

Section 1: 10-Q (10-Q)

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended **September 30, 2018**
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**

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

Corporate Office Properties, L.P. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Corporate Office Properties Trust Yes No

Corporate Office Properties, L.P. Yes No

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

Corporate Office Properties Trust

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

Corporate Office Properties, L.P.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

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

Corporate Office Properties Trust
Corporate Office Properties, L.P.

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

As of October 19, 2018, 108,855,016 of Corporate Office Properties Trust’s Common Shares of Beneficial Interest, \$0.01 par value, were issued and outstanding.

EXPLANATORY NOTE

This report combines the quarterly reports on Form 10-Q for the period ended September 30, 2018 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 September 30, 2018, COPT owned approximately 98.8% of the outstanding common units in COPLP; 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-Q. 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 and limited liability companies (“LLCs”); 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 and LLCs. 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 quarterly reports on Form 10-Q 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:

- consolidated financial statements;
- the following notes to the consolidated financial statements:
 - Note 4, Fair Value Measurements of COPT and subsidiaries and COPLP and subsidiaries; and
 - Note 15, Earnings per Share of COPT and subsidiaries and Earnings per Unit of COPLP and subsidiaries;
- "Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of COPT"; and
- "Item 2: 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 I, Item 4. 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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PART I: FINANCIAL INFORMATION
ITEM 1. Financial Statements

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

	September 30, 2018	December 31, 2017
Assets		
Properties, net:		
Operating properties, net	\$ 2,796,577	\$ 2,737,611
Projects in development or held for future development	410,850	403,494
Total properties, net	3,207,427	3,141,105
Assets held for sale, net	42,226	42,226
Cash and cash equivalents	9,492	12,261
Investment in unconsolidated real estate joint venture	40,318	41,787
Accounts receivable (net of allowance for doubtful accounts of \$850 and \$607, respectively)	19,245	31,802
Deferred rent receivable (net of allowance of \$438 and \$364, respectively)	89,171	86,710
Intangible assets on real estate acquisitions, net	47,065	59,092
Deferred leasing costs (net of accumulated amortization of \$30,832 and \$29,560, respectively)	49,510	48,322
Investing receivables	55,688	57,493
Interest rate derivatives	10,875	3,073
Prepaid expenses and other assets, net	79,349	71,334
Total assets	\$ 3,650,366	\$ 3,595,205
Liabilities and equity		
Liabilities:		
Debt, net	\$ 1,808,030	\$ 1,828,333
Accounts payable and accrued expenses	90,224	108,137
Rents received in advance and security deposits	23,159	25,648
Dividends and distributions payable	30,483	28,921
Deferred revenue associated with operating leases	10,006	11,682
Deferred property sale	43,377	43,377
Capital lease obligation	660	15,853
Other liabilities	9,267	41,822
Total liabilities	2,015,206	2,103,773
Commitments and contingencies (Note 16)		
Redeemable noncontrolling interests	25,431	23,125
Equity:		
Corporate Office Properties Trust's shareholders' equity:		
Common Shares of beneficial interest (\$0.01 par value; 150,000,000 shares authorized; shares issued and outstanding of 108,848,223 at September 30, 2018 and 101,292,299 at December 31, 2017)	1,088	1,013
Additional paid-in capital	2,390,484	2,201,047
Cumulative distributions in excess of net income	(833,508)	(802,085)
Accumulated other comprehensive income	10,108	2,167
Total Corporate Office Properties Trust's shareholders' equity	1,568,172	1,402,142
Noncontrolling interests in subsidiaries:		
Common units in COPLP	19,525	45,097
Preferred units in COPLP	8,800	8,800
Other consolidated entities	13,232	12,268
Noncontrolling interests in subsidiaries	41,557	66,165
Total equity	1,609,729	1,468,307
Total liabilities, redeemable noncontrolling interests and equity	\$ 3,650,366	\$ 3,595,205

See accompanying notes to consolidated financial statements.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues				
Rental revenue	\$ 102,132	\$ 102,275	\$ 304,087	\$ 304,237
Tenant recoveries and other real estate operations revenue	26,856	24,956	82,341	78,058
Construction contract and other service revenues	8,423	29,786	53,202	65,958
Total revenues	137,411	157,017	439,630	448,253
Expenses				
Property operating expenses	49,340	46,368	149,737	143,515
Depreciation and amortization associated with real estate operations	34,195	34,438	100,897	100,290
Construction contract and other service expenses	8,058	28,788	51,215	63,589
Impairment (recoveries) losses	—	(161)	—	1,464
General, administrative and leasing expenses	6,899	7,368	21,819	23,838
Business development expenses and land carry costs	1,567	1,277	4,415	4,567
Total operating expenses	100,059	118,078	328,083	337,263
Operating income	37,352	38,939	111,547	110,990
Interest expense	(19,181)	(19,615)	(56,910)	(57,772)
Interest and other income	1,486	1,508	4,284	4,817
Gain on sales of real estate	—	1,188	(27)	5,438
Loss on early extinguishment of debt	—	—	—	(513)
Income before equity in income of unconsolidated entities and income taxes	19,657	22,020	58,894	62,960
Equity in income of unconsolidated entities	374	371	1,120	1,118
Income tax benefit (expense)	291	(57)	173	(145)
Net income	20,322	22,334	60,187	63,933
Net income attributable to noncontrolling interests:				
Common units in COPLP	(380)	(693)	(1,532)	(1,576)
Preferred units in COPLP	(165)	(165)	(495)	(495)
Other consolidated entities	(1,080)	(897)	(2,879)	(2,738)
Net income attributable to COPT	18,697	20,579	55,281	59,124
Preferred share dividends	—	—	—	(6,219)
Issuance costs associated with redeemed preferred shares	—	—	—	(6,847)
Net income attributable to COPT common shareholders	<u>\$ 18,697</u>	<u>\$ 20,579</u>	<u>\$ 55,281</u>	<u>\$ 46,058</u>
Earnings per common share:				
Net income attributable to COPT common shareholders - basic	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>
Net income attributable to COPT common shareholders - diluted	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>

See accompanying notes to consolidated financial statements.

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 20,322	\$ 22,334	\$ 60,187	\$ 63,933
Other comprehensive income				
Unrealized gain (loss) on interest rate derivatives	1,325	(301)	7,913	(1,877)
(Gain) loss on interest rate derivatives recognized in interest expense	(207)	615	(9)	2,740
Equity in other comprehensive income of equity method investee	—	—	—	39
Other comprehensive income	1,118	314	7,904	902
Comprehensive income	21,440	22,648	68,091	64,835
Comprehensive income attributable to noncontrolling interests	(1,647)	(1,765)	(5,145)	(4,839)
Comprehensive income attributable to COPT	\$ 19,793	\$ 20,883	\$ 62,946	\$ 59,996

See accompanying notes to consolidated financial statements.

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

	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, 2016 (98,498,651 common shares outstanding)	\$ 172,500	\$ 985	\$ 2,116,581	\$ (747,825)	\$ (1,731)	\$ 72,267	\$ 1,612,777
Redemption of preferred shares (6,900,000 shares)	(172,500)	—	6,847	(6,847)	—	—	(172,500)
Conversion of common units to common shares (337,000 shares)	—	3	4,599	—	—	(4,602)	—
Common shares issued under at-the-market program (591,042 shares)	—	6	19,662	—	—	—	19,668
Exercise of share options (5,000 shares)	—	—	150	—	—	—	150
Share-based compensation (176,477 shares issued, net of redemptions)	—	2	4,442	—	—	—	4,444
Redemption of vested equity awards	—	—	(1,869)	—	—	—	(1,869)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(589)	—	—	589	—
Comprehensive income	—	—	—	59,124	872	3,119	63,115
Dividends	—	—	—	(88,300)	—	—	(88,300)
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(3,262)	(3,262)
Distributions to noncontrolling interests in other consolidated entities	—	—	—	—	—	(2,614)	(2,614)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	244	—	—	—	244
Balance at September 30, 2017 (99,608,170 common shares outstanding)	<u>\$ —</u>	<u>\$ 996</u>	<u>\$ 2,150,067</u>	<u>\$ (783,848)</u>	<u>\$ (859)</u>	<u>\$ 65,497</u>	<u>\$ 1,431,853</u>
Balance at December 31, 2017 (101,292,299 common shares outstanding)	\$ —	\$ 1,013	\$ 2,201,047	\$ (802,085)	\$ 2,167	\$ 66,165	\$ 1,468,307
Cumulative effect of accounting change for adoption of hedge accounting guidance	—	—	—	(276)	276	—	—
Balance at December 31, 2017, as adjusted	—	1,013	2,201,047	(802,361)	2,443	66,165	1,468,307
Conversion of common units to common shares (1,895,627 shares)	—	19	27,263	—	—	(27,282)	—
Common shares issued under forward equity sale agreements (4,527,000 shares)	—	45	132,285	—	—	—	132,330
Common shares issued under at-the-market program (991,664 shares)	—	10	29,722	—	—	—	29,732
Share-based compensation (141,633 shares issued, net of redemptions)	—	1	5,178	—	—	—	5,179
Redemption of vested equity awards	—	—	(1,611)	—	—	—	(1,611)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(2,069)	—	—	2,069	—
Comprehensive income	—	—	—	55,281	7,665	3,242	66,188
Dividends	—	—	—	(86,428)	—	—	(86,428)
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(2,626)	(2,626)
Distributions to noncontrolling interests in other consolidated entities	—	—	—	—	—	(11)	(11)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	(1,331)	—	—	—	(1,331)
Balance at September 30, 2018 (108,848,223 common shares outstanding)	<u>\$ —</u>	<u>\$ 1,088</u>	<u>\$ 2,390,484</u>	<u>\$ (833,508)</u>	<u>\$ 10,108</u>	<u>\$ 41,557</u>	<u>\$ 1,609,729</u>

See accompanying notes to consolidated financial statements.

Corporate Office Properties Trust and Subsidiaries
Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	For the Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities		
Revenues from real estate operations received	\$ 395,172	\$ 389,206
Construction contract and other service revenues received	27,450	72,682
Property operating expenses paid	(150,039)	(144,527)
Construction contract and other service expenses paid	(71,034)	(57,189)
General, administrative, leasing, business development and land carry costs paid	(20,858)	(27,066)
Interest expense paid	(55,611)	(55,637)
Lease incentives paid	(5,985)	(9,414)
Other	2,572	1,373
Net cash provided by operating activities	<u>121,667</u>	<u>169,428</u>
Cash flows from investing activities		
Construction, development and redevelopment	(105,852)	(113,678)
Tenant improvements on operating properties	(27,962)	(19,876)
Other capital improvements on operating properties	(13,357)	(15,174)
Proceeds from dispositions of properties	—	101,107
Leasing costs paid	(6,277)	(6,468)
Other	762	1,619
Net cash used in investing activities	<u>(152,686)</u>	<u>(52,470)</u>
Cash flows from financing activities		
Proceeds from debt		
Revolving Credit Facility	208,000	268,000
Other debt proceeds	11,267	—
Repayments of debt		
Revolving Credit Facility	(235,000)	(98,000)
Scheduled principal amortization	(3,161)	(3,028)
Other debt repayments	—	(200,000)
Deferred financing costs paid	(3,413)	—
Payments on capital lease obligation	(15,379)	—
Net proceeds from issuance of common shares	162,230	19,834
Redemption of preferred shares	—	(199,083)
Common share dividends paid	(84,349)	(81,779)
Preferred share dividends paid	—	(9,305)
Distributions paid to noncontrolling interests in COPLP	(3,169)	(3,371)
Distributions paid to redeemable noncontrolling interests	(1,090)	(7,860)
Redemption of vested equity awards	(1,611)	(1,869)
Other	(5,205)	(492)
Net cash provided by (used in) financing activities	<u>29,120</u>	<u>(316,953)</u>
Net decrease in cash and cash equivalents and restricted cash	(1,899)	(199,995)
Cash and cash equivalents and restricted cash		
Beginning of period	14,831	212,619
End of period	<u>\$ 12,932</u>	<u>\$ 12,624</u>

See accompanying notes to consolidated financial statements.

Corporate Office Properties Trust and Subsidiaries
Consolidated Statements of Cash Flows (continued)
(in thousands)
(unaudited)

	For the Nine Months Ended September 30,	
	2018	2017
Reconciliation of net income to net cash provided by operating activities:		
Net income	\$ 60,187	\$ 63,933
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	102,440	101,963
Impairment losses	—	1,457
Amortization of deferred financing costs and net debt discounts	2,478	3,514
Increase in deferred rent receivable	(3,687)	(545)
Gain on sales of real estate	27	(5,438)
Share-based compensation	4,735	4,092
Other	(1,969)	(2,969)
Changes in operating assets and liabilities:		
Decrease in accounts receivable	12,404	7,498
(Increase) decrease in prepaid expenses and other assets, net	(3,810)	4,718
Decrease in accounts payable, accrued expenses and other liabilities	(48,649)	(5,220)
Decrease in rents received in advance and security deposits	(2,489)	(3,575)
Net cash provided by operating activities	<u>\$ 121,667</u>	<u>\$ 169,428</u>
Reconciliation of cash and cash equivalents and restricted cash:		
Cash and cash equivalents at beginning of period	\$ 12,261	\$ 209,863
Restricted cash at beginning of period	2,570	2,756
Cash and cash equivalents and restricted cash at beginning of period	<u>\$ 14,831</u>	<u>\$ 212,619</u>
Cash and cash equivalents at end of period	\$ 9,492	\$ 10,858
Restricted cash at end of period	3,440	1,766
Cash and cash equivalents and restricted cash at end of period	<u>\$ 12,932</u>	<u>\$ 12,624</u>
Supplemental schedule of non-cash investing and financing activities:		
Increase in accrued capital improvements, leasing and other investing activity costs	\$ 3,550	\$ 17,129
Increase in property in connection with capital lease obligation	\$ —	\$ 16,127
Increase in fair value of derivatives applied to accumulated other comprehensive income and noncontrolling interests	\$ 7,802	\$ 774
Equity in other comprehensive income of an equity method investee	\$ —	\$ 39
Dividends/distributions payable	\$ 30,483	\$ 28,462
Decrease in noncontrolling interests and increase in shareholders' equity in connection with the conversion of common units into common shares	\$ 27,282	\$ 4,602
Adjustments to noncontrolling interests resulting from changes in COPLP ownership	\$ 2,069	\$ 589
Increase (decrease) in redeemable noncontrolling interests and decrease (increase) in equity to carry redeemable noncontrolling interests at fair value	\$ 1,331	\$ (244)

