

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM 10-K

(Mark one)

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

For the fiscal year ended December 31, 2017

or

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

For the transition period from

to

Commission file number 1-14023 (Corporate Office Properties Trust)
Commission file number 333-189188 (Corporate Office Properties, L.P.)

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

(Exact name of registrant as specified in its charter)

Corporate Office Properties Trust

Maryland

23-2947217

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

Corporate Office Properties, L.P.

Delaware

23-2930022

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification No.)

6711 Columbia Gateway Drive, Suite 300, Columbia, MD

(Address of principal executive offices)

21046

(Zip Code)

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

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

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

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

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

Corporate Office Properties Trust Yes No

Corporate Office Properties, L.P. Yes No

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

Corporate Office Properties Trust Yes No

Corporate Office Properties, L.P. Yes No

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

Corporate Office Properties Trust Yes No

Corporate Office Properties, L.P. Yes No

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

Corporate Office Properties Trust Yes No

Corporate Office Properties, L.P. Yes No

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

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

Corporate Office Properties Trust

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

Corporate Office Properties, L.P.

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

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

Corporate Office Properties Trust Yes No
Corporate Office Properties, L.P. Yes No

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

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

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

EXPLANATORY NOTE

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

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

There are a few differences between the Company and the Operating Partnership which are reflected in this Form 10-K. We believe it is important to understand the differences between the Company and the Operating Partnership in the context of how the two operate as an interrelated, consolidated company. COPT is a REIT whose only material asset is its ownership of partnership interests of COPLP. As a result, COPT does not conduct business itself, other than acting as the sole general partner of COPLP, issuing public equity and guaranteeing certain debt of COPLP. COPT itself is not directly obligated under any indebtedness but guarantees some of the debt of COPLP. COPLP owns substantially all of the assets of COPT either directly or through its subsidiaries, conducts almost all of the operations of the business and is structured as a limited partnership with no publicly traded equity. Except for net proceeds from public equity issuances by COPT, which are contributed to COPLP in exchange for partnership units, COPLP generates the capital required by COPT’s business through COPLP’s operations, by COPLP’s direct or indirect incurrence of indebtedness or through the issuance of partnership units.

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

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

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

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

- consolidated financial statements;
- the following notes to the consolidated financial statements:
 - Note 3, Fair Value Measurements of COPT and subsidiaries and COPLP and subsidiaries;
 - Note 13, Equity of COPT and subsidiaries;
 - Note 14, Equity of COPLP and subsidiaries;
 - Note 18, Earnings per Share of COPT and subsidiaries and Earnings per Unit of COPLP and subsidiaries; and
 - Note 20, Quarterly Data of COPT and subsidiaries and COPLP and subsidiaries.
- “Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of COPT”;
- and
- “Item 7: Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources of COPLP.”

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

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FORWARD-LOOKING STATEMENTS

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

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

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

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

PART I

Item 1. Business

OUR COMPANY

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

- 159 properties totaling 17.3 million square feet comprised of 144 office properties and 15 single-tenant data center shell properties (“data center shells”). We owned six of these data center shells through an unconsolidated real estate joint venture;
- a wholesale data center with a critical load of 19.25 megawatts;
- ten properties under construction or redevelopment (seven office properties and three data center shells) that we estimate will total approximately 1.1 million square feet upon completion, including two partially operational properties and two properties completed and held for future lease to the United States Government; and
- approximately 1,000 acres of land controlled for future development that we believe could be developed into approximately 3.0 million square feet and 150 acres of other land.

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

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

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

We believe that COPT is organized and has operated in a manner that satisfies the requirements for taxation as a REIT under the Internal Revenue Code of 1986, as amended, and we intend to continue to operate COPT in such a manner. If COPT continues to qualify for taxation as a REIT, it generally will not be subject to Federal income tax on its taxable income (other than that of its TRS entities) that is distributed to its shareholders. A REIT is subject to a number of organizational and operational requirements, including a requirement that it distribute to its shareholders at least 90% of its annual taxable income.

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

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

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

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

Significant Developments

In 2017:

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

Business and Growth Strategies

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

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

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

and data center infrastructure. Since 2013, we placed into service 14 data center shells totaling 2.3 million square feet, and we estimate that an additional 11 totaling 2.0 million square feet will be completed over the next several years. We enter into long-term leases prior to commencing construction of these properties, with triple-net structures and multiple extension options and rent escalators to provide future growth. Additionally, our tenants fund the costs to fully power and equip these properties, significantly enhancing these properties' values and creating high barriers to exit for such tenants.

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

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

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

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

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

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

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

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

Industry Segments

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

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

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

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

Employees

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

Competition

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

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

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

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

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

Item 1A. Risk Factors

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

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

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

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

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

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

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

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

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

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

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

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

As of December 31, 2017, 87.4% of our office and data center shell properties' total annualized rental revenue was from Defense/IT Locations, and we expect to maintain a similarly high revenue concentration of properties in these locations. A reduction in government spending targeting the activities of the government and its contractors (such as knowledge-based defense and security activities) in these locations could adversely affect our tenants' ability to fulfill lease obligations, renew leases or enter into new leases and limit our future growth from properties in these locations. Moreover, uncertainty regarding the potential for future reduction in government spending targeting such activities could also decrease or delay leasing activity from tenants engaged in these activities.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- we may not be able to refinance our existing indebtedness, or may refinance on terms that are less favorable to us than the terms of our existing indebtedness;
- in the event of our default under the terms of our Revolving Credit Facility, COPLP could be restricted from making cash distributions to COPT, which could result in reduced distributions to our equityholders or the need for us to incur additional debt to fund these distributions; and
- if we are unable to pay our debt service on time or are unable to comply with restrictive financial covenants for certain of our debt, our lenders could foreclose on our properties securing such debt and, in some cases, other properties and assets that we own.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

COPT's Declaration of Trust includes other provisions that may prevent or delay a change of control. Subject to the requirements of the New York Stock Exchange, our Board of Trustees has the authority, without shareholder approval, to issue additional securities on terms that could delay or prevent a change in control. In addition, our Board of Trustees has the authority to reclassify any of our unissued common shares into preferred shares. Our Board of Trustees may issue preferred shares with such preferences, rights, powers and restrictions as our Board of Trustees may determine, which could also delay or prevent a change in control.

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

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

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

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

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

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

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

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

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

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

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

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

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

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

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

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

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

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

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

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

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

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

Segment	Acres	Estimated Developable Square Feet
Defense/IT Locations:		
Fort Meade/BW Corridor:		
National Business Park	196	2,106
Howard County	27	590
Other	133	1,494
Total Fort Meade/BW Corridor	356	4,190
Northern Virginia Defense/IT Locations	59	1,965
Lackland Air Force Base	68	1,033
Navy Support Locations	44	109
Redstone Arsenal (1)	422	4,005
Data Center Shells	41	636
Total Defense/IT Locations	990	11,938
Regional Office (2)	11	1,090
Total land owned/controlled for future development	1,001	13,028
Other land owned/controlled	150	1,638
Total Land Owned/Controlled	1,151	14,666

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

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

Lease Expirations

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

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

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

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

Item 3. Legal Proceedings

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

Item 4. Mine Safety Disclosures

Not applicable.

PART II

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

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

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

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

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

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

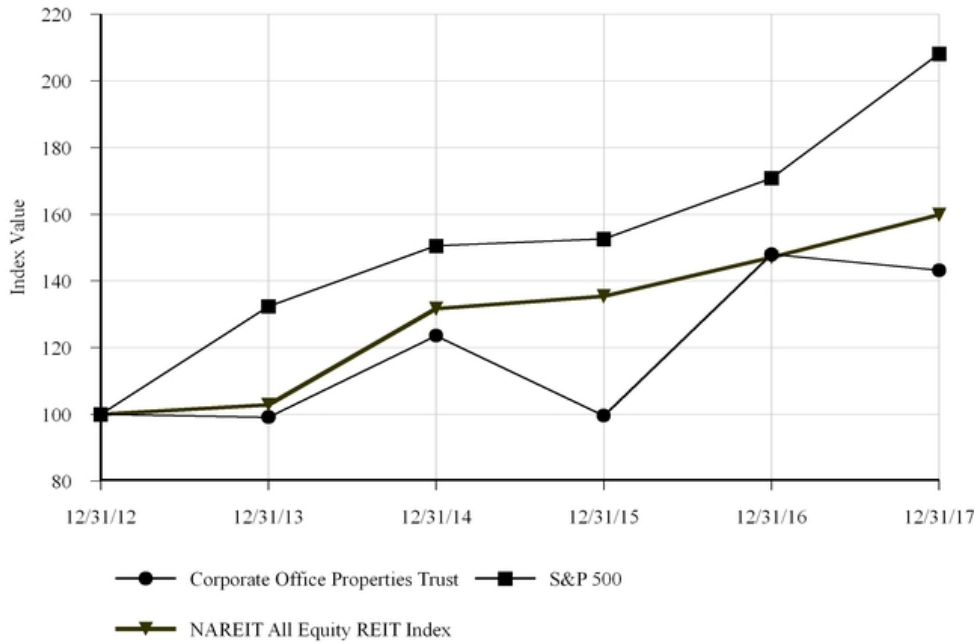
There is no established public trading market for COPLP's partnership units. Quarterly common unit distributions per unit were the same as quarterly common dividends per share declared by COPT. As of December 31, 2017, there were 35 holders of record of COPLP's common units.

Unregistered Sales of Equity Securities and Use of Proceeds

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

COPT's Common Shares Performance Graph

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



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

Item 6. Selected Financial Data

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

Corporate Office Properties Trust and Subsidiaries
(in thousands, except per share data and number of properties)

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

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

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

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

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

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

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

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

Corporate Office Properties, L.P. and Subsidiaries
(in thousands, except per share data and number of properties)

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

	2017	2016	2015	2014	2013
Balance Sheet Data (as of year end):					
Total properties, net	\$ 3,141,105	\$ 3,073,362	\$ 3,349,748	\$ 3,296,914	\$ 3,214,301
Total assets	\$ 3,573,868	\$ 3,775,448	\$ 3,903,549	\$ 3,658,354	\$ 3,613,784
Debt	\$ 1,828,333	\$ 1,904,001	\$ 2,077,752	\$ 1,914,036	\$ 1,919,002
Total liabilities	\$ 2,099,157	\$ 2,157,805	\$ 2,267,767	\$ 2,119,053	\$ 2,098,777
Redeemable noncontrolling interests	\$ 23,125	\$ 22,979	\$ 19,218	\$ 18,417	\$ 17,758
Total equity	\$ 1,451,586	\$ 1,594,664	\$ 1,616,564	\$ 1,520,884	\$ 1,497,249

Other Financial Data (for the year ended):

Cash flows provided by (used in):

Operating activities	\$ 230,654	\$ 232,538	\$ 204,008	\$ 193,885	\$ 158,979
Investing activities	\$ (89,710)	\$ 71,449	\$ (307,532)	\$ (209,689)	\$ (119,790)
Financing activities	\$ (338,546)	\$ (154,434)	\$ 157,757	\$ (32,492)	\$ 4,590
Numerator for diluted EPU	\$ 58,512	\$ (3,453)	\$ 169,782	\$ 23,130	\$ 73,688
Cash distributions declared per common unit	\$ 1.10	\$ 1.10	\$ 1.10	\$ 1.10	\$ 1.10

Property Data (as of year end):

Number of office and data center shells owned (5)	159	164	177	173	183
Total rentable square feet owned (5)	17,345	17,190	18,053	16,790	17,370

- (1) Includes income derived from 31 operating properties disposed in 2013.
- (2) Reflects gain from sales of properties and unconsolidated real estate joint ventures not associated with discontinued operations.
- (3) Reflects a decrease to net income available to common shareholders pertaining to the original issuance costs recognized in connection with the redemption of the Series K Preferred Units (following notification of such redemption in December 2016) and Series L Preferred Units in 2017, the Series H Preferred Units in 2014 and the Series J Preferred Units in 2013.
- (4) Basic and diluted earnings per common unit are calculated based on amounts attributable to common unitholders of COPLP.
- (5) Amounts reported reflect only operating office and data center shell properties, including six owned through an unconsolidated real estate joint venture.

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

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

This section contains "forward-looking" statements, as defined in the Private Securities Litigation Reform Act of 1995, that are based on our current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of our business. Forward-looking statements can be identified by the use of words such as "may," "will," "should," "could," "believe," "anticipate," "expect," "estimate," "plan" or other comparable 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;
- the dilutive effects of issuing additional common shares;
- our ability to achieve projected results;
- and
- environmental requirements.

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

Overview

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

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

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

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

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

Due in large part to these development and sale activities, the percentage of our office and data center shell portfolio's annualized rent from Defense/IT Locations increased to 7.4% as of December 31, 2017 from 8.5% as of December 31, 2016; we expect this trend to continue in 2018 as we place into service additional newly-constructed properties.

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

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

We ended 2017:

- with \$1.83 billion in debt, which was decreased from \$1.90 billion as of December 31, 2016; and
- from a liquidity perspective with: \$12 million in cash on hand; \$674 million in borrowing capacity under our Revolving Credit Facility; and 7.5 million shares available for issuance under COPT's forward equity sale agreements with a settlement value of \$221.9 million.

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

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

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

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

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

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

- include total information pertaining to six properties owned through an unconsolidated real estate joint venture except for amounts reported for Annualized Rental Revenue, which represent the portion attributable to our ownership interest;
- exclude the unoccupied portion of two newly-constructed properties that were completed but reported as construction projects since they were held for future lease to the United States Government. Effective in 2018, these properties will be fully included in our operating property statistics; and
- exclude, for purposes of amounts reported as of December 31, 2017, a property reported as held for sale that we sold in 2017 subject to our providing a financial guaranty to the buyer under which we would indemnify it for up to \$20 million in losses it could incur related to a potential defined capital event occurring on the property by June 30, 2019. Accordingly, we did not recognize the sale of this property for accounting purposes, and we reported the sales proceeds as a liability on our consolidated balance sheet.

Critical Accounting Policies and Estimates

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

Impairment of Long-Lived Assets

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

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

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

Acquisitions of Properties

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

- the amount of the purchase price allocated among different categories of assets and liabilities on our consolidated balance sheets; the amount of costs assigned to individual properties in multiple property acquisitions; and the amount of gain recognized in our consolidated statements of operations should we determine that the fair value of the acquisition exceeds its cost;
- where the amortization of the components appear over time in our consolidated statements of operations. Allocations to above- and below-market leases are amortized into rental revenue, whereas allocations to most of the other tangible and intangible assets are amortized into depreciation and amortization expense. As a REIT, this is important to us since much of the investment community evaluates our operating performance using non-GAAP measures such as funds from operations, the computation of which includes rental revenue but does not include depreciation and amortization expense; and
- the timing over which the items are recognized as revenue or expense in our consolidated statements of operations. For example, for allocations to the as-if vacant value, the land portion is not depreciated and the building portion is depreciated over a longer period of time than the other components (generally 40 years). Allocations to above- and below-market leases, in-place lease value and tenant relationship value are amortized over significantly shorter timeframes, and if individual tenants' leases are terminated early, any unamortized amounts remaining associated with those tenants are written off upon termination. These differences in timing can materially affect our reported results of operations. In addition, we establish lives for tenant relationship values based on our estimates of how long we expect the respective tenants to remain in the properties.

Assessment of Lease Term

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

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

Revenue Recognition on Tenant Improvements

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

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

Collectability of Accounts and Deferred Rent Receivable

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

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

Accounting Method for Investments

We use three different accounting methods to report our investments in entities: the consolidation method; the equity method; and the cost method (see Note 2 to our consolidated financial statements). We use the consolidation method when we own most of the outstanding voting interests in an entity and can control its operations. We also consolidate certain entities when control of such entities can be achieved through means other than voting rights ("variable interest entities" or "VIEs") if we are deemed to be the primary beneficiary. Generally, this applies to entities for which either: (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest; (2) the equity investment at risk is insufficient to finance that entity's activities without additional subordinated financial support; or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve, or are conducted on behalf of, an investor with a disproportionately small voting interest. We use the equity method of accounting when we own an interest in an entity and can exert significant influence over, but cannot control, the entity's operations. We use the cost method of accounting when we own an interest in an entity and cannot exert significant influence over its operations.

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

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

Concentration of Operations

Customer Concentration of Property Operations

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

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

(1) Includes affiliated organizations and predecessor companies.

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

Concentration of Office and Data Center Shell Properties by Segment

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

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

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

Occupancy and Leasing

Office and Data Center Shell Portfolio

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

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

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

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

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

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

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

- Northern Virginia Defense/IT: Occupancy increased for this sub-segment due to: progress we made in re-tenanting space in certain properties; and a fully-occupied property placed into service in 2017. These occupancy statistics exclude the effect of a 161,000 square foot property completed but reported as a construction project since it was held for future lease to the United States Government. As of December 31, 2017, only 2% of the sub-segment's occupied square feet had scheduled lease expirations in 2018;
- Navy Support Locations: After experiencing several years of weak demand in each of this sub-segment's three submarkets, we improved occupancy in each of these submarkets in 2017 by leasing previously vacant space. As of December 31, 2017, we also had scheduled lease expirations in 2018 for 381,000, or 35%, of the segment's occupied square feet; however, we expect to renew at least 80% of this space;
- Regional Office: Occupancy decreased in each of our three sub-markets comprising this segment, with scheduled lease expirations, as of December 31, 2017, on 5% of its occupied square feet in 2018 and 12% in 2019. We believe that occupancy in this segment will temporarily decrease several percentage points from its current levels in 2018 due to tenant turnover; and
- Other: As of December 31, 2017, our Other segment included three properties totaling 286,000 square feet in Aberdeen, Maryland that we are not expecting to hold long-term.

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

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

In 2017, we also completed 431,000 square feet in other leasing, consisting primarily of re-tenanted space. The annualized rents of this other leasing totaled \$26.04 per square foot and the revenue under GAAP totaled \$26.49 per square foot; these leases had a weighted average lease term of approximately 5.8 years and the average estimated tenant improvements and lease costs associated with completing this leasing was approximately \$49 per square foot.

Wholesale Data Center

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

Lease Expirations

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

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

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

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

Results of Operations

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

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

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

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

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

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

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

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

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

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

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

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

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

Impairment Losses

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

2017

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

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

2016

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

In the first quarter of 2016, we reclassified: most of our properties in Greater Philadelphia (included in our Regional Office segment); two properties in the Fort Meade/BW Corridor sub-segment; and our remaining land holdings in Colorado Springs, Colorado (“Colorado Springs”) to held for sale and recognized \$2.4 million of impairment losses. As of March 31, 2016, we had \$225.9 million of assets held for sale.

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

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

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

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

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

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

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

We executed property sales of \$54.1 million in the fourth quarter of 2016 (discussed further in Note 5), and had \$94.7 million of assets held for sale as of December 31, 2016. As part of our closing process for the fourth quarter, we conducted our quarterly review of our portfolio for indicators of impairment and found there to be no impairment losses for the quarter other than additional impairment losses of \$1.3 million on properties previously classified as held for sale in White Marsh, where prospective purchasers reduced offering prices, and \$0.3 million of losses on properties that were sold during the period.

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

General, Administrative and Leasing Expenses

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

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

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

Interest Expense

The table below sets forth components of our interest expense:

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

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

Gain on Sales of Real Estate

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

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

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

For the Years Ended December 31,
2016 2015 Variance
(Dollars in thousands, except per square foot data)

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

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

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

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

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

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

NOI from Service Operations

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

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

Depreciation and Amortization Expense

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

Impairment Losses

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

We recognized the following impairment losses in 2015:

- \$12.8 million on land in Colorado Springs. We classified some of this land as held for sale in the fourth quarter of 2015, at which time we adjusted the land to its estimated fair value less costs to sell. Due to the impairment loss on the land held for sale, we updated our estimates of fair value for other land owned in Colorado Springs and determined that the carrying value of some of this land exceeded such land's estimated fair value, which resulted in recognition of an additional impairment loss; and
- \$6.6 million on land in Aberdeen. After concluding in 2015 that we no longer expected to develop operating properties on the land, we determined that the carrying amount of the land would not likely be recovered from the sale of this property over the likely remaining holding period. Accordingly, we adjusted the land to its estimated fair value.

General, Administrative and Leasing Expenses

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

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

Business Development Expenses and Land Carry Costs

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

Interest Expense

The table below sets forth components of our interest expense:

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

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

(Loss) Gain on Early Extinguishment of Debt

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

Gain on Sales of Real Estate

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

Funds from Operations

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

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

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

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

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

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

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

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

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

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

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

For the Year Ended December 31,

	2017	2016	2015	2014	2013
	(Dollars and shares in thousands, except per share data)				
Net income	\$ 76,333	\$ 15,655	\$ 188,878	\$ 45,206	\$ 101,544
Add: Real estate-related depreciation and amortization	134,228	132,719	140,025	136,086	117,719
Add: Depreciation and amortization on UJV allocable to COPT	1,243	518	—	—	—
Add: Impairment losses on previously depreciated operating properties	10,455	83,346	4,110	1,370	32,047
Less: Gain on sales of previously depreciated operating properties	(4,491)	(33,789)	(64,062)	(5,117)	(9,004)
FFO	217,768	198,449	268,951	177,545	242,306
Less: Noncontrolling interests-preferred units in the Operating Partnership	(660)	(660)	(660)	(660)	(660)
Less: FFO allocable to other noncontrolling interests	(3,675)	(4,020)	(3,586)	(3,216)	(3,710)
Less: Preferred share dividends	(6,219)	(14,297)	(14,210)	(15,939)	(19,971)
Less: Issuance costs associated with redeemed preferred shares	(6,847)	(17)	—	(1,769)	(2,904)
Basic and diluted FFO allocable to share-based compensation awards	(814)	(694)	(1,041)	(665)	(912)
Basic and diluted FFO available to common shares and common unit holders	\$ 199,553	\$ 178,761	\$ 249,454	\$ 155,296	\$ 214,149
Operating property acquisition costs	—	—	4,134	—	—
Gain on sales of non-operating properties	(5,399)	(7,197)	(3,985)	(5,578)	(2,683)
Impairment losses (recoveries) on non-operating properties	4,668	18,045	19,413	49	—
Income tax expense associated with FFO comparability	800	—	—	—	—
Valuation allowance on tax asset associated with FFO comparability adjustments	—	—	—	—	1,855
(Gain) loss on interest rate derivatives	(234)	(378)	386	—	—
Loss (gain) on early extinguishment of debt	513	1,110	(85,655)	9,668	(40,780)
Issuance costs associated with redeemed preferred shares	6,847	17	—	1,769	2,904
Demolition costs on redevelopment properties	294	578	1,396	—	—
Executive transition costs	732	6,454	—	1,056	—
Add: Negative FFO of properties conveyed to extinguish debt in default	—	—	10,456	10,928	—
Diluted FFO comparability adjustments allocable to share-based compensation awards	(35)	(73)	225	(78)	168
Diluted FFO available to common share and common unit holders, as adjusted for comparability	\$ 207,739	\$ 197,317	\$ 195,824	\$ 173,110	\$ 175,613
Weighted average common shares	98,969	94,502	93,914	88,092	85,167
Conversion of weighted average common units	3,362	3,633	3,692	3,897	3,869
Weighted average common shares/units - Basic FFO	102,331	98,135	97,606	91,989	89,036
Dilutive effect of forward equity sale agreements and share-based compensation awards	186	92	61	171	57
Weighted average common shares/units - Diluted FFO	102,517	98,227	97,667	92,160	89,093
Diluted FFO per share	\$ 1.95	\$ 1.82	\$ 2.55	\$ 1.69	\$ 2.40
Diluted FFO per share, as adjusted for comparability	\$ 2.03	\$ 2.01	\$ 2.01	\$ 1.88	\$ 1.97
Denominator for diluted EPS	99,155	94,502	97,667	88,263	85,224
Weighted average common units	3,362	3,633	—	3,897	3,869
Anti-dilutive EPS effect of share-based compensation awards	—	92	—	—	—
Denominator for diluted FFO per share measures	102,517	98,227	97,667	92,160	89,093
Dividends on unrestricted common shares	\$ 109,489	\$ 104,811	\$ 103,552	\$ 97,512	\$ 94,832
Common unit distributions	3,661	3,990	4,046	4,270	4,280
Numerator for diluted FFO payout ratio, adjusted for comparability	\$ 113,150	\$ 108,801	\$ 107,598	\$ 101,782	\$ 99,112
FFO payout ratio	52.0%	54.8%	40.0%	57.3%	40.9%
Diluted FFO payout ratio	56.7%	60.9%	43.1%	65.5%	46.3%
Diluted FFO payout ratio, as adjusted for comparability	54.5%	55.1%	54.9%	58.8%	56.4%

Property Additions

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

	For the Years Ended December 31,		
	2017	2016	Variance
	(in thousands)		
Construction, development and redevelopment	\$ 204,278	\$ 194,490	\$ 9,788
Tenant improvements on operating properties (1)	32,978	35,346	(2,368)
Capital improvements on operating properties	22,292	22,124	168
	<u>\$ 259,548</u>	<u>\$ 251,960</u>	<u>\$ 7,588</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 provided by operating activities decreased \$1.9 million from 2016 to 2017 due primarily to lower net cash flows from construction contract and other services, which was offset in part by lower interest expense payments in the current period due to lower outstanding debt balances.

