenses	476,983	521,918	505,372
Operating income	135,837	52,410	120,094
Interest expense	(76,983 )	(83,163 )	(89,074 )
Interest and other income	6,318	5,444	4,517
(Loss) gain on early extinguishment of debt	(513 )	(1,110 )	85,275
Income (loss) from continuing operations before equity in income of unconsolidated entities and income taxes	64,659	(26,419 )	120,812
Equity in income of unconsolidated entities	2,882	1,332	62
Income tax expense	(1,098 )	(244 )	(199 )
Income (loss) from continuing operations	66,443	(25,331 )	120,675
Discontinued operations	—	—	156
Income (loss) before gain on sales of real estate	66,443	(25,331 )	120,831
Gain on sales of real estate	9,890	40,986	68,047
Net income	76,333	15,655	188,878
Net (income) loss attributable to noncontrolling interests:			
Common units in COPLP	(1,936 )	155	(6,403 )
Preferred units in COPLP	(660 )	(660 )	(660 )
Other consolidated entities	(3,646 )	(3,711 )	(3,515 )
Net income attributable to COPT	70,091	11,439	178,300
Preferred share dividends	(6,219 )	(14,297 )	(14,210 )
Issuance costs associated with redeemed preferred shares	(6,847 )	(17 )	—
Net income (loss) attributable to COPT common shareholders	\$57,025	\$(2,875 )	\$164,090
Net income attributable to COPT:			
Income from continuing operations	\$70,091	\$11,439	\$178,147
Discontinued operations, net	—	—	153
Net income attributable to COPT	\$70,091	\$11,439	\$178,300
Basic earnings per common share (1)			
Income (loss) from continuing operations	\$0.57	\$(0.03 )	\$1.74
Net income (loss) attributable to COPT common shareholders	\$0.57	\$(0.03 )	\$1.74

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Diluted earnings per common share (1)

Income (loss) from continuing operations	\$0.57	\$(0.03)	) \$1.74
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Net income (loss) attributable to COPT common shareholders	\$0.57	\$(0.03)	) \$1.74
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(1) Basic and diluted earnings per common share are calculated based on amounts attributable to common shareholders of Corporate Office Properties Trust.

See accompanying notes to consolidated financial statements.

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Corporate Office Properties Trust and Subsidiaries  
Consolidated Statements of Comprehensive Income/Loss  
(in thousands)

	For the Years Ended December 31,		
	2017	2016	2015
Net income	\$76,333	\$15,655	\$188,878
Other comprehensive income (loss)			
Unrealized gain (loss) on interest rate derivatives	684	(2,915 )	(4,739 )
Loss on interest rate derivatives recognized in interest expense (effective portion)	3,216	4,230	3,599
Loss on interest rate derivatives recognized in interest expense (ineffective portion)	88	—	—
Equity in other comprehensive income (loss) of equity method investee	39	(184 )	(264 )
Other comprehensive income (loss)	4,027	1,131	(1,404 )
Comprehensive income	80,360	16,786	187,474
Comprehensive income attributable to noncontrolling interests	(6,371 )	(4,240 )	(10,715 )
Comprehensive income attributable to COPT	\$73,989	\$12,546	\$176,759

See accompanying notes to consolidated financial statements.



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Corporate Office Properties Trust and Subsidiaries  
 Consolidated Statements of Equity  
 (Dollars in thousands)

	Preferred Shares	Common Shares	Additional Paid-in Capital	Cumulative Distributions in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
Balance at December 31, 2014 (93,255,284 common shares outstanding)	\$ 199,083	\$ 933	\$ 1,969,968	\$ (717,264 )	\$ (1,297 )	\$ 69,461	\$ 1,520,884
Conversion of common units to common shares (160,160 shares)	—	2	2,149	—	—	(2,151 )	—
Common shares issued under at-the-market program (890,241 shares)	—	9	26,526	—	—	—	26,535
Exercise of share options (76,474 shares)	—	—	2,008	—	—	—	2,008
Share-based compensation (149,353 shares issued, net of redemptions)	—	1	7,397	—	—	—	7,398
Redemption of vested equity awards	—	—	(2,462 )	—	—	—	(2,462 )
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(682 )	—	—	682	—
Comprehensive income	—	—	—	178,300	(1,541 )	8,488	185,247
Dividends	—	—	—	(118,208 )	—	—	(118,208 )
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(4,706 )	(4,706 )
Contributions from noncontrolling interests in other consolidated entities	—	—	—	—	—	300	300
Distributions to noncontrolling interest in other consolidated entities	—	—	—	—	—	(35 )	(35 )
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	116	—	—	—	116
Tax loss from share-based compensation	—	—	(513 )	—	—	—	(513 )
Balance at December 31, 2015 (94,531,512 common shares outstanding)	199,083	945	2,004,507	(657,172 )	(2,838 )	72,039	1,616,564
	(26,583 )	—	17	(17 )	—	—	(26,583 )

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Reclassification of preferred shares to be redeemed to liability (531,667 shares)								
Conversion of common units to common shares (87,000 shares)	—	1	1,166	—	—	(1,167	) —	
Common shares issued under at-the-market program (3,721,227 shares)	—	37	109,016	—	—	—	109,053	
Share-based compensation (158,912 shares issued, net of redemptions)	—	2	7,451	—	—	—	7,453	
Redemption of vested equity awards	—	—	(2,466	) —	—	—	(2,466	)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(2,158	) —	—	2,158	—	
Comprehensive income	—	—	—	11,439	1,107			