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Balance Sheets
(in thousands, except unit data)
(unaudited)

	September 30, 2018	December 31, 2017
Assets		
Properties, net:		
Operating properties, net	\$ 2,796,577	\$ 2,737,611
Projects in development or held for future development	410,850	403,494
Total properties, net	3,207,427	3,141,105
Assets held for sale, net	42,226	42,226
Cash and cash equivalents	9,492	12,261
Investment in unconsolidated real estate joint venture	40,318	41,787
Accounts receivable (net of allowance for doubtful accounts of \$850 and \$607, respectively)	19,245	31,802
Deferred rent receivable (net of allowance of \$438 and \$364, respectively)	89,171	86,710
Intangible assets on real estate acquisitions, net	47,065	59,092
Deferred leasing costs (net of accumulated amortization of \$30,832 and \$29,560, respectively)	49,510	48,322
Investing receivables	55,688	57,493
Interest rate derivatives	10,875	3,073
Prepaid expenses and other assets, net	75,003	66,718
Total assets	\$ 3,646,020	\$ 3,590,589
Liabilities and equity		
Liabilities:		
Debt, net	\$ 1,808,030	\$ 1,828,333
Accounts payable and accrued expenses	90,224	108,137
Rents received in advance and security deposits	23,159	25,648
Distributions payable	30,483	28,921
Deferred revenue associated with operating leases	10,006	11,682
Deferred property sale	43,377	43,377
Capital lease obligation	660	15,853
Other liabilities	4,921	37,206
Total liabilities	2,010,860	2,099,157
Commitments and contingencies (Note 16)		
Redeemable noncontrolling interests	25,431	23,125
Equity:		
Corporate Office Properties, L.P.'s equity:		
Preferred units held by limited partner, 352,000 preferred units outstanding at September 30, 2018 and December 31, 2017	8,800	8,800
Common units, 108,848,223 and 101,292,299 held by the general partner and 1,355,251 and 3,250,878 held by limited partners at September 30, 2018 and December 31, 2017, respectively	1,577,299	1,445,022
Accumulated other comprehensive income	10,353	2,173
Total Corporate Office Properties, L.P.'s equity	1,596,452	1,455,995
Noncontrolling interests in subsidiaries	13,277	12,312
Total equity	1,609,729	1,468,307
Total liabilities, redeemable noncontrolling interests and equity	\$ 3,646,020	\$ 3,590,589

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Statements of Operations
(in thousands, except per unit data)
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Revenues				
Rental revenue	\$ 102,132	\$ 102,275	\$ 304,087	\$ 304,237
Tenant recoveries and other real estate operations revenue	26,856	24,956	82,341	78,058
Construction contract and other service revenues	8,423	29,786	53,202	65,958
Total revenues	137,411	157,017	439,630	448,253
Expenses				
Property operating expenses	49,340	46,368	149,737	143,515
Depreciation and amortization associated with real estate operations	34,195	34,438	100,897	100,290
Construction contract and other service expenses	8,058	28,788	51,215	63,589
Impairment (recoveries) losses	—	(161)	—	1,464
General, administrative and leasing expenses	6,899	7,368	21,819	23,838
Business development expenses and land carry costs	1,567	1,277	4,415	4,567
Total operating expenses	100,059	118,078	328,083	337,263
Operating income	37,352	38,939	111,547	110,990
Interest expense	(19,181)	(19,615)	(56,910)	(57,772)
Interest and other income	1,486	1,508	4,284	4,817
Gain on sales of real estate	—	1,188	(27)	5,438
Loss on early extinguishment of debt	—	—	—	(513)
Income before equity in income of unconsolidated entities and income taxes	19,657	22,020	58,894	62,960
Equity in income of unconsolidated entities	374	371	1,120	1,118
Income tax benefit (expense)	291	(57)	173	(145)
Net income	20,322	22,334	60,187	63,933
Net income attributable to noncontrolling interests in consolidated entities	(1,080)	(897)	(2,879)	(2,738)
Net income attributable to COPLP	19,242	21,437	57,308	61,195
Preferred unit distributions	(165)	(165)	(495)	(6,714)
Issuance costs associated with redeemed preferred units	—	—	—	(6,847)
Net income attributable to COPLP common unitholders	<u>\$ 19,077</u>	<u>\$ 21,272</u>	<u>\$ 56,813</u>	<u>\$ 47,634</u>
Earnings per common unit:				
Net income attributable to COPLP common unitholders - basic	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>
Net income attributable to COPLP common unitholders - diluted	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 20,322	\$ 22,334	\$ 60,187	\$ 63,933
Other comprehensive income				
Unrealized gain (loss) on interest rate derivatives	1,325	(301)	7,913	(1,877)
(Gain) loss on interest rate derivatives recognized in interest expense	(207)	615	(9)	2,740
Equity in other comprehensive income of equity method investee	—	—	—	39
Other comprehensive income	1,118	314	7,904	902
Comprehensive income	21,440	22,648	68,091	64,835
Comprehensive income attributable to noncontrolling interests	(1,080)	(897)	(2,879)	(2,738)
Comprehensive income attributable to COPLP	\$ 20,360	\$ 21,751	\$ 65,212	\$ 62,097

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Statements of Equity
(Dollars in thousands)
(unaudited)

	Limited Partner Preferred Units		General Partner Preferred Units		Common Units		Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests in Subsidiaries	Total Equity
	Units	Amount	Units	Amount	Units	Amount			
Balance at December 31, 2016	352,000	\$ 8,800	6,900,000	\$ 172,500	102,089,042	\$ 1,419,710	\$ (1,854)	\$ 13,621	\$ 1,612,777
Redemption of preferred units resulting from redemption of preferred shares	—	—	(6,900,000)	(172,500)	—	—	—	—	(172,500)
Issuance of common units resulting from common shares issued under COPT at-the-market program	—	—	—	—	591,042	19,668	—	—	19,668
Issuance of common units resulting from exercise of share options	—	—	—	—	5,000	150	—	—	150
Share-based compensation (units net of redemption)	—	—	—	—	176,477	4,444	—	—	4,444
Redemptions of vested equity awards	—	—	—	—	—	(1,869)	—	—	(1,869)
Comprehensive income	—	495	—	6,219	—	54,481	902	1,018	63,115
Distributions to owners of common and preferred units	—	(495)	—	(6,219)	—	(84,848)	—	—	(91,562)
Distributions to noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	(2,614)	(2,614)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	—	—	—	244	—	—	244
Balance at September 30, 2017	<u>352,000</u>	<u>\$ 8,800</u>	<u>—</u>	<u>\$ —</u>	<u>102,861,561</u>	<u>\$ 1,411,980</u>	<u>\$ (952)</u>	<u>\$ 12,025</u>	<u>\$ 1,431,853</u>
Balance at December 31, 2017	352,000	\$ 8,800	—	\$ —	104,543,177	\$ 1,445,022	\$ 2,173	\$ 12,312	\$ 1,468,307
Cumulative effect of accounting change for adoption of hedge accounting guidance	—	—	—	—	—	(276)	276	—	—
Balance at December 31, 2017, as adjusted	352,000	8,800	—	—	104,543,177	1,444,746	2,449	12,312	1,468,307
Issuance of common units resulting from common shares issued under COPT forward equity sale agreements	—	—	—	—	4,527,000	132,330	—	—	132,330
Issuance of common units resulting from common shares issued under COPT at-the-market program	—	—	—	—	991,664	29,732	—	—	29,732
Share-based compensation (units net of redemption)	—	—	—	—	141,633	5,179	—	—	5,179
Redemptions of vested equity awards	—	—	—	—	—	(1,611)	—	—	(1,611)
Comprehensive income	—	495	—	—	—	56,813	7,904	976	66,188
Distributions to owners of common and preferred units	—	(495)	—	—	—	(88,559)	—	—	(89,054)
Distributions to noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	(11)	(11)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	—	—	—	(1,331)	—	—	(1,331)
Balance at September 30, 2018	<u>352,000</u>	<u>\$ 8,800</u>	<u>—</u>	<u>\$ —</u>	<u>110,203,474</u>	<u>\$ 1,577,299</u>	<u>\$ 10,353</u>	<u>\$ 13,277</u>	<u>\$ 1,609,729</u>

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	For the Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities		
Revenues from real estate operations received	\$ 395,172	\$ 389,206
Construction contract and other service revenues received	27,450	72,682
Property operating expenses paid	(150,039)	(144,527)
Construction contract and other service expenses paid	(71,034)	(57,189)
General, administrative, leasing, business development and land carry costs paid	(20,858)	(27,066)
Interest expense paid	(55,611)	(55,637)
Lease incentives paid	(5,985)	(9,414)
Other	2,572	1,373
Net cash provided by operating activities	<u>121,667</u>	<u>169,428</u>
Cash flows from investing activities		
Construction, development and redevelopment	(105,852)	(113,678)
Tenant improvements on operating properties	(27,962)	(19,876)
Other capital improvements on operating properties	(13,357)	(15,174)
Proceeds from dispositions of properties	—	101,107
Leasing costs paid	(6,277)	(6,468)
Other	762	1,619
Net cash used in investing activities	<u>(152,686)</u>	<u>(52,470)</u>
Cash flows from financing activities		
Proceeds from debt		
Revolving Credit Facility	208,000	268,000
Other debt proceeds	11,267	—
Repayments of debt		
Revolving Credit Facility	(235,000)	(98,000)
Scheduled principal amortization	(3,161)	(3,028)
Other debt repayments	—	(200,000)
Deferred financing costs paid	(3,413)	—
Payments on capital lease obligation	(15,379)	—
Net proceeds from issuance of common units	162,230	19,834
Redemption of preferred units	—	(199,083)
Common unit distributions paid	(87,023)	(84,655)
Preferred unit distributions paid	(495)	(9,800)
Distributions paid to redeemable noncontrolling interests	(1,090)	(7,860)
Redemption of vested equity awards	(1,611)	(1,869)
Other	(5,205)	(492)
Net cash provided by (used in) financing activities	<u>29,120</u>	<u>(316,953)</u>
Net decrease in cash and cash equivalents and restricted cash	<u>(1,899)</u>	<u>(199,995)</u>
Cash and cash equivalents and restricted cash		
Beginning of period	14,831	212,619
End of period	<u>\$ 12,932</u>	<u>\$ 12,624</u>

See accompanying notes to consolidated financial statements.

Corporate Office Properties, L.P. and Subsidiaries
Consolidated Statements of Cash Flows (Continued)
(in thousands)
(unaudited)

	For the Nine Months Ended September 30,	
	2018	2017
Reconciliation of net income to net cash provided by operating activities:		
Net income	\$ 60,187	\$ 63,933
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	102,440	101,963
Impairment losses	—	1,457
Amortization of deferred financing costs and net debt discounts	2,478	3,514
Increase in deferred rent receivable	(3,687)	(545)
Gain on sales of real estate	27	(5,438)
Share-based compensation	4,735	4,092
Other	(1,969)	(2,969)
Operating changes in assets and liabilities:		
Decrease in accounts receivable	12,404	7,498
(Increase) decrease in prepaid expenses and other assets, net	(4,080)	3,688
Decrease in accounts payable, accrued expenses and other liabilities	(48,379)	(4,190)
Decrease in rents received in advance and security deposits	(2,489)	(3,575)
Net cash provided by operating activities	<u>\$ 121,667</u>	<u>\$ 169,428</u>
Reconciliation of cash and cash equivalents and restricted cash:		
Cash and cash equivalents at beginning of period	\$ 12,261	\$ 209,863
Restricted cash at beginning of period	2,570	2,756
Cash and cash equivalents and restricted cash at beginning of period	<u>\$ 14,831</u>	<u>\$ 212,619</u>
Cash and cash equivalents at end of period	\$ 9,492	\$ 10,858
Restricted cash at end of period	3,440	1,766
Cash and cash equivalents and restricted cash at end of period	<u>\$ 12,932</u>	<u>\$ 12,624</u>
Supplemental schedule of non-cash investing and financing activities:		
Increase in accrued capital improvements, leasing and other investing activity costs	\$ 3,550	\$ 17,129
Increase in property in connection with capital lease obligation	\$ —	\$ 16,127
Increase in fair value of derivatives applied to accumulated other comprehensive income and noncontrolling interests	\$ 7,802	\$ 774
Equity in other comprehensive income of an equity method investee	\$ —	\$ 39
Distributions payable	\$ 30,483	\$ 28,462
Increase (decrease) in redeemable noncontrolling interests and decrease (increase) in equity to carry redeemable noncontrolling interests at fair value	\$ 1,331	\$ (244)

See accompanying notes to consolidated financial statements.

Corporate Office Properties Trust and Subsidiaries and Corporate Office Properties, L.P. and Subsidiaries
Notes to Consolidated Financial Statements
(unaudited)

1. Organization

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 September 30, 2018, our properties included the following:

- 161 properties totaling 17.9 million square feet comprised of 15.1 million square feet in 144 office properties and 2.7 million square feet in 17 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;
- 11 properties under construction or redevelopment (six office properties and five data center shells) that we estimate will total approximately 1.4 million square feet upon completion, including two partially-operational properties; and
- approximately 900 acres of land controlled for future development that we believe could be developed into approximately 11.9 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 and preferred units. As of September 30, 2018, COPT owned 98.8% 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 is 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 does not have a board of trustees, we refer to COPT’s Board of Trustees as COPLP’s Board of Trustees.

2. Summary of Significant Accounting Policies

Basis of Presentation

The COPT consolidated financial statements include the accounts of COPT, the Operating Partnership, their subsidiaries and other entities in which COPT has a majority voting interest and control. The COPLP consolidated financial statements include the accounts of COPLP, its subsidiaries and other entities in which COPLP has a majority voting interest and control. 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 of such entities. We eliminate all intercompany balances and transactions in consolidation.

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 discontinue equity method accounting if our investment in an entity (and net advances) is reduced to zero unless we have guaranteed obligations of the entity or are otherwise committed to provide further financial support for the entity.

We use the cost method of accounting when we own an interest in an entity and cannot exert significant influence over its operations.

These interim financial statements should be read together with the consolidated financial statements and notes thereto as of and for the year ended December 31, 2017 included in our 2017 Annual Report on Form 10-K. The unaudited consolidated financial statements include all adjustments that are necessary, in the opinion of management, to fairly state our financial position and results of operations. All adjustments are of a normal recurring nature. The consolidated financial statements have been prepared using the accounting policies described in our 2017 Annual Report on Form 10-K as updated for our adoption of recent accounting pronouncements discussed below.