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

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

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

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

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

Liquidity and Capital Resources of COPT

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

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

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

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

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

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

Liquidity and Capital Resources of COPLP

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

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

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

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

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

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

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

- (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 \$13.8 million. As of December 31, 2017, maturities included \$126.0 million in 2019 that may be extended to 2020, subject to certain conditions.
- (3) We expect to pay these items using cash flow from operations.
- (4) Represents interest costs for our outstanding debt as of December 31, 2017 for the terms of such debt. For variable rate debt, the amounts reflected above used December 31, 2017 interest rates on variable rate debt in computing interest costs for the terms of such debt. We expect to pay these items using cash flow from operations.
- (5) Represents contractual obligations pertaining to new development and redevelopment activities.
- (6) Due to the long-term nature of certain construction and development contracts and leases included in these lines, the amounts reported in the table represent our estimate of the timing for the related obligations being payable.
- (7) Represents contractual obligations pertaining to projects for which we are acting as construction manager on behalf of unrelated parties who are our clients. We expect to be reimbursed in full for these costs by our clients.
- (8) Represents contractual obligations pertaining to capital expenditures for our operating properties. We expect to pay these costs primarily using cash flow from operations.

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

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

Off-Balance Sheet Arrangements

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

Inflation

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

Recent Accounting Pronouncements

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

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

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

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

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

- (1) Represents principal maturities only and therefore excludes net discounts and deferred financing costs of \$13.8 million.
- (2) As of December 31, 2017, maturities included \$126.0 million in 2019 that may be extended to 2020, subject to certain conditions.
- (3) The amounts reflected above used interest rates as of December 31, 2017 for variable rate debt.

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

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

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

Item 8. Financial Statements and Supplementary Data

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

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

I. Internal Control Over Financial Reporting

COPT

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

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

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

(b) Report of Independent Registered Public Accounting Firm

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

(c) Change in Internal Control over Financial Reporting

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

COPLP

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

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

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

(b) Report of Independent Registered Public Accounting Firm

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

(c) Change in Internal Control over Financial Reporting

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

Item 9B. Other Information

None.

PART III

Items 10, 11, 12, 13 & 14. Directors, Executive Officers and Corporate Governance; Executive Compensation; Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters; Certain Relationships and Related Transactions, and Director Independence; and Principal Accountant Fees and Services

For the information required by Item 10, Item 11, Item 12, Item 13 and Item 14, you should refer to COPT's definitive proxy statement relating to the 2018 Annual Meeting of COPT's Shareholders to be filed with the Securities and Exchange Commission no later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

PART IV

Item 15. Exhibits and Financial Statement Schedules

- (a) The following documents are filed as exhibits to this Form 10-K:
1. **Financial Statements.** See "Index to consolidated financial statements" on page F-1 of this Annual Report on Form 10-K.
 2. **Financial Statement Schedules.** See "Index to consolidated financial statements" on page F-1 of this Annual Report on Form 10-K.
 3. **See section below entitled "Exhibits."**
- (b) Exhibits. Refer to the Exhibit Index that follows. Unless otherwise noted, the file number of all documents incorporated by reference is 1-14023.

EXHIBIT NO.	DESCRIPTION
3.1	Articles Supplementary filed with the State Department of Assessments and Taxation of Maryland on September 22, 2014 (filed with the Company's Current Report on Form 8-K dated September 24, 2014 and incorporated herein by reference).
3.2	Amended and Restated Declaration of Trust of Corporate Office Properties Trust, as amended through November 2017 (filed herewith).
3.3	Amended and Restated Bylaws of Corporate Office Properties Trust, as amended through May 2017 (filed on July 31, 2017 with the Registrant's Quarterly Report on Form 10-O for the quarter ended June 30, 2017 and incorporated herein by reference).
3.4	Form of certificate for the Registrant's Common Shares of Beneficial Interest, \$0.01 par value per share (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
10.1.1	Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 7, 1999 (filed on March 16, 2000 with the Company's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).
10.1.2	First Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 21, 1999 (filed on March 16, 2000 with the Company's Annual Report on Form 10-K for the year ended December 31, 1999 and incorporated herein by reference).
10.1.3	Second Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 21, 1999 (filed with the Company's Post Effective Amendment No. 2 to Form S-3 dated November 1, 2000 (Registration Statement No. 333-71807) and incorporated herein by reference).
10.1.4	Third Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated September 29, 2000 (filed with the Company's Post Effective Amendment No. 2 to Form S-3 dated November 1, 2000 (Registration Statement No. 333-71807) and incorporated herein by reference).
10.1.5	Fourth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated November 27, 2000 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).
10.1.6	Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated January 25, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).

EXHIBIT NO.	DESCRIPTION
10.1.7	<u>Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated April 3, 2001 (filed with the Company's Current Report on Form 8-K dated April 4, 2001 and incorporated herein by reference).</u>
10.1.8	<u>Seventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated August 30, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
10.1.9	<u>Eighth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated September 14, 2001 (filed with the Company's Amended Current Report on Form 8-K dated September 14, 2001 and incorporated herein by reference).</u>
10.1.10	<u>Ninth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated October 16, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
10.1.11	<u>Tenth Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 29, 2001 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
10.1.12	<u>Eleventh Amendment to Second Amended and Restated Limited Partnership Agreement of the Operating Partnership, dated December 15, 2002 (filed on March 27, 2003 with the Company's Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference).</u>
10.1.13	<u>Twelfth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 2, 2003 (filed on August 12, 2003 with the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 and incorporated herein by reference).</u>
10.1.14	<u>Thirteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated August 11, 2003 (filed on November 12, 2003 with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 and incorporated herein by reference).</u>
10.1.15	<u>Fourteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated December 18, 2003 (filed on March 11, 2004 with the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).</u>
10.1.16	<u>Fifteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 31, 2004 (filed on March 11, 2004 with the Company's Annual Report on Form 10-K for the year ended December 31, 2003 and incorporated herein by reference).</u>
10.1.17	<u>Sixteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 15, 2004 (filed on May 7, 2004 with the Company's Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference).</u>
10.1.18	<u>Seventeenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 23, 2004 (filed with the Company's Current Report on Form 8-K dated September 23, 2004 and incorporated herein by reference).</u>
10.1.19	<u>Eighteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 18, 2005 (filed with the Company's Form 8-K on April 22, 2005 and incorporated herein by reference).</u>
10.1.20	<u>Nineteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 8, 2005 (filed with the Company's Current Report on Form 8-K on July 14, 2005 and incorporated herein by reference).</u>
10.1.21	<u>Twentieth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 29, 2006 (filed with the Company's Current Report on Form 8-K dated July 6, 2006 and incorporated herein by reference).</u>
10.1.22	<u>Twenty-First Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 20, 2006 (filed with the Company's Current Report on Form 8-K dated July 26, 2006 and incorporated herein by reference).</u>
10.1.23	<u>Twenty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 9, 2007 (filed with the Company's Current Report on Form 8-K dated January 16, 2007 and incorporated herein by reference).</u>
10.1.24	<u>Twenty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 6, 2007 (filed with the Company's Current Report on Form 8-K dated April 12, 2007 and incorporated herein by reference).</u>
10.1.25	<u>Twenty-Fourth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated November 2, 2007 (filed with the Company's Current Report on Form 8-K dated November 5, 2007 and incorporated herein by reference).</u>

EXHIBIT NO.	DESCRIPTION
10.1.26	Twenty-Fifth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated December 31, 2008 (filed with the Company's Current Report on Form 8-K dated January 5, 2009 and incorporated herein by reference).
10.1.27	Twenty-Sixth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated March 4, 2010 (filed with the Company's Current Report on Form 8-K dated March 10, 2010 and incorporated herein by reference).
10.1.28	Twenty-Seventh Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated February 3, 2011 (filed with the Company's Current Report on Form 8-K dated February 9, 2011 and incorporated herein by reference).
10.1.29	Twenty-Eighth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 15, 2011 (filed with the Company's Current Report on Form 8-K dated September 16, 2011 and incorporated herein by reference).
10.1.30	Twenty-Ninth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated June 27, 2012 (filed with the Company's Current Report on Form 8-K dated June 27, 2012 and incorporated herein by reference).
10.1.31	Thirtieth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated July 16, 2013 (filed with the Company's Current Report on Form 8-K dated July 19, 2013 and incorporated herein by reference).
10.1.32	Thirty-First Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated September 17, 2013 (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).
10.1.33	Thirty-Second Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 15, 2015 (filed with the Company's Current Report on Form 8-K dated April 21, 2015 and incorporated herein by reference).
10.1.34	Thirty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated January 25, 2018 (filed with the Company's Current Report on Form 8-K dated January 26, 2018 and incorporated herein by reference).
10.2.1*	Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed with the Registrant's Registration Statement on Form S-4 (Commission File No. 333-45649) and incorporated herein by reference).
10.2.2*	Amendment No. 1 to Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed on August 13, 1999 with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 and incorporated herein by reference).
10.2.3*	Amendment No. 2 to Corporate Office Properties Trust 1998 Long Term Incentive Plan (filed on March 22, 2002 with the Company's Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference).
10.3.1*	Corporate Office Properties Trust Supplemental Nonqualified Deferred Compensation Plan (filed with the Company's Current Report on Form 8-K dated December 10, 2008 and incorporated herein by reference).
10.3.2*	First Amendment to the Corporate Office Properties Trust Supplemental Nonqualified Deferred Compensation Plan dated December 4, 2008 (filed with the Company's Current Report on Form 8-K dated December 10, 2008 and incorporated herein by reference).
10.4.1*	Corporate Office Properties Trust 2008 Omnibus Equity and Incentive Plan (included in Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 9, 2008 and incorporated herein by reference).
10.4.2*	Corporate Office Properties Trust Amended and Restated 2008 Omnibus Equity and Incentive Plan (included in Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 30, 2010 and incorporated herein by reference).
10.4.3*	Corporate Office Properties Trust First Amendment to the Amended and Restated 2008 Omnibus Equity and Incentive Plan (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and incorporated herein by reference).
10.5*	Corporate Office Properties Trust 2017 Omnibus Equity and Incentive Plan (included in Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on March 27, 2017 and incorporated herein by reference).
10.5.1*	Form of Corporate Office Properties Trust Performance-Based Restricted Share Unit Award Certificate (2017 Omnibus Equity and Incentive Plan) (filed with the Company's Current Report on Form 8-K dated August 23, 2017 and incorporated herein by reference).
10.5.2*	Form of Corporate Office Properties Trust Performance-Based Restricted Share Unit Award Certificate (2017 Omnibus Equity and Incentive Plan) (filed herewith).

EXHIBIT NO.	DESCRIPTION
10.6*	<u>Corporate Office Properties Trust and Corporate Office Properties, L.P. Executive Change in Control and Severance Plan (filed with the Company's Current Report on Form 8-K dated March 13, 2013 and incorporated herein by reference).</u>
10.7*	<u>Separation Agreement, dated February 11, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Roger A. Waesche, Jr. (filed with the Company's Current Report on Form 8-K dated February 12, 2016 and incorporated herein by reference).</u>
10.8*	<u>Separation Agreement, dated February 26, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Wayne H. Lingafelter (filed with the Company's Current Report on Form 8-K dated March 3, 2016 and incorporated herein by reference).</u>
10.9*	<u>Letter Agreement, dated May 12, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Stephen E. Budorick (filed with the Company's Current Report on Form 8-K dated May 17, 2016 and incorporated herein by reference).</u>
10.10*	<u>Separation Agreement, dated July 26, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Karen M. Singer (filed with the Company's Form 8-K dated July 28, 2016 and incorporated herein by reference).</u>
10.11*	<u>Letter Agreement, dated November 1, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Anthony Mifsud (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.12*	<u>Letter Agreement, dated November 1, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Gregory J. Thor (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.13*	<u>Letter Agreement, dated November 28, 2016, between Corporate Office Properties Trust, Corporate Office Properties, L.P., and Paul R. Adkins (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).</u>
10.14	<u>Amended and Restated Registration Rights Agreement, dated March 16, 1998, for the benefit of certain shareholders of the Company (filed on August 12, 1998 with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 and incorporated herein by reference).</u>
10.15	<u>Amended, Restated and Consolidated Credit Agreement, dated as of May 6, 2015, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; KeyBank National Association; KeyBanc Capital Markets, Inc.; J.P. Morgan Securities LLC; JPMorgan Chase Bank, N.A.; Bank of America, N.A.; PNC Bank, National Association; Royal Bank of Canada; Wells Fargo Bank, National Association; Barclays Bank PLC; Regions Bank; Citizens Bank of Pennsylvania; and Citibank, N.A. (filed with the Company's Current Report on Form 8-K dated May 12, 2015 and incorporated herein by reference).</u>
10.16	<u>Indenture, dated as of May 6, 2013, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated May 7, 2013 and incorporated herein by reference).</u>
10.17	<u>Registration Rights Agreement, dated May 6, 2013, among Corporate Office Properties, L.P., Corporate Office Properties Trust, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC (filed with the Company's Current Report on Form 8-K dated May 7, 2013 and incorporated herein by reference).</u>
10.18	<u>Indenture, dated as of September 16, 2013, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).</u>
10.19	<u>First Supplemental Indenture, dated September 16, 2013, by and among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated September 19, 2013 and incorporated herein by reference).</u>
10.20	<u>Second Supplemental Indenture, dated as of May 14, 2014, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee. (filed with the Company's Current Report on Form 8-K dated May 20, 2014 and incorporated herein by reference).</u>
10.21	<u>Third Supplemental Indenture, dated as of June 29, 2015, among Corporate Office Properties, L.P., as issuer, Corporate Office Properties Trust, as guarantor, and U.S. Bank National Association, as trustee (filed with the Company's Current Report on Form 8-K dated July 1, 2015 and incorporated herein by reference).</u>
10.22.1	<u>Term Loan Agreement, dated as of December 17, 2015, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and incorporated herein by reference).</u>

EXHIBIT NO.	DESCRIPTION
10.22.2	First Amendment to Term Loan Agreement, dated as of September 15, 2016, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30 2016 and incorporated herein by reference).
10.22.3	Second Amendment to Term Loan Agreement, dated as of December 18, 2017, by and among Corporate Office Properties, L.P.; Corporate Office Properties Trust; Capital One, National Association, PNC Capital Markets LLC and Regions Capital Markets, a division of Regions Bank, PNC Bank, National Association and Regions Bank (filed herewith).
12.1	COPT's Statement regarding Computation of Consolidated Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends (filed herewith).
12.2	COPLP's Statement regarding Computation of Consolidated Ratio of Earnings to Fixed Charges (filed herewith).
21.1	Subsidiaries of COPT (filed herewith).
21.2	Subsidiaries of COPLP (filed herewith).
23.1	COPT's Consent of Independent Registered Public Accounting Firm (filed herewith).
23.2	COPLP's Consent of Independent Registered Public Accounting Firm (filed herewith).
31.1	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).
31.2	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).
31.3	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).
31.4	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).
32.1	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).
32.2	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).
32.3	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).
32.4	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).
101.INS	XBRL Instance Document (filed herewith).
101.SCH	XBRL Taxonomy Extension Schema Document (filed herewith).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith).
101.LAB	XBRL Extension Labels Linkbase (filed herewith).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith).
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (filed herewith).

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

(c) Not applicable.

Item 16. Form 10-K Summary

None.

SIGNATURES

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

CORPORATE OFFICE PROPERTIES TRUST

Date: February 16, 2018

By: /s/ Stephen E. Budorick
Stephen E. Budorick
President and Chief Executive Officer

Date: February 16, 2018

By: /s/ Anthony Mifsud
Anthony Mifsud
Executive Vice President and Chief Financial Officer

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

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

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

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,
its General Partner

Date: February 16, 2018

By: /s/ Stephen E. Budorick
Stephen E. Budorick
President and Chief Executive Officer

Date: February 16, 2018

By: /s/ Anthony Mifsud
Anthony Mifsud
Executive Vice President and Chief Financial Officer

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

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

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

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

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

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

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

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

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

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

Report of Independent Registered Public Accounting Firm

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

Opinions on the Financial Statements and Internal Control over Financial Reporting

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

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

Basis for Opinions

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

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

February 16, 2018

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

Report of Independent Registered Public Accounting Firm

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

Opinions on the Financial Statements and Internal Control over Financial Reporting

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

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

Basis for Opinions

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

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

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

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ PricewaterhouseCoopers LLP

Baltimore, Maryland

February 16, 2018

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

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

	December 31,	
	2017	2016
Assets		
Properties, net:		
Operating properties, net	\$ 2,737,611	\$ 2,671,831
Projects in development or held for future development	403,494	401,531
Total properties, net	3,141,105	3,073,362
Assets held for sale, net	42,226	94,654
Cash and cash equivalents	12,261	209,863
Restricted cash and marketable securities	7,186	8,193
Investment in unconsolidated real estate joint venture	25,066	25,548
Accounts receivable (net of allowance for doubtful accounts of \$607 and \$603, respectively)	31,802	34,438
Deferred rent receivable (net of allowance of \$364 and \$373, respectively)	86,710	90,219
Intangible assets on real estate acquisitions, net	59,092	78,351
Deferred leasing costs (net of accumulated amortization of \$29,560 and \$65,988, respectively)	48,322	41,214
Investing receivables	57,493	52,279
Prepaid expenses and other assets, net	67,221	72,764
Total assets	\$ 3,578,484	\$ 3,780,885
Liabilities and equity		
Liabilities:		
Debt, net	\$ 1,828,333	\$ 1,904,001
Accounts payable and accrued expenses	108,137	108,682
Rents received in advance and security deposits	25,648	29,798
Dividends and distributions payable	28,921	31,335
Deferred revenue associated with operating leases	11,682	12,666
Redeemable preferred shares of beneficial interest	—	26,583
Deferred property sale	43,377	—
Capital lease obligation	15,853	—
Other liabilities	41,822	50,177
Total liabilities	2,103,773	2,163,242
Commitments and contingencies (Note 19)		
Redeemable noncontrolling interests	23,125	22,979
Equity:		
Corporate Office Properties Trust's shareholders' equity:		
Preferred Shares of beneficial interest at liquidation preference	—	172,500
Common Shares of beneficial interest (\$0.01 par value; shares authorized of 150,000,000 at December 31, 2017 and 125,000,000 at December 31, 2016; shares issued and outstanding of 101,292,299 at December 31, 2017 and 98,498,651 at December 31, 2016)	1,013	985
Additional paid-in capital	2,201,047	2,116,581
Cumulative distributions in excess of net income	(818,190)	(765,276)
Accumulated other comprehensive income (loss)	2,167	(1,731)
Total Corporate Office Properties Trust's shareholders' equity	1,386,037	1,523,059
Noncontrolling interests in subsidiaries:		
Common units in COPLP	44,481	49,228
Preferred units in COPLP	8,800	8,800
Other consolidated entities	12,268	13,577
Noncontrolling interests in subsidiaries	65,549	71,605
Total equity	1,451,586	1,594,664
Total liabilities, redeemable noncontrolling interests and equity	\$ 3,578,484	\$ 3,780,885

See accompanying notes to consolidated financial statements.

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

For the Years Ended December 31,

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

(1) Basic and diluted earnings per common share are calculated based on amounts attributable to common shareholders of Corporate Office Properties Trust.
See accompanying notes to consolidated financial statements.

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

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

See accompanying notes to consolidated financial statements.

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

	Preferred Shares	Common Shares	Additional Paid-in Capital	Cumulative Distributions in Excess of Net Income	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
Balance at December 31, 2014 (93,255,284 common shares outstanding)	\$ 199,083	\$ 933	\$ 1,969,968	\$ (717,264)	\$ (1,297)	\$ 69,461	\$ 1,520,884
Conversion of common units to common shares (160,160 shares)	—	2	2,149	—	—	(2,151)	—
Common shares issued under at-the-market program (890,241 shares)	—	9	26,526	—	—	—	26,535
Exercise of share options (76,474 shares)	—	—	2,008	—	—	—	2,008
Share-based compensation (149,353 shares issued, net of redemptions)	—	1	7,397	—	—	—	7,398
Redemption of vested equity awards	—	—	(2,462)	—	—	—	(2,462)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(682)	—	—	682	—
Comprehensive income	—	—	—	178,300	(1,541)	8,488	185,247
Dividends	—	—	—	(118,208)	—	—	(118,208)
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(4,706)	(4,706)
Contributions from noncontrolling interests in other consolidated entities	—	—	—	—	—	300	300
Distributions to noncontrolling interest in other consolidated entities	—	—	—	—	—	(35)	(35)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	116	—	—	—	116
Tax loss from share-based compensation	—	—	(513)	—	—	—	(513)
Balance at December 31, 2015 (94,531,512 common shares outstanding)	199,083	945	2,004,507	(657,172)	(2,838)	72,039	1,616,564
Reclassification of preferred shares to be redeemed to liability (531,667 shares)	(26,583)	—	17	(17)	—	—	(26,583)
Conversion of common units to common shares (87,000 shares)	—	1	1,166	—	—	(1,167)	—
Common shares issued under at-the-market program (3,721,227 shares)	—	37	109,016	—	—	—	109,053
Share-based compensation (158,912 shares issued, net of redemptions)	—	2	7,451	—	—	—	7,453
Redemption of vested equity awards	—	—	(2,466)	—	—	—	(2,466)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(2,158)	—	—	2,158	—
Comprehensive income	—	—	—	11,439	1,107	1,997	14,543
Dividends	—	—	—	(119,526)	—	—	(119,526)
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(4,650)	(4,650)
Contributions from noncontrolling interests in other consolidated entities	—	—	—	—	—	1,244	1,244
Distributions to noncontrolling interests in other consolidated entities	—	—	—	—	—	(16)	(16)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	(621)	—	—	—	(621)
Tax loss from share-based compensation	—	—	(331)	—	—	—	(331)
Balance at December 31, 2016 (98,498,651 common shares outstanding)	172,500	985	2,116,581	(765,276)	(1,731)	71,605	1,594,664
Redemption of preferred shares (6,900,000 shares)	(172,500)	—	6,847	(6,847)	—	—	(172,500)
Conversion of common units to common shares (339,513 shares)	—	3	4,633	—	—	(4,636)	—
Common shares issued under forward equity sale agreements (1,678,913 shares)	—	17	49,927	—	—	—	49,944
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 (179,180 shares issued, net of redemptions)	—	2	6,093	—	—	—	6,095
Redemption of vested equity awards	—	—	(1,973)	—	—	—	(1,973)
Adjustments to noncontrolling interests resulting from changes in ownership of COPLP	—	—	(1,486)	—	—	1,486	—
Comprehensive income	—	—	—	70,091	3,898	4,033	78,022
Dividends	—	—	—	(116,158)	—	—	(116,158)
Distributions to owners of common and preferred units in COPLP	—	—	—	—	—	(4,322)	(4,322)
Distributions to noncontrolling interests in other consolidated entities	—	—	—	—	—	(2,617)	(2,617)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	626	—	—	—	626
Tax loss from share-based compensation	—	—	(13)	—	—	—	(13)
Balance at December 31, 2017 (101,292,299 common shares outstanding)	\$ —	\$ 1,013	\$ 2,201,047	\$ (818,190)	\$ 2,167	\$ 65,549	\$ 1,451,586

See accompanying notes to consolidated financial statements.

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

	For the Years Ended December 31,		
	2017	2016	2015
Cash flows from operating activities			
Revenues from real estate operations received	\$ 510,985	\$ 514,098	\$ 503,503
Construction contract and other service revenues received	102,531	76,824	117,107
Property operating expenses paid	(186,478)	(197,254)	(190,281)
Construction contract and other service expenses paid	(82,707)	(46,318)	(124,481)
General, administrative, leasing, business development and land carry costs paid	(32,673)	(34,877)	(38,113)
Interest expense paid	(73,079)	(78,158)	(65,816)
Lease incentives paid	(9,725)	(2,760)	(1,724)
Income taxes paid	(31)	(5)	(8)
Other	1,831	988	3,821
Net cash provided by operating activities	<u>230,654</u>	<u>232,538</u>	<u>204,008</u>
Cash flows from investing activities			
Construction, development and redevelopment	(200,504)	(161,519)	(234,346)
Acquisitions of operating properties and related intangible assets	—	—	(202,866)
Tenant improvements on operating properties	(33,409)	(34,275)	(29,413)
Other capital improvements on operating properties	(22,882)	(26,345)	(23,147)
Proceeds from dispositions of properties	180,839	262,866	193,735
Proceeds from partial sales of properties, net of related debt	—	43,681	—
Leasing costs paid	(14,581)	(10,296)	(13,710)
Other	827	(2,663)	2,215
Net cash (used in) provided by investing activities	<u>(89,710)</u>	<u>71,449</u>	<u>(307,532)</u>
Cash flows from financing activities			
Proceeds from debt			
Revolving Credit Facility	352,000	495,500	522,000
Unsecured senior notes	—	—	296,580
Other debt proceeds	—	255,000	164,000
Repayments of debt			
Revolving Credit Facility	(226,000)	(539,000)	(561,500)
Scheduled principal amortization	(3,862)	(5,395)	(6,728)
Other debt repayments	(200,200)	(323,107)	(155,307)
Deferred financing costs paid	(500)	(825)	(7,522)
Net proceeds from issuance of common shares	69,534	109,069	28,567
Redemption of preferred shares	(199,083)	—	—
Common share dividends paid	(109,174)	(104,135)	(103,638)
Preferred share dividends paid	(9,305)	(14,210)	(14,210)
Distributions paid to noncontrolling interests in COPLP	(4,426)	(4,619)	(4,752)
Distributions paid to redeemable noncontrolling interests	(8,215)	(15,206)	(2,993)
Redemption of vested equity awards	(1,973)	(2,466)	(2,462)
Other	2,658	(5,040)	5,722
Net cash (used in) provided by financing activities	<u>(338,546)</u>	<u>(154,434)</u>	<u>157,757</u>
Net (decrease) increase in cash and cash equivalents	<u>(197,602)</u>	<u>149,553</u>	<u>54,233</u>
Cash and cash equivalents			
Beginning of year	209,863	60,310	6,077
End of year	<u>\$ 12,261</u>	<u>\$ 209,863</u>	<u>\$ 60,310</u>

See accompanying notes to consolidated financial statements.

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

	For the Years Ended December 31,		
	2017	2016	2015
Reconciliation of net income to net cash provided by operating activities:			
Net income	\$ 76,333	\$ 15,655	\$ 188,878
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and other amortization	136,501	134,870	142,231
Impairment losses	15,116	101,341	23,523
Amortization of deferred financing costs and net debt discounts	4,307	5,885	5,588
Increase in deferred rent receivable	(2,651)	(145)	(14,969)
Gain on sales of real estate	(9,890)	(40,986)	(68,047)
Share-based compensation	5,615	6,843	6,574
Loss (gain) on early extinguishment of debt	513	456	(86,028)
Other	(6,121)	(4,295)	528
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	2,783	(5,262)	1,331
Decrease (increase) in restricted cash and marketable securities	2,015	(365)	(1,241)
Decrease (increase) in prepaid expenses and other assets, net	5,737	(17,272)	2,853
Increase (decrease) in accounts payable, accrued expenses and other liabilities	4,309	43,163	(3,620)
(Decrease) increase in rents received in advance and security deposits	(3,913)	(7,350)	6,407
Net cash provided by operating activities	<u>\$ 230,654</u>	<u>\$ 232,538</u>	<u>\$ 204,008</u>
Supplemental schedule of non-cash investing and financing activities:			
(Decrease) increase in accrued capital improvements, leasing and other investing activity costs	\$ (10,654)	\$ 5,950	\$ (14,797)
Increase in property in connection with capital lease obligation	\$ 16,127	\$ —	\$ —
Increase in property and redeemable noncontrolling interests in connection with property contributed into a joint venture	\$ —	\$ 22,600	\$ —
Decrease in redeemable noncontrolling interests and increase in other liabilities in connection with distribution payable to redeemable noncontrolling interests	\$ —	\$ 6,675	\$ —
Non-cash changes from partial sale of properties, net of debt:			
Decrease in properties, net	\$ —	\$ (114,597)	\$ —
Increase in investment in unconsolidated real estate joint venture	\$ —	\$ 25,680	\$ —
Decrease in debt	\$ —	\$ 59,534	\$ —
Other net decreases in assets and liabilities	\$ —	\$ 3,619	\$ —
Debt assumed on acquisition of operating property	\$ —	\$ —	\$ 55,490
Other liabilities assumed on acquisition of operating properties	\$ —	\$ —	\$ 5,179
Decrease in property in connection with surrender of property in settlement of debt	\$ —	\$ —	\$ (82,738)
Decrease in debt in connection with surrender of property in settlement of debt	\$ —	\$ —	\$ (150,000)
Increase in property and redeemable noncontrolling interests in connection with property contribution by redeemable noncontrolling interests in a joint venture	\$ —	\$ —	\$ 1,415
Increase (decrease) in fair value of derivatives applied to accumulated other comprehensive income (loss) and noncontrolling interests	\$ 3,845	\$ 1,315	\$ (1,140)
Equity in other comprehensive income (loss) of an equity method investee	\$ 39	\$ (184)	\$ (264)
Reclassification of preferred shares to be redeemed to liability	\$ —	\$ 26,583	\$ —
Dividends/distributions payable	\$ 28,921	\$ 31,335	\$ 30,178
Decrease in noncontrolling interests and increase in shareholders' equity in connection with the conversion of common units into common shares	\$ 4,636	\$ 1,167	\$ 2,151
Adjustments to noncontrolling interests resulting from changes in COPLP ownership	\$ 1,486	\$ 2,158	\$ 682
(Decrease) increase in redeemable noncontrolling interests and (increase) decrease in equity to carry redeemable noncontrolling interests at fair value	\$ (626)	\$ 621	\$ (116)

See accompanying notes to consolidated financial statements.

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

	December 31,	
	2017	2016
Assets		
Properties, net:		
Operating properties, net	\$ 2,737,611	\$ 2,671,831
Projects in development or held for future development	403,494	401,531
Total properties, net	3,141,105	3,073,362
Assets held for sale, net	42,226	94,654
Cash and cash equivalents	12,261	209,863
Restricted cash and marketable securities	2,570	2,756
Investment in unconsolidated real estate joint venture	25,066	25,548
Accounts receivable (net of allowance for doubtful accounts of \$607 and \$603, respectively)	31,802	34,438
Deferred rent receivable (net of allowance of \$364 and \$373, respectively)	86,710	90,219
Intangible assets on real estate acquisitions, net	59,092	78,351
Deferred leasing costs (net of accumulated amortization of \$29,560 and \$65,988, respectively)	48,322	41,214
Investing receivables	57,493	52,279
Prepaid expenses and other assets, net	67,221	72,764
Total assets	\$ 3,573,868	\$ 3,775,448
Liabilities and equity		
Liabilities:		
Debt, net	\$ 1,828,333	\$ 1,904,001
Accounts payable and accrued expenses	108,137	108,682
Rents received in advance and security deposits	25,648	29,798
Distributions payable	28,921	31,335
Deferred revenue associated with operating leases	11,682	12,666
Redeemable preferred units of general partner, 531,667 units outstanding at December 31, 2016	—	26,583
Deferred property sale	43,377	—
Capital lease obligation	15,853	—
Other liabilities	37,206	44,740
Total liabilities	2,099,157	2,157,805
Commitments and contingencies (Note 19)		
Redeemable noncontrolling interests	23,125	22,979
Equity:		
Corporate Office Properties, L.P.'s equity:		
Preferred units		
General partner, preferred units outstanding of 6,900,000 at December 31, 2016	—	172,500
Limited partner, 352,000 preferred units outstanding at December 31, 2017 and 2016	8,800	8,800
Common units, 101,292,299 and 98,498,651 held by the general partner and 3,250,878 and 3,590,391 held by limited partners at December 31, 2017 and 2016, respectively	1,428,301	1,401,597
Accumulated other comprehensive income (loss)	2,173	(1,854)
Total Corporate Office Properties, L.P.'s equity	1,439,274	1,581,043
Noncontrolling interests in subsidiaries	12,312	13,621
Total equity	1,451,586	1,594,664
Total liabilities, redeemable noncontrolling interests and equity	\$ 3,573,868	\$ 3,775,448

See accompanying notes to consolidated financial statements.

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

For the Years Ended December 31,

	2017	2016	2015
Revenues			
Rental revenue	\$ 405,722	\$ 417,711	\$ 420,340
Tenant recoveries and other real estate operations revenue	104,258	108,253	98,724
Construction contract and other service revenues	102,840	48,364	106,402
Total revenues	612,820	574,328	625,466
Expenses			
Property operating expenses	190,964	197,530	194,494
Depreciation and amortization associated with real estate operations	134,228	132,719	140,025
Construction contract and other service expenses	99,618	45,481	102,696
Impairment losses	15,123	101,391	23,289
General, administrative and leasing expenses	30,837	36,553	31,361
Business development expenses and land carry costs	6,213	8,244	13,507
Total operating expenses	476,983	521,918	505,372
Operating income	135,837	52,410	120,094
Interest expense	(76,983)	(83,163)	(89,074)
Interest and other income	6,318	5,444	4,517
(Loss) gain on early extinguishment of debt	(513)	(1,110)	85,275
Income (loss) from continuing operations before equity in income of unconsolidated entities and income taxes	64,659	(26,419)	120,812
Equity in income of unconsolidated entities	2,882	1,332	62
Income tax expense	(1,098)	(244)	(199)
Income (loss) from continuing operations	66,443	(25,331)	120,675
Discontinued operations	—	—	156
Income (loss) before gain on sales of real estate	66,443	(25,331)	120,831
Gain on sales of real estate	9,890	40,986	68,047
Net income	76,333	15,655	188,878
Net income attributable to noncontrolling interests in consolidated entities	(3,646)	(3,715)	(3,520)
Net income attributable to COPLP	72,687	11,940	185,358
Preferred unit distributions	(6,879)	(14,957)	(14,870)
Issuance costs associated with redeemed preferred units	(6,847)	(17)	—
Net income (loss) attributable to COPLP common unitholders	<u>\$ 58,961</u>	<u>\$ (3,034)</u>	<u>\$ 170,488</u>
Net income attributable to COPLP:			
Income from continuing operations	\$ 72,687	\$ 11,940	\$ 185,199
Discontinued operations, net	—	—	159
Net income attributable to COPLP	<u>\$ 72,687</u>	<u>\$ 11,940</u>	<u>\$ 185,358</u>
Basic earnings per common unit (1)			
Income (loss) from continuing operations	\$ 0.57	\$ (0.04)	\$ 1.74
Net income (loss) attributable to COPLP common unitholders	<u>\$ 0.57</u>	<u>\$ (0.04)</u>	<u>\$ 1.74</u>
Diluted earnings per common unit (1)			
Income (loss) from continuing operations	\$ 0.57	\$ (0.04)	\$ 1.74
Net income (loss) attributable to COPLP common unitholders	<u>\$ 0.57</u>	<u>\$ (0.04)</u>	<u>\$ 1.74</u>

(1) Basic and diluted earnings per common unit are calculated based on amounts attributable to common unitholders of Corporate Office Properties, L.P.
See accompanying notes to consolidated financial statements.

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

	For the Years Ended December 31,		
	2017	2016	2015
Net income	\$ 76,333	\$ 15,655	\$ 188,878
Other comprehensive income (loss)			
Unrealized gain (loss) on interest rate derivatives	684	(2,915)	(4,739)
Loss on interest rate derivatives recognized in interest expense (effective portion)	3,216	4,230	3,599
Loss on interest rate derivatives recognized in interest expense (ineffective portion)	88	—	—
Equity in other comprehensive income (loss) of equity method investee	39	(184)	(264)
Other comprehensive income (loss)	4,027	1,131	(1,404)
Comprehensive income	80,360	16,786	187,474
Comprehensive income attributable to noncontrolling interests	(3,646)	(3,715)	(3,720)
Comprehensive income attributable to COPLP	<u>\$ 76,714</u>	<u>\$ 13,071</u>	<u>\$ 183,754</u>

See accompanying notes to consolidated financial statements.

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

	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, 2014	352,000	\$ 8,800	7,431,667	\$ 199,083	97,092,835	\$ 1,305,219	\$ (1,381)	\$ 9,163	\$ 1,520,884
Issuance of common units resulting from common shares issued under COPT at-the-market program	—	—	—	—	890,241	26,535	—	—	26,535
Issuance of common units resulting from exercise of share options	—	—	—	—	76,474	2,008	—	—	2,008
Share-based compensation (units net of redemption)	—	—	—	—	149,353	7,398	—	—	7,398
Redemptions of vested equity awards	—	—	—	—	—	(2,462)	—	—	(2,462)
Comprehensive income	—	660	—	14,210	—	170,488	(1,604)	1,493	185,247
Distributions to owners of common and preferred units	—	(660)	—	(14,210)	—	(108,044)	—	—	(122,914)
Contributions from noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	300	300
Distributions to noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	(35)	(35)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	—	—	—	116	—	—	116
Tax loss from share-based compensation	—	—	—	—	—	(513)	—	—	(513)
Balance at December 31, 2015	352,000	8,800	7,431,667	199,083	98,208,903	1,400,745	(2,985)	10,921	1,616,564
Reclassification of preferred units to be redeemed to liability	—	—	(531,667)	(26,583)	—	—	—	—	(26,583)
Issuance of common units resulting from common shares issued under COPT at-the-market program	—	—	—	—	3,721,227	109,053	—	—	109,053
Share-based compensation (units net of redemption)	—	—	—	—	158,912	7,453	—	—	7,453
Redemptions of vested equity awards	—	—	—	—	—	(2,466)	—	—	(2,466)
Comprehensive income	—	660	—	14,297	—	(3,017)	1,131	1,472	14,543
Distributions to owners of common and preferred units	—	(660)	—	(14,297)	—	(109,219)	—	—	(124,176)
Contributions from noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	1,244	1,244
Distributions to noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	(16)	(16)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	—	—	—	(621)	—	—	(621)
Tax loss from share-based compensation	—	—	—	—	—	(331)	—	—	(331)
Balance at December 31, 2016	352,000	8,800	6,900,000	172,500	102,089,042	1,401,597	(1,854)	13,621	1,594,664
Redemption of preferred units resulting from redemption of preferred shares	—	—	(6,900,000)	(172,500)	—	—	—	—	(172,500)
Issuance of common units resulting from COPT forward equity sale agreements	—	—	—	—	1,678,913	49,944	—	—	49,944
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)	—	—	—	—	179,180	6,095	—	—	6,095
Redemptions of vested equity awards	—	—	—	—	—	(1,973)	—	—	(1,973)
Comprehensive income	—	660	—	6,219	—	65,808	4,027	1,308	78,022
Distributions to owners of common and preferred units	—	(660)	—	(6,219)	—	(113,601)	—	—	(120,480)
Distributions to noncontrolling interests in subsidiaries	—	—	—	—	—	—	—	(2,617)	(2,617)
Adjustment to arrive at fair value of redeemable noncontrolling interests	—	—	—	—	—	626	—	—	626
Tax loss from share-based compensation	—	—	—	—	—	(13)	—	—	(13)
Balance at December 31, 2017	352,000	\$ 8,800	—	\$ —	104,543,177	\$ 1,428,301	\$ 2,173	\$ 12,312	\$ 1,451,586

See accompanying notes to consolidated financial statements.

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

	For the Years Ended December 31,		
	2017	2016	2015
Cash flows from operating activities			
Revenues from real estate operations received	\$ 510,985	\$ 514,098	\$ 503,503
Construction contract and other service revenues received	102,531	76,824	117,107
Property operating expenses paid	(186,478)	(197,254)	(190,281)
Construction contract and other service expenses paid	(82,707)	(46,318)	(124,481)
General, administrative, leasing, business development and land carry costs paid	(32,673)	(34,877)	(38,113)
Interest expense paid	(73,079)	(78,158)	(65,816)
Lease incentives paid	(9,725)	(2,760)	(1,724)
Income taxes paid	(31)	(5)	(8)
Other	1,831	988	3,821
Net cash provided by operating activities	<u>230,654</u>	<u>232,538</u>	<u>204,008</u>
Cash flows from investing activities			
Construction, development and redevelopment	(200,504)	(161,519)	(234,346)
Acquisitions of operating properties and related intangible assets	—	—	(202,866)
Tenant improvements on operating properties	(33,409)	(34,275)	(29,413)
Other capital improvements on operating properties	(22,882)	(26,345)	(23,147)
Proceeds from dispositions of properties	180,839	262,866	193,735
Proceeds from partial sales of properties, net of related debt	—	43,681	—
Leasing costs paid	(14,581)	(10,296)	(13,710)
Other	827	(2,663)	2,215
Net cash (used in) provided by investing activities	<u>(89,710)</u>	<u>71,449</u>	<u>(307,532)</u>
Cash flows from financing activities			
Proceeds from debt			
Revolving Credit Facility	352,000	495,500	522,000
Unsecured senior notes	—	—	296,580
Other debt proceeds	—	255,000	164,000
Repayments of debt			
Revolving Credit Facility	(226,000)	(539,000)	(561,500)
Scheduled principal amortization	(3,862)	(5,395)	(6,728)
Other debt repayments	(200,200)	(323,107)	(155,307)
Deferred financing costs paid	(500)	(825)	(7,522)
Net proceeds from issuance of common units	69,534	109,069	28,567
Redemption of preferred units	(199,083)	—	—
Common unit distributions paid	(112,940)	(108,094)	(107,730)
Preferred unit distributions paid	(9,965)	(14,870)	(14,870)
Distributions paid to redeemable noncontrolling interests	(8,215)	(15,206)	—
Redemption of vested equity awards	(1,973)	(2,466)	(2,462)
Other	2,658	(5,040)	2,729
Net cash (used in) provided by financing activities	<u>(338,546)</u>	<u>(154,434)</u>	<u>157,757</u>
Net (decrease) increase in cash and cash equivalents	<u>(197,602)</u>	<u>149,553</u>	<u>54,233</u>
Cash and cash equivalents			
Beginning of year	209,863	60,310	6,077
End of year	<u>\$ 12,261</u>	<u>\$ 209,863</u>	<u>\$ 60,310</u>

See accompanying notes to consolidated financial statements.

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

	For the Years Ended December 31,		
	2017	2016	2015
Reconciliation of net income to net cash provided by operating activities:			
Net income	\$ 76,333	\$ 15,655	\$ 188,878
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and other amortization	136,501	134,870	142,231
Impairment losses	15,116	101,341	23,523
Amortization of deferred financing costs and net debt discounts	4,307	5,885	5,588
Increase in deferred rent receivable	(2,651)	(145)	(14,969)
Gain on sales of real estate	(9,890)	(40,986)	(68,047)
Share-based compensation	5,615	6,843	6,574
Loss (gain) on early extinguishment of debt	513	456	(86,028)
Other	(6,121)	(4,295)	528
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	2,783	(5,262)	1,331
Decrease (increase) in restricted cash and marketable securities	1,194	(691)	(1,360)
Decrease (increase) in prepaid expenses and other assets, net	5,737	(17,272)	2,853
Increase (decrease) in accounts payable, accrued expenses and other liabilities	5,130	43,489	(3,501)
(Decrease) increase in rents received in advance and security deposits	(3,913)	(7,350)	6,407
Net cash provided by operating activities	<u>\$ 230,654</u>	<u>\$ 232,538</u>	<u>\$ 204,008</u>
Supplemental schedule of non-cash investing and financing activities:			
(Decrease) increase in accrued capital improvements, leasing and other investing activity costs	\$ (10,654)	\$ 5,950	\$ (14,797)
Increase in property in connection with capital lease obligation	\$ 16,127	\$ —	\$ —
Increase in property and redeemable noncontrolling interests in connection with property contributed into a joint venture	\$ —	\$ 22,600	\$ —
Decrease in redeemable noncontrolling interests and increase in other liabilities in connection with distribution payable to redeemable noncontrolling interests	\$ —	\$ 6,675	\$ —
Non-cash changes from partial sale of properties, net of debt:			
Decrease in properties, net	\$ —	\$ (114,597)	\$ —
Increase in investment in unconsolidated real estate joint venture	\$ —	\$ 25,680	\$ —
Decrease in debt	\$ —	\$ 59,534	\$ —
Other net decreases in assets and liabilities	\$ —	\$ 3,619	\$ —
Debt assumed on acquisition of operating property	\$ —	\$ —	\$ 55,490
Other liabilities assumed on acquisition of operating properties	\$ —	\$ —	\$ 5,179
Decrease in property in connection with surrender of property in settlement of debt	\$ —	\$ —	\$ (82,738)
Decrease in debt in connection with surrender of property in settlement of debt	\$ —	\$ —	\$ (150,000)
Increase in property and redeemable noncontrolling interests in connection with property contribution by redeemable noncontrolling interests in a joint venture	\$ —	\$ —	\$ 1,415
Increase (decrease) in fair value of derivatives applied to accumulated other comprehensive income (loss) and noncontrolling interests	\$ 3,845	\$ 1,315	\$ (1,140)
Equity in other comprehensive income (loss) of an equity method investee	\$ 39	\$ (184)	\$ (264)
Reclassification of preferred units to be redeemed to liability	\$ —	\$ 26,583	\$ —
Distributions payable	\$ 28,921	\$ 31,335	\$ 30,178
(Decrease) increase in redeemable noncontrolling interests and (increase) decrease in equity to carry redeemable noncontrolling interests at fair value	\$ (626)	\$ 621	\$ (116)

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

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 December 31, 2017, our properties included the following (all references to number of properties, square footage, acres and megawatts are unaudited):

- 159 properties totaling 17.3 million square feet comprised of 144 office properties and 15 single-tenant data center shell properties (“data center shells”). We owned six of these data center shells through an unconsolidated real estate joint venture;
- a wholesale data center with a critical load of 19.25 megawatts;
- ten properties under construction or redevelopment (seven office properties and three data center shells) that we estimate will total approximately 1.1 million square feet upon completion, including two partially operational properties and two properties completed and held for future lease to the United States Government; and
- approximately 1,000 acres of land controlled for future development that we believe could be developed into approximately 13.0 million square feet and 150 acres of other land.

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

Equity interests in COPLP are in the form of common and preferred units. As of December 31, 2017, COPT owned 96.9% of the outstanding COPLP common units (“common units”); the remaining common units and all of the outstanding COPLP preferred units (“preferred units”) were owned by third parties. Common units not owned by COPT carry certain redemption rights. The number of common units owned by COPT is equivalent to the number of outstanding common shares of beneficial interest (“common shares”) of COPT, and the entitlement of all common units to quarterly distributions and payments in liquidation is substantially the same as those of COPT common shareholders. Similarly, in the case of any series of preferred units held by COPT, there 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.

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

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.

Use of Estimates in the Preparation of Financial Statements

We make estimates and assumptions when preparing financial statements under generally accepted accounting principles ("GAAP"). These estimates and assumptions affect various matters, including:

- the reported amounts of assets and liabilities in our consolidated balance sheets at the dates of the financial statements;
- the disclosure of contingent assets and liabilities at the dates of the financial statements; and
- the reported amounts of revenues and expenses in our consolidated statements of operations during the reporting periods.

Significant estimates are inherent in the presentation of our financial statements in a number of areas, including the evaluation of the collectability of accounts and deferred rent receivable, the allocation of property acquisition costs, the determination of estimated useful lives of assets, the determination of lease terms, the evaluation of impairment of long-lived assets, the amount of impairment losses recognized, the amount of revenue recognized relating to tenant improvements, the level of expense recognized in connection with share-based compensation and the determination of accounting method for investments. Actual results could differ from these and other estimates.

Acquisitions of Operating Properties

Upon completion of operating property acquisitions, we allocate the purchase price to tangible and intangible assets and liabilities associated with such acquisitions based on our estimates of their fair values. We determine these fair values by using market data and independent appraisals available to us and making numerous estimates and assumptions. We allocate operating property acquisitions to the following components:

- properties based on a valuation performed under the assumption that the property is vacant upon acquisition (the "if-vacant value"). The if-vacant value is allocated between land and buildings or, in the case of properties under development, construction in progress. We also allocate additional amounts to properties for in-place tenant improvements based on our estimate of improvements per square foot provided under market leases that would be attributable to the remaining non-cancelable terms of the respective leases;
- above- and below-market lease intangible assets or liabilities based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between: (1) the contractual amounts to be received pursuant to the in-place leases; and (2) our estimate of fair market lease rates for the corresponding space, measured over a period equal to the remaining non-cancelable term of the lease. The capitalized above- and below-market lease values are amortized as adjustments to rental revenue over the remaining lease terms of the respective leases, and to renewal periods in the case of below-market leases;
- in-place lease value based on our estimates of: (1) the present value of additional income to be realized as a result of leases being in place on the acquired properties; and (2) costs to execute similar leases. Our estimate of additional income to be realized includes carrying costs, such as real estate taxes, insurance and other operating expenses, and revenues during the expected lease-up periods considering current market conditions. Our estimate of costs to execute similar leases includes leasing commissions, legal and other related costs;
- tenant relationship value based on our evaluation of the specific characteristics of each tenant's lease and our overall relationship with that respective tenant. Characteristics we consider in determining these values include the nature and extent of our existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals, among other factors; and
- above- and below-market cost arrangements (such as real estate tax treaties or above- or below-market ground leases) based on the present value of the expected benefit from any such arrangements in place on the property at the time of acquisition.