Reclassification

We reclassified certain amounts from prior periods to conform to the current period presentation of our consolidated financial statements with no effect on previously reported net income or equity, including restricted cash and marketable securities that were reclassified to the line entitled "prepaid expenses and other assets, net" on our consolidated balance sheets after having been reported on a separate line in our Quarterly Reports on Form 10-Q filed in prior years and previous Annual Reports on Form 10-K.

Recent Accounting Pronouncements

We adopted guidance issued by the Financial Accounting Standards Board ("FASB") effective January 1, 2018 regarding the recognition of revenue from contracts with customers ("Topic 606"). Under this guidance, an entity recognizes revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This guidance also requires improved disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. We determined that Topic 606 is applicable to our construction contract and other service revenues, which includes predominantly construction and design projects performed primarily for tenants of our properties. We used the modified retrospective method for contracts that were not completed as of January 1, 2018. Under this method, the cumulative effect of initially applying the guidance is recognized as an adjustment to the opening balance of retained earnings as of the date of initial application. Our adoption of Topic 606 effective January 1, 2018 did not affect our consolidated financial statements other than additional disclosure provided in accordance with the guidance. We did not elect to use any of the practical expedients provided for under the guidance. As discussed further below, Topic 606 will also apply to lease revenue deemed to be non-lease components (such as common area maintenance and provision of utilities) once the new guidance setting forth principles for the recognition, measurement, presentation and disclosure of leases goes into effect on January 1, 2019.

We adopted guidance issued by the FASB effective January 1, 2018 that requires entities to measure equity investments at fair value through net income, except for those that result in consolidation or are accounted for under the equity method of accounting. For equity investments without readily determinable fair values, the guidance permits the application of a measurement alternative using the cost of the investment, less any impairments, plus or minus changes resulting from observable price changes for an identical or similar investment of the same issuer. Our adoption of this guidance had no effect on our consolidated financial statements.

We adopted guidance issued by the FASB retrospectively effective January 1, 2018 that clarifies how entities should classify certain cash receipts and cash payments on the statement of cash flows with the objective of reducing the existing diversity in practice related to eight specific cash flow issues. The areas addressed in the new guidance relate to debt prepayment costs, settlement of zero-coupon debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned and bank-owned life insurance policies, distributions received from equity method investments, beneficial interest in securitization transactions and separately identifiable cash flows and application of the predominance principle. Our adoption of this guidance had no effect on our consolidated financial statements.

We adopted guidance issued by the FASB retrospectively effective January 1, 2018 that requires the statement of cash flows to explain the change during the period in the total of cash, cash equivalents and amounts described as restricted cash or

restricted cash equivalents. Under the new guidance, amounts described as restricted cash and restricted cash equivalents will be included with cash and cash equivalents when reconciling the beginning of period and end of period total amounts shown on the statement of cash flows. As a result of our adoption of this guidance, the change in restricted cash is no longer reported as either operating or investing activities on our statements of cash flows. Our restricted cash primarily consists of cash escrowed under mortgage debt for capital improvements and real estate taxes and certain tenant security deposits. Our adoption of this guidance had the following effects on our consolidated statements of cash flows for the nine months ended September 30, 2017 (in thousands):

	As Previously Reported	Impact of Adoption	As Adjusted
Net cash provided by operating activities	\$ 170,678	\$ (1,250)	\$ 169,428
Net cash used in investing activities	\$ (52,730)	\$ 260	\$ (52,470)
Net decrease in cash and cash equivalents and restricted cash	\$ (199,005)	\$ (990)	\$ (199,995)
Beginning of period cash and cash equivalents and restricted cash	\$ 209,863	\$ 2,756	\$ 212,619
End of period cash and cash equivalents and restricted cash	\$ 10,858	\$ 1,766	\$ 12,624

We adopted guidance issued by the FASB that clarifies the scope of provisions and accounting for nonfinancial asset derecognition, including partial sales of real estate assets, effective January 1, 2018 using the full retrospective method. The new guidance requires recognition of a sale of real estate and resulting gain or loss when control transfers and the buyer has the ability to direct use of, or obtain substantially all of the remaining benefit from, the asset (which generally will occur on the closing date); the factor of continuing involvement is no longer a specific consideration for the timing of recognition. The new guidance eliminates the need to consider adequacy of buyer investment, which was replaced by additional judgments regarding collectability and intent and/or ability to pay. The new guidance also requires an entity to derecognize nonfinancial assets and in-substance nonfinancial assets once it transfers control of such assets. When an entity transfers its controlling interest in a nonfinancial asset but retains a noncontrolling ownership interest, the entity is required to measure any non-controlling interest it receives or retains at fair value and recognize a full gain or loss on the transaction; as a result, sales and partial sales of real estate assets are now subject to the same derecognition model as all other nonfinancial assets. We had a transaction in July 2016 accounted for as a partial sale under the previous guidance that meets the criteria for immediate full gain recognition under the new guidance; as a result, we retrospectively recognized an additional \$18 million in income in 2016 that was being amortized into income in subsequent periods under the previous guidance. The recognition pattern for our other sales of real estate were not changed by this new guidance. The full retrospective method requires adjustment of each reporting period presented at the time of adoption.

The tables below set forth the impact of the adoption of this guidance for amounts previously reported on the consolidated financial statements of COPT and subsidiaries (in thousands):

	As of December 31, 2017			As of September 30, 2017			As of December 31, 2016		
	As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted
Consolidated Balance Sheets									
Investment in unconsolidated real estate joint venture	\$ 25,066	\$ 16,721	\$ 41,787	\$ 25,194	\$ 17,069	\$ 42,263	\$ 25,548	\$ 18,113	\$ 43,661
Cumulative distributions in excess of net income	\$ (818,190)	\$ 16,105	\$ (802,085)	\$ (800,290)	\$ 16,442	\$ (783,848)	\$ (765,276)	\$ 17,451	\$ (747,825)
Noncontrolling interests in subsidiaries	\$ 65,549	\$ 616	\$ 66,165	\$ 44,089	\$ 627	\$ 44,716	\$ 71,605	\$ 662	\$ 72,267
				For the Three Months Ended September 30, 2017			For the Nine Months Ended September 30, 2017		
				As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted
Consolidated Statements of Operations and Comprehensive Income									
Equity in income of unconsolidated entities	\$	719	\$ (348)	\$ 371	\$	2,162	\$ (1,044)	\$ 1,118	
Net income	\$	22,682	\$ (348)	\$ 22,334	\$	64,977	\$ (1,044)	\$ 63,933	
Net income attributable to noncontrolling interests - Common units in COPLP	\$	(704)	\$ 11	\$ (693)	\$	(1,611)	\$ 35	\$ (1,576)	
Net income attributable to COPT	\$	20,916	\$ (337)	\$ 20,579	\$	60,133	\$ (1,009)	\$ 59,124	
Net income attributable to COPT common shareholders	\$	20,916	\$ (337)	\$ 20,579	\$	47,067	\$ (1,009)	\$ 46,058	
Earnings per common share - basic and diluted	\$	0.21	\$ —	\$ 0.21	\$	0.47	\$ (0.01)	\$ 0.46	
Comprehensive income	\$	22,996	\$ (348)	\$ 22,648	\$	65,879	\$ (1,044)	\$ 64,835	
Comprehensive income attributable to COPT	\$	21,220	\$ (337)	\$ 20,883	\$	61,005	\$ (1,009)	\$ 59,996	

The tables below set forth the impact of the adoption of this guidance for amounts previously reported on the consolidated financial statements of COPLP and subsidiaries (in thousands):

	As of December 31, 2017			As of September 30, 2017			As of December 31, 2016		
	As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted
Consolidated Balance Sheets									
Investment in unconsolid. real estate joint venture	\$ 25,066	\$ 16,721	\$ 41,787	\$ 25,194	\$ 17,069	\$ 42,263	\$ 25,548	\$ 18,113	\$ 43,661
Common units	\$1,428,301	\$ 16,721	\$1,445,022	\$1,394,911	\$ 17,069	\$1,411,980	\$1,401,597	\$ 18,113	\$1,419,710
				For the Three Months Ended September 30, 2017			For the Nine Months Ended September 30, 2017		
				As Previously Reported	Impact of Adoption	As Adjusted	As Previously Reported	Impact of Adoption	As Adjusted
Consolidated Statements of Operations and Comprehensive Income									
Equity in income of unconsolidated entities	\$	719	\$ (348)	\$ 371	\$	2,162	\$ (1,044)	\$ 1,118	
Net income	\$	22,682	\$ (348)	\$ 22,334	\$	64,977	\$ (1,044)	\$ 63,933	
Net income attributable to COPLP	\$	21,785	\$ (348)	\$ 21,437	\$	62,239	\$ (1,044)	\$ 61,195	
Net income attributable to COPLP common unitholders	\$	21,620	\$ (348)	\$ 21,272	\$	48,678	\$ (1,044)	\$ 47,634	
Earnings per common unit - basic and diluted	\$	0.21	\$ —	\$ 0.21	\$	0.47	\$ (0.01)	\$ 0.46	
Comprehensive income	\$	22,996	\$ (348)	\$ 22,648	\$	65,879	\$ (1,044)	\$ 64,835	
Comprehensive income attributable to COPLP	\$	22,099	\$ (348)	\$ 21,751	\$	63,141	\$ (1,044)	\$ 62,097	

Adoption of this guidance had no impact to cash provided by or used in operating, financing or investing activities on our consolidated statements of cash flows for the nine months ended September 30, 2017.

We early adopted guidance issued by the FASB effective January 1, 2018 that makes targeted improvements to hedge accounting. This new guidance simplifies the application of hedge accounting and better aligns financial reporting for hedging activities with companies' economic objectives in undertaking those activities. Under the new guidance, all changes in the fair value of highly effective cash flow hedges will be recorded in other comprehensive income instead of income. The new guidance also eases the administrative burden of hedge documentation requirements and assessing hedge effectiveness. We adopted this guidance using the modified retrospective transition method under which we eliminated \$276,000 in previously-recorded cumulative hedge ineffectiveness as of January 1, 2018 by means of a cumulative-effect adjustment to our beginning balance of accumulated other comprehensive income ("AOCI"), with a corresponding adjustment to the beginning balance of: cumulative distributions in excess of net income for COPT and subsidiaries; and common units for COPLP and subsidiaries.

In August 2018, the Securities and Exchange Commission amended its rules to simplify or eliminate outdated, duplicative or overlapping disclosure requirements. The amendments also expand certain disclosure requirements, such as requiring (effective January 1, 2019) current and comparative quarter and year-to-date reporting of changes in shareholders' equity in interim periods. We adopted these rules effective November 5, 2018 for the changes in disclosure that were required for this Quarterly Report on Form 10-Q, the effect of which was not material to the consolidated financial statements included herein, and we do not expect our adoption of these rules to have a material impact on our consolidated financial statements included in our future periodic filings.

In February 2016, the FASB issued guidance that sets forth principles for the recognition, measurement, presentation and disclosure of leases. This guidance requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. The resulting classification determines whether the lease expense is recognized based on an effective interest method or straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. Leases with a term of 12 months or less will be accounted for similar to existing guidance for operating leases. The guidance requires lessors of real estate to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. This guidance will be adopted by us on January 1, 2019 using a modified retrospective transition approach under which will apply the guidance effective January 1, 2019, with a cumulative-effect adjustment as of such date, and not adjust prior comparative reporting periods. The guidance permits lessees and lessors to elect to apply a package of practical expedients that allow them not to reassess upon adoption: the lease classification for any expired or existing leases; their deferred recognition of incremental direct costs of leasing for any expired or existing leases; and whether any expired or existing contracts are, or contain, leases. The guidance also permits lessors to elect a practical expedient (by class of underlying asset) to avoid separating non-lease components that otherwise would need to be accounted for under the recently-adopted revenue accounting guidance (such as common area maintenance and provision of utilities) from the associated lease component if (1) the non-lease components have the same timing and pattern of transfer as the associated lease component and (2) the lease component, if accounted for separately, would be classified as an operating lease; once this practical expedient is adopted, the lessor would be able to account for the combination of the lease component and non-lease components as an operating lease as long as the lease component is the predominant component of the combined components. We expect to elect each of the above practical expedients. Below is a summary of the anticipated effects of this guidance on our accounting and reporting.

- Real estate leases in which we are the lessor:
 - Balance sheet reporting: We believe that we will apply an approach under the new guidance that is similar to the current accounting for operating leases, in which we will continue to recognize the underlying leased asset as property on our balance sheet.
 - Deferral of non-incremental lease costs: Under the new lease guidance, we will be expensing future non-incremental costs in connection with new or extended tenant leases the recognition of which would have been deferred under current accounting (refer to amounts reported in our 2017 Annual Report on Form 10-K for amounts deferred in 2017, 2016 and 2015).
- Leases in which we are the lessee:
 - Our most significant leases as lessee are ground leases; as of September 30, 2018, our future minimum rental payments under these leases totaled \$87.5 million, with various expiration dates extending to the year 2100. We believe that we will be required to recognize right-of-use assets and lease liabilities for the present value of these minimum lease payments. We also believe that these types of leases would be classified as finance leases under the new guidance, which would result in the interest component of each lease payment being recorded as interest expense and the right-of-use asset being amortized into expense using the straight-line method over the life of the lease; however, we expect to elect to apply the package of practical expedients under which we would continue to account for our existing ground leases as operating leases upon adoption of the guidance.

In June 2016, the FASB issued guidance that changes how entities measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The guidance replaces the current incurred loss model with an expected loss approach, resulting in a more timely recognition of such losses. The guidance will apply to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt securities, net investments in leases, and off-balance-sheet credit exposures (e.g. loan commitments). Under the new guidance, an entity will recognize its estimate of expected credit losses as an allowance, as the guidance requires that financial assets be measured on an amortized cost basis and to be presented at the net amount expected to be collected. The guidance is effective for us beginning January 1, 2020, with early adoption permitted after December 2018. We are currently assessing the financial impact of this guidance on our consolidated financial statements.

In August 2018, the FASB issued guidance that modifies disclosure requirements for fair value measurements. This guidance is effective for us beginning January 1, 2020. Early adoption is permitted for this guidance, and entities are permitted to early adopt with respect to any removed or modified disclosures while delaying adoption of additional disclosure requirements until the effective date. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In August 2018, the FASB issued guidance that aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software. FASB guidance did not previously address the accounting for such implementation costs. The guidance is effective for us beginning January 1, 2020, with early adoption permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

3. Revenue Recognition on Construction Contract and Other Service Revenues

We enter into construction contracts to complete various design and construction services primarily for our United States Government tenants. The revenues and expenses from these services consist primarily of subcontracted costs that are reimbursed to us by our customers along with a fee. These services are an ancillary component of our overall operations, with small operating margins relative to the revenue. We review each contract to determine the performance obligations and allocate the transaction price. We recognize revenue under these contracts as services are performed in an amount that reflects the consideration we expect to receive in exchange for those services. Our performance obligations are satisfied over time as work progresses. Revenue recognition is determined using the input method based on costs incurred as of point in time relative to the total estimated costs at completion to measure progress toward satisfying our performance obligations. We believe incurred costs of work performed best depicts the transfer of control of the services being transferred to the customer.

In determining whether the performance obligations of each construction contract should be accounted for separately versus together, we consider numerous factors that may require significant judgment, including: whether the components contracted are substantially the same with the same pattern of transfer; whether the customer could contract with another party to perform construction based on our design project; and whether the customer can elect not to move forward after the design phase of the contract. Most of our contracts have a single performance obligation as the promise to transfer the services is not separately identifiable from other obligations in the contracts and, therefore, are not distinct. Some contracts have multiple performance obligations, most commonly due to having distinct project phases for design and construction for which our customer is making decisions and managing separately. In these cases, we allocate the transaction price between these performance obligations based on the amounts separately set forth in the contracts for such obligations. Contract modifications, such as change orders, are routine for our construction contracts and are generally determined to be additions to the existing performance obligations because they would have been part of the initial performance obligations if they were identified at the initial contract date.

We have three main types of compensation arrangements for our construction contracts: guaranteed maximum price (“GMP”); firm fixed price (“FFP”); and cost-plus fee.

- GMP contracts provide for revenue equal to costs incurred plus a fee equal to a percentage of such costs, up to a maximum contract amount. We generally enter into GMP contracts for projects that are significant in nature based on the size of the project and total fees, and for which the full scope of the project has not been determined as of the contract date. GMP contracts are lower risk to us than FFP contracts since the costs and revenue move proportionately to one another;
- FFP contracts provide for revenue equal to a fixed fee. These contracts are typically lower in value and scope relative to GMP contracts, and are generally entered into when the scope of the project is well defined. Typically, we assume more risk with FFP contracts than GMP contracts since the revenue is fixed and we could realize losses or less than expected profits if we incur more costs than originally estimated. However, these types of contracts offer the opportunity for additional profits when we complete the work for less than originally estimated. Determining the estimated total costs for

contracts under an FFP compensation arrangement may require significant judgment and has a direct effect on our revenue recognition pattern;

- Cost-plus fee contracts provide for revenue equal to costs incurred plus a fee equal to a percentage of such costs but, unlike GMP contracts, do not have a maximum contract amount. Similar to GMP contracts, cost-plus fee contracts are low risk to us since the costs and revenue move proportionately to one another.

Construction contract cost estimates are based on various assumptions, such as performance of subcontractors and cost and availability of materials, to project the outcome of future events over the course of the project. We review and update these estimates regularly as a significant change could affect the profitability of our construction contracts. We recognize adjustments in estimated profit on contracts under the cumulative catch-up method as the modification does not create a new performance obligation. Under this method, the impact of the adjustment on profit recorded to date on a contract is recognized in the period the adjustment is identified. Revenue and profit in future periods are recognized using the adjusted estimate. If at any time the estimate of contract profitability indicates an anticipated loss on the contract, we recognize the total loss in the quarter it is identified.

We disaggregate our construction contract and other service revenues by compensation arrangement and by service type as we believe it best depicts the nature, timing and uncertainty of our revenue. The table below reports construction contract and other service revenues by compensation arrangement (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Construction contract revenues:				
GMP	\$ 1,840	\$ 25,235	\$ 31,865	\$ 50,141
FFP	3,653	3,759	16,376	14,544
Cost-plus fee	2,719	560	4,273	577
Other	211	232	688	696
	<u>\$ 8,423</u>	<u>\$ 29,786</u>	<u>\$ 53,202</u>	<u>\$ 65,958</u>

The table below reports construction contract and other service revenues by service type (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Construction contract revenues:				
Construction	\$ 8,160	\$ 30,004	\$ 50,743	\$ 61,173
Design	52	(450)	1,771	4,089
Other	211	232	688	696
	<u>\$ 8,423</u>	<u>\$ 29,786</u>	<u>\$ 53,202</u>	<u>\$ 65,958</u>

We recognized revenue from performance obligations satisfied (or partially satisfied) in previous periods of \$(1,000) and \$47,000 in the three months ended September 30, 2018 and 2017, respectively; and \$318,000 and \$594,000 in the nine months ended September 30, 2018 and 2017, respectively.

Our timing of revenue recognition for construction contracts generally differs from the timing of invoicing to customers. We recognize such revenue as we satisfy our performance obligations. Payment terms and conditions vary by contract type. Under most of our contracts, we bill customers monthly, as work progresses, in accordance with the contract terms, with payment due in 30 days, although customers occasionally pay in advance of services being provided. We have determined that our contracts generally do not include a significant financing component. The primary purpose of the timing of our invoicing is for convenience, not to receive financing from our customers or to provide customers with financing. Additionally, the timing of transfer of the services is often at the discretion of the customer. We recognized no impairment losses on construction contracts receivable or unbilled construction revenue in the periods set forth herein.

Accounts receivable related to our construction contract services is included in accounts receivable, net on our consolidated balance sheets. The beginning and ending balances of accounts receivable related to our construction contracts were as follows (in thousands):

	For the Nine Months Ended September 30,	
	2018	2017
Beginning balance	\$ 4,577	\$ 4,131
Ending balance	\$ 5,571	\$ 5,414

Under most of our contracts, we bill customers one month subsequent to revenue recognition, resulting in contract assets representing unbilled construction revenue. Contract assets, which we refer to herein as construction costs in excess of billings, are included in prepaid expenses and other assets, net reported on our consolidated balance sheets. The beginning and ending balances of our contract assets were as follows (in thousands):

	For the Nine Months Ended September 30,	
	2018	2017
Beginning balance	\$ 4,884	\$ 10,350
Ending balance	\$ 2,821	\$ 2,005

Our contract liabilities consist of advance payments from our customers or billings in excess of construction contract revenue recognized. Contract liabilities are included in other liabilities reported on our consolidated balance sheets. Changes in contract liabilities were as follows (in thousands):

	For the Nine Months Ended September 30,	
	2018	2017
Beginning balance	\$ 27,402	\$ 32,650
Ending balance	\$ 560	\$ 32,762
Portion of beginning balance recognized in revenue during:		
Three months ended September 30	\$ —	\$ 11,689
Nine months ended September 30	\$ 27,296	\$ 32,650

The change in the contract liabilities balance reported above for the nine months ended September 30, 2018 was due primarily to our satisfaction of performance obligations during the period on a contract on which we previously received advance payments from a customer.

Revenue allocated to the remaining performance obligations under existing contracts as of September 30, 2018 that will be recognized as revenue in future periods was \$13.7 million, \$8 million of which we expect to recognize during the remainder of 2018.

We have no deferred incremental costs incurred to obtain or fulfill our construction contracts or other service revenues.

4. Fair Value Measurements

Recurring Fair Value Measurements

COPT has a non-qualified elective deferred compensation plan for Trustees and certain members of our management team that permits participants to defer up to 100% of their compensation on a pre-tax basis and receive a tax-deferred return on such deferrals. The assets held in the plan (comprised primarily of mutual funds and equity securities) and the corresponding liability to the participants are measured at fair value on a recurring basis on COPT's consolidated balance sheets using quoted market prices, as are other marketable securities that we hold. The balance of the plan, which was fully funded, totaled \$4.3 million as of September 30, 2018, and is included in the line entitled "prepaid expenses and other assets, net" on COPT's consolidated balance sheets. The offsetting liability associated with the plan is adjusted to fair value at the end of each accounting period based on the fair value of the plan assets and reported in other liabilities on COPT's consolidated balance sheets. The assets of the plan are classified in Level 1 of the fair value hierarchy, while the offsetting liability is classified in Level 2 of the fair value hierarchy.

The fair values of our interest rate derivatives are determined using widely accepted valuation techniques, including a discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the

derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate market data and implied volatilities in such interest rates. While we determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our interest rate derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default. However, as of September 30, 2018, we assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivatives and determined that these adjustments are not significant. As a result, we determined that our interest rate derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, other assets (excluding investing receivables) and accounts payable and accrued expenses are reasonable estimates of their fair values because of the short maturities of these instruments. The fair values of our investing receivables, as disclosed in Note 7, were based on the discounted estimated future cash flows of the loans (categorized within Level 3 of the fair value hierarchy); the discount rates used approximate current market rates for loans with similar maturities and credit quality, and the estimated cash payments include scheduled principal and interest payments. For our disclosure of debt fair values in Note 9, we estimated the fair value of our unsecured senior notes based on quoted market rates for publicly-traded debt (categorized within Level 2 of the fair value hierarchy) and estimated the fair value of our other debt based on the discounted estimated future cash payments to be made on such debt (categorized within Level 3 of the fair value hierarchy); the discount rates used approximate current market rates for loans, or groups of loans, with similar maturities and credit quality, and the estimated future payments include scheduled principal and interest payments. Fair value estimates are made as of a specific point in time, are subjective in nature and involve uncertainties and matters of significant judgment. Settlement at such fair value amounts may not be possible and may not be a prudent management decision.

For additional fair value information, please refer to Note 7 for investing receivables, Note 9 for debt and Note 10 for interest rate derivatives.

COPT and Subsidiaries

The table below sets forth financial assets and liabilities of COPT and subsidiaries that are accounted for at fair value on a recurring basis as of September 30, 2018 and the hierarchy level of inputs used in measuring their respective fair values under applicable accounting standards (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Marketable securities in deferred compensation plan (1)				
Mutual funds	\$ 4,298	\$ —	\$ —	\$ 4,298
Other	48	—	—	48
Interest rate derivatives	—	10,875	—	10,875
Total assets	\$ 4,346	\$ 10,875	\$ —	\$ 15,221
Liabilities:				
Deferred compensation plan liability (2)	\$ —	\$ 4,346	\$ —	\$ 4,346

(1) Included in the line entitled “prepaid expenses and other assets, net” on COPT’s consolidated balance sheet.

(2) Included in the line entitled “other liabilities” on COPT’s consolidated balance sheet.

COPLP and Subsidiaries

The table below sets forth financial assets and liabilities of COPLP and subsidiaries that are accounted for at fair value on a recurring basis as of September 30, 2018 and the hierarchy level of inputs used in measuring their respective fair values under applicable accounting standards (in thousands):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets:				
Interest rate derivatives	\$ —	\$ 10,875	\$ —	\$ 10,875

5. Properties, Net

Operating properties, net consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Land	\$ 481,527	\$ 455,680
Buildings and improvements	3,182,709	3,068,124
Less: Accumulated depreciation	(867,659)	(786,193)
Operating properties, net	<u>\$ 2,796,577</u>	<u>\$ 2,737,611</u>

Projects in development or held for future development consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Land	\$ 220,468	\$ 240,825
Development in progress, excluding land	190,382	162,669
Projects in development or held for future development	<u>\$ 410,850</u>	<u>\$ 403,494</u>

Our property held for sale is 11751 Meadowville Lane, a property in our Data Center Shells sub-segment, the sale of which was not recognized for accounting purposes. We provided a financial guaranty to the buyer under which we provided an indemnification for up to \$20 million in losses it could incur related to a potential defined capital event occurring on the property; our financial guaranty to the buyer expired on October 1, 2018, resulting in no losses to us. We accounted for this transaction as a financing arrangement. Accordingly, we did not recognize the sale of this property for accounting purposes until the expiration of the guaranty on October 1, 2018, and we reported the sales proceeds as a liability on the consolidated balance sheets as of September 30, 2018 and December 31, 2017 in the line entitled "deferred property sale." The table below sets forth the components of this property's assets as of September 30, 2018 and December 31, 2017 (in thousands):

Properties, net	\$ 38,670
Deferred rent receivable	3,237
Deferred leasing costs, net	319
Assets held for sale, net	<u>\$ 42,226</u>

2018 Construction Activities

During the nine months ended September 30, 2018, we placed into service 432,000 square feet in four newly-constructed properties and 18,000 square feet in one redeveloped property. As of September 30, 2018, we had nine properties under construction (including one partially-operational property), or which we were contractually committed to construct, that we estimate will total 1.3 million square feet upon completion and two properties under redevelopment (including one partially-operational property) that we estimate will total 128,000 square feet upon completion.

6. Real Estate Joint Ventures

Consolidated Joint Ventures

The table below sets forth information pertaining to our investments in consolidated real estate joint ventures as of September 30, 2018 (dollars in thousands):

	Date Acquired	Nominal Ownership % as of 9/30/2018	Nature of Activity	September 30, 2018 (1)		
				Total Assets	Encumbered Assets	Total Liabilities
LW Redstone Company, LLC	3/23/2010	85%	Development and operation of real estate (2)	\$ 165,752	\$ 73,405	\$ 53,653
M Square Associates, LLC	6/26/2007	50%	Development and operation of real estate (3)	74,848	44,009	45,369
Stevens Investors, LLC	8/11/2015	95%	Development of real estate (4)	79,093	78,545	12,662
				<u>\$ 319,693</u>	<u>\$ 195,959</u>	<u>\$ 111,684</u>

(1) Excludes amounts eliminated in consolidation.

(2) This joint venture's properties are in Huntsville, Alabama.

(3) This joint venture's properties are in College Park, Maryland.

(4) This joint venture's property is in Washington, DC.

Unconsolidated Joint Venture

As of September 30, 2018, we owned a 50% interest in GI-COPT DC Partnership LLC ("GI-COPT"), a joint venture owning six triple-net leased, single-tenant data center shell properties in Virginia, that we account for using the equity method of accounting. As of September 30, 2018, we had an investment balance in GI-COPT of \$40.3 million.

7. Investing Receivables

Investing receivables, including accrued interest thereon, consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Notes receivable from the City of Huntsville	\$ 52,667	\$ 54,472
Other investing loans receivable	3,021	3,021
	<u>\$ 55,688</u>	<u>\$ 57,493</u>

Our notes receivable from the City of Huntsville funded infrastructure costs in connection with our LW Redstone Company, LLC joint venture (see Note 6) and carry an interest rate of 9.95%.

We did not have an allowance for credit losses in connection with our investing receivables as of September 30, 2018 or December 31, 2017. The fair value of these receivables was approximately \$57.0 million as of September 30, 2018 and \$58.3 million as of December 31, 2017.