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

Intangible Assets and Deferred Revenue on Real Estate Acquisitions

We amortize the intangible assets and deferred revenue on real estate acquisitions discussed above as follows:

Asset Type	Amortization Period
Above- and below-market leases	Related lease terms
In-place lease value	Related lease terms
Tenant relationship value	Estimated period of time that tenant will lease space in property
Above- and below-market cost arrangements	Term of arrangements

We recognize the amortization of acquired above-market and below-market leases as adjustments to rental revenue. We recognize the amortization of above- and below-market cost arrangements as adjustments to property operating expenses. We recognize the amortization of other intangible assets on property acquisitions as amortization expense.

Properties

We report properties to be developed or held and used in operations at our depreciated cost, reduced for impairment losses. The preconstruction stage of the development or redevelopment of an operating property includes efforts and related costs to secure land control and zoning, evaluate feasibility and complete other initial tasks which are essential to development.

We capitalize direct and indirect project costs (including related compensation and other indirect costs), interest expense and real estate taxes associated with properties, or portions thereof, undergoing construction, development and redevelopment activities. In capitalizing interest expense, if there is a specific borrowing for a property undergoing construction, development and redevelopment activities, we apply the interest rate of that borrowing to the average accumulated expenditures that do not exceed such borrowing; for the portion of expenditures exceeding any such specific borrowing, we apply our weighted average interest rate on other borrowings to the expenditures. We continue to capitalize costs while construction, development or redevelopment activities are underway until a property becomes "operational," which occurs when lease terms commence (generally when the tenant has control of the leased space and we have delivered the premises to the tenant as required under the terms of such lease), but no later than one year after the cessation of major construction activities. When leases commence on portions of a newly-constructed or redeveloped property in the period prior to one year from the cessation of major construction activities, we consider that property to be "partially operational." When a property is partially operational, we allocate the costs associated with the property between the portion that is operational and the portion under construction. We start depreciating newly-constructed and redeveloped properties as they become operational.

Most of our leases involve some form of improvements to leased space. When we are required to provide improvements under the terms of a lease, we determine whether the improvements constitute landlord assets or tenant assets. If the improvements are landlord assets, we capitalize the cost of the improvements and recognize depreciation expense associated with such improvements over the shorter of the useful life of the assets or the term of the lease and recognize any payments from the tenant as rental revenue over the term of the lease. If the improvements are tenant assets, we defer the cost of improvements funded by us as a lease incentive asset and amortize it as a reduction of rental revenue over the term of the lease. In determining whether improvements constitute landlord or tenant assets, we consider numerous factors, including: whether the improvements are unique to the tenant or reusable by other tenants; whether the tenant is permitted to alter or remove the improvements without our consent or without compensating us for any lost fair value; whether the ownership of the improvements remains with us or remains with the tenant at the end of the lease term; and whether the economic substance of the lease terms is properly reflected.

We depreciate our fixed assets using the straight-line method over their estimated useful lives as follows:

	Estimated Useful Lives
Buildings and building improvements	10-40 years
Land improvements	10-20 years
Tenant improvements on operating properties	Related lease term
Equipment and personal property	3-10 years

We assess each of our properties for indicators of impairment quarterly or when circumstances indicate that a property may

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

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

Fair values are estimated based on contract prices, indicative bids, discounted cash flow analyses, yield analyses or sales comparison approach. Estimated cash flows used in such analyses are based on our plans for the property and our views of market and economic conditions. The estimates consider factors such as current and future rental rates, occupancies for the tested property and comparable properties, estimated operating and capital expenditures and recent sales data for comparable properties; most of these factors are influenced by market data obtained from real estate leasing and brokerage firms and our direct experience with the properties and their markets.

When we determine that a property is held for sale, we stop depreciating the property and estimate the property's fair value, net of selling costs; if we then determine that the estimated fair value, net of selling costs, is less than the net book value of the property, we recognize an impairment loss equal to the difference and reduce the net book value of the property. For periods in which a property is classified as held for sale, we classify the assets of the property as held for sale on our consolidated balance sheet for such periods.

When we dispose of, or classify as held for sale, a component or group of components that represents a strategic shift having a major effect on our operations and financial results (such as a major geographical area of operations, a major line of business or a major equity method investment), we classify the associated results of operations as discontinued operations. We had no properties newly classified as discontinued operations in the last three years.

Sales of Interests in Real Estate

We recognize gains from sales of interests in real estate using the full accrual method, provided that various criteria relating to the terms of sale and any subsequent involvement by us with the real estate sold are met.

Cash and Cash Equivalents

Cash and cash equivalents include all cash and liquid investments that mature three months or less from when they are purchased. Cash equivalents are reported at cost, which approximates fair value. We maintain our cash in bank accounts in amounts that may exceed Federally insured limits at times. We have not experienced any losses in these accounts in the past and believe that we are not exposed to significant credit risk because our accounts are deposited with major financial institutions.

Investments in Marketable Securities

We classify marketable securities as trading securities when we have the intent to sell such securities in the near term, and classify other marketable securities as available-for-sale securities. We determine the appropriate classification of investments in marketable securities at the acquisition date and re-evaluate the classification at each balance sheet date. We report investments in marketable securities classified as trading securities at fair value, with unrealized gains and losses recognized through earnings; on our consolidated statements of cash flows, we classify cash flows from these securities as operating activities.

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Accounts and Deferred Rents Receivable and Investing Receivables

We maintain allowances for estimated losses resulting from the failure of our customers or borrowers to satisfy their payment obligations. We use judgment in estimating these allowances based primarily upon the payment history and credit status of the entities associated with the individual receivables. We write off these receivables when we believe the facts and circumstances indicate that continued pursuit of collection is no longer warranted. When cash is received in connection with receivables for which we have established allowances, we reduce the amount of losses previously recognized.

We evaluate the collectability of both interest and principal of loans whenever events or changes in circumstances indicate such amounts may not be recoverable. A loan is impaired when it is probable that we will be unable to collect all amounts due according to the existing contractual terms. When a loan is impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the investment to the present value of expected future cash flows discounted at the loan's effective interest rate and the value of any collateral under such loan.

Interest on impaired loans is recognized when received in cash.

Deferred Leasing and Financing Costs

We defer costs incurred to obtain new tenant leases or extend existing tenant leases, including related compensation costs. We amortize these costs evenly over the lease terms. We classify leasing costs paid as an investing activity on our statements of cash flows since such costs are necessary in order for us to generate long-term future cash flows from our properties. When tenant leases are terminated early, we expense any unamortized deferred leasing costs associated with those leases over the shortened term of the lease.

We defer costs of financing arrangements and recognize these costs as interest expense over the related loan terms on a straight-line basis, which approximates the amortization that would occur under the effective interest method of amortization. We amortize deferred costs of line-of-credit arrangements ratably over the terms of such arrangements. We expense any unamortized loan costs when loans are retired early. We present deferred costs of financing arrangements as a direct deduction from the related debt liability, except for costs attributable to line-of-credit arrangements and interest rate derivatives, which we present in the balance sheet in the line entitled "prepaid expenses and other assets, net".

Noncontrolling Interests

COPT's consolidated noncontrolling interests are comprised of interests in COPLP not owned by COPT (discussed further in Note 14) and interests in consolidated real estate joint ventures not owned by us (discussed further in Note 6). COPLP's consolidated noncontrolling interests are comprised primarily of interests in our consolidated real estate joint ventures. Also included in COPLP's consolidated noncontrolling interests are interests in several real estate entities owned directly by COPT, or a wholly owned subsidiary of COPT, that generally do not exceed 1% of interests in such entities. We evaluate whether noncontrolling interests are subject to redemption features outside of our control. For noncontrolling interests that are currently redeemable for cash at the option of the holders of such interests or deemed probable to eventually become redeemable, we classify such interests as redeemable noncontrolling interests in the mezzanine section of our consolidated balance sheets; we adjust these interests each period to the greater of their fair value or carrying amount (initial amount as adjusted for allocations of income and losses and contributions and distributions), with a corresponding offset to additional paid-in capital on COPT's consolidated balance sheets or common units on COPLP's balance sheet, and only recognize reductions in such interests to the extent of their carrying amount. Our other noncontrolling interests are reported in the equity section of our consolidated balance sheets. The amounts reported for noncontrolling interests on our consolidated statements of operations represent the portion of these entities' income or losses not attributable to us.

Revenue Recognition

We recognize minimum rents, net of abatements, on a straight-line basis over the noncancelable term of tenant leases. A lease term commences when: (1) the tenant has control of the leased space (legal right to use the property); and (2) we have delivered the premises to the tenant as required under the terms of such lease. The noncancelable term of a lease includes periods when a tenant: (1) may not terminate its lease obligation early without incurring a penalty in such an amount that the continuation of the lease appears reasonably assured; (2) possesses renewal rights and the tenant's failure to exercise such rights imposes a penalty on the tenant material enough such that renewal appears reasonably assured; or (3) possesses bargain renewal

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options for such periods. We report the amount by which our minimum rental revenue recognized on a straight-line basis under leases exceeds the contractual rent billings associated with such leases as deferred rent receivable on our consolidated balance sheets. Amounts by which our minimum rental revenue recognized on a straight-line basis under leases are less than the contractual rent billings associated with such leases are reported in liabilities as deferred revenue associated with operating leases on our consolidated balance sheets.

In connection with a tenant's entry into, or modification of, a lease, if we make cash payments to, or on behalf of, the tenant for purposes other than funding the construction of landlord assets, we defer the amount of such payments as lease incentives. As discussed above, when we are required to provide improvements under the terms of a lease, we determine whether the improvements constitute landlord assets or tenant assets; if the improvements are tenant assets, we defer the cost of improvements funded by us as a lease incentive asset. We amortize lease incentives as a reduction of rental revenue over the term of the lease.

We recognize tenant recovery revenue in the same periods in which we incur the related expenses. Tenant recovery revenue includes payments from tenants as reimbursement for property taxes, utilities and other property operating expenses.

We recognize fees received for lease terminations as revenue and write off against such revenue any (1) deferred rents receivable, and (2) deferred revenue, lease incentives and intangible assets that are amortizable into rental revenue associated with the leases; the resulting net amount is the net revenue from the early termination of the leases. When a tenant's lease for space in a property is terminated early but the tenant continues to lease such space under a new or modified lease in the property, the net revenue from the early termination of the lease is recognized evenly over the remaining life of the new or modified lease in place on that property.

We recognize fees for services provided by us once services are rendered, fees are determinable and collectability is assured. We recognize revenue under construction contracts using the percentage of completion method when the revenue and costs for such contracts can be estimated with reasonable accuracy; when these criteria do not apply to a contract, we recognize revenue on that contract using the completed contract method. Under the percentage of completion method, we recognize a percentage of the total estimated revenue on a contract based on the cost of services provided on the contract as of a point in time relative to the total estimated costs on the contract.

Interest Rate Derivatives

Our primary objectives in using interest rate derivatives are to add stability to interest expense and to manage exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for our making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Derivatives are used to hedge the cash flows associated with interest rates on existing debt as well as future debt. We recognize all derivatives as assets or liabilities on our consolidated balance sheet at fair value. We defer the effective portion of changes in fair value of the designated cash flow hedges to accumulated other comprehensive income ("AOCI") or loss ("AOCL") and reclassify such deferrals to interest expense as interest expense is recognized on the hedged forecasted transactions. We recognize the ineffective portion of the change in fair value of interest rate derivatives directly in interest expense. When an interest rate swap designated as a cash flow hedge no longer qualifies for hedge accounting, we recognize changes in fair value of the hedge previously deferred to AOCI or AOCL, along with any changes in fair value occurring thereafter, through earnings. We do not use interest rate derivatives for trading or speculative purposes. We manage counter-party risk by only entering into contracts with major financial institutions based upon their credit ratings and other risk factors.

We use standard market conventions and techniques such as discounted cash flow analysis, option pricing models, replacement cost and termination cost in computing the fair value of derivatives at each balance sheet date. We made an accounting policy election to use an exception provided for in the applicable accounting guidance with respect to measuring counterparty credit risk for derivative instruments; this election enables us to measure the fair value of groups of assets and liabilities associated with derivative instruments consistently with how market participants would price the net risk exposure as of the measurement date.

Please refer to the section below entitled "Recent Accounting Pronouncements" for disclosure pertaining to the effect of new hedge accounting guidance that we adopted effective January 1, 2018 and Note 11 for additional disclosure pertaining to our interest rate derivatives.

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Expense Classification

We classify as property operations expense costs incurred for property taxes, ground rents, utilities, property management, insurance, repairs, exterior and interior maintenance and tenant revenue collection losses, as well as associated labor and indirect costs attributable to these costs.

We classify as general, administrative and leasing expenses costs incurred for corporate-level management, public company administration, asset management, leasing, investor relations, marketing and corporate-level insurance (including general business and director and officers) and leasing prospects, as well as associated labor and indirect costs attributable to these expenses.

Share-Based Compensation

We issue three forms of share-based compensation: restricted COPT common shares ("restricted shares"), deferred share awards (also known as restricted share units) and performance share units (also known as performance share awards) ("PSUs"). We also issued options to purchase COPT common shares ("options") in prior years. We account for share-based compensation in accordance with authoritative guidance provided by the FASB that establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, focusing primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. The guidance requires us to measure the cost of employee services received in exchange for an award of equity instruments based generally on the fair value of the award on the grant date; such cost is then recognized over the period during which the employee is required to provide service in exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service. The guidance also requires that share-based compensation be computed based on awards that are ultimately expected to vest; as a result, future forfeitures of awards are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. If an award is voluntarily cancelled by an employee, we recognize the previously unrecognized cost associated with the original award on the date of such cancellation. We capitalize costs associated with share-based compensation attributable to employees engaged in construction and development activities.

When we adopted the authoritative guidance on accounting for share-based compensation, we elected to adopt the alternative transition method for calculating the tax effects of share-based compensation. This method enabled us to use a simplified method to establishing the beginning balance of the additional paid-in capital pool related to the tax effects of employee share-based compensation that was available to absorb tax deficiencies recognized subsequent to the adoption of this guidance.

We compute the fair value of restricted shares and deferred share awards based on the fair value of COPT common shares on the grant date. We compute the fair value of PSUs using a Monte Carlo model. Significant assumptions used for that model include the following: the baseline common share value is the market value on the grant date; the risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant; and expected volatility is based on historical volatility of COPT's common shares.

Income Taxes

COPT elected to be treated as a REIT under Sections 856 through 860 of the Internal Revenue Code. To qualify as a REIT, COPT must meet a number of organizational and operational requirements, including a requirement that it distribute at least 90% of the Company's adjusted taxable income to its shareholders. As a REIT, COPT generally will not be subject to Federal income tax on taxable income that it distributes to its shareholders. If COPT fails to qualify as a REIT in any tax year, it will be subject to Federal income tax on its taxable income at regular corporate rates and may not be able to qualify as a REIT for four subsequent tax years.

COPLP is a limited partnership and is not subject to federal income tax. Its partners are required to report their respective share of the Operating Partnership's taxable income on their respective tax returns. COPT's share of the Operating Partnership's taxable income is reported on COPT's income tax return.

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For Federal income tax purposes, dividends to shareholders may be characterized as ordinary income, capital gains or return of capital. The characterization of dividends paid on COPT's common and preferred shares during each of the last three years was as follows:

	Common Shares			Preferred Shares		
	For the Years Ended December 31,			For the Years Ended December 31,		
	2017	2016	2015	2017	2016	2015
Ordinary income	86.5%	48.0%	38.3%	100.0%	100%	38.3%
Long-term capital gain	0.0%	0.0%	61.7%	0.0%	0.0%	61.7%
Return of capital	13.5%	52.0%	0.0%	0.0%	0.0%	0.0%

However, dividends paid on January 15, 2016 (with a record date of December 31, 2015) on COPT's common and preferred shares were allocated to 2015 for Federal income tax purposes and characterized based on the percentages set forth above for 2015.

We distributed all of COPT's REIT taxable income in 2017, 2016 and 2015 and, as a result, did not incur Federal income tax in those years.

The net basis of our consolidated assets and liabilities for tax reporting purposes was approximately \$150 million higher than the amount reported on our consolidated balance sheet as of December 31, 2017 which was primarily related to differences in basis for net properties, intangible assets on property acquisitions and deferred rent receivable.

We are subject to certain state and local income and franchise taxes. The expense associated with these state and local taxes is included in general and administrative expense and property operating expenses on our consolidated statements of operations. We did not separately state these amounts on our consolidated statements of operations because they are insignificant.

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.

Recent Accounting Pronouncements

We adopted guidance issued by the Financial Accounting Standards Board ("FASB") effective January 1, 2017 intended to simplify various aspects related to the accounting and presentation for employee share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the consolidated statement of cash flows. In connection with our adoption of this policy, we made an entity-wide accounting policy election to continue to account for potential future award forfeitures by estimating the number of awards that are expected to vest. Our adoption of this guidance did not have a material impact on our consolidated financial statements.

We adopted guidance issued by the FASB prospectively effective January 1, 2017 that clarifies the definition of a business used by entities in determining whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill and consolidation. Under the new guidance, we expect that the majority of our future operating property acquisitions will be accounted for as asset acquisitions, whereas under the previous guidance our recent acquisitions were accounted for as business combinations; we believe that the primary effect of this change will be that transaction costs associated with future acquisitions will be capitalized rather than expensed as incurred. This guidance had no effect on our consolidated financial statements upon adoption.

In May 2014, the FASB issued guidance regarding the recognition of revenue from contracts with customers. Under this guidance, an entity will recognize 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 adopted this guidance effective January 1, 2018 using the modified retrospective method, under which the cumulative effect of initially applying the guidance is recognized at the date of initial application. Our adoption of this guidance beginning on January 1, 2018 will not have a material effect on our consolidated financial statements. However, as discussed

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further below, once the new guidance setting forth principles for the recognition, measurement, presentation and disclosure of leases goes into effect on January 1, 2019, the new revenue standard may apply to executory costs and other components of revenue due under leases that are deemed to be non-lease components (such as common area maintenance and provision of utilities), which could affect our recognition pattern for such revenue.

In January 2016, the FASB issued guidance 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. We adopted this guidance effective January 1, 2018. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

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 is effective for reporting periods beginning January 1, 2019 using a modified retrospective transition approach at the time of adoption. Early adoption is also permitted for this guidance. In addition, 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. While we are still completing our assessment of the impact of this guidance, below is a summary of the anticipated primary 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 no longer be able to defer the recognition of non-incremental costs in connection with new or extended tenant leases; these deferrals totaled \$1.1 million in 2017, \$1.1 million in 2016 and \$1.2 million in 2015. Upon adoption of the new guidance, we would expense previously deferred non-incremental lease costs for existing leases unless we elect the package of practical expedients, in which case such costs would remain deferred and amortized over the remaining lease terms.
 - Lease revenue reporting: We believe that the new revenue standard will apply to executory costs and other components of revenue deemed to be non-lease components (such as common area maintenance and provision of utilities), even when the revenue for such activities is not separately stipulated in the lease. In that case, we would separate the lease components of revenue due under leases from the non-lease components, and the revenue from the non-lease components previously recognized on a straight-line basis under current lease guidance would be recognized under the new revenue guidance as the related services are delivered. As a result, while the total revenue recognized over time would not differ under the new guidance, the recognition pattern could be different. We are in the process of evaluating the significance of the difference in the recognition pattern that would result from this change.
- Leases in which we are the lessee:
 - Our most significant leases as lessee are ground leases we have for certain properties; as of December 31, 2017, our future minimum rental payments under these leases totaled \$89.9 million, with various expiration dates extending to the year 2100. While we are still in the process of evaluating these leases under the new guidance, we believe that we will be required to recognize a right-of-use asset and a lease liability for the present value of these minimum lease payments. We also believe that these types of leases most likely 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, if we elect to apply the package of practical expedients, we will continue to account for our existing ground leases as operating leases upon adoption of the guidance.

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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 2016, the FASB issued guidance 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. We adopted this guidance effective January 1, 2018 using a retrospective transition method. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In November 2016, the FASB issued guidance 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. Our restricted cash primarily consists of cash escrowed under mortgage debt for capital improvements and real estate taxes and cash restricted in connection with our deferred compensation plan and certain tenant security deposits. We adopted this guidance effective January 1, 2018 using a retrospective transition method. Upon our adoption of this guidance, changes in our restricted cash that we currently report as either operating or investing activities on our statements of cash flows will no longer be reported as such. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

In February 2017, the FASB issued guidance clarifying the scope of asset derecognition provisions and accounting for partial sales of nonfinancial assets. 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 will now be 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 existing guidance that would meet the criteria for immediate full gain recognition under the new guidance; this would result in an additional \$18 million in income being recognized in 2016 that is currently being amortized into income in subsequent periods under existing guidance. We do not believe that the recognition pattern for our other sales of real estate will be changed by the new guidance. We adopted this guidance effective January 1, 2018, and expect to use the full retrospective method, under which we would retrospectively restate each reporting period presented at the time of adoption.

In August 2017, the FASB issued guidance 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. While we are required to adopt this guidance no later than January 1, 2019, we expect to adopt this guidance effective January 1, 2018. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

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3. Fair Value Measurements

Accounting standards define fair value as the exit price, or the amount that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The standards also establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The hierarchy of these inputs is broken down into three levels: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs include (1) quoted prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in inactive markets and (3) inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly; and Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is most significant to the fair value measurement.

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 sheet using quoted market prices, as are other marketable securities that we hold. The balance of the plan, which was fully funded, totaled \$4.6 million as of December 31, 2017 and \$5.4 million as of December 31, 2016, and is included in the accompanying COPT consolidated balance sheets in the line entitled restricted cash and marketable securities. 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 and other marketable securities that we hold are classified in Level 1 of the fair value hierarchy. The liability associated with the plan 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 December 31, 2017 and 2016, 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. As discussed in Note 8, we estimated the fair values of our investing receivables 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 10, 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 8 for investing receivables, Note 10 for debt and Note 11 for interest rate derivatives.

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COPT and Subsidiaries

The tables below set forth financial assets and liabilities of COPT and its subsidiaries that are accounted for at fair value on a recurring basis as of December 31, 2017 and 2016 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
<i>December 31, 2017:</i>				
Assets:				
Marketable securities in deferred compensation plan (1)				
Mutual funds	\$ 4,547	\$ —	\$ —	\$ 4,547
Other	69	—	—	69
Interest rate derivatives (2)	—	3,073	—	3,073
Total assets	<u>\$ 4,616</u>	<u>\$ 3,073</u>	<u>\$ —</u>	<u>\$ 7,689</u>
Liabilities:				
Deferred compensation plan liability (3)	<u>\$ —</u>	<u>\$ 4,616</u>	<u>\$ —</u>	<u>\$ 4,616</u>
<i>December 31, 2016:</i>				
Assets:				
Marketable securities in deferred compensation plan (1)				
Mutual funds	\$ 5,346	\$ —	\$ —	\$ 5,346
Other	91	—	—	91
Interest rate derivatives (2)	—	158	—	158
Total assets	<u>\$ 5,437</u>	<u>\$ 158</u>	<u>\$ —</u>	<u>\$ 5,595</u>
Liabilities:				
Deferred compensation plan liability (3)	\$ —	\$ 5,437	\$ —	\$ 5,437
Interest rate derivatives	—	1,572	—	1,572
Redeemable preferred shares of beneficial interest (4)	—	26,583	—	26,583
Total liabilities	<u>\$ —</u>	<u>\$ 33,592</u>	<u>\$ —</u>	<u>\$ 33,592</u>

(1) Included in the line entitled "restricted cash and marketable securities" on COPT's consolidated balance sheet.

(2) Included in the line entitled "prepaid expenses and other assets, net" on COPT's consolidated balance sheet.

(3) Included in the line entitled "other liabilities" on COPT's consolidated balance sheet.

(4) See disclosure regarding our Series K Preferred Shares in Note 13.