8. Prepaid Expenses and Other Assets, Net

Prepaid expenses and other assets, net of COPT and subsidiaries consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Prepaid expenses	\$ 31,259	\$ 24,670
Lease incentives, net	18,583	19,011
Furniture, fixtures and equipment, net	7,087	5,256
Non-real estate equity investments	5,085	5,056
Marketable securities in deferred compensation plan	4,346	4,616
Restricted cash	3,440	2,570
Construction contract costs incurred in excess of billings	2,821	4,884
Deferred tax asset, net (1)	2,080	1,892
Other assets	4,648	3,379
Prepaid expenses and other assets, net	<u>\$ 79,349</u>	<u>\$ 71,334</u>

(1) Includes a valuation allowance of \$3.0 million as of September 30, 2018 and \$1.4 million as of December 31, 2017.

9. Debt, Net

Our debt consisted of the following (dollars in thousands):

	Carrying Value (1) as of		Stated Interest Rates as of September 30, 2018	Scheduled Maturity as of September 30, 2018
	September 30, 2018	December 31, 2017		
Mortgage and Other Secured Debt:				
Fixed rate mortgage debt (2)	\$ 148,054	\$ 150,723	3.82% - 7.87% (3)	2019-2026
Variable rate secured debt (4)	20,890	13,115	LIBOR + 1.85% to 2.35% (5)	2020-2022
Total mortgage and other secured debt	168,944	163,838		
Revolving Credit Facility (6)	99,000	126,000	LIBOR + 0.875% to 1.60% (7)	May 2019 (6)
Term Loan Facilities (8)	348,298	347,959	LIBOR + 0.90% to 1.85% (9)	2020-2022
Unsecured Senior Notes				
3.600%, \$350,000 aggregate principal	347,876	347,551	3.60% (10)	May 2023
5.250%, \$250,000 aggregate principal	247,011	246,645	5.25% (11)	February 2024
3.700%, \$300,000 aggregate principal	298,690	298,322	3.70% (12)	June 2021
5.000%, \$300,000 aggregate principal	297,013	296,731	5.00% (13)	July 2025
Unsecured note payable	1,198	1,287	0% (14)	May 2026
Total debt, net	\$ 1,808,030	\$ 1,828,333		

- The carrying values of our debt other than the Revolving Credit Facility reflect net deferred financing costs of \$7.6 million as of September 30, 2018 and \$5.0 million as of December 31, 2017.
- Certain of the fixed rate mortgages carry interest rates that, upon assumption, were above or below market rates and therefore were recorded at their fair value based on applicable effective interest rates. The carrying values of these loans reflect net unamortized premiums totaling \$298,000 as of September 30, 2018 and \$349,000 as of December 31, 2017.
- The weighted average interest rate on our fixed rate mortgage debt was 4.18% as of September 30, 2018.
- Includes a construction loan with \$100.7 million in remaining borrowing capacity as of September 30, 2018.
- The weighted average interest rate on our variable rate secured debt was 4.20% as of September 30, 2018.
- As discussed further below, we entered into a credit agreement on October 10, 2018 to replace our existing revolving credit facility with a new facility.
- The weighted average interest rate on the Revolving Credit Facility was 3.37% as of September 30, 2018.
- As of September 30, 2018, we have the ability to borrow an additional \$350.0 million in the aggregate under these term loan facilities, provided that there is no default under the facilities and subject to the approval of the lenders.
- The weighted average interest rate on these loans was 3.47% as of September 30, 2018.
- The carrying value of these notes reflects an unamortized discount totaling \$1.5 million as of September 30, 2018 and \$1.7 million as of December 31, 2017. The effective interest rate under the notes, including amortization of the issuance costs, was 3.70%.
- The carrying value of these notes reflects an unamortized discount totaling \$2.7 million as of September 30, 2018 and \$3.0 million as of December 31, 2017. The effective interest rate under the notes, including amortization of the issuance costs, was 5.49%.
- The carrying value of these notes reflects an unamortized discount totaling \$1.0 million as of September 30, 2018 and \$1.3 million as of December 31, 2017. The effective interest rate under the notes, including amortization of the issuance costs, was 3.85%.
- The carrying value of these notes reflects an unamortized discount totaling \$2.5 million as of September 30, 2018 and \$2.7 million as of December 31, 2017. The effective interest rate under the notes, including amortization of the issuance costs, was 5.15%.
- This note carries an interest rate that, upon assumption, was below market rates and it therefore was recorded at its fair value based on applicable effective interest rates. The carrying value of this note reflects an unamortized discount totaling \$313,000 as of September 30, 2018 and \$373,000 as of December 31, 2017.

All debt is owed by the Operating Partnership. While COPT is not directly obligated by any debt, it has guaranteed the Operating Partnership's Revolving Credit Facility, Term Loan Facilities and Unsecured Senior Notes.

On October 10, 2018, we entered into a credit agreement with a group of lenders to replace our existing unsecured revolving credit facility with a new facility (the prior facility and new facility are referred to collectively herein as our "Revolving Credit Facility"). The lenders' aggregate commitment under the new facility is \$800.0 million, with the ability for us to increase the lenders' aggregate commitment to \$1.25 billion, provided that there is no default under the facility and subject to the approval of the lenders. The new facility matures on March 10, 2023, with the ability for us to further extend such maturity by two six-month periods at our option, provided that there is no default under the facility and we pay an extension fee of 0.075% of the total availability under the facility for each extension period. The interest rate on the new facility is based on LIBOR plus 0.775% to 1.450%, as determined by the credit ratings assigned to COPLP by Standard & Poor's Ratings Services, Moody's Investors Service, Inc. or Fitch Ratings Ltd. (collectively, the "Ratings Agencies"). The new facility also carries a quarterly fee that is based on the lenders' aggregate commitment under the facility multiplied by a per annum rate of 0.125% to 0.300%, as determined by the credit ratings assigned to COPLP by the Ratings Agencies.

Certain of our debt instruments require that we comply with a number of restrictive financial covenants. As of September 30, 2018, we were within the compliance requirements of these financial covenants.

We capitalized interest costs of \$1.4 million in the three months ended September 30, 2018, \$1.1 million in the three months ended September 30, 2017, \$4.2 million in the nine months ended September 30, 2018 and \$4.2 million in the nine months ended September 30, 2017.

The following table sets forth information pertaining to the fair value of our debt (in thousands):

	September 30, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Fixed-rate debt				
Unsecured Senior Notes	\$ 1,190,590	\$ 1,218,314	\$ 1,189,249	\$ 1,229,398
Other fixed-rate debt	149,252	145,341	152,010	152,485
Variable-rate debt	468,188	467,556	487,074	485,694
	<u>\$ 1,808,030</u>	<u>\$ 1,831,211</u>	<u>\$ 1,828,333</u>	<u>\$ 1,867,577</u>

10. Interest Rate Derivatives

The following table sets forth the key terms and fair values of our interest rate swap derivatives, each of which was designated as a cash flow hedge of interest rate risk (dollars in thousands):

Notional Amount	Fixed Rate	Floating Rate Index	Effective Date	Expiration Date	Fair Value at	
					September 30, 2018	December 31, 2017
\$ 100,000	1.7300%	One-Month LIBOR	9/1/2015	8/1/2019	\$ 695	\$ 252
12,931 (1)	1.3900%	One-Month LIBOR	10/13/2015	10/1/2020	349	213
100,000	1.9013%	One-Month LIBOR	9/1/2016	12/1/2022	3,937	1,046
100,000	1.9050%	One-Month LIBOR	9/1/2016	12/1/2022	3,943	1,051
50,000	1.9079%	One-Month LIBOR	9/1/2016	12/1/2022	1,951	511
					<u>\$ 10,875</u>	<u>\$ 3,073</u>

(1) The notional amount of this instrument is scheduled to amortize to \$12.1 million.

The table below sets forth the fair value of our interest rate derivatives as well as their classification on our consolidated balance sheets (in thousands):

Derivatives	Balance Sheet Location	Fair Value at	
		September 30, 2018	December 31, 2017
Interest rate swaps designated as cash flow hedges	Interest rate derivatives	\$ 10,875	\$ 3,073

The table below presents the effect of our interest rate derivatives on our consolidated statements of operations and comprehensive income (in thousands):

Derivatives in Hedging Relationships	Amount of Gain (Loss) Recognized in AOCI on Derivatives				Amount of Gain (Loss) Reclassified from AOCI into Interest Expense on Statement of Operations			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017	2018	2017	2018	2017
Interest rate derivatives	\$ 1,325	\$ (301)	\$ 7,913	\$ (1,877)	\$ 207	\$ (615)	\$ 9	\$ (2,740)

Over the next 12 months, we estimate that approximately \$2.5 million of gains will be reclassified from AOCI as a decrease to interest expense.

We have agreements with each of our interest rate derivative counterparties that contain provisions under which, if we default or are capable of being declared in default on defined levels of our indebtedness, we could also be declared in default on

our derivative obligations. Failure to comply with the loan covenant provisions could result in our being declared in default on any derivative instrument obligations covered by the agreements. We are not in default with any of these provisions. As of September 30, 2018, we did not have any derivatives in liability positions. As of September 30, 2018, we had not posted any collateral related to these agreements.

11. Redeemable Noncontrolling Interests

Our partners in two real estate joint ventures, LW Redstone Company, LLC and Stevens Investors, LLC (discussed further in Note 6), have the right to require us to acquire their respective interests at fair value; accordingly, we classify the fair value of our partners' interests as redeemable noncontrolling interests in the mezzanine section of our consolidated balance sheets. We determine the fair value of the interests based on unobservable inputs after considering the assumptions that market participants would make in pricing the interest. We apply a discount rate to the estimated future cash flows allocable to our partners from the properties underlying the respective joint ventures. Estimated cash flows used in such analyses are based on our plans for the properties and our views of market and economic conditions, and consider items such as current and future rental rates, occupancy projections and estimated operating and development expenditures. The table below sets forth the activity for these redeemable noncontrolling interests (in thousands):

	For the Nine Months Ended September 30,	
	2018	2017
Beginning balance	\$ 23,125	\$ 22,979
Contributions from noncontrolling interests	186	—
Distributions to noncontrolling interests	(1,114)	(1,186)
Net income attributable to noncontrolling interests	1,903	1,720
Adjustment to arrive at fair value of interests	1,331	(244)
Ending balance	<u>\$ 25,431</u>	<u>\$ 23,269</u>

12. Equity

During the nine months ended September 30, 2018, COPT issued 4.5 million common shares under its forward equity sale agreements for net proceeds of \$132.5 million. COPT contributed the net proceeds from these issuances to COPLP in exchange for an equal number of units in COPLP. COPT's remaining capacity under the forward equity sale agreements was 3.0 million common shares as of September 30, 2018.

During the nine months ended September 30, 2018, COPT issued 991,664 common shares at a weighted average price of \$30.46 per share under its existing at-the-market ("ATM") stock offering program. Net proceeds from the shares issued totaled \$29.8 million, after payment of \$0.5 million in commissions to sales agents. COPT contributed the net proceeds from these issuances to COPLP in exchange for an equal number of units in COPLP. As of September 30, 2018, COPT's remaining capacity under this ATM program is an aggregate gross sales price of \$39.8 million in common share sales.

During the nine months ended September 30, 2018, certain COPLP limited partners converted 1.9 million common units in COPLP for an equal number of common shares in COPT.

We declared dividends per COPT common share and COPLP common unit of \$0.275 in the three months ended September 30, 2018 and 2017 and \$0.825 in the nine months ended September 30, 2018 and 2017.

See Note 14 for disclosure of COPT common share and COPLP common unit activity pertaining to our share-based compensation plans.

13. Information by Business Segment

We have the following reportable segments: Defense/IT Locations; Regional Office; Wholesale Data Center; and Other. We also report on Defense/IT Locations sub-segments, which include the following: 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); locations serving the U.S. Navy (“Navy Support Locations”), which included properties 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); and data center shells (properties leased to tenants to be operated as data centers in which the tenants generally fund the costs for the power, fiber connectivity and data center infrastructure). As of September 30, 2018 and December 31, 2017, our Regional Office segment included properties located in select urban/urban-like submarkets in the Greater Washington, DC/Baltimore region with durable Class-A office fundamentals and characteristics; during 2017, this segment also included suburban properties that did not meet these characteristics (that were since disposed).

We measure the performance of our segments through the measure we define as net operating income from real estate operations (“NOI from real estate operations”), which includes: real estate revenues and property operating expenses; 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”). Amounts reported for segment assets represent long-lived assets associated with consolidated operating properties (including the carrying value of properties, intangible assets, deferred leasing costs, deferred rents receivable and lease incentives) and the carrying value of investments in UJVs owning operating properties. Amounts reported as additions to long-lived assets represent additions to existing consolidated operating properties, excluding transfers from non-operating properties, which we report separately.

The table below reports segment financial information for our reportable segments (in thousands):

	Operating Property Segments										
	Defense/Information Technology Locations										Total
	Fort Meade/BW Corridor	Northern Virginia Defense/IT	Lackland Air Force Base	Navy Support Locations	Redstone Arsenal	Data Center Shells	Total Defense/IT Locations	Regional Office	Wholesale Data Center	Other	
<u>Three Months Ended</u>											
<u>September 30, 2018</u>											
Revenues from real estate operations	\$ 61,396	\$ 13,960	\$ 11,254	\$ 7,899	\$ 3,734	\$ 6,689	\$ 104,932	\$ 15,272	\$ 7,781	\$ 1,003	\$ 128,988
Property operating expenses	(19,847)	(5,518)	(6,432)	(3,208)	(1,569)	(574)	(37,148)	(7,425)	(3,965)	(802)	(49,340)
UJV NOI allocable to COPT	—	—	—	—	—	1,206	1,206	—	—	—	1,206
NOI from real estate operations	\$ 41,549	\$ 8,442	\$ 4,822	\$ 4,691	\$ 2,165	\$ 7,321	\$ 68,990	\$ 7,847	\$ 3,816	\$ 201	\$ 80,854
Additions to long-lived assets	\$ 11,211	\$ 2,305	\$ —	\$ 1,758	\$ 33	\$ —	\$ 15,307	\$ 5,670	\$ 370	\$ (88)	\$ 21,259
Transfers from non-operating properties	\$ 14,698	\$ 1,550	\$ —	\$ (17)	\$ 13	\$ 30,286	\$ 46,530	\$ —	\$ 155	\$ —	\$ 46,685
<u>Three Months Ended</u>											
<u>September 30, 2017</u>											
Revenues from real estate operations	\$ 61,254	\$ 12,190	\$ 11,024	\$ 7,494	\$ 3,532	\$ 6,676	\$ 102,170	\$ 16,656	\$ 7,398	\$ 1,007	\$ 127,231
Property operating expenses	(19,708)	(4,343)	(6,193)	(3,157)	(1,432)	(637)	(35,470)	(7,406)	(3,175)	(317)	(46,368)
UJV NOI allocable to COPT	—	—	—	—	—	1,202	1,202	—	—	—	1,202
NOI from real estate operations	\$ 41,546	\$ 7,847	\$ 4,831	\$ 4,337	\$ 2,100	\$ 7,241	\$ 67,902	\$ 9,250	\$ 4,223	\$ 690	\$ 82,065
Additions to long-lived assets	\$ 5,810	\$ 2,587	\$ 55	\$ 1,910	\$ 843	\$ —	\$ 11,205	\$ 5,338	\$ 9	\$ 76	\$ 16,628
Transfers from non-operating properties	\$ 5,519	\$ 45,554	\$ —	\$ 8	\$ (62)	\$ 29,803	\$ 80,822	\$ 25	\$ —	\$ —	\$ 80,847
<u>Nine Months Ended</u>											
<u>September 30, 2018</u>											
Revenues from real estate operations	\$ 186,171	\$ 39,639	\$ 35,079	\$ 23,896	\$ 11,019	\$ 18,475	\$ 314,279	\$ 45,852	\$ 23,963	\$ 2,334	\$ 386,428
Property operating expenses	(61,550)	(15,150)	(20,524)	(9,943)	(4,518)	(2,167)	(113,852)	(22,472)	(12,373)	(1,040)	(149,737)
UJV NOI allocable to COPT	—	—	—	—	—	3,607	3,607	—	—	—	3,607
NOI from real estate operations	\$ 124,621	\$ 24,489	\$ 14,555	\$ 13,953	\$ 6,501	\$ 19,915	\$ 204,034	\$ 23,380	\$ 11,590	\$ 1,294	\$ 240,298
Additions to long-lived assets	\$ 26,483	\$ 5,431	\$ —	\$ 4,316	\$ 463	\$ —	\$ 36,693	\$ 14,915	\$ 487	\$ 227	\$ 52,322
Transfers from non-operating properties	\$ 34,919	\$ 2,243	\$ —	\$ (17)	\$ 483	\$ 61,075	\$ 98,703	\$ —	\$ 2,300	\$ —	\$ 101,003
Segment assets at September 30, 2018	\$1,280,837	\$ 394,066	\$126,047	\$189,406	\$ 105,315	\$359,653	\$2,455,324	\$ 396,624	\$ 219,041	\$ 3,997	\$3,074,986
<u>Nine Months Ended</u>											
<u>September 30, 2017</u>											
Revenues from real estate operations	\$ 183,393	\$ 34,992	\$ 35,687	\$ 21,953	\$ 10,616	\$ 17,998	\$ 304,639	\$ 52,394	\$ 21,201	\$ 4,061	\$ 382,295
Property operating expenses	(60,357)	(13,014)	(21,125)	(9,391)	(4,294)	(1,873)	(110,054)	(21,974)	(10,041)	(1,446)	(143,515)
UJV NOI allocable to COPT	—	—	—	—	—	3,602	3,602	—	—	—	3,602
NOI from real estate operations	\$ 123,036	\$ 21,978	\$ 14,562	\$ 12,562	\$ 6,322	\$ 19,727	\$ 198,187	\$ 30,420	\$ 11,160	\$ 2,615	\$ 242,382
Additions to long-lived assets	\$ 15,085	\$ 6,032	\$ 71	\$ 6,309	\$ 1,059	\$ —	\$ 28,556	\$ 16,476	\$ 3,588	\$ 203	\$ 48,823
Transfers from non-operating properties	\$ 37,094	\$ 45,994	\$ —	\$ 474	\$ 1,643	\$ 55,003	\$ 140,208	\$ —	\$ 8	\$ 18	\$ 140,234
Segment assets at September 30, 2017	\$1,265,569	\$ 400,855	\$129,657	\$194,801	\$ 108,884	\$275,680	\$2,375,446	\$ 398,579	\$ 226,909	\$ 13,347	\$3,014,281

The following table reconciles our segment revenues to total revenues as reported on our consolidated statements of operations (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Segment revenues from real estate operations	\$ 128,988	\$ 127,231	\$ 386,428	\$ 382,295
Construction contract and other service revenues	8,423	29,786	53,202	65,958
Total revenues	\$ 137,411	\$ 157,017	\$ 439,630	\$ 448,253

The following table reconciles UJV NOI allocable to COPT to equity in income of unconsolidated entities as reported on our consolidated statements of operations (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
UJV NOI allocable to COPT	\$ 1,206	\$ 1,202	\$ 3,607	\$ 3,602
Less: Income from UJV allocable to COPT attributable to depreciation and amortization expense and interest expense	(830)	(830)	(2,482)	(2,481)
Add: Equity in loss of unconsolidated non-real estate entities	(2)	(1)	(5)	(3)
Equity in income of unconsolidated entities	\$ 374	\$ 371	\$ 1,120	\$ 1,118

As previously discussed, we provide real estate services such as property management and construction and development services primarily for our properties but also for third parties. The primary manner in which we evaluate the operating performance of our service activities is through a measure we define as net operating income from service operations ("NOI from service operations"), which is based on the net of revenues and expenses from these activities. Construction contract and other service revenues and expenses consist primarily of subcontracted costs that are reimbursed to us by the customer 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. The table below sets forth the computation of our NOI from service operations (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Construction contract and other service revenues	\$ 8,423	\$ 29,786	\$ 53,202	\$ 65,958
Construction contract and other service expenses	(8,058)	(28,788)	(51,215)	(63,589)
NOI from service operations	\$ 365	\$ 998	\$ 1,987	\$ 2,369

The following table reconciles our NOI from real estate operations for reportable segments and NOI from service operations to net income as reported on our consolidated statements of operations (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
NOI from real estate operations	\$ 80,854	\$ 82,065	\$ 240,298	\$ 242,382
NOI from service operations	365	998	1,987	2,369
Interest and other income	1,486	1,508	4,284	4,817
Gain on sales of real estate	—	1,188	(27)	5,438
Equity in income of unconsolidated entities	374	371	1,120	1,118
Income tax benefit (expense)	291	(57)	173	(145)
Depreciation and other amortization associated with real estate operations	(34,195)	(34,438)	(100,897)	(100,290)
Impairment recoveries (losses)	—	161	—	(1,464)
General, administrative and leasing expenses	(6,899)	(7,368)	(21,819)	(23,838)
Business development expenses and land carry costs	(1,567)	(1,277)	(4,415)	(4,567)
Interest expense	(19,181)	(19,615)	(56,910)	(57,772)
Less: UJV NOI allocable to COPT included in equity in income of unconsolidated entities	(1,206)	(1,202)	(3,607)	(3,602)
Loss on early extinguishment of debt	—	—	—	(513)
Net income	\$ 20,322	\$ 22,334	\$ 60,187	\$ 63,933

The following table reconciles our segment assets to the consolidated total assets of COPT and subsidiaries (in thousands):

	September 30, 2018	September 30, 2017
Segment assets	\$ 3,074,986	\$ 3,014,281
Non-operating property assets	420,109	413,255
Other assets	155,271	149,305
Total COPT consolidated assets	\$ 3,650,366	\$ 3,576,841

The accounting policies of the segments are the same as those used to prepare our consolidated financial statements, except that UJV NOI allocable to COPT are not presented separately for segment purposes. In the segment reporting presented above, we did not allocate interest expense, depreciation and amortization, impairment (recoveries) losses, loss on early extinguishment of debt, gain on sales of real estate and equity in income of unconsolidated entities not included in NOI to our real estate segments since they are not included in the measure of segment profit reviewed by management. We also did not allocate general, administrative and leasing expenses, business development expenses and land carry costs, interest and other income, income taxes and noncontrolling interests because these items represent general corporate or non-operating property items not attributable to segments.

14. Share-Based Compensation

Performance Share Awards (“PSUs”)

On January 1, 2018, our Board of Trustees granted 59,110 PSUs with an aggregate grant date fair value of \$1.9 million to our three executives. The PSUs have a performance period beginning on January 1, 2018 and concluding on the earlier of December 31, 2020 or the date of: (1) termination by us without cause, death or disability of the executive or constructive discharge of the executive (collectively, “qualified termination”); or (2) a sale event. The number of PSUs earned (“earned PSUs”) at the end of the performance period will be determined based on the percentile rank of COPT’s total shareholder return relative to a peer group of companies, as set forth in the following schedule:

Percentile Rank	Earned PSUs Payout %
75th or greater	200% of PSUs granted
50th	100% of PSUs granted
25th	50% of PSUs granted
Below 25th	0% of PSUs granted

If the percentile rank exceeds the 25th percentile and is between two of the percentile ranks set forth in the table above, then the percentage of the earned PSUs will be interpolated between the ranges set forth in the table above to reflect any performance between the listed percentiles. At the end of the performance period, we, in settlement of the award, will:

- issue a number of fully-vested COPT common shares equal to the number of earned PSUs in settlement of the award plan; and
- pay cash equal to the aggregate dividends that would have been paid with respect to the common shares issued in settlement of the earned PSUs through the date of settlement had such shares been issued on the grant date.

If a performance period ends due to a sale event or qualified termination, the number of earned PSUs is prorated based on the portion of the three-year performance period that has elapsed. If employment is terminated by the employee or by us for cause, all PSUs are forfeited. PSUs do not carry voting rights.

We computed a grant date fair value of \$31.97 per PSU using a Monte Carlo model. Significant assumptions for that model included the following: baseline common share value of \$29.20; expected volatility for COPT common shares of 17.0%; and a risk-free interest rate of 2.04%.

We issued 13,328 common shares on February 22, 2018 to executives in settlement of PSUs issued in 2015, representing 75% of the target award for those PSUs.

Restricted Shares

During the nine months ended September 30, 2018, certain employees and non-employee members of our Board of Trustees were granted a total of 208,266 restricted common shares with an aggregate grant date fair value of \$5.3 million (weighted average of \$25.69 per share). Restricted shares granted to employees vest based on increments and over periods of time set forth under the terms of the respective awards provided that the employee remains employed by us. Restricted shares granted to non-employee Trustees vest on the first anniversary of the grant date, provided that the Trustee remains in his or her position. During the nine months ended September 30, 2018, forfeiture restrictions lapsed on 169,391 previously issued common shares; these shares had a weighted average grant date fair value of \$29.60 per share, and the aggregate intrinsic value of the shares on the vesting dates was \$4.3 million.

Deferred Share Awards

During the nine months ended September 30, 2018, non-employee members of our Board of Trustees were granted a total of 13,832 deferred share awards with an aggregate grant date fair value of \$388,000 (\$28.08 per share). Deferred share awards vest on the first anniversary of the grant date, provided that the Trustee remains in his or her position. We settle deferred share awards by issuing an equivalent number of common shares upon vesting of the awards or a later date elected by the Trustee (generally upon cessation of being a Trustee). During the nine months ended September 30, 2018, we issued 5,515 common shares in settlement of deferred share awards; these shares had a grant date fair value of \$29.32 per share, and the aggregate intrinsic value of the shares on the settlement date was \$154,000.

15. Earnings Per Share (“EPS”) and Earnings Per Unit (“EPU”)

COPT and Subsidiaries EPS

We present both basic and diluted EPS. We compute basic EPS by dividing net income available to common shareholders allocable to unrestricted common shares under the two-class method by the weighted average number of unrestricted common shares outstanding during the period. Our computation of diluted EPS is similar except that:

- the denominator is increased to include: (1) the weighted average number of potential additional common shares that would have been outstanding if securities that are convertible into COPT common shares were converted; and (2) the effect of dilutive potential common shares outstanding during the period attributable to COPT's forward equity sale agreements and our share-based compensation using the treasury stock or if-converted methods; and
- the numerator is adjusted to add back any changes in income or loss that would result from the assumed conversion into common shares that we added to the denominator.

Summaries of the numerator and denominator for purposes of basic and diluted EPS calculations are set forth below (in thousands, except per share data):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator:				
Net income attributable to COPT	\$ 18,697	\$ 20,579	\$ 55,281	\$ 59,124
Preferred share dividends	—	—	—	(6,219)
Issuance costs associated with redeemed preferred shares	—	—	—	(6,847)
Income attributable to share-based compensation awards	(114)	(95)	(348)	(337)
Numerator for basic and diluted EPS on net income attributable to COPT common shareholders	\$ 18,583	\$ 20,484	\$ 54,933	\$ 45,721
Denominator (all weighted averages):				
Denominator for basic EPS (common shares)	104,379	99,112	102,401	98,855
Dilutive effect of share-based compensation awards	231	146	165	154
Dilutive effect of forward equity sale agreements	178	—	60	—
Denominator for diluted EPS (common shares)	104,788	99,258	102,626	99,009
Basic EPS	\$ 0.18	\$ 0.21	\$ 0.54	\$ 0.46
Diluted EPS	\$ 0.18	\$ 0.21	\$ 0.54	\$ 0.46

Our diluted EPS computations do not include the effects of the following securities since the conversions of such securities would increase diluted EPS for the respective periods (in thousands):

	Weighted Average Shares Excluded from Denominator			
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Conversion of common units	2,135	3,350	2,847	3,400
Conversion of Series I preferred units	176	176	176	176

The following securities were also excluded from the computation of diluted EPS because their effects were not dilutive:

- weighted average restricted shares and deferred share awards for the three months ended September 30, 2018 and 2017 of 455,000 and 445,000, respectively, and for the nine months ended September 30, 2018 and 2017 of 452,000 and 431,000, respectively; and
- weighted average options for the three months ended September 30, 2018 and 2017 of 30,000 and 40,000, respectively, and for the nine months ended September 30, 2018 and 2017 of 45,000 and 80,000, respectively.

COPLP and Subsidiaries EPU

We present both basic and diluted EPU. We compute basic EPU by dividing net income available to common unitholders allocable to unrestricted common units under the two-class method by the weighted average number of unrestricted common units outstanding during the period. Our computation of diluted EPU is similar except that:

- the denominator is increased to include: (1) the weighted average number of potential additional common units that would have been outstanding if securities that are convertible into our common units were converted; and (2) the effect of dilutive potential common units outstanding during the period attributable to COPT's forward equity sale agreements and our share-based compensation using the treasury stock or if-converted methods; and
- the numerator is adjusted to add back any changes in income or loss that would result from the assumed conversion into common units that we added to the denominator.