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

COPLP and Subsidiaries

The tables below set forth financial assets and liabilities of COPLP and its subsidiaries that are accounted for at fair value on a recurring basis as of December 31, 2017 and 2016 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
<i>December 31, 2017:</i>				
Assets:				
Interest rate derivatives (1)	\$ —	\$ 3,073	\$ —	\$ 3,073
<i>December 31, 2016:</i>				
Assets:				
Interest rate derivatives (1)	\$ —	\$ 158	\$ —	\$ 158
Liabilities:				
Interest rate derivatives	\$ —	\$ 1,572	\$ —	\$ 1,572
Redeemable preferred units of general partner (2)	—	26,583	—	26,583
Total liabilities	\$ —	\$ 28,155	\$ —	\$ 28,155

(1) Included in the line entitled "prepaid expenses and other assets, net" on COPLP's consolidated balance sheet.

(2) See disclosure regarding our Series K Preferred Units in Note 14.

2017 Nonrecurring Fair Value Measurements

As part of our closing process for each of the four quarters in 2017, we conducted our review of our portfolio of long-lived assets to be held and used for indicators of impairment and found there to be no impairment losses in the first, second and third quarters. In the fourth quarter of 2017, our assessment of weakening leasing prospects and expected enduring vacancy in our Aberdeen, Maryland ("Aberdeen") portfolio indicated that these properties could be impaired. We have performed recovery analyses on the properties considering weakening tenant demand, high vacancy and low investor demand for office properties in the surrounding submarkets and concluded that the carrying values of these properties were not likely to be recovered from the expected undiscounted cash flows from the operation and eventual disposition of these properties. Accordingly, we recognized \$9.0 million of impairment losses on the operating properties in Aberdeen (included in our Other segment). In addition, and also considering these conditions, we determined that we would not likely recover the carrying amount of land in this submarket and recognized a \$4.7 million impairment loss on it. We previously recognized impairment losses on these properties in the second quarter of 2016 as discussed below. We determined that the declines in values that have occurred since the initial losses were recognized were due to declining market conditions.

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

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

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

The table below sets forth the fair value hierarchy of the valuation technique we used to determine nonrecurring fair value measurements of properties as of December 31, 2017 (in thousands):

Description	Fair Values as of December 31, 2017			Total
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:				
Operating properties, net	\$ —	\$ —	\$ 3,850	\$ 3,850
Projects in development or held for future development	\$ —	\$ —	\$ 1,755	\$ 1,755

The table below sets forth quantitative information about significant unobservable inputs used for the Level 3 fair value measurements reported above as of December 31, 2017 (dollars in thousands):

Valuation Technique	Fair Values on Measurement Date	Unobservable Input	Range (Weighted Average)
Discounted cash flow	\$ 3,850	Discount rate	14% - 16% (14%)
		Terminal capitalization rate	12% (1)
Comparable sales analysis	\$ 1,755	Comparable sales prices	N/A

(1) Only one fair value applied for this unobservable input.

2016 Nonrecurring Fair Value Measurements

In the first quarter of 2016, we set a goal to raise cash from sales of properties in 2016 considerably in excess of the \$96.8 million in assets held for sale at December 31, 2015. The specific properties we would sell to achieve this goal had not been identified when the goal was established. Throughout 2016, we engaged in the process of identifying properties we would sell.

In the first quarter of 2016, we reclassified: most of our properties in Greater Philadelphia (included in our Regional Office segment); two properties in the Fort Meade/BW Corridor sub-segment; and our remaining land holdings in Colorado Springs, Colorado ("Colorado Springs") to held for sale and recognized \$2.4 million of impairment losses. As of March 31, 2016, we had \$225.9 million of assets held for sale.

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

- \$34.4 million on operating properties in Aberdeen. After shortening our estimated holding period for these properties, we determined that the carrying amount of the properties would not likely be recovered from the operation and eventual dispositions of the properties during the shortened holding period. Accordingly, we adjusted the properties to their estimated fair values;
- \$4.4 million on land in Aberdeen. In performing our analysis related to the operating properties in Aberdeen, we determined that the weakening leasing and overall commercial real estate conditions in that market indicated that our land holdings in the market may be impaired. As a result, we determined that the carrying amount of the land was not recoverable and adjusted the land to its estimated fair value;
- \$8.2 million on land in Frederick, Maryland. We determined that the carrying amount of the land would not likely be recovered from its sale and adjusted the land to its estimated fair value;
- \$14.1 million on operating properties in our Northern Virginia and Fort Meade/BW Corridor sub-segments that we reclassified to held for sale during the period whose carrying amounts exceeded their estimated fair values less costs to sell;

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

- \$6.2 million on the property in Greater Philadelphia that we reclassified to held for sale during the period and adjusted to fair value less costs to sell; and
- \$2.4 million primarily on land in Colorado Springs and operating properties in White Marsh (included in our Regional Office Segment) classified as held for sale whose carrying amounts exceeded their estimated fair values less costs to sell based on updated negotiations with prospective buyers.

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

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

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

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

We executed property sales of \$54.1 million in the fourth quarter of 2016 (discussed further in Note 5), and had \$94.7 million of assets held for sale as of December 31, 2016. As part of our closing process for the fourth quarter, we conducted our quarterly review of our portfolio for indicators of impairment and found there to be no impairment losses for the quarter other than additional impairment losses of \$1.3 million on properties previously classified as held for sale in White Marsh, where prospective purchasers reduced offering prices, and \$0.3 million of losses on properties that were sold during the period.

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

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

2015 Nonrecurring Fair Value Measurements

In 2015, we recognized the following impairment losses resulting from nonrecurring fair value measurements:

- \$12.8 million on land in Colorado Springs. We classified some of this land as held for sale in the fourth quarter of 2015, at which time we adjusted the land to its estimated fair value less costs to sell. Due to the impairment loss on the land held for sale, we updated our estimates of fair value for other land owned in Colorado Springs and determined that the carrying value of some of this land exceeded such land's estimated fair value, which resulted in recognition of an additional impairment loss;
- \$6.6 million on land in Aberdeen. After concluding during the fourth quarter that we no longer expected to develop operating properties on the land, we determined that the carrying amount of the land would not likely be recovered from the sale of this property over the likely remaining holding period. Accordingly, we adjusted the land to its estimated fair value;
- \$2.6 million on operating properties in White Marsh (included in our Regional Office segment) that we decided to sell and whose carrying amounts exceeded their estimated fair values less costs to sell. These properties were reclassified as held for sale during the year; and
- \$1.3 million on an operating property in Northern Virginia (included in our Regional Office segment) that we sold on July 27, 2015 following receipt of an unsolicited offer. This property's carrying value exceeded its fair value less costs to sell.

4. Concentration of Revenue

A large concentration of our revenue from real estate operations was earned from our largest tenant, the United States Government, including 2% of our rental revenue in 2017, 21% in 2016 and 20% in 2015 (continuing and discontinued operations, and excluding tenant recoveries and other real estate operations revenue). Our rental revenue from the United States Government was earned primarily from properties in the Fort Meade/BW Corridor, Lackland Air Force Base and Navy Support Locations business sub-segments (see Note 17). No other individual tenants accounted for 10% or more of our revenue from real estate operations. We also derived more than 80% of our construction contract revenue from the United States Government in 2017, 2016 and 2015.

We derived large concentrations of our revenue from real estate operations from certain business segments as set forth in Note 17.

5. Properties, Net

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

	December 31,	
	2017	2016
Land	\$ 455,680	\$ 433,311
Buildings and improvements	3,068,124	2,944,905
Less: Accumulated depreciation	(786,193)	(706,385)
Operating properties, net	<u>\$ 2,737,611</u>	<u>\$ 2,671,831</u>

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

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

	December 31,	
	2017	2016
Land	\$ 240,825	\$ 195,521
Development in progress, excluding land	162,669	206,010
Projects in development or held for future development	<u>\$ 403,494</u>	<u>\$ 401,531</u>

Our properties held for sale included:

- as of December 31, 2017: 11751 Meadowville Lane, a property in our Data Center Shells sub-segment, the sale of which was not recognized for accounting purposes, as discussed below; and
- as of December 31, 2016: eight operating properties in White Marsh (included primarily in our Regional Office segment); one operating property in our Northern Virginia Defense/IT sub-segment; and land in White Marsh and Northern Virginia.

The table below sets forth the components of assets held for sale (in thousands):

	December 31,	
	2017	2016
Properties, net	\$ 38,670	\$ 85,402
Deferred rent receivable	3,237	4,241
Intangible assets on real estate acquisitions, net	—	338
Deferred leasing costs, net	319	3,636
Lease incentives, net	—	1,037
Assets held for sale, net	<u>\$ 42,226</u>	<u>\$ 94,654</u>

2017 Dispositions

In 2017, we sold the following operating properties (dollars in thousands):

Project Name	City, State	Segment	Date of Sale	Number of Buildings	Total Rentable Square Feet	Transaction Value	Gain on Sale
3120 Fairview Park Drive	Falls Church, VA	Northern Virginia Defense/IT	2/15/2017	1	190,000	\$ 39,000	\$ —
1334 Ashton Road	Hanover, MD	Fort Meade/BW Corridor	6/9/2017	1	37,000	2,300	—
Remaining White Marsh Properties (1)	White Marsh, MD	Regional Office and Other	7/28/2017	8	412,000	47,500	1,180
201 Technology Drive	Lebanon, VA	Data Center Shells	10/27/2017	1	103,000	29,500	3,625
7320 Parkway Drive	Hanover, MD	Fort Meade/BW Corridor	12/15/2017	1	57,000	7,529	831
				<u>12</u>	<u>799,000</u>	<u>\$ 125,829</u>	<u>\$ 5,636</u>

(1) This sale also included land.

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

We also sold:

- 11751 Meadowville Lane, an operating property totaling 193,000 square feet in Chester, Virginia (in our Data Center Shells sub-segment), for \$44.0 million on October 27, 2017. 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 by June 30, 2019. We accounted for this transaction as a financing arrangement. Accordingly, we did not recognize the sale of this property for accounting purposes (and will not until the guaranty expires) and we reported the sales proceeds as a liability on the balance sheet as of December 31, 2017 on the line entitled deferred property sale. In addition, we reported this property as held for sale as of December 31, 2017. We do not expect to incur any losses under this financial guaranty; and
- other land for \$14.3 million and recognized a gain on sale of \$4.2 million.

2017 Construction Activities

In 2017, we placed into service 1.1 million square feet in eight newly constructed properties (including a partially operational property) and 94,000 square feet in three redeveloped properties. As of December 31, 2017, we had nine properties under construction, or for which we were contractually committed to construct, that we estimate will total 1.1 million square feet upon completion (including a partially operational property and two properties completed and held for future lease to the United States Government) and one partially operational property under redevelopment that we estimate will total 22,000 square feet upon completion.

2016 Dispositions

In 2016, we sold the following operating properties (dollars in thousands):

Project Name	City, State	Segment	Date of Sale	Number of Buildings	Total Rentable Square Feet	Transaction Value	Gain on Sale
Arborcrest Corporate Campus (1)	Philadelphia, PA	Regional Office	8/4/2016	4	654,000	\$ 142,800	\$ 4,742
8003 Corporate Drive	White Marsh, MD	Regional Office	8/17/2016	1	18,000	2,400	—
1341 & 1343 Ashton Road	Hanover, MD	Fort Meade/BW Corridor	9/9/2016	2	25,000	2,900	848
8007, 8013, 8015, 8019 and 8023-8027 Corporate Drive (1)	White Marsh, MD	Regional Office	9/21/2016	5	130,000	14,513	1,906
1302, 1304 and 1306 Concourse Drive	Linthicum, MD	Fort Meade/BW Corridor	9/29/2016	3	299,000	48,100	8,375
2900 Towerview Road	Herndon, VA	Northern Virginia Defense/IT	10/19/2016	1	151,000	12,100	—
4940 Campbell Boulevard	White Marsh, MD	Regional Office	11/17/2016	1	50,000	5,200	—
1560 A and B Cable Ranch Road	San Antonio, TX	Other	11/30/2016	2	120,000	10,300	—
1331 Ashton Road	Hanover, MD	Fort Meade/BW Corridor	12/19/2016	1	29,000	2,625	—
900 Elkridge Landing Road	Linthicum, MD	Fort Meade/BW Corridor	12/22/2016	1	101,000	7,800	—
				<u>21</u>	<u>1,577,000</u>	<u>\$ 248,738</u>	<u>\$ 15,871</u>

(1) This sale also included land.

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

We also sold:

- a 50% interest in six triple-net leased, single-tenant data center properties in Virginia by contributing them into a newly-formed joint venture, GI-COPT DC Partnership LLC (“GI-COPT”), for an aggregate property value of \$147.6 million on July 21, 2016. We obtained \$60.0 million in non-recourse mortgage loans on the properties through the joint venture immediately prior to the sale of our interest and received the net proceeds. Our partner in the joint venture acquired the 50% interest in the joint venture from us for \$44.3 million. We account for our 50% interest in the joint venture using the equity method of accounting as described further in Note 6. We recognized a gain on the sale of our interest of \$17.9 million; and
- other land for \$21.8 million and recognized a gain on sale of \$7.2 million.

2016 Construction Activities

In 2016, we placed into service 639,000 square feet in six newly constructed properties and 61,000 square feet in three redeveloped properties.

2015 Acquisitions

In 2015, we acquired the following operating properties:

- 250 W. Pratt Street, a 367,000 square foot office property in Baltimore, Maryland (included in our Regional Office segment) that was 96.2% leased, for \$61.8 million on March 19, 2015;
- 2600 Park Tower Drive, a 237,000 square foot office property in Vienna, Virginia (included in our Northern Virginia Defense/IT segment) that was 100% leased, for \$80.5 million on April 15, 2015; and
- 100 Light Street, a 558,000 square foot office property in Baltimore, Maryland (included in our Regional Office segment) that was 93.5% leased, and its structured parking garage, 30 Light Street, for \$121.2 million on August 7, 2015. In connection with that acquisition, we assumed a \$55.0 million mortgage loan with a fair value at assumption of \$55.5 million.

The table below sets forth the allocation of the aggregate purchase price of these properties to the value of the acquired assets and liabilities (in thousands):

Land, operating properties	\$ 55,076
Building and improvements	139,540
Intangible assets on real estate acquisitions	<u>75,729</u>
Total assets	270,345
Below-market leases	<u>(6,808)</u>
Total acquisition cost	<u>\$ 263,537</u>

Intangible assets recorded in connection with these acquisitions included the following (dollars in thousands):

		<u>Weighted Average Amortization Period (in Years)</u>
Tenant relationship value	\$ 31,183	12
In-place lease value	35,139	7
Above-market leases	6,720	4
Below-market cost arrangements	<u>2,687</u>	40
	<u>\$ 75,729</u>	10

These properties contributed:

- revenues of \$38.1 million in 2017, \$36.9 million in 2016 and \$20.2 million in 2015; and
- net income from continuing operations of \$1.9 million in 2017, \$2.2 million in 2016 and \$1.2 million in 2015.

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

We expensed operating property acquisition costs of \$4.1 million in 2015 that were included in business development expenses and land carry costs on our consolidated statements of operations.

We accounted for these acquisitions as business combinations. We included the results of operations for the acquisitions in our consolidated statements of operations from their respective purchase dates through December 31, 2017. The following table presents pro forma information for COPT and subsidiaries as if these acquisitions had occurred on January 1, 2014. This pro forma information also includes adjustments to reclassify the operating property acquisition costs disclosed above to the year ended December 31, 2014 from the 2015 periods in which they were actually incurred. The pro forma financial information was prepared for comparative purposes only and is not necessarily indicative of what would have occurred had these acquisitions been made at that time or of results which may occur in the future (in thousands, except per shares amounts).

	For the Year Ended December 31, 2015
	(Unaudited)
Pro forma total revenues	\$ 641,982
Pro forma net income attributable to COPT common shareholders	\$ 167,079
Pro forma EPS:	
Basic	\$ 1.77
Diluted	\$ 1.77

2015 Dispositions

In 2015, we completed dispositions of the following operating properties (dollars in thousands):

Project Name	City, State	Segment	Date of Disposition	Number of Buildings	Total Rentable Square Feet	Transaction Value (1)	Gain on Disposition
1550 Westbranch Drive	McLean, VA	Regional Office	7/27/2015	1	160,000	\$ 27,800	\$ —
15000 and 15010 Conference Center Drive	Chantilly, VA	Northern Virginia Defense/IT	8/28/2015	2	665,000	167,335	—
13200 Woodland Park Road	Herndon, VA	Regional Office	10/27/2015	1	397,000	84,000	42,515
9900, 9910 and 9920 Franklin Square Drive	White Marsh, MD	Regional Office	11/9/2015	3	135,000	24,150	6,468
9690 Deereco Road and 375 W. Padonia Road	Timonium, MD	Regional Office	12/17/2015	2	240,000	44,500	15,050
				<u>9</u>	<u>1,597,000</u>	<u>\$ 347,785</u>	<u>\$ 64,033</u>

(1) Each of these properties were sold except for 15000 and 15010 Conference Center Drive, the disposition of which was completed in connection with a debt extinguishment, as discussed further below.

We also sold land in 2015 for \$18.1 million and recognized gains of \$4.0 million on the sales.

On August 28, 2015, ownership in 15000 and 15010 Conference Center Drive was transferred to the mortgage lender on a \$150.0 million nonrecourse mortgage loan that was secured by the properties and we removed the debt obligation and accrued interest from our balance sheet. Upon completion of this transfer, we recognized a gain on early extinguishment of debt of \$84.8 million, representing the difference between the mortgage loan and accrued interest payable extinguished over the carrying value of the properties transferred as of the transfer date and related closing costs.

2015 Construction Activities

In 2015, we placed into service 897,000 square feet in seven newly constructed properties and 170,000 square feet in two redeveloped properties.

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

6. Real Estate Joint Ventures

Consolidated Real Estate Joint Ventures

We consolidate the real estate joint ventures described below because of our: (1) power to direct the matters that most significantly impact their activities, including development, leasing and management of the properties constructed by the VIEs; and (2) right to receive returns on our fundings and, in many cases, the obligation to fund the activities of the ventures to the extent that third-party financing is not obtained, both of which could be potentially significant to the VIEs.

The table below sets forth information pertaining to our investments in consolidated real estate joint ventures as of December 31, 2017 (dollars in thousands):

	Date Acquired	Nominal Ownership	Nature of Activity	December 31, 2017 (1)		
		% as of 12/31/2017		Total Assets	Encumbered Assets	Total Liabilities
LW Redstone Company, LLC	3/23/2010	85%	Development and operation of real estate (2)	\$ 158,891	\$ 75,569	\$ 51,180
M Square Associates, LLC	6/26/2007	50%	Development and operation of real estate (3)	73,116	45,384	45,745
Stevens Investors, LLC	8/11/2015	95%	Development of real estate (4)	71,976	—	19,905
				<u>\$ 303,983</u>	<u>\$ 120,953</u>	<u>\$ 116,830</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.

In January 2016, our partner in Stevens Investors, LLC contributed to the joint venture, for a value of \$22.6 million, interests in contracts controlling land to be developed (including a purchase agreement and a ground lease). Our partner subsequently received cash distributions from the joint venture that we funded of \$6.7 million in 2017 and \$13.4 million in 2016.

With regard to our consolidated joint ventures:

- For LW Redstone, LLC, we anticipate funding certain infrastructure costs (up to a maximum of \$76.0 million excluding accrued interest thereon) due to be reimbursed by the City of Huntsville as discussed further in Note 8. As of December 31, 2017, we had advanced \$37.8 million to the City to fund such costs. We also expect to fund additional development and construction costs through equity contributions to the extent that third party financing is not obtained. Our partner was credited with a \$9.0 million capital account upon formation and is not required to make any future equity contributions. While net cash flow distributions to the partners vary depending on the source of the funds distributed, cash flows are generally distributed as follows:
 - cumulative preferred returns on capital invested to fund the project's infrastructure costs on a pro rata basis to us and our partner;
 - cumulative preferred returns on our capital invested to fund the project's vertical construction;
 - return of our invested capital;
 - return of our partner's capital;
 - any remaining residual 85% to us and 15% to our partner.
 Our partner has the right to require us to acquire its interest for fair value beginning in March 2020; accordingly, we classify the fair value of our partner's interest as redeemable noncontrolling interests in the mezzanine section of our consolidated balance sheets. We have the right to purchase our partner's interest at fair value upon the earlier of five years following the project's achievement of a construction commencement threshold of 4.4 million square feet or March 2040; the project had achieved 674,000 square feet of construction commencement through December 31, 2017;
- For M Square Associates, LLC, net cash flows of this entity will be distributed to the partners as follows: (1) member loans and accrued interest; (2) our preferred return and capital contributions used to fund infrastructure costs; (3) the partners' preferred returns and capital contributions used to fund all other costs, including the base land value credit, in proportion to the accrued returns and capital accounts; and (4) residual amounts distributed 50% to each member.
- For Stevens Investors, LLC, net cash flows of this entity will be distributed to the partners as follows: (1) member loans and accrued interest; (2) pro rata return of the partners' capital; (3) pro rata return of the partners' respective unpaid preferred returns; and (4) varying splits of 85% to 60% to us and the balance to our partners as we reach specified return hurdles. Our partners have the right to require us to acquire some or all of their interests for fair value for a defined period

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

of time following the construction completion and stabilization (as defined in the operating agreement) of the joint venture's office property; accordingly, we classify the fair value of our partners' interest as redeemable noncontrolling interests in the mezzanine section of our consolidated balance sheets. Our partners have the right to receive some or all of the consideration for the acquisition of their interests in the form of common units in COPLP.

We disclose the activity of our redeemable noncontrolling interests in Note 12.

The ventures discussed above include only ones in which parties other than COPLP and COPT own interests. Our commitments and contingencies pertaining to our real estate joint ventures are disclosed in Note 19.

Unconsolidated Real Estate Joint Venture

As described further in Note 5, on July 21, 2016, we sold a 50% interest in six triple-net leased, single-tenant data center properties in Virginia by contributing them into GI-COPT, a newly-formed joint venture. We account for our 50% interest in the joint venture using the equity method of accounting. We had an investment balance in GI-COPT of \$25.1 million as of December 31, 2017 and \$25.5 million as of December 31, 2016. Our balance was lower than our share of the joint venture's equity by \$16.7 million as of December 31, 2017 and \$18.1 million as of December 31, 2016 due to a difference between our cost basis and our share of the underlying equity in the net assets upon formation of the joint venture. In 2016 and 2017, we amortized this basis difference into equity in income from unconsolidated entities based on the lives of the underlying assets. In connection with our adoption of guidance pertaining to the accounting for partial sales of nonfinancial assets using the full retrospective method, effective January 1, 2018, we will retrospectively restate each reporting period presented to: fully recognize in 2016 the difference between our cost basis and our share of the underlying equity in the net assets upon formation of the joint venture; and remove the amortization of this basis difference into equity in income from consolidated entities that we recognized in 2016 and 2017.

Under the terms of the joint venture agreement, we and our partner receive returns in proportion to our investments in the joint venture.

7. Intangible Assets on Real Estate Acquisitions

Intangible assets on real estate acquisitions consisted of the following (in thousands):

	December 31, 2017			December 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
In-place lease value	\$ 132,276	\$ 110,814	\$ 21,462	\$ 132,647	\$ 99,940	\$ 32,707
Tenant relationship value	60,028	32,198	27,830	60,028	26,253	33,775
Below-market cost arrangements	15,102	7,507	7,595	15,102	7,285	7,817
Above-market leases	13,944	12,092	1,852	13,944	10,259	3,685
Other	1,333	980	353	1,333	966	367
	<u>\$ 222,683</u>	<u>\$ 163,591</u>	<u>\$ 59,092</u>	<u>\$ 223,054</u>	<u>\$ 144,703</u>	<u>\$ 78,351</u>

Amortization of the intangible asset categories set forth above totaled \$9.3 million in 2017, \$20.0 million in 2016 and \$18.5 million in 2015. The approximate weighted average amortization periods of the categories set forth above follow: in-place lease value: six years; tenant relationship value: eight years; below-market cost arrangements: 34 years; above-market leases: three years; and other: 25 years. The approximate weighted average amortization period for all of the categories combined is 11 years. The estimated amortization (to amortization associated with real estate operations, rental revenue and property operating expenses) associated with the intangible asset categories set forth above for the next five years is: \$14.5 million for 2018; \$8.1 million for 2019; \$5.7 million for 2020; \$5.5 million for 2021; and \$4.1 million for 2022.