Summaries of the numerator and denominator for purposes of basic and diluted EPU calculations are set forth below (in thousands, except per unit data):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
Numerator:				
Net income attributable to COPLP	\$ 19,242	\$ 21,437	\$ 57,308	\$ 61,195
Preferred unit distributions	(165)	(165)	(495)	(6,714)
Issuance costs associated with redeemed preferred units	—	—	—	(6,847)
Income attributable to share-based compensation awards	(114)	(95)	(348)	(337)
Numerator for basic and diluted EPU on net income attributable to COPLP common unitholders	<u>\$ 18,963</u>	<u>\$ 21,177</u>	<u>\$ 56,465</u>	<u>\$ 47,297</u>
Denominator (all weighted averages):				
Denominator for basic EPU (common units)	106,514	102,462	105,248	102,255
Dilutive effect of share-based compensation awards	231	146	165	154
Dilutive effect of forward equity sale agreements	178	—	60	—
Denominator for diluted EPU (common units)	<u>106,923</u>	<u>102,608</u>	<u>105,473</u>	<u>102,409</u>
Basic EPU	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>
Diluted EPU	<u>\$ 0.18</u>	<u>\$ 0.21</u>	<u>\$ 0.54</u>	<u>\$ 0.46</u>

Our diluted EPU computations do not include the effect of 176,000 common units resulting from an assumed conversion of the Series I preferred units since such a conversion would increase diluted EPU for the three and nine months ended September 30, 2018 and 2017. The following securities were also excluded from the computation of diluted EPU because their effects were not dilutive:

- weighted average restricted units and deferred share awards for the three months ended September 30, 2018 and 2017 of 455,000 and 445,000, respectively, and for the nine months ended September 30, 2018 and 2017 of 452,000 and 431,000, respectively; and
- weighted average options for the three months ended September 30, 2018 and 2017 of 30,000 and 40,000, respectively, and for the nine months ended September 30, 2018 and 2017 of 45,000 and 80,000, respectively.

16. Commitments and Contingencies

Litigation and Claims

In the normal course of business, we are subject to legal actions and other claims. We record losses for specific legal proceedings and claims when we determine that a loss is probable and the amount of loss can be reasonably estimated. Management believes that it is reasonably possible that we could incur losses pursuant to such claims but do not believe such losses would materially affect our financial position, liquidity or results of operations. Our assessment of the potential outcomes of these matters involves significant judgment and is subject to change based on future developments.

Environmental

We are subject to various Federal, state and local environmental regulations related to our property ownership and operation. We have performed environmental assessments of our properties, the results of which have not revealed any environmental liability that we believe would have a materially adverse effect on our financial position, operations or liquidity.

In connection with a lease and subsequent sale in 2008 and 2010 of three properties in Dayton, New Jersey, we agreed to provide certain environmental indemnifications limited to \$19 million in the aggregate. We have insurance coverage in place to mitigate much of any potential future losses that may result from these indemnification agreements.

Tax Incremental Financing Obligation

In August 2010, Anne Arundel County, Maryland issued \$30 million in tax incremental financing bonds to third-party investors in order to finance public improvements needed in connection with our project known as National Business Park North. The real estate taxes on increases in assessed value of a development district encompassing National Business Park North are to be transferred to a special fund pledged to the repayment of the bonds. While we are obligated to fund, through a special tax, any future shortfalls between debt service of the bonds and real estate taxes available to repay the bonds, as of September 30, 2018, we do not expect any such future fundings will be required.

Operating Leases

We are obligated as lessee under operating leases (mostly ground leases) with various expiration dates extending to the year 2100. Future minimum rental payments due under the terms of these operating leases as of September 30, 2018 follow (in thousands):

<u>Year Ending December 31,</u>	
2018 (1)	\$ 328
2019	1,297
2020	1,261
2021	1,258
2022	1,143
Thereafter	83,039
	<u>\$ 88,326</u>

(1) Represents the three months ending December 31, 2018.

Capital Lease

On May 25, 2017, we entered into a ground lease on land under development in Washington, DC through our Stevens Investors, LLC joint venture. The lease has a 99-year term, and we possess an option to purchase the property for one dollar (estimated to occur in 2020). Upon inception of the lease, we recorded a \$16.1 million capital lease liability on our consolidated balance sheets based on the present value of the future minimum rental payments and have since paid down most of this liability. The remaining capital lease obligation as of September 30, 2018 was \$660,000, which is due in 2020.

Contractual Obligations

We had amounts remaining to be incurred under various contractual obligations as of September 30, 2018 that included the following (excluding amounts incurred and therefore reflected as liabilities reported on our consolidated balance sheets):

- development and redevelopment obligations of \$163.1 million;
- capital expenditures for operating properties of \$39.7 million;
- third party construction of \$3.6 million; and
- other obligations of \$2.1 million.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

During the nine months ended September 30, 2018:

- we finished the period with our office and data center shell portfolio 92.1% occupied;
- we placed into service 450,000 square feet in five newly-constructed or redeveloped properties that were 85.8% leased as of September 30, 2018;
- COPT issued:
 - 4.5 million common shares under its forward equity sale agreements for net proceeds of \$132.5 million; and
 - 991,664 common shares at a weighted average price of \$30.46 per share under its ATM stock offering program for net proceeds of \$29.8 million.COPT contributed the net proceeds from these issuances to COPLP in exchange for an equal number of units in COPLP. The proceeds were used primarily to repay borrowings under our Revolving Credit Facility that funded development costs.

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

- include 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; and
- exclude, for purposes of amounts reported as of September 30, 2018 and 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 indemnified it for up to \$20 million in losses it could incur related to a potential defined capital event occurring on the property; our financial guaranty to the buyer expired on October 1, 2018, resulting in no losses to us. Accordingly, we did not recognize the sale of this property for accounting purposes until the expiration of the guaranty on October 1, 2018, and we reported the sales proceeds as a liability on our consolidated balance sheets through September 30, 2018.

We discuss significant factors contributing to changes in our net income 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.

You should refer to our consolidated financial statements and the notes thereto 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 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. 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;
- 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 update or supplement forward-looking statements.

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:

	September 30, 2018	December 31, 2017
Occupancy rates at period end		
Total	92.1%	93.6%
Defense/IT Locations:		
Fort Meade/BW Corridor	91.7%	95.6%
Northern Virginia Defense/IT	83.8%	89.1%
Lackland Air Force Base	100.0%	100.0%
Navy Support Locations	88.0%	87.7%
Redstone Arsenal	99.0%	98.2%
Data Center Shells	100.0%	100.0%
Total Defense/IT Locations	92.6%	95.2%
Regional Office	89.0%	89.5%
Other	77.2%	34.4%
Average contractual annual rental rate per square foot at period end (1)	\$ 29.73	\$ 29.84

- (1) Includes estimated expense reimbursements. Amounts reported include the portion of six properties owned through an unconsolidated real estate joint venture that was allocable to our ownership interest.

	Rentable Square Feet	Occupied Square Feet
	(in thousands)	
December 31, 2017	17,345	16,227
Vacated upon lease expiration (1)	—	(653)
Occupancy for new leases (2)	—	464
Constructed or redeveloped (3)	780	414
Removed from operations (4)	(241)	—
Other changes	(17)	4
September 30, 2018	17,867	16,456

- (1) Includes lease terminations and space reductions occurring in connection with lease renewals.
(2) Excludes occupancy of vacant square feet acquired or developed.
(3) Includes 330,000 unoccupied square feet that were completed in 2016 but reported as construction projects through December 31, 2017 since they were held for future lease to the United States Government.
(4) Includes the removal of one property for which we have no leasing plan or intention to allocate future capital and one property reclassified as redevelopment.

Total occupancy decreased from December 31, 2017 to September 30, 2018 due primarily to the addition of 404,000 unoccupied, newly-constructed square feet during the period, including: 243,000 in the Fort Meade/BW Corridor sub-segment; and 161,000 in the Northern Virginia Defense/IT sub-segment leased in June 2018 that we expect to be occupied by the end of the year.

During the nine months ended September 30, 2018, we completed 2.9 million square feet of leasing, including: renewed leases on 1.8 million square feet, representing 77.1% of the square footage of our lease expirations (including the effect of early renewals and excluding the effect of 108,000 square feet vacated in a property in the Fort Meade/BW Corridor sub-segment that was removed from service for redevelopment); 694,000 of construction and redevelopment space; and 348,000 in other leasing.

Wholesale Data Center

Our 19.25 megawatt wholesale data center had 16.86 megawatts leased as of September 30, 2018 and December 31, 2017.

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; 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 current and prior year reporting periods, excluding properties held for sale. We define these as changes from “Same Properties”;
 - constructed or redeveloped and placed into service that were not 100% operational throughout the current and prior year reporting periods; and
 - disposed (including a property reported as held for sale since 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 net income reported on the consolidated statements of operations of COPT and subsidiaries is provided in Note 13 to our consolidated financial statements.

Comparison of Statements of Operations for the Three Months Ended September 30, 2018 and 2017

	For the Three Months Ended September 30,		
	2018	2017	Variance
	(in thousands)		
Revenues			
Revenues from real estate operations	\$ 128,988	\$ 127,231	\$ 1,757
Construction contract and other service revenues	8,423	29,786	(21,363)
Total revenues	137,411	157,017	(19,606)
Expenses			
Property operating expenses	49,340	46,368	2,972
Depreciation and amortization associated with real estate operations	34,195	34,438	(243)
Construction contract and other service expenses	8,058	28,788	(20,730)
Impairment recoveries	—	(161)	161
General, administrative and leasing expenses	6,899	7,368	(469)
Business development expenses and land carry costs	1,567	1,277	290
Total operating expenses	100,059	118,078	(18,019)
Operating income	37,352	38,939	(1,587)
Interest expense	(19,181)	(19,615)	434
Interest and other income	1,486	1,508	(22)
Gain on sales of real estate	—	1,188	(1,188)
Equity in income of unconsolidated entities	374	371	3
Income tax benefit (expense)	291	(57)	348
Net income	\$ 20,322	\$ 22,334	\$ (2,012)

	For the Three Months Ended September 30,		
	2018	2017	Variance
(Dollars in thousands, except per square foot data)			
Revenues			
Same Properties revenues			
Rental revenue, excluding lease termination revenue	\$ 89,237	\$ 88,622	\$ 615
Lease termination revenue	759	860	(101)
Tenant recoveries and other real estate operations revenue	23,015	22,545	470
Same Properties total revenues	113,011	112,027	984
Constructed and redeveloped properties placed in service	8,174	3,880	4,294
Wholesale data center	7,781	7,398	383
Dispositions	—	3,261	(3,261)
Other	22	665	(643)
	<u>128,988</u>	<u>127,231</u>	<u>1,757</u>
Property operating expenses			
Same Properties	(42,598)	(41,589)	(1,009)
Constructed and redeveloped properties placed in service	(2,702)	(930)	(1,772)
Wholesale data center	(3,965)	(3,175)	(790)
Dispositions	26	(423)	449
Other	(101)	(251)	150
	<u>(49,340)</u>	<u>(46,368)</u>	<u>(2,972)</u>
Same Properties UJV NOI allocable to COPT	<u>1,206</u>	<u>1,202</u>	<u>4</u>
NOI from real estate operations			
Same Properties	71,619	71,640	(21)
Constructed and redeveloped properties placed in service	5,472	2,950	2,522
Wholesale data center	3,816	4,223	(407)
Dispositions	26	2,838	(2,812)
Other	(79)	414	(493)
	<u>\$ 80,854</u>	<u>\$ 82,065</u>	<u>\$ (1,211)</u>
Same Properties rent statistics			
Average occupancy rate	91.5%	91.7%	(0.2)%
Average straight-line rent per occupied square foot (1)	\$ 6.42	\$ 6.36	\$ 0.06

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

Our Same Properties pool consisted of 147 properties, comprising 90.8% of our office and data center shell portfolio's square footage as of September 30, 2018. This pool of properties included the following changes from the pool used for purposes of comparing 2017 and 2016 in our 2017 Annual Report on Form 10-K: the addition of 14 properties placed in service and 100% operational on or before January 1, 2017 (including six unconsolidated real estate joint venture properties and two properties added to our rentable square feet in 2018 that were previously reported as construction projects since they were held for future lease to the United States Government); and the removal of one property in 2018 for which we have no leasing plan or intention to allocate future capital and one property reclassified as redevelopment.

Our NOI from constructed and redeveloped properties placed in service included 14 properties placed in service in 2017 and 2018.

NOI from Service Operations

	For the Three Months Ended September 30,		
	2018	2017	Variance
	(in thousands)		
Construction contract and other service revenues	\$ 8,423	\$ 29,786	\$ (21,363)
Construction contract and other service expenses	8,058	28,788	(20,730)
NOI from service operations	\$ 365	\$ 998	\$ (633)

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. 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.

Comparison of Statements of Operations for the Nine Months Ended September 30, 2018 and 2017

	For the Nine Months Ended September 30,		
	2018	2017	Variance
	(in thousands)		
Revenues			
Revenues from real estate operations	\$ 386,428	\$ 382,295	\$ 4,133
Construction contract and other service revenues	53,202	65,958	(12,756)
Total revenues	439,630	448,253	(8,623)
Expenses			
Property operating expenses	149,737	143,515	6,222
Depreciation and amortization associated with real estate operations	100,897	100,290	607
Construction contract and other service expenses	51,215	63,589	(12,374)
Impairment losses	—	1,464	(1,464)
General, administrative and leasing expenses	21,819	23,838	(2,019)
Business development expenses and land carry costs	4,415	4,567	(152)
Total operating expenses	328,083	337,263	(9,180)
Operating income	111,547	110,990	557
Interest expense	(56,910)	(57,772)	862
Interest and other income	4,284	4,817	(533)
Gain on sales of real estate	(27)	5,438	(5,465)
Loss on early extinguishment of debt	—	(513)	513
Equity in income of unconsolidated entities	1,120	1,118	2
Income tax benefit (expense)	173	(145)	318
Net income	\$ 60,187	\$ 63,933	\$ (3,746)

NOI from Real Estate Operations

	For the Nine Months Ended September 30,		
	2018	2017	Variance
(Dollars in thousands, except per square foot data)			
Revenues			
Same Properties revenues			
Rental revenue, excluding lease termination revenue	\$ 266,647	\$ 266,094	\$ 553
Lease termination revenue	2,325	2,083	242
Tenant recoveries and other real estate operations revenue	71,693	70,934	759
Same Properties total revenues	340,665	339,111	1,554
Constructed and redeveloped properties placed in service	20,544	6,253	14,291
Wholesale data center	23,963	21,201	2,762
Dispositions	140	13,704	(13,564)
Other	1,116	2,026	(910)
	<u>386,428</u>	<u>382,295</u>	<u>4,133</u>
Property operating expenses			
Same Properties			
Constructed and redeveloped properties placed in service	(130,876)	(127,275)	(3,601)
Wholesale data center	(5,979)	(2,450)	(3,529)
Dispositions	(12,373)	(10,041)	(2,332)
Other	(4)	(2,614)	2,610
	<u>(505)</u>	<u>(1,135)</u>	<u>630</u>
	<u>(149,737)</u>	<u>(143,515)</u>	<u>(6,222)</u>
Same Properties UJV NOI allocable to COPT	3,607	3,602	5
NOI from real estate operations			
Same Properties			
Constructed and redeveloped properties placed in service	213,396	215,438	(2,042)
Wholesale data center	14,565	3,803	10,762
Dispositions	11,590	11,160	430
Other	136	11,090	(10,954)
	<u>611</u>	<u>891</u>	<u>(280)</u>
	<u>\$ 240,298</u>	<u>\$ 242,382</u>	<u>\$ (2,084)</u>
Same Properties rent statistics			
Average occupancy rate	91.2%	93.5%	(2.3)%
Average straight-line rent per occupied square foot (1)	\$ 19.27	\$ 19.16	\$ 0.11

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

The decrease in our Same Properties NOI from real estate operations reflected above was due primarily to higher snow and utilities expenses in the current period, as well as higher real estate taxes at certain properties resulting from increased property assessments.