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8. Investing Receivables

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

	December 31,	
	2017	2016
Notes receivable from City of Huntsville	\$ 54,472	\$ 49,258
Other investing loans receivable	3,021	3,021
	<u>\$ 57,493</u>	<u>\$ 52,279</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%. These notes and the accrued and unpaid interest thereon, which is compounded annually on March 1st, will be repaid using the real estate taxes generated by the properties constructed by the joint venture. When these tax revenues are sufficient to cover the debt service on a certain increment of municipal bonds, the City of Huntsville will be required to issue bonds to repay the notes receivable and the accrued and unpaid interest thereon. Each note has a maturity date of the earlier of 30 years from the date issued or the expiration of the tax increment district comprising the constructed properties in 2045.

We did not have an allowance for credit losses in connection with our investing receivables as of December 31, 2017 or December 31, 2016. The fair value of these receivables approximated their carrying amounts as of December 31, 2017 and December 31, 2016.

9. Prepaid Expenses and Other Assets, Net

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

	December 31,	
	2017	2016
Prepaid expenses	\$ 24,670	\$ 24,432
Lease incentives, net	19,011	18,276
Furniture, fixtures and equipment, net	5,256	5,204
Construction contract costs incurred in excess of billings	4,884	10,350
Interest rate derivatives	3,073	158
Non-real estate equity method investments	2,412	2,355
Deferred tax asset, net	1,892	3,036
Deferred financing costs, net (1)	1,202	3,128
Other assets	4,821	5,825
Prepaid expenses and other assets, net	<u>\$ 67,221</u>	<u>\$ 72,764</u>

(1) Represents deferred costs, net of accumulated amortization, attributable to our Revolving Credit Facility and interest rate derivatives.

Deferred tax asset, net reported above includes the following tax effects of temporary differences and carry forwards of our TRS (in thousands):

	December 31,	
	2017	2016
Operating loss carry forward	\$ 3,209	\$ 5,084
Share-based compensation	7	13
Accrued payroll	49	101
Property	43	(100)
Valuation allowance	(1,416)	(2,062)
Deferred tax asset, net	<u>\$ 1,892</u>	<u>\$ 3,036</u>

We recognize a valuation allowance on our deferred tax asset if we believe all or some portion of the asset may not be realized. An increase or decrease in the valuation allowance resulting from a change in circumstances that causes a change in our

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Notes to Consolidated Financial Statements (Continued)

judgment about the realizability of our deferred tax asset is included in income. The deferred tax asset valuation allowance is due to a decrease in future projected operating income in our TRS resulting primarily from our dispositions of certain properties to which the TRS provided amenity services and our planned reduction in amenity services provided by the TRS at certain other properties. We believe it is more likely than not that the results of future operations in our TRS will generate sufficient taxable income to realize our December 31, 2017 net deferred tax asset.

10. Debt, Net

Debt Summary

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

	Carrying Value (1) as of		Stated Interest Rates as of December 31, 2017	Scheduled Maturity as of December 31, 2017
	December 31, 2017	December 31, 2016		
Mortgage and Other Secured Debt:				
Fixed rate mortgage debt (2)	\$ 150,723	\$ 154,143	3.82% - 7.87% (3)	2019-2026
Variable rate secured loans	13,115	13,448	LIBOR + 1.85% (4)	October 2020
Total mortgage and other secured debt	163,838	167,591		
Revolving Credit Facility (5)	126,000	—	LIBOR + 0.875% to 1.60%	May 2019
Term Loan Facilities (6)	347,959	547,494	LIBOR + 0.90% to 1.85% (7)	2020-2022
Unsecured Senior Notes (5)				
3.600%, \$350,000 aggregate principal	347,551	347,128	3.60% (8)	May 2023
5.250%, \$250,000 aggregate principal	246,645	246,176	5.25% (9)	February 2024
3.700%, \$300,000 aggregate principal	298,322	297,843	3.70% (10)	June 2021
5.000%, \$300,000 aggregate principal	296,731	296,368	5.00% (11)	July 2025
Unsecured note payable	1,287	1,401	0% (12)	May 2026
Total debt, net	<u>\$ 1,828,333</u>	<u>\$ 1,904,001</u>		

- (1) The carrying values of our debt other than the Revolving Credit Facility reflect net deferred financing costs of \$5.0 million as of December 31, 2017 and \$6.1 million as of December 31, 2016.
- (2) 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 \$349,000 as of December 31, 2017 and \$422,000 as of December 31, 2016.
- (3) The weighted average interest rate on our fixed rate mortgage debt was 4.19% as of December 31, 2017.
- (4) The interest rate on our variable rate secured debt was 3.21% as of December 31, 2017.
- (5) Refer to the paragraphs below for further disclosure.
- (6) As discussed below, 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.
- (7) The weighted average interest rate on these loans was 2.73% as of December 31, 2017.
- (8) The carrying value of these notes reflects an unamortized discount totaling \$1.7 million as of December 31, 2017 and \$2.0 million as of December 31, 2016. The effective interest rate under the notes, including amortization of the issuance costs, was 3.70%.
- (9) The carrying value of these notes reflects an unamortized discount totaling \$3.0 million as of December 31, 2017 and \$3.4 million as of December 31, 2016. The effective interest rate under the notes, including amortization of the issuance costs, was 5.49%.
- (10) The carrying value of these notes reflects an unamortized discount totaling \$1.3 million as of December 31, 2017 and \$1.7 million as of December 31, 2016. The effective interest rate under the notes, including amortization of the issuance costs, was 3.85%.
- (11) Refer to the paragraphs below for further disclosure.
- (12) 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 \$373,000 as of December 31, 2017 and \$460,000 as of December 31, 2016.

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.

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. In addition, the terms

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of some of COPLP's debt may limit its ability to make certain types of payments and other distributions to COPT in the event of default or when such payments or distributions may prompt failure of debt covenants. As of December 31, 2017, we were within the compliance requirements of these financial covenants.

Our debt matures on the following schedule (in thousands):

2018	\$	4,241
2019		130,387
2020		116,156
2021		303,875
2022		254,033
Thereafter		1,033,475
Total	\$	1,842,167 (1)

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

We capitalized interest costs of \$5.2 million in 2017, \$5.7 million in 2016 and \$7.2 million in 2015.

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

	December 31, 2017		December 31, 2016	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Fixed-rate debt				
Unsecured Senior Notes	\$ 1,189,249	\$ 1,229,398	\$ 1,187,515	\$ 1,220,282
Other fixed-rate debt	152,010	152,485	155,544	156,887
Variable-rate debt				
	487,074	485,694	560,942	558,437
	<u>\$ 1,828,333</u>	<u>\$ 1,867,577</u>	<u>\$ 1,904,001</u>	<u>\$ 1,935,606</u>

Revolving Credit Facility

On May 6, 2015, we entered into a credit agreement with a group of lenders for which KeyBanc Capital Markets and J.P. Morgan Securities LLC acted as joint lead arrangers and joint book runners, KeyBank National Association acted as administrative agent and JPMorgan Chase Bank, N.A. acted as syndication agent (the "Consolidated Credit Agreement") to amend, restate and consolidate the terms of our existing unsecured revolving credit facility (the "Revolving Credit Facility") and one of our term loan facilities discussed below. The lenders' aggregate commitment under the Revolving Credit Facility is \$800.0 million, with the ability for us to increase the lenders' aggregate commitment to \$1.3 billion, provided that there is no default under the facility and subject to the approval of the lenders. The facility matures on May 6, 2019, 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 facility is based on LIBOR (customarily the 30-day rate) plus 0.875% to 1.600%, as determined by the credit ratings assigned to COPLP by Standard & Poor's Rating Services, Moody's Investors Services, Inc. or Fitch Ratings Ltd. (collectively, the "Ratings Agencies"). The 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. As of December 31, 2017, the maximum borrowing capacity under this facility totaled \$800.0 million, of which \$674.0 million was available.

Weighted average borrowings under our Revolving Credit Facility totaled \$97.8 million in 2017 and \$90.3 million in 2016. The weighted average interest rate on our Revolving Credit Facility was 2.44% in 2017 and 1.64% in 2016.

Term Loan Facilities

Effective February 14, 2012, we entered into an unsecured term loan agreement under which we borrowed \$250.0 million. In connection with our entry into the Consolidated Credit Agreement on May 6, 2015 discussed above, we increased the loan amount to \$300.0 million, with a right for us to borrow up to an additional \$200.0 million during the term, subject to certain

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conditions. We repaid this term loan by \$200.0 million in May 2017. The term loan matures on May 6, 2020, and carries a variable interest rate based on the LIBOR rate (customarily the 30-day rate) plus 0.90% to 1.85%, as determined by the credit ratings assigned to COPLP by the Ratings Agencies.

Effective December 17, 2015, we entered into an unsecured term loan agreement with an initial commitment of \$250.0 million; we borrowed \$100.0 million under this loan on December 17, 2015 and \$150.0 million on December 28, 2016. We also have the ability to borrow \$150.0 million above the initial commitment, provided that there is no default under the loan and subject to the approval of the lenders. The term loan matures on December 17, 2022, and carries a variable interest rate based on the LIBOR rate (customarily the 30-day rate) plus 0.90% to 1.75%, as determined by the credit ratings assigned to COPLP by the Ratings Agencies.

In addition to the term loans discussed above, we also had the following term loans that were repaid prior to December 31, 2017:

- for a term loan originating in 2012, we repaid the remaining balance of \$120.0 million in 2016;
and
- for a term loan originating in 2011, we repaid the remaining balance of \$150.0 million in 2015.

Unsecured Senior Notes

On June 29, 2015, we issued \$300.0 million of 5.000% Senior Notes at an initial offering price of 99.510% of their face value, resulting in proceeds, after deducting underwriting discounts, but before other offering expenses of \$296.6 million. The carrying value of these notes reflects an unamortized discount totaling \$2.7 million at December 31, 2017 and \$3.0 million as of December 31, 2016. The effective interest rate under the notes, including amortization of the issuance costs, was 5.15%.

We may redeem our unsecured senior notes, in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (1) the aggregate principal amount of the notes being redeemed or (2) the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued as of the date of redemption) discounted to its present value, on a semi-annual basis at an adjusted treasury rate plus a spread (30 basis points for the 3.600% Senior Notes, 40 basis points for the 5.250% Senior Notes, 25 basis points for the 3.700% Senior Notes and 45 basis points for the 5.000% Senior Notes), plus, in each case, accrued and unpaid interest thereon to the date of redemption. However, in each case, if this redemption occurs on or after three months prior to the maturity date, the redemption price will be equal to 100% of the principal amount of the notes being redeemed, plus accrued and unpaid interest thereon to, but not including, the applicable redemption date. These notes are unconditionally guaranteed by COPT.

(Losses) Gains on Early Extinguishment of Debt

Our (losses) gains on early extinguishment of debt included a gain of \$84.8 million on August 28, 2015 pertaining to the removal of a \$150.0 million nonrecourse mortgage loan from our balance sheet as discussed further in Note 5.

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11. 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 (dollars in thousands):

Notional Amount	Fixed Rate	Floating Rate Index	Effective Date	Expiration Date	Fair Value at December 31,	
					2017	2016
\$ 100,000	1.7300%	One-Month LIBOR	9/1/2015	8/1/2019	\$ 252	\$ (848)
13,217 (1)	1.3900%	One-Month LIBOR	10/13/2015	10/1/2020	213	100
100,000	1.9013%	One-Month LIBOR	9/1/2016	12/1/2022	1,046	(23)
100,000	1.9050%	One-Month LIBOR	9/1/2016	12/1/2022	1,051	48
50,000	1.9079%	One-Month LIBOR	9/1/2016	12/1/2022	511	10
100,000 (2)	1.6730%	One-Month LIBOR	9/1/2015	8/1/2019	—	(701)
					<u>\$ 3,073</u>	<u>\$ (1,414)</u>

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

(2) We cash settled this derivative and interest accrued thereon for \$460,000 on May 1, 2017. Since the hedged transactions associated with this derivative were still probable to occur as of the settlement date, amounts in accumulated other comprehensive loss ("AOCL") associated with this derivative will be reclassified to interest expense through August 2019.

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 December 31,	
		2017	2016
Interest rate swaps designated as cash flow hedges	Prepaid expenses and other assets	\$ 3,073	\$ 158
Interest rate swaps designated as cash flow hedges	Other liabilities	—	(1,572)

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

	For the Years Ended December 31,		
	2017	2016	2015
Unrealized gain (loss) recognized in AOCL (effective portion)	\$ 684	\$ (2,915)	\$ (4,739)
Loss reclassified from AOCL into interest expense (effective portion)	(3,216)	(4,230)	(3,599)
Gain (loss) on derivatives recognized in interest expense (ineffective portion)	323	378	(386)
Loss reclassified from AOCL into interest expense (ineffective portion) (1)	(88)	—	—

(1) Represents a loss recognized on certain interest rate swaps from the accelerated reclassification of amounts in AOCL on May 1, 2017, when we concluded that hedged forecasted transactions were probable not to occur.

Over the next 12 months, we estimate that approximately \$460,000 of losses will be reclassified from AOCL as an increase 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 December 31, 2017, we did not have any derivatives in liability positions. As of December 31, 2017, we had not posted any collateral related to these agreements.

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12. Redeemable Noncontrolling Interests

As discussed further in Note 6, our partners in two real estate joint ventures, LW Redstone Company, LLC and Stevens Investors, LLC, 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. The table below sets forth the activity in these redeemable noncontrolling interests (in thousands):

	For the Years Ended December 31,		
	2017	2016	2015
Beginning balance	\$ 22,979	\$ 19,218	\$ 18,417
Contributions from noncontrolling interests	—	22,779	1,654
Distributions to noncontrolling interests	(1,566)	(21,881)	(2,964)
Net income attributable to noncontrolling interests	2,338	2,242	2,227
Adjustment to arrive at fair value of interests	(626)	621	(116)
Ending balance	\$ 23,125	\$ 22,979	\$ 19,218

We determine the fair value of these 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, occupancies for the properties and comparable properties and estimated operating and capital expenditures.

13. Equity - COPT and Subsidiaries

Preferred Shares

As of December 31, 2017, COPT had 25.0 million preferred shares authorized and unissued at \$0.01 par value per share. In 2017, COPT redeemed all of its outstanding preferred shares, including:

- the 5.600% Series K Cumulative Redeemable Preferred Shares (the "Series K Preferred Shares") redeemed effective January 21, 2017 at a price of \$50.00 per share, or \$26.6 million in the aggregate, plus accrued and unpaid dividends thereon through the date of redemption. Concurrently with this redemption, COPLP redeemed its Series K Preferred Units on the same terms. Since we made an irrevocable notification to holders of the Series K Preferred Shares in December 2016 of our intention to redeem such shares, we presented the liquidation preference of the shares as a liability on COPT's consolidated balance sheet as of December 31, 2016; we also recognized a \$17,000 decrease to net income available to common shareholders in 2016 pertaining to the original issuance costs incurred on the shares. The liability associated with these shares as of December 31, 2016 is classified in Level 2 of the fair value hierarchy; and
- the 7.375% Series L Cumulative Preferred Shares (the "Series L Preferred Shares") redeemed effective June 27, 2017 at a price of \$25.00 per share, or \$172.5 million in the aggregate, plus accrued and unpaid dividends thereon up to but not including the date of redemption. Concurrently with this redemption, COPLP redeemed its Series L Preferred Units on the same terms. We also recognized a \$6.8 million decrease to net income available to common shareholders in 2017 pertaining to the original issuance costs incurred on the shares.

Common Shares

In October 2012, COPT established an at-the-market ("ATM") stock offering program under which it could, from time to time, offer and sell common shares in "at the market" stock offerings having an aggregate gross sales price of up to \$150.0 million. COPT issued 890,241 common shares under this program in 2015 at a weighted average price of \$30.29 per share. Net proceeds from the shares issued totaled \$26.6 million, after payment of \$0.4 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 discussed below, this program was replaced by a new ATM program established in 2016.

In September 2016, COPT established a new ATM stock offering program under which it may, from time to time, offer and sell common shares in "at the market" stock offerings having an aggregate gross sales price of up to \$200.0 million. This

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program replaced the ATM stock offering program that we previously had in place. COPT issued the following common shares under this ATM program:

- 3.72 million common shares in the three months ended December 31, 2016 at a weighted average price of \$29.56 per share. Net proceeds from the shares issued totaled \$109.1 million, after payment of \$0.9 million in commissions to sales agents; and
- 591,000 common shares in 2017 at a weighted average price of \$33.84 per share. Net proceeds from the shares issued totaled \$19.7 million, after payment of \$0.3 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. COPT's remaining capacity under this ATM program as of December 31, 2017 was an aggregate gross sales price of \$70.0 million in common share sales.

On November 2, 2017, COPT entered into forward equity sale agreements to issue 9.2 million common shares at an initial gross offering price of \$285.2 million, or \$31.00 per share, before underwriting discounts, commissions and offering expenses. The forward sale price that we expect to receive upon physical settlement of the agreements will be subject to adjustment on a daily basis based on a floating interest rate factor equal to the overnight bank funding rate less a spread, and will be decreased on each of certain dates specified in the agreements during the term of the agreements. On December 27, 2017, COPT issued 1.7 million common shares under the agreements for net proceeds of \$50.0 million. COPT contributed the net proceeds from these issuances to COPLP in exchange for an equal number of units in COPLP.

Holders of COPLP common units converted their units into COPT common shares on the basis of one common share for each common unit in the amount of 339,513 in 2017, 87,000 in 2016 and 160,160 in 2015.

COPT declared dividends per common share of \$1.10 in 2017, 2016 and 2015.

See Note 15 for disclosure of common share activity pertaining to our share-based compensation plans.

14. Equity - COPLP and Subsidiaries

General Partner Preferred Units

In 2017, COPLP redeemed all of the outstanding units of the following series of preferred units held by COPT:

- the 5.600% Series K Preferred Shares effective on January 21, 2017. Since notification of this redemption occurred in December 2016, we present the liquidation preference of the related units as a liability on COPLP's consolidated balance sheet as of December 31, 2016; we also recognized at a price of \$50.00 per unit, or \$26.6 million in the aggregate, plus accrued and unpaid distributions thereon through the date of redemption, and recognized a \$17,000 decrease to net income available to common unitholders pertaining to the units' original issuance costs at the time of redemption; and
- the 7.375% Series L Cumulative Preferred Units on June 27, 2017 at a price of \$25.00 per unit, or \$172.5 million in the aggregate, plus accrued and unpaid distributions thereon through the date of redemption, and recognized a \$6.8 million decrease to net income available to common unitholders pertaining to the units' original issuance costs at the time of redemption.

With the completion of these redemptions in 2017, no preferred units in COPLP are held by COPT.

Limited Partner Preferred Units

COPLP has 352,000 Series I Preferred Units issued to an unrelated party that have an aggregate liquidation preference of \$8.8 million (\$25.00 per unit), plus any accrued and unpaid distributions of return thereon (as described below), and may be redeemed for cash by COPLP at COPLP's option any time after September 22, 2019. The owner of these units is entitled to a priority annual cumulative return equal to 7.5% of their liquidation preference through September 22, 2019; the annual cumulative preferred return increases for each subsequent five-year period, subject to certain maximum limits. These units are convertible into common units on the basis of 0.5 common units for each Series I Preferred Unit; the resulting common units would then be exchangeable for COPT common shares in accordance with the terms of COPLP's agreement of limited partnership.

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Common Units

COPT owned 96.9% of COPLP's common units as of December 31, 2017 and 96.5% as of December 31, 2016.

From 2015 through 2017, COPT acquired additional common units through the following common share issuances under ATM programs:

- 591,042 common shares in 2017 at a weighted average price of \$33.84 per share. Net proceeds from the shares issued totaled \$19.7 million, after payment of \$0.3 million in commissions to sales agents;
- 3.72 million common shares issued in 2016 at a weighted average price of \$29.56 per share. Net proceeds from the shares issued totaled \$109.1 million, after payment of \$0.9 million in commissions to sales agents; and
- 890,241 common shares issued in 2015 at a weighted average price of \$30.29 per share. Net proceeds from the shares issued totaled \$26.6 million, after payment of \$0.4 million in commissions to sales agents.

In December 2017, COPT also acquired additional common units from COPT's issuance of 1.7 million common shares under its forward equity sale agreements for net proceeds of \$50.0 million.

Limited partners in COPLP holding common units have the right to require COPLP to redeem all or a portion of their common units. COPLP (or COPT as the general partner) has the right, in its sole discretion, to deliver to such redeeming limited partners for each partnership unit either one COPT common share (subject to anti-dilution adjustment) or a cash payment equal to the then fair market value of such share (so adjusted) (based on the formula for determining such value set forth in the partnership agreement). Limited partners holding common units redeemed their units into common shares on the basis of one common share for each common unit in the amount of 339,513 in 2017, 87,000 in 2016 and 160,160 in 2015.

We declared distributions per common unit of \$1.10 in 2017, 2016 and 2015.

15. Share-Based Compensation and Other Compensation Matters

Share-Based Compensation Plans

In May 2017, COPT adopted the 2017 Omnibus Equity and Incentive Plan following the approval of such plan by our common shareholders. COPT may issue equity-based awards under this plan to officers, employees, non-employee trustees and any other key persons of us and our subsidiaries, as defined in the plan. The plan provides for a maximum of 3.4 million common shares in COPT to be issued in the form of options, share appreciation rights, restricted share unit awards, restricted share awards, unrestricted share awards, dividend equivalent rights and other equity-based awards and for the granting of cash-based awards. This plan expires on May 11, 2027.

In May 2010, COPT adopted the Amended and Restated 2008 Omnibus Equity and Incentive Plan following the approval of such plan by our common shareholders. This plan, which was replaced by the 2017 Plan in May 2017, provided for the award of options, share appreciation rights, deferred share awards, restricted share awards, unrestricted share awards, performance shares, dividend equivalent rights and other equity-based awards and for the granting of cash-based awards.

In March 1998, COPT adopted a long-term incentive plan for our Trustees and employees following the approval of such plan by our common shareholders. This plan, which expired in March 2008, provided for the award of options, restricted shares and dividend equivalents.

Awards under these plans to nonemployee Trustees generally vest on the first anniversary of the grant date provided that the Trustee remains in his or her position. Awards granted to employees vest based on increments and over periods of time set forth under the terms of the respective awards provided that the employees remain employed by us. Options expire ten years after the date of grant. Shares for each of the share-based compensation plans are issued under registration statements on Form S-8 that became effective upon filing with the Securities and Exchange Commission. In connection with awards of common shares granted by COPT under such share-based compensation plans, COPLP issues to COPT an equal number of equity instruments with identical terms.

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

The table below sets forth our reporting for share based compensation cost (in thousands):

	For the Years Ended December 31,		
	2017	2016	2015
General, administrative and leasing expenses	\$ 4,649	\$ 5,816	\$ 5,574
Property operating expenses	966	1,027	1,000
Capitalized to development activities	480	610	824
Share-based compensation cost	\$ 6,095	\$ 7,453	\$ 7,398

The amounts included in our consolidated statements of operations for share-based compensation reflected an estimate of pre-vesting forfeitures of 0% for PSUs and deferred share awards and 0% to 5% for restricted shares.

As of December 31, 2017, unrecognized compensation costs related to unvested awards included:

- \$8.1 million on restricted shares expected to be recognized over a weighted average period of approximately three years;
- \$1.3 million on PSUs expected to be recognized over a weighted average performance period of approximately two years and
- \$120,000 on deferred share awards expected to be recognized through May 2018.

Our TRS is subject to Federal and state income taxes. We realized a windfall tax loss of \$13,000 in 2017, \$331,000 in 2016 and \$513,000 in 2015 on options exercised and vesting restricted shares in connection with employees of that subsidiary.

Restricted Shares

The following table summarizes restricted shares under the share-based compensation plans for 2015, 2016 and 2017:

	Shares	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2014	390,507	\$ 26.19
Granted	201,024	28.69
Forfeited	(10,550)	26.05
Vested	(202,781)	26.07
Unvested as of December 31, 2015	378,200	27.58
Granted	231,937	24.77
Forfeited	(22,907)	25.31
Vested	(215,983)	27.19
Unvested as of December 31, 2016	371,247	26.20
Granted	239,479	33.84
Forfeited	(27,056)	27.80
Vested	(158,044)	26.27
Unvested as of December 31, 2017	425,626	\$ 30.37
Unvested shares as of December 31, 2017 that are expected to vest	402,870	\$ 30.31

The aggregate intrinsic value of restricted shares that vested was \$5.3 million in 2017, \$5.4 million in 2016 and \$4.9 million in 2015.

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

PSUs

We made the following grants of PSUs to executives from 2013 through 2017 (dollars in thousands):

Grant Date	Number of PSUs Granted	Performance Period Commencement Date	Performance Period End Date	Grant Date Fair Value	Number of PSUs Outstanding as of December 31, 2017
3/1/2013	69,579	1/1/2013	12/31/2015	\$ 1,867	—
3/6/2014	49,103	1/1/2014	12/31/2016	\$ 1,723	—
3/5/2015	45,656	1/1/2015	12/31/2017	\$ 1,678	15,767
3/1/2016	26,299	1/1/2016	12/31/2018	\$ 1,000	24,850
1/1/2017	39,351	1/1/2017	12/31/2019	\$ 1,400	39,351

In 2017, we modified certain provisions of the PSUs granted in 2015, 2016 and 2017, resulting in incremental compensation cost totaling \$236,000 based on the difference between the pre-modification and post-modification award fair values on the date of modification.

The PSUs each have three year performance periods concluding on the earlier of the respective performance period end dates set forth above 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 or greater	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 sum of:

- the number of earned PSUs in settlement of the award plan;
- plus
- 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, divided by the share price on such settlement date, as defined under the terms of the agreement.

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.

Based on COPT’s total shareholder return relative to its peer group of companies:

- for 2013 and 2014 PSUs issued to Stephen E. Riffée, our former Chief Financial Officer who departed on February 3, 2015, we issued 5,289 common shares on March 5, 2015 in settlement of such PSUs;
- for the 2013 PSUs that vested on December 31, 2015, there was no payout value in connection with the vesting;
- for the 2014 and 2015 PSUs issued to Wayne H. Lingafelter, our former Executive Vice President, Development & Construction Services, who departed on March 31, 2016, we issued 10,326 common shares on May 30, 2016 in settlement of such PSUs;
- for the 2014 and 2015 PSUs issued to Roger A. Waesche, Jr., our former Chief Executive Officer, who departed on May 12, 2016, we issued 20,569 common shares on July 12, 2016 in settlement of such PSUs;
- for the 2014, 2015 and 2016 PSUs issued to Karen M. Singer, our former General Counsel and Secretary, who departed on August 31, 2016, we issued 2,248 common shares on October 30, 2016 in settlement of such PSUs; and

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Notes to Consolidated Financial Statements (Continued)

- for the 2014 PSUs issued to Steven E. Budorick, our Chief Executive Officer, that vested on December 31, 2016, we issued 9,763 common shares in settlement of the PSUs on February 7, 2017.

We computed grant date fair values for PSUs using Monte Carlo models and are recognizing these values over the performance periods. The grant date fair value and certain of the assumptions used in the Monte Carlo models for the PSUs granted in 2015, 2016 and 2017 are set forth below:

Grant Date	Grant Date Fair Value	Baseline Common Share Value	Expected Volatility of Common Shares	Risk-free Interest Rate
3/5/2015	\$ 36.76	\$ 29.28	19.9%	0.99%
3/1/2016	\$ 38.21	\$ 23.90	20.4%	0.96%
1/1/2017	\$ 38.43	\$ 31.22	19.0%	1.47%

Deferred Share Awards

We made the following grants of deferred share awards to nonemployee members of our Board of Trustees in 2015, 2016 and 2017 (dollars in thousands, except per share amounts):

Year of Grant	Number of Deferred Share Awards Granted	Aggregate Grant Date Fair Value	Grant Date Fair Value Per Share
2015	24,056	\$ 642	\$ 26.70
2016	24,944	\$ 671	\$ 26.89
2017	10,032	\$ 326	\$ 32.47

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). We issued the following common shares in settlement of deferred shares in 2015, 2016 and 2017 (dollars in thousands, except per share amounts):

	For the Years Ended December 31,		
	2017	2016	2015
Number of common shares issued	15,590	12,028	15,485
Grant date fair value	\$ 26.89	\$ 26.70	\$ 26.77
Aggregate intrinsic value	\$ 508	\$ 322	\$ 413

Options

We have not issued options since 2009, and all of our options were vested and fully expensed prior to 2017. The table below sets forth information regarding our outstanding options as of the following dates (dollars in thousands, except per share data):

	Options Outstanding and Exercisable	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (in Years)	Aggregate Intrinsic Value
December 31, 2014	559,736	\$39.60	2	\$ 167
December 31, 2015	425,347	\$42.75	1	\$ —
December 31, 2016	201,100	\$43.35	1	\$ 31
December 31, 2017	60,000	\$35.17	1	\$ —

The aggregate intrinsic value of options exercised was \$18,000 in 2017 and \$300,000 in 2015. No options were exercised in 2016.

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

Executive Transition Costs

Our Board of Trustees appointed Stephen E. Budorick, our Executive Vice President and Chief Operating Officer since September 2011, to become our President and Chief Executive Officer effective May 12, 2016, the date of the Company's 2016 Annual Meeting of Shareholders. On that date, Roger A. Waesche, Jr., our President and Chief Executive Officer, left the Company to pursue other interests, and he was not nominated for reelection as a Trustee. The Board appointed Mr. Budorick to our Board of Trustees after the 2016 Annual Meeting of Shareholders. In addition, our Executive Vice President, Development & Construction Services, Wayne H. Lingafelter, and our Senior Vice President, General Counsel and Secretary, Karen M. Singer, departed the Company to pursue other interests effective March 31, 2016 and August 31, 2016, respectively. We recognized executive transition costs of approximately \$6.5 million in 2016 primarily for termination benefits in connection with the departures of Mr. Waesche, Mr. Lingafelter and Ms. Singer.

16. Operating Leases

We lease our properties to tenants under operating leases with various expiration dates extending to the year 2033. Gross minimum future rentals on noncancelable leases in our properties as of December 31, 2017 were as follows (in thousands):

<u>Year Ending December 31,</u>	
2018	\$ 372,420
2019	329,760
2020	260,238
2021	207,727
2022	175,123
Thereafter	484,444
	<u>\$ 1,829,712</u>

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

17. 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 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; in prior reporting periods, 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 from continuing and discontinued operations; and the net of revenues and property operating expenses of real estate operations owned through unconsolidated real estate joint ventures (“UJVs”) that is allocable to COPT’s ownership interest (“UJV NOI allocable to COPT”). 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.

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

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	Operating Wholesale Data Center	Other	
Year Ended December 31, 2017											
Revenues from real estate operations	\$ 245,613	\$ 47,118	\$ 47,209	\$ 29,540	\$ 14,322	\$ 24,320	\$ 408,122	\$ 68,262	\$ 28,875	\$ 4,721	\$ 509,980
Property operating expenses	(80,697)	(16,938)	(27,812)	(12,619)	(5,783)	(2,709)	(146,558)	(28,982)	(13,551)	(1,873)	(190,964)
UJV NOI allocable to COPT	—	—	—	—	—	5,188	5,188	—	—	—	5,188
NOI from real estate operations	\$ 164,916	\$ 30,180	\$ 19,397	\$ 16,921	\$ 8,539	\$ 26,799	\$ 266,752	\$ 39,280	\$ 15,324	\$ 2,848	\$ 324,204
Additions to long-lived assets	\$ 26,659	\$ 8,115	\$ 71	\$ 8,451	\$ 1,056	\$ —	\$ 44,352	\$ 25,299	\$ 3,580	\$ 110	\$ 73,341
Transfers from non-operating properties	\$ 43,370	\$ 48,328	\$ —	\$ 474	\$ 2,159	\$ 107,854	\$ 202,185	\$ —	\$ 8	\$ 18	\$ 202,211
Segment assets at December 31, 2017	\$ 1,263,567	\$ 402,076	\$ 128,755	\$ 194,476	\$ 108,119	\$ 285,275	\$ 2,382,268	\$ 400,512	\$ 224,422	\$ 4,082	\$ 3,011,284
Year Ended December 31, 2016											
Revenues from real estate operations	\$ 245,354	\$ 48,964	\$ 46,803	\$ 28,197	\$ 13,056	\$ 23,836	\$ 406,210	\$ 85,805	\$ 26,869	\$ 7,080	\$ 525,964
Property operating expenses	(83,684)	(17,824)	(27,357)	(12,690)	(4,476)	(2,674)	(148,705)	(34,095)	(11,512)	(3,218)	(197,530)
UJV NOI allocable to COPT	—	—	—	—	—	2,305	2,305	—	—	—	2,305
NOI from real estate operations	\$ 161,670	\$ 31,140	\$ 19,446	\$ 15,507	\$ 8,580	\$ 23,467	\$ 259,810	\$ 51,710	\$ 15,357	\$ 3,862	\$ 330,739
Additions to long-lived assets	\$ 26,267	\$ 17,344	\$ —	\$ 9,168	\$ 4,352	\$ —	\$ 57,131	\$ 12,559	\$ 299	\$ 335	\$ 70,324
Transfers from non-operating properties	\$ 49,937	\$ 28,230	\$ 240	\$ —	\$ 3,169	\$ 103,367	\$ 184,943	\$ 82	\$ (377)	\$ (8)	\$ 184,640
Segment assets at December 31, 2016	\$ 1,255,230	\$ 404,438	\$ 131,957	\$ 196,486	\$ 110,395	\$ 209,683	\$ 2,308,189	\$ 442,811	\$ 231,954	\$ 21,293	\$ 3,004,247
Year Ended December 31, 2015											
Revenues from real estate operations	\$ 244,274	\$ 49,199	\$ 39,659	\$ 28,177	\$ 11,228	\$ 21,746	\$ 394,283	\$ 98,165	\$ 19,032	\$ 7,588	\$ 519,068
Property operating expenses	(83,309)	(20,107)	(22,004)	(13,229)	(3,497)	(2,298)	(144,444)	(36,165)	(10,402)	(3,477)	(194,488)
NOI from real estate operations	\$ 160,965	\$ 29,092	\$ 17,655	\$ 14,948	\$ 7,731	\$ 19,448	\$ 249,839	\$ 62,000	\$ 8,630	\$ 4,111	\$ 324,580
Additions to long-lived assets	\$ 31,883	\$ 90,248	\$ —	\$ 7,656	\$ 883	\$ —	\$ 130,670	\$ 204,139	\$ 132	\$ 328	\$ 335,269
Transfers from non-operating properties	\$ 45,560	\$ 50,690	\$ 32,307	\$ 1,408	\$ 13,190	\$ 51,492	\$ 194,647	\$ 22,313	\$ 89,745	\$ 415	\$ 307,120
Segment assets at December 31, 2015	\$ 1,290,028	\$ 411,196	\$ 134,381	\$ 196,090	\$ 108,038	\$ 203,013	\$ 2,342,746	\$ 608,471	\$ 243,338	\$ 70,914	\$ 3,265,469

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

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

	For the Years Ended December 31,		
	2017	2016	2015
Segment revenues from real estate operations	\$ 509,980	\$ 525,964	\$ 519,068
Construction contract and other service revenues	102,840	48,364	106,402
Less: Revenues from discontinued operations	—	—	(4)
Total revenues	<u>\$ 612,820</u>	<u>\$ 574,328</u>	<u>\$ 625,466</u>

The following table reconciles our segment property operating expenses to property operating expenses as reported on our consolidated statements of operations (in thousands):

	For the Years Ended December 31,		
	2017	2016	2015
Segment property operating expenses	\$ 190,964	\$ 197,530	\$ 194,488
Less: Property operating expenses from discontinued operations	—	—	6
Total property operating expenses	<u>\$ 190,964</u>	<u>\$ 197,530</u>	<u>\$ 194,494</u>

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 Years Ended December 31,		
	2017	2016	2015
UJV NOI allocable to COPT	\$ 5,188	\$ 2,305	\$ —
Less: Income from UJV allocable to COPT attributable to depreciation and amortization expense and interest expense	(2,301)	(993)	—
Add: Equity in (loss) income of unconsolidated non-real estate entities	(5)	20	62
Equity in income of unconsolidated entities	<u>\$ 2,882</u>	<u>\$ 1,332</u>	<u>\$ 62</u>

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 Years Ended December 31,		
	2017	2016	2015
Construction contract and other service revenues	\$ 102,840	\$ 48,364	\$ 106,402
Construction contract and other service expenses	(99,618)	(45,481)	(102,696)
NOI from service operations	<u>\$ 3,222</u>	<u>\$ 2,883</u>	<u>\$ 3,706</u>

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

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

	For the Years Ended December 31,		
	2017	2016	2015
NOI from real estate operations	\$ 324,204	\$ 330,739	\$ 324,580
NOI from service operations	3,222	2,883	3,706
Interest and other income	6,318	5,444	4,517
Equity in income of unconsolidated entities	2,882	1,332	62
Income tax expense	(1,098)	(244)	(199)
Depreciation and other amortization associated with real estate operations	(134,228)	(132,719)	(140,025)
Impairment losses	(15,123)	(101,391)	(23,289)
General, administrative and leasing expenses	(30,837)	(36,553)	(31,361)
Business development expenses and land carry costs	(6,213)	(8,244)	(13,507)
Interest expense	(76,983)	(83,163)	(89,074)
NOI from discontinued operations	—	—	(10)
Less: UJV NOI allocable to COPT included in equity in income of unconsolidated entities	(5,188)	(2,305)	—
(Loss) gain on early extinguishment of debt	(513)	(1,110)	85,275
COPT consolidated income (loss) from continuing operations	<u>\$ 66,443</u>	<u>\$ (25,331)</u>	<u>\$ 120,675</u>

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

	As of December 31,	
	2017	2016
Segment assets	\$ 3,011,284	\$ 3,004,247
Non-operating property assets	411,041	418,171
Other assets	156,159	358,467
Total COPT consolidated assets	<u>\$ 3,578,484</u>	<u>\$ 3,780,885</u>

The accounting policies of the segments are the same as those used to prepare our consolidated financial statements, except that discontinued operations and 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 losses, (loss) gain 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.

18. 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 our forward equity sale agreements and 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.

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Notes to Consolidated Financial Statements (Continued)

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 Years Ended December 31,		
	2017	2016	2015
Numerator:			
Income (loss) from continuing operations	\$ 66,443	\$ (25,331)	\$ 120,675
Gain on sales of real estate	9,890	40,986	68,047
Preferred share dividends	(6,219)	(14,297)	(14,210)
Issuance costs associated with redeemed preferred shares	(6,847)	(17)	—
Income from continuing operations attributable to noncontrolling interests	(6,242)	(4,216)	(10,575)
Income from continuing operations attributable to share-based compensation awards	(449)	(419)	(706)
Numerator for basic EPS from continuing operations attributable to COPT common shareholders	\$ 56,576	\$ (3,294)	\$ 163,231
Dilutive effect of common units in COPLP on diluted EPS from continuing operations	—	—	6,397
Numerator for diluted EPS from continuing operations attributable to COPT common shareholders	\$ 56,576	\$ (3,294)	\$ 169,628
Numerator for basic EPS from continuing operations attributable to COPT common shareholders	\$ 56,576	\$ (3,294)	\$ 163,231
Discontinued operations	—	—	156
Discontinued operations attributable to noncontrolling interests	—	—	(3)
Numerator for basic EPS on net income (loss) attributable to COPT common shareholders	\$ 56,576	\$ (3,294)	\$ 163,384
Dilutive effect of common units in COPLP	—	—	6,403
Numerator for diluted EPS on net income (loss) attributable to COPT common shareholders	\$ 56,576	\$ (3,294)	\$ 169,787
Denominator (all weighted averages):			
Denominator for basic EPS (common shares)	98,969	94,502	93,914
Dilutive effect of forward equity sale agreements and share-based compensation awards	186	—	61
Dilutive effect of common units	—	—	3,692
Denominator for diluted EPS (common shares)	99,155	94,502	97,667
Basic EPS:			
Income (loss) from continuing operations attributable to COPT common shareholders	\$ 0.57	\$ (0.03)	\$ 1.74
Net income (loss) attributable to COPT common shareholders	\$ 0.57	\$ (0.03)	\$ 1.74
Diluted EPS:			
Income (loss) from continuing operations attributable to COPT common shareholders	\$ 0.57	\$ (0.03)	\$ 1.74
Net income (loss) attributable to COPT common shareholders	\$ 0.57	\$ (0.03)	\$ 1.74

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 Years Ended December 31,		
	2017	2016	2015
Conversion of common units	3,362	3,633	—
Conversion of Series I preferred units	176	176	176
Conversion of Series K preferred shares	—	434	434

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

The following share-based compensation securities were excluded from the computation of diluted EPS because their effect was antidilutive:

- weighted average restricted shares and deferred share awards of 433,000 for 2017, 385,000 for 2016 and 410,000 for 2015;
and
- weighted average options of 70,000 for 2017, 285,000 for 2016 and 469,000 for 2015.

We had outstanding senior notes, which we redeemed in April 2015, with an exchange settlement feature, but such notes did not affect our diluted EPS reported above since the weighted average closing price of COPT's common shares during each of the periods was less than the exchange prices per common share applicable for such periods.

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 our forward equity sale agreements and 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.

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

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 Years Ended December 31,		
	2017	2016	2015
Numerator:			
Income (loss) from continuing operations	\$ 66,443	\$ (25,331)	\$ 120,675
Gain on sales of real estate, net	9,890	40,986	68,047
Preferred unit distributions	(6,879)	(14,957)	(14,870)
Issuance costs associated with redeemed preferred units	(6,847)	(17)	—
Income from continuing operations attributable to noncontrolling interests	(3,646)	(3,715)	(3,523)
Income from continuing operations attributable to share-based compensation awards	(449)	(419)	(706)
Numerator for basic and diluted EPU from continuing operations attributable to COPLP common unitholders	\$ 58,512	\$ (3,453)	\$ 169,623
Discontinued operations	—	—	156
Discontinued operations attributable to noncontrolling interests	—	—	3
Numerator for basic and diluted EPU on net income (loss) attributable to COPLP common unitholders	\$ 58,512	\$ (3,453)	\$ 169,782
Denominator (all weighted averages):			
Denominator for basic EPU (common units)	102,331	98,135	97,606
Dilutive effect of forward equity sale agreements and share-based compensation awards	186	—	61
Denominator for diluted EPU (common units)	102,517	98,135	97,667
Basic EPU:			
Income (loss) from continuing operations attributable to COPLP common unitholders	\$ 0.57	\$ (0.04)	\$ 1.74
Net income (loss) attributable to COPLP common unitholders	\$ 0.57	\$ (0.04)	\$ 1.74
Diluted EPU:			
Income (loss) from continuing operations attributable to COPLP common unitholders	\$ 0.57	\$ (0.04)	\$ 1.74
Net income (loss) attributable to COPLP common unitholders	\$ 0.57	\$ (0.04)	\$ 1.74

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

	Weighted Average Units Excluded from Denominator for the Years Ended December 31,		
	2017	2016	2015
Conversion of Series I preferred units	176	176	176
Conversion of Series K preferred units	—	434	434

The following share-based compensation securities were excluded from the computation of diluted EPU because their effect was antidilutive:

- weighted average restricted units and deferred share awards of 433,000 for 2017, 385,000 for 2016 and 410,000 for 2015; and
- weighted average options of 70,000 for 2017, 285,000 for 2016 and 469,000 for 2015.

We had outstanding senior notes, which we redeemed in April 2015, with an exchange settlement feature, but such notes did not affect our diluted EPU reported above since the weighted average closing price of COPT's common shares during each of the periods was less than the exchange prices per common share applicable for such periods.

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

19. Commitments and Contingencies

Litigation

In the normal course of business, we are involved in legal actions arising from our ownership and administration of properties. We establish reserves for specific legal proceedings when we determine that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. Management does not anticipate that any liabilities that may result from such proceedings will have a materially adverse effect on our financial position, operations or liquidity. 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.

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. We recognized a \$981,000 liability through December 31, 2017 representing our estimated obligation to fund through a special tax any future shortfalls between debt service on the bonds and real estate taxes available to repay the bonds.

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 December 31, 2017 follow (in thousands):

<u>Year Ending December 31,</u>		
2018	\$	1,283
2019		1,267
2020		1,259
2021		1,263
2022		1,149
Thereafter		84,611
	\$	<u>90,832</u>

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

Capital Lease

On May 25, 2017, we entered into a ground lease on land under development in Washington, DC for 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 between 2019 and 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. Future minimum rental payments due under the term of this lease as of December 31, 2017 follow (in thousands):

<u>Year Ending December 31,</u>	
2018	\$ 15,829
2020	135
2022	75
Total minimum rental payments	16,039
Less: Amount representing interest	(186)
Capital lease obligation	<u>\$ 15,853</u>

Contractual Obligations

We had amounts remaining to be incurred under various contractual obligations as of December 31, 2017 that included the following (excluding amounts incurred and therefore reflected as liabilities reported on our consolidated balance sheets):

- new development and redevelopment obligations of \$22.8 million;
- capital expenditures for operating properties of \$44.2 million;
- third party construction and development of \$35.8 million; and
- other obligations of \$0.9 million.

Environmental Indemnity Agreement

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.

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

20. Quarterly Data (Unaudited)

The tables below set forth selected quarterly information for the years ended December 31, 2017 and 2016 (in thousands, except per share/unit data).

	For the Year Ended December 31, 2017				For the Year Ended December 31, 2016			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
COPT and Subsidiaries								
Revenues	\$ 139,801	\$ 151,435	\$ 157,017	\$ 164,567	\$ 144,307	\$ 145,927	\$ 142,103	\$ 141,991
Operating income	\$ 35,433	\$ 36,618	\$ 38,939	\$ 24,847	\$ 30,464	\$ (27,021)	\$ 11,525	\$ 37,442
Income (loss) from continuing operations	\$ 18,850	\$ 19,195	\$ 21,494	\$ 6,904	\$ 8,096	\$ (48,316)	\$ (4,829)	\$ 19,718
Net income (loss)	\$ 23,088	\$ 19,207	\$ 22,682	\$ 11,356	\$ 8,096	\$ (48,316)	\$ 29,272	\$ 26,603
Net (income) loss attributable to noncontrolling interests	(1,733)	(1,345)	(1,766)	(1,398)	(1,270)	897	(1,973)	(1,870)
Net income (loss) attributable to COPT	21,355	17,862	20,916	9,958	6,826	(47,419)	27,299	24,733
Preferred share dividends	(3,180)	(3,039)	—	—	(3,552)	(3,553)	(3,552)	(3,640)
Issuance costs associated with redeemed preferred shares	—	(6,847)	—	—	—	—	—	(17)
Net income (loss) attributable to COPT common shareholders	\$ 18,175	\$ 7,976	\$ 20,916	\$ 9,958	\$ 3,274	\$ (50,972)	\$ 23,747	\$ 21,076
Basic EPS	\$ 0.18	\$ 0.08	\$ 0.21	\$ 0.10	\$ 0.03	\$ (0.54)	\$ 0.25	\$ 0.22
Diluted EPS	\$ 0.18	\$ 0.08	\$ 0.21	\$ 0.10	\$ 0.03	\$ (0.54)	\$ 0.25	\$ 0.22
COPLP and Subsidiaries								
Revenues	\$ 139,801	\$ 151,435	\$ 157,017	\$ 164,567	\$ 144,307	\$ 145,927	\$ 142,103	\$ 141,991
Operating income	\$ 35,433	\$ 36,618	\$ 38,939	\$ 24,847	\$ 30,464	\$ (27,021)	\$ 11,525	\$ 37,442
Income (loss) from continuing operations	\$ 18,850	\$ 19,195	\$ 21,494	\$ 6,904	\$ 8,096	\$ (48,316)	\$ (4,829)	\$ 19,718
Net income (loss)	\$ 23,088	\$ 19,207	\$ 22,682	\$ 11,356	\$ 8,096	\$ (48,316)	\$ 29,272	\$ 26,603
Net income attributable to noncontrolling interests	(934)	(907)	(897)	(908)	(979)	(911)	(913)	(912)
Net income (loss) attributable to COPLP	22,154	18,300	21,785	10,448	7,117	(49,227)	28,359	25,691
Preferred unit distributions	(3,345)	(3,204)	(165)	(165)	(3,717)	(3,718)	(3,717)	(3,805)
Issuance costs associated with redeemed preferred units	—	(6,847)	—	—	—	—	—	(17)
Net income (loss) attributable to COPLP common unitholders	\$ 18,809	\$ 8,249	\$ 21,620	\$ 10,283	\$ 3,400	\$ (52,945)	\$ 24,642	\$ 21,869
Basic EPU	\$ 0.18	\$ 0.08	\$ 0.21	\$ 0.10	\$ 0.03	\$ (0.54)	\$ 0.25	\$ 0.22
Diluted EPU	\$ 0.18	\$ 0.08	\$ 0.21	\$ 0.10	\$ 0.03	\$ (0.54)	\$ 0.25	\$ 0.22

Corporate Office Properties Trust and Subsidiaries and Corporate Office Properties, L.P. and Subsidiaries
Schedule II—Valuation and Qualifying Accounts
Years Ended December 31, 2017, 2016 and 2015
(in thousands)

	Balance at Beginning of Year	Charged to Costs and Expenses (1)	Charged to Other Accounts (2)	Deductions (3)	Balance at End of Year
Accounts Receivables-Allowance for doubtful accounts					
Year ended December 31, 2017	\$ 603	\$ 368	\$ (36)	\$ (328)	\$ 607
Year ended December 31, 2016	\$ 1,525	\$ (17)	\$ 235	\$ (1,140)	\$ 603
Year ended December 31, 2015	\$ 717	\$ 1,125	\$ 98	\$ (415)	\$ 1,525
Allowance for Deferred Rent Receivable					
Year ended December 31, 2017	\$ 373	\$ (9)	\$ —	\$ —	\$ 364
Year ended December 31, 2016	\$ 1,962	\$ (1,589)	\$ —	\$ —	\$ 373
Year ended December 31, 2015	\$ 1,418	\$ —	\$ 544	\$ —	\$ 1,962
Allowance for Deferred Tax Asset					
Year ended December 31, 2017	\$ 2,062	\$ (646)	\$ —	\$ —	\$ 1,416
Year ended December 31, 2016	\$ 2,062	\$ —	\$ —	\$ —	\$ 2,062
Year ended December 31, 2015	\$ 2,062	\$ —	\$ —	\$ —	\$ 2,062

(1) Amounts charged to costs and expenses are net of recoveries. Reduction in allowance for deferred tax asset was the result of a decrease in the corporate tax rate.