Our NOI from constructed and redeveloped properties placed in service included 14 properties placed in service in 2017 and 2018.

NOI from Service Operations

	For the Nine Months Ended September 30,		
	2018	2017	Variance
(in thousands)			
Construction contract and other service revenues	\$ 53,202	\$ 65,958	\$ (12,756)
Construction contract and other service expenses	51,215	63,589	(12,374)
NOI from service operations	<u>\$ 1,987</u>	<u>\$ 2,369</u>	<u>\$ (382)</u>

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.

Gain on Sales of Real Estate

We recognized a gain on sales of real estate of \$5.4 million in the prior period in connection with 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; loss on interest rate derivatives; demolition costs on redevelopment and nonrecurring improvements; 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. 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.

The table below sets forth the computation of the above stated measures for the three and nine months ended September 30, 2018 and 2017, and provides reconciliations to the GAAP measures of COPT and subsidiaries associated with such measures:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2018	2017	2018	2017
	(Dollars and shares in thousands, except per share data)			
Net income	\$ 20,322	\$ 22,334	\$ 60,187	\$ 63,933
Add: Real estate-related depreciation and amortization	34,195	34,438	100,897	100,290
Add: Depreciation and amortization on UJV allocable to COPT	564	563	1,691	1,689
Add: Impairment (recoveries) losses on previously depreciated operating properties	—	(159)	—	1,451
Less: Gain on sales of previously depreciated operating properties	—	(8)	27	(39)
FFO	55,081	57,168	162,802	167,324
Less: Noncontrolling interests-preferred units in the Operating Partnership	(165)	(165)	(495)	(495)
Less: FFO allocable to other noncontrolling interests	(1,060)	(917)	(2,757)	(2,801)
Less: Preferred share dividends	—	—	—	(6,219)
Less: Issuance costs associated with redeemed preferred shares	—	—	—	(6,847)
Basic and diluted FFO allocable to share-based compensation awards	(214)	(215)	(651)	(616)
Basic and diluted FFO available to common share and common unit holders	53,642	55,871	158,899	150,346
Gain on sales of non-operating properties	—	(1,180)	—	(5,399)
Impairment (recoveries) losses on non-operating properties	—	(2)	—	13
Gain on interest rate derivatives	—	(34)	—	(43)
Loss on early extinguishment of debt	—	—	—	513
Issuance costs associated with redeemed preferred shares	—	—	—	6,847
Executive transition costs	46	2	422	732
Demolition costs on redevelopment and nonrecurring improvements	251	—	299	294
Diluted FFO comparability adjustments allocable to share-based compensation awards	(1)	5	(3)	(12)
Diluted FFO available to common share and common unit holders, as adjusted for comparability	\$ 53,938	\$ 54,662	\$ 159,617	\$ 153,291
Weighted average common shares	104,379	99,112	102,401	98,855
Conversion of weighted average common units	2,135	3,350	2,847	3,400
Weighted average common shares/units - Basic FFO	106,514	102,462	105,248	102,255
Dilutive effect of share-based compensation awards	231	146	165	154
Dilutive effect of forward equity sale agreements	178	—	60	—
Weighted average common shares/units - Diluted FFO	106,923	102,608	105,473	102,409
Diluted FFO per share	\$ 0.50	\$ 0.54	\$ 1.51	\$ 1.47
Diluted FFO per share, as adjusted for comparability	\$ 0.50	\$ 0.53	\$ 1.51	\$ 1.50
Denominator for diluted EPS	104,788	99,258	102,626	99,009
Weighted average common units	2,135	3,350	2,847	3,400
Denominator for diluted FFO per share measures	106,923	102,608	105,473	102,409

Property Additions

The table below sets forth the major components of our additions to properties for the nine months ended September 30, 2018 (in thousands):

Construction, development and redevelopment	\$	107,526
Tenant improvements on operating properties (1)		27,518
Capital improvements on operating properties		13,671
	\$	<u>148,715</u>

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

Cash Flows

Net cash flow from operating activities decreased \$47.8 million when comparing the nine months ended September 30, 2018 and 2017 due primarily to our payment in 2018 of construction costs on a contract that the customer pre-funded to us in prior years.

Net cash flow used in investing activities increased \$100.2 million when comparing the nine months ended September 30, 2018 and 2017 due primarily to a decrease in property sales in 2018 relative to 2017.

Net cash flow provided by financing activities in the nine months ended September 30, 2018 was \$29.1 million, and included the following:

- net proceeds from the issuance of common shares (or units) of \$162.2 million; offset in part by
- dividends and/or distributions to equity holders of \$87.5 million; and
- net repayments of debt borrowings of \$18.9 million; and
- payments on a capital lease obligation of \$15.4 million.

Net cash flow used in financing activities in the nine months ended September 30, 2017 was \$317.0 million, and included the following:

- redemption of preferred shares (or units) of \$199.1 million;
- dividends and/or distributions to equity holders of \$94.5 million; and
- net repayments of debt borrowings of \$33.0 million; offset in part by
- net proceeds from the issuance of common shares (or units) of \$19.8 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 September 30, 2018, COPT owned 98.8% 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 9 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 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, development activities and acquisitions.

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 September 30, 2018, COPLP had \$9.5 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 for joint venture financing. 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. As of September 30, 2018, the maximum borrowing capacity under this facility totaled \$800.0 million, of which \$701.0 million was available. On October 10, 2018, COPLP entered into a credit agreement with a group of lenders to replace its existing facility with a new one. The lenders' aggregate commitment under the new facility is \$800.0 million, with the ability for COPLP to increase the lenders' aggregate commitment to \$1.25 billion, provided that there is no default under the facility and subject to the approval of the lenders. The new facility matures in March 2023, and may be extended by two six-month periods at COPLP's option, provided that there is no default under the facility and COPLP pays an extension fee of 0.075% of the total availability under the facility for each extension period.

As of September 30, 2018, COPT had forward equity sale agreements in place with 3.0 million shares available for future issuance with a settlement value of \$86.5 million that we expect 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. However, we may dispose of interests in properties opportunistically or when capital markets otherwise warrant.

The following table summarizes our contractual obligations as of September 30, 2018 (in thousands):

	For the Periods Ending December 31,						Total
	2018	2019	2020	2021	2022	Thereafter	
Contractual obligations (1)							
Debt (2)							
Balloon payments due upon maturity	\$ —	\$ 99,000	\$ 112,132	\$ 300,000	\$ 261,306	\$ 1,026,832	\$ 1,799,270
Scheduled principal payments (3)	1,079	4,387	4,024	3,875	4,033	6,644	24,042
Interest on debt (3)(4)	18,731	72,426	68,675	60,423	55,108	63,592	338,955
Development and redevelopment obligations (5)(6)	76,296	71,916	14,925	—	—	—	163,137
Third-party construction obligations (6)(7)	2,091	1,462	—	—	—	—	3,553
Capital expenditures for operating properties (3)(6)(8)	8,350	20,390	10,959	—	—	—	39,699
Capital lease obligation (principal and interest)	—	—	660	—	—	—	660
Operating leases (3)	328	1,297	1,261	1,258	1,143	83,039	88,326
Other obligations (3)	175	375	236	182	178	978	2,124
Total contractual cash obligations	\$ 107,050	\$ 271,253	\$ 212,872	\$ 365,738	\$ 321,768	\$ 1,181,085	\$ 2,459,766

- (1) The contractual obligations set forth in this table exclude property operations contracts that may be terminated with 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 \$15.3 million. As of September 30, 2018, maturities included \$99.0 million in 2019 under our Revolving Credit Facility that, under the terms of the new facility, matures in 2023 and may be extended to 2024, 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 September 30, 2018 for the terms of such debt. For variable rate debt, the amounts reflected above used September 30, 2018 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 operating activities.

We expect to spend approximately \$120 million on construction and development costs and approximately \$25 million on improvements and leasing costs for operating properties (including the commitments set forth in the table above) during the remainder of 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 operating activities.

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 September 30, 2018, we were compliant with these covenants.

Off-Balance Sheet Arrangements

We had no material off-balance sheet arrangements during the nine months ended September 30, 2018.

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 3. 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 September 30, 2018 our debt obligations and weighted average interest rates on debt maturing each year (dollars in thousands):

	For the Periods Ending December 31,							Total
	2018	2019	2020	2021	2022	Thereafter		
Debt:								
Fixed rate debt (1)	\$ 982	\$ 3,991	\$ 3,718	\$ 303,875	\$ 4,033	\$ 1,033,476	\$ 1,350,075	
Weighted average interest rate	4.37%	4.36%	3.96%	3.70%	3.98%	4.48%	4.30%	
Variable rate debt (2)	\$ 97	\$ 99,396	\$ 112,438	\$ —	\$ 261,306	\$ —	\$ 473,237	
Weighted average interest rate (3)	3.96%	3.37%	3.56%	—%	3.50%	—%	3.49%	

- (1) Represents principal maturities only and therefore excludes net discounts and deferred financing costs of \$15.3 million.
- (2) As of September 30, 2018, maturities included \$99.0 million in 2019 under our Revolving Credit Facility that, under the terms of the new facility, matures in 2023 and may be extended to 2024, subject to certain conditions.
- (3) The amounts reflected above used interest rates as of September 30, 2018 for variable rate debt.

The fair value of our debt was \$1.8 billion as of September 30, 2018. If interest rates had been 1% lower, the fair value of our fixed-rate debt would have increased by approximately \$58 million as of September 30, 2018.

See Note 10 to our consolidated financial statements for information pertaining to interest rate swap contracts in place as of September 30, 2018 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 \$1.4 million in the nine months ended September 30, 2018 if the applicable LIBOR rate was 1% higher.

Item 4. Controls and Procedures

COPT

(a) Evaluation of Disclosure Controls and Procedures

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 September 30, 2018. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that COPT's disclosure controls and procedures as of September 30, 2018 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.

(b) Change in Internal Control over Financial Reporting

No change in the 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

(a) Evaluation of Disclosure Controls and Procedures

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 September 30, 2018. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that COPLP's disclosure controls and procedures as of September 30, 2018 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.

(b) 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.

PART II: OTHER INFORMATION

Item 1. 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 1A. Risk Factors

There have been no material changes to the risk factors included in our 2017 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) During the three months ended September 30, 2018, 1.8 million of COPLP's common units were exchanged for 1.8 million 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.

(b) Not applicable

(c) Not applicable

Item 3. Defaults Upon Senior Securities

(a) Not applicable

(b) Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

(a) Exhibits:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
<u>31.1</u>	<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>
<u>31.2</u>	<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>
<u>31.3</u>	<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>
<u>31.4</u>	<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>
<u>32.1</u>	<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>
<u>32.2</u>	<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>
<u>32.3</u>	<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>
<u>32.4</u>	<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 any filing under the Securities Exchange Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.) (Furnished herewith).</u>
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).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the undersigned Registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,
its General Partner

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

/s/ Anthony Mifsud

Anthony Mifsud
Executive Vice President and Chief Financial Officer

/s/ Anthony Mifsud

Anthony Mifsud
Executive Vice President and Chief Financial Officer

Dated: November 8, 2018

Dated: November 8, 2018

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Section 2: EX-31.1 (EXHIBIT 31.1)

EXHIBIT 31.1

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATIONS

I, Stephen E. Budorick, certify that:

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

- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2018

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

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Section 3: EX-31.2 (EXHIBIT 31.2)

EXHIBIT 31.2

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY
RULE 13a-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATIONS

I, Anthony Mifsud, certify that:

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

Date: November 8, 2018

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

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Section 4: EX-31.3 (EXHIBIT 31.3)

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY
RULE 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATIONS

I, Stephen E. Budorick, certify that:

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

Date: November 8, 2018

/s/ Stephen E. Budorick

Stephen E. Budorick

President and Chief Executive Officer

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Section 5: EX-31.4 (EXHIBIT 31.4)

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY
RULE 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934

CERTIFICATIONS

I, Anthony Mifsud, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Corporate Office Properties, L.P.;

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

Date: November 8, 2018

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

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Section 6: EX-32.1 (EXHIBIT 32.1)

EXHIBIT 32.1

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY

RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties Trust (the "Company") for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen E. Budorick, President and Chief Executive Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

Date: November 8, 2018

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Section 7: EX-32.2 (EXHIBIT 32.2)

EXHIBIT 32.2

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY

RULE 13a-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties Trust (the "Company") for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Anthony Mifsud, Chief Financial Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

Date: November 8, 2018

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Section 8: EX-32.3 (EXHIBIT 32.3)

EXHIBIT 32.3

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY

RULE 15d-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties, L.P. (the "Company") for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen E. Budorick, President and Chief Executive Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

Date: November 8, 2018

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Section 9: EX-32.4 (EXHIBIT 32.4)

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY

RULE 15d-14(b) UNDER THE SECURITIES EXCHANGE ACT OF 1934

In connection with the Quarterly Report on Form 10-Q of Corporate Office Properties, L.P. (the "Company") for the quarter ended September 30, 2018, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Anthony Mifsud, Chief Financial Officer of the Company, certify that to my knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

Date: November 8, 2018

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