(2) Allowances for certain accounts receivables were charged to service company revenue. Deferred rent receivable allowances were charged to rental revenue.

(3) Deductions reflect adjustments to reserves due to actual write-offs of accounts.

Corporate Office Properties Trust and Subsidiaries and Corporate Office Properties, L.P. and Subsidiaries
Schedule III—Real Estate and Accumulated Depreciation
December 31, 2017
(Dollars in thousands)

Property (Type) (1)	Location	Initial Cost			Gross Amounts Carried At Close of Period			Accumulated Depreciation (5)	Year Built or Renovated	Date Acquired (6)	
		Encumbrances (2)	Land	Building and Land Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building and Land Improvements				Total (3) (4)
100 Light Street (O)	Baltimore, MD	\$ 49,378	\$ 26,715	\$ 58,343	\$ 5,286	\$ 26,715	\$ 63,629	\$ 90,344	\$ (9,467)	1973	8/7/2015
1000 Redstone Gateway (O)	Huntsville, AL	10,730	—	20,533	5	—	20,538	20,538	(2,465)	2013	3/23/2010
1100 Redstone Gateway (O)	Huntsville, AL	11,222	—	19,593	—	—	19,593	19,593	(1,945)	2014	3/23/2010
114 National Business Parkway (O)	Annapolis Junction, MD	—	364	3,109	118	364	3,227	3,591	(1,309)	2002	6/30/2000
11751 Meadowville Lane (O) (9)	Richmond, VA	—	1,305	52,098	112	1,305	52,210	53,515	(14,845)	2007	9/15/2006
1200 Redstone Gateway (O)	Huntsville, AL	12,973	—	22,389	—	—	22,389	22,389	(2,264)	2013	3/23/2010
1201 M Street (O)	Washington, DC	—	—	49,785	8,590	—	58,375	58,375	(12,800)	2001	9/28/2010
1201 Winterson Road (O)	Linthicum, MD	—	1,288	16,433	460	1,288	16,893	18,181	(4,279)	1985/2017	4/30/1998
1220 12th Street, SE (O)	Washington, DC	—	—	42,464	5,820	—	48,284	48,284	(11,719)	2003	9/28/2010
1243 Winterson Road (L)	Linthicum, MD	—	630	—	—	630	—	630	—	(7)	12/19/2001
131 National Business Parkway (O)	Annapolis Junction, MD	—	1,906	7,623	3,868	1,906	11,491	13,397	(6,286)	1990	9/28/1998
132 National Business Parkway (O)	Annapolis Junction, MD	—	2,917	12,259	4,124	2,917	16,383	19,300	(8,715)	2000	5/28/1999
133 National Business Parkway (O)	Annapolis Junction, MD	—	2,517	10,068	5,544	2,517	15,612	18,129	(9,234)	1997	9/28/1998
134 National Business Parkway (O)	Annapolis Junction, MD	—	3,684	7,517	3,691	3,684	11,208	14,892	(5,419)	1999	11/13/1998
1340 Ashton Road (O)	Hanover, MD	—	905	3,620	1,470	905	5,090	5,995	(2,854)	1989	4/28/1999
13450 Sunrise Valley Road (O)	Herndon, VA	—	1,386	5,576	4,553	1,386	10,129	11,515	(4,808)	1998	7/25/2003
13454 Sunrise Valley Road (O)	Herndon, VA	—	2,899	11,986	7,071	2,899	19,057	21,956	(9,262)	1998	7/25/2003
135 National Business Parkway (O)	Annapolis Junction, MD	—	2,484	9,750	6,075	2,484	15,825	18,309	(7,970)	1998	12/30/1998
1362 Mellon Road (O)	Hanover, MD	—	950	3,864	206	950	4,070	5,020	(192)	2006	2/10/2006
13857 McLearn Road (O)	Herndon, VA	—	3,507	30,177	1,768	3,507	31,945	35,452	(10,100)	2007	7/11/2012
140 National Business Parkway (O)	Annapolis Junction, MD	—	3,407	24,167	1,487	3,407	25,654	29,061	(8,907)	2003	12/31/2003
141 National Business Parkway (O)	Annapolis Junction, MD	—	2,398	9,538	4,815	2,398	14,353	16,751	(7,409)	1990	9/28/1998
14280 Park Meadow Drive (O)	Chantilly, VA	—	3,731	15,953	2,628	3,731	18,581	22,312	(7,326)	1999	9/29/2004
1460 Dorsey Road (L)	Hanover, MD	—	1,577	33	—	1,577	33	1,610	—	(7)	2/28/2006
14840 Conference Center Drive (O)	Chantilly, VA	—	1,572	8,175	3,092	1,572	11,267	12,839	(5,410)	2000	7/25/2003
14850 Conference Center Drive (O)	Chantilly, VA	—	1,615	8,358	3,072	1,615	11,430	13,045	(5,857)	2000	7/25/2003
14900 Conference Center Drive (O)	Chantilly, VA	—	3,436	14,402	6,239	3,436	20,641	24,077	(10,027)	1999	7/25/2003
1501 South Clinton Street (O)	Baltimore, MD	—	27,964	51,990	13,670	27,964	65,660	93,624	(19,942)	2006	10/27/2009
15049 Conference Center Drive (O)	Chantilly, VA	—	4,415	20,365	14,994	4,415	35,359	39,774	(12,097)	1997	8/14/2002
15059 Conference Center Drive (O)	Chantilly, VA	—	5,753	13,615	3,645	5,753	17,260	23,013	(7,907)	2000	8/14/2002
1550 West Nursery Road (O)	Linthicum, MD	—	14,071	16,930	—	14,071	16,930	31,001	(4,802)	2009	10/28/2009
1560 West Nursery Road (O)	Linthicum, MD	—	1,441	113	—	1,441	113	1,554	(10)	2014	10/28/2009
1610 West Nursery Road (O)	Linthicum, MD	—	259	246	—	259	246	505	(5)	2016	4/30/1998
1616 West Nursery Road (O)	Linthicum, MD	—	393	2,919	—	393	2,919	3,312	(13)	2017	4/30/1998
1622 West Nursery Road (O)	Linthicum, MD	—	393	2,477	—	393	2,477	2,870	(53)	2016	4/30/1998

Property (Type) (1)	Location	Initial Cost			Gross Amounts Carried At Close of Period						
		Encumbrances (2)	Building and Land Improvements		Costs Capitalized Subsequent to Acquisition	Building and Land Improvements		Total (3) (4)	Accumulated Depreciation (5)	Year Built or Renovated	Date Acquired (6)
			Land			Land					
16442 Commerce Drive (O)	Dahlgren, VA	—	613	2,582	891	613	3,473	4,086	(1,538)	2002	12/21/2004
16480 Commerce Drive (O)	Dahlgren, VA	—	1,856	7,425	2,068	1,856	9,493	11,349	(3,279)	2000	12/28/2004
16501 Commerce Drive (O)	Dahlgren, VA	—	522	2,090	727	522	2,817	3,339	(975)	2002	12/21/2004
16539 Commerce Drive (O)	Dahlgren, VA	—	688	2,860	1,892	688	4,752	5,440	(2,325)	1990	12/21/2004
16541 Commerce Drive (O)	Dahlgren, VA	—	773	3,094	1,757	773	4,851	5,624	(2,026)	1996	12/21/2004
16543 Commerce Drive (O)	Dahlgren, VA	—	436	1,742	716	436	2,458	2,894	(839)	2002	12/21/2004
1751 Pinnacle Drive (O)	McLean, VA	—	10,486	42,339	27,048	10,486	69,387	79,873	(29,582)	1989/1995	9/23/2004
1753 Pinnacle Drive (O)	McLean, VA	—	8,275	34,353	16,648	8,275	51,001	59,276	(18,757)	1976/2004	9/23/2004
206 Research Boulevard (O)	Aberdeen, MD	—	—	132	—	—	132	132	(132)	2012	9/14/2007
209 Research Boulevard (O)	Aberdeen, MD	—	134	1,711	175	134	1,886	2,020	(283)	2010	9/14/2007
210 Research Boulevard (O)	Aberdeen, MD	—	113	1,402	86	113	1,488	1,601	(174)	2010	9/14/2007
2100 L Street (L)	Washington, DC	—	55,615	9,073	—	55,615	9,073	64,688	—	(7)	8/11/2015
2100 Rideout Road (O)	Huntsville, AL	—	—	5,003	2,881	—	7,884	7,884	(438)	2016	3/23/2010
22289 Exploration Drive (O)	Lexington Park, MD	—	1,422	5,719	1,829	1,422	7,548	8,970	(3,415)	2000	3/24/2004
22299 Exploration Drive (O)	Lexington Park, MD	—	1,362	5,791	2,308	1,362	8,099	9,461	(3,768)	1998	3/24/2004
22300 Exploration Drive (O)	Lexington Park, MD	—	1,094	5,038	1,489	1,094	6,527	7,621	(2,432)	1997	11/9/2004
22309 Exploration Drive (O)	Lexington Park, MD	—	2,243	10,419	7,967	2,243	18,386	20,629	(6,087)	1984/1997	3/24/2004
23535 Cottonwood Parkway (O)	California, MD	—	692	3,051	537	692	3,588	4,280	(1,527)	1984	3/24/2004
250 W Pratt St (O)	Baltimore, MD	—	8,057	34,588	6,942	8,057	41,530	49,587	(6,972)	1985	3/19/2015
2500 Riva Road (O)	Annapolis, MD	—	2,791	12,145	1	2,791	12,146	14,937	(5,105)	2000	3/4/2003
2600 Park Tower Drive (O)	Vienna, VA	—	20,304	34,443	517	20,304	34,960	55,264	(3,708)	1999	4/15/2015
2691 Technology Drive (O)	Annapolis Junction, MD	—	2,098	17,334	5,563	2,098	22,897	24,995	(9,630)	2005	5/26/2000
2701 Technology Drive (O)	Annapolis Junction, MD	—	1,737	15,266	4,398	1,737	19,664	21,401	(9,676)	2001	5/26/2000
2711 Technology Drive (O)	Annapolis Junction, MD	—	2,251	21,611	1,899	2,251	23,510	25,761	(11,727)	2002	11/13/2000
2720 Technology Drive (O)	Annapolis Junction, MD	—	3,863	29,272	1,218	3,863	30,490	34,353	(10,261)	2004	1/31/2002
2721 Technology Drive (O)	Annapolis Junction, MD	—	4,611	14,597	1,270	4,611	15,867	20,478	(7,484)	2000	10/21/1999
2730 Hercules Road (O)	Annapolis Junction, MD	—	8,737	31,612	8,697	8,737	40,309	49,046	(18,673)	1990	9/28/1998
30 Light Street (O)	Baltimore, MD	4,153	—	12,101	629	—	12,730	12,730	(753)	2009	8/7/2015
300 Sentinel Drive (O)	Annapolis Junction, MD	—	1,517	59,165	925	1,517	60,090	61,607	(11,562)	2009	11/14/2003
302 Sentinel Drive (O)	Annapolis Junction, MD	—	2,648	29,687	468	2,648	30,155	32,803	(7,579)	2007	11/14/2003
304 Sentinel Drive (O)	Annapolis Junction, MD	—	3,411	24,917	202	3,411	25,119	28,530	(7,610)	2005	11/14/2003
306 Sentinel Drive (O)	Annapolis Junction, MD	—	3,260	22,592	961	3,260	23,553	26,813	(6,631)	2006	11/14/2003
308 Sentinel Drive (O)	Annapolis Junction, MD	—	1,422	26,208	2,396	1,422	28,604	30,026	(4,370)	2010	11/14/2003
310 Sentinel Way (O)	Annapolis Junction, MD	—	2,372	38,865	—	2,372	38,865	41,237	(1,977)	2016 (8)	11/14/2003
310 The Bridge Street (O)	Huntsville, AL	—	261	26,531	3,762	261	30,293	30,554	(7,430)	2009	8/9/2011
312 Sentinel Way (O)	Annapolis Junction, MD	—	3,138	27,797	—	3,138	27,797	30,935	(2,304)	2014	11/14/2003
314 Sentinel Way (O)	Annapolis Junction, MD	—	1,254	7,741	—	1,254	7,741	8,995	(548)	2008	11/14/2003
316 Sentinel Way (O)	Annapolis Junction, MD	—	2,748	38,156	145	2,748	38,301	41,049	(5,507)	2011	11/14/2003
318 Sentinel Way (O)	Annapolis Junction, MD	—	2,185	28,426	560	2,185	28,986	31,171	(8,416)	2005	11/14/2003

Property (Type) (1)	Location	Encumbrances (2)	Initial Cost			Gross Amounts Carried At Close of Period					
			Land	Building and Land Improvements	Costs Capitalized Subsequent to Acquisition	Building and Land Improvements		Total (3) (4)	Accumulated Depreciation (5)	Year Built or Renovated	Date Acquired (6)
						Land	Improvements				
320 Sentinel Way (O)	Annapolis Junction, MD	—	2,067	21,623	—	2,067	21,623	23,690	(5,391)	2007	11/14/2003
322 Sentinel Way (O)	Annapolis Junction, MD	—	2,605	22,827	1,900	2,605	24,727	27,332	(6,286)	2006	11/14/2003
324 Sentinel Way (O)	Annapolis Junction, MD	—	1,656	23,018	—	1,656	23,018	24,674	(4,229)	2010	6/29/2006
4000 Market Street (O)	Huntsville, AL	—	—	466	—	—	466	466	—	(8)	3/23/2010
4100 Market Street (O)	Huntsville, AL	—	—	1,013	—	—	1,013	1,013	—	(8)	3/23/2010
410 National Business Parkway (O)	Annapolis Junction, MD	—	1,831	23,257	119	1,831	23,376	25,207	(2,904)	2012	6/29/2006
420 National Business Parkway (O)	Annapolis Junction, MD	—	2,370	27,750	108	2,370	27,858	30,228	(2,635)	2013	6/29/2006
430 National Business Parkway (O)	Annapolis Junction, MD	—	1,852	21,563	126	1,852	21,689	23,541	(3,127)	2011	6/29/2006
44408 Pecan Court (O)	California, MD	—	817	1,583	1,490	817	3,073	3,890	(838)	1986	3/24/2004
44414 Pecan Court (O)	California, MD	—	405	1,619	1,033	405	2,652	3,057	(954)	1986	3/24/2004
44417 Pecan Court (O)	California, MD	—	434	3,822	148	434	3,970	4,404	(1,448)	1989/2015	3/24/2004
44420 Pecan Court (O)	California, MD	—	344	890	168	344	1,058	1,402	(368)	1989	11/9/2004
44425 Pecan Court (O)	California, MD	—	1,309	3,506	1,881	1,309	5,387	6,696	(2,419)	1997	5/5/2004
45310 Abell House Lane (O)	California, MD	—	2,272	13,808	147	2,272	13,955	16,227	(2,094)	2011	8/30/2010
46579 Expedition Drive (O)	Lexington Park, MD	—	1,406	5,796	1,680	1,406	7,476	8,882	(3,421)	2002	3/24/2004
46591 Expedition Drive (O)	Lexington Park, MD	—	1,200	7,199	1,226	1,200	8,425	9,625	(2,652)	2005	3/24/2004
4851 Stonecroft Boulevard (O)	Chantilly, VA	—	1,878	11,558	21	1,878	11,579	13,457	(3,827)	2004	8/14/2002
540 National Business Parkway (O)	Annapolis Junction, MD	—	2,035	29,490	—	2,035	29,490	31,525	(260)	2017 (8)	6/29/2006
5520 Research Park Drive (O)	Catonsville, MD	—	—	20,072	1,018	—	21,090	21,090	(4,260)	2009	4/4/2006
5522 Research Park Drive (O)	Catonsville, MD	—	—	4,550	210	—	4,760	4,760	(1,185)	2007	3/8/2006
5801 University Research Court (O)	College Park, MD	—	—	9,423	—	—	9,423	9,423	(36)	(8)	11/9/2016
5825 University Research Court (O)	College Park, MD	21,284	—	22,771	666	—	23,437	23,437	(5,020)	2008	1/29/2008
5850 University Research Court (O)	College Park, MD	22,517	—	31,906	405	—	32,311	32,311	(6,306)	2008	1/29/2008
6700 Alexander Bell Drive (O)	Columbia, MD	—	1,755	7,019	6,866	1,755	13,885	15,640	(6,916)	1988	5/14/2001
6708 Alexander Bell Drive (O)	Columbia, MD	—	897	11,984	1,605	897	13,589	14,486	(3,839)	1988/2016	5/14/2001
6711 Columbia Gateway Drive (O)	Columbia, MD	—	2,683	23,239	1,278	2,683	24,517	27,200	(6,817)	2006-2007	9/28/2000
6716 Alexander Bell Drive (O)	Columbia, MD	—	1,242	4,969	3,754	1,242	8,723	9,965	(5,129)	1990	12/31/1998
6721 Columbia Gateway Drive (O)	Columbia, MD	—	1,753	34,090	102	1,753	34,192	35,945	(7,514)	2009	9/28/2000
6724 Alexander Bell Drive (O)	Columbia, MD	—	449	5,039	1,374	449	6,413	6,862	(2,670)	2001	5/14/2001
6731 Columbia Gateway Drive (O)	Columbia, MD	—	2,807	19,098	4,872	2,807	23,970	26,777	(10,176)	2002	3/29/2000
6740 Alexander Bell Drive (O)	Columbia, MD	—	1,424	5,696	3,321	1,424	9,017	10,441	(5,698)	1992	12/31/1998
6741 Columbia Gateway Drive (O)	Columbia, MD	—	675	1,711	124	675	1,835	2,510	(466)	2008	9/28/2000
6750 Alexander Bell Drive (O)	Columbia, MD	—	1,263	12,461	3,959	1,263	16,420	17,683	(8,761)	2001	12/31/1998
6760 Alexander Bell Drive (O)	Columbia, MD	—	890	3,561	3,358	890	6,919	7,809	(3,932)	1991	12/31/1998
6940 Columbia Gateway Drive (O)	Columbia, MD	—	3,545	9,916	7,095	3,545	17,011	20,556	(8,164)	1999	11/13/1998
6950 Columbia Gateway Drive (O)	Columbia, MD	—	3,596	14,269	3,238	3,596	17,507	21,103	(8,787)	1998	10/22/1998
7000 Columbia Gateway Drive (O)	Columbia, MD	—	3,131	12,103	5,085	3,131	17,188	20,319	(6,178)	1999	5/31/2002
7005 Columbia Gateway Drive (O)	Columbia, MD	—	3,036	753	—	3,036	753	3,789	—	(7)	6/26/2014
7015 Albert Einstein Drive (O)	Columbia, MD	829	2,058	6,093	2,178	2,058	8,271	10,329	(3,343)	1999	12/1/2005

Property (Type) (1)	Location	Initial Cost				Gross Amounts Carried At Close of Period					
		Encumbrances (2)	Building and Land		Costs Capitalized Subsequent to Acquisition	Building and Land		Total (3) (4)	Accumulated Depreciation (5)	Year Built or Renovated	Date Acquired (6)
			Land	Improvements		Land	Improvements				
7061 Columbia Gateway Drive (O)	Columbia, MD	—	729	3,094	2,018	729	5,112	5,841	(2,191)	2000	8/30/2001
7063 Columbia Gateway Drive (O)	Columbia, MD	—	902	3,684	3,151	902	6,835	7,737	(3,113)	2000	8/30/2001
7065 Columbia Gateway Drive (O)	Columbia, MD	—	919	3,763	3,095	919	6,858	7,777	(3,637)	2000	8/30/2001
7067 Columbia Gateway Drive (O)	Columbia, MD	—	1,829	11,823	3,051	1,829	14,874	16,703	(7,037)	2001	8/30/2001
7125 Columbia Gateway Drive (L)	Columbia, MD	—	3,361	2,354	279	3,361	2,633	5,994	—	1973/1999 (7)	6/29/2006
7125 Columbia Gateway Drive (O)	Columbia, MD	—	17,126	46,994	15,786	17,126	62,780	79,906	(20,876)	1973/1999	6/29/2006
7130 Columbia Gateway Drive (O)	Columbia, MD	—	1,350	4,359	2,534	1,350	6,893	8,243	(3,192)	1989	9/19/2005
7134 Columbia Gateway Drive (O)	Columbia, MD	—	704	4,707	353	704	5,060	5,764	(1,422)	1990/2016	9/19/2005
7138 Columbia Gateway Drive (O)	Columbia, MD	—	1,104	3,518	2,729	1,104	6,247	7,351	(3,459)	1990	9/19/2005
7142 Columbia Gateway Drive (O)	Columbia, MD	—	1,342	4,657	2,608	1,342	7,265	8,607	(2,796)	1994 (8)	9/19/2005
7150 Columbia Gateway Drive (O)	Columbia, MD	—	1,032	3,429	813	1,032	4,242	5,274	(1,439)	1991	9/19/2005
7150 Riverwood Drive (O)	Columbia, MD	—	1,821	4,388	1,774	1,821	6,162	7,983	(2,343)	2000	1/10/2007
7160 Riverwood Drive (O)	Columbia, MD	—	2,732	7,006	2,455	2,732	9,461	12,193	(3,778)	2000	1/10/2007
7170 Riverwood Drive (O)	Columbia, MD	—	1,283	3,096	1,465	1,283	4,561	5,844	(1,798)	2000	1/10/2007
7175 Riverwood Drive (O)	Columbia, MD	—	1,788	7,269	—	1,788	7,269	9,057	(752)	1996/2013	7/27/2005
7200 Redstone Gateway (O)	Huntsville, AL	6,303	—	8,348	5	—	8,353	8,353	(752)	2013	3/23/2010
7200 Riverwood Road (O)	Columbia, MD	—	4,089	22,630	4,532	4,089	27,162	31,251	(10,180)	1986	10/13/1998
7205 Riverwood Drive (O)	Columbia, MD	—	1,367	21,419	—	1,367	21,419	22,786	(2,381)	2013	7/27/2005
7272 Park Circle Drive (O)	Hanover, MD	—	1,479	6,300	4,578	1,479	10,878	12,357	(3,898)	1991/1996	1/10/2007
7318 Parkway Drive (O)	Hanover, MD	—	972	3,888	1,239	972	5,127	6,099	(2,398)	1984	4/16/1999
7400 Redstone Gateway (O)	Huntsville, AL	6,914	—	9,223	—	—	9,223	9,223	(582)	2015	3/23/2010
7467 Ridge Road (O)	Hanover, MD	—	1,565	3,116	4,264	1,565	7,380	8,945	(1,930)	1990	4/28/1999
7740 Milestone Parkway (O)	Hanover, MD	18,203	3,825	34,176	567	3,825	34,743	38,568	(6,482)	2009	7/2/2007
7770 Backlick Road (O)	Springfield, VA	—	6,387	76,315	142	6,387	76,457	82,844	(9,075)	2012	3/10/2010
7880 Milestone Parkway (O)	Hanover, MD	—	4,857	24,677	62	4,857	24,739	29,596	(1,382)	2015	9/17/2013
8621 Robert Fulton Drive (O)	Columbia, MD	—	2,317	12,642	537	2,317	13,179	15,496	(4,097)	2005-2006	6/10/2005
8661 Robert Fulton Drive (O)	Columbia, MD	—	1,510	3,764	2,453	1,510	6,217	7,727	(2,655)	2002	12/30/2003
8671 Robert Fulton Drive (O)	Columbia, MD	—	1,718	4,280	4,052	1,718	8,332	10,050	(3,688)	2002	12/30/2003
870 Elkridge Landing Road (O)	Linthicum, MD	—	2,003	9,442	8,735	2,003	18,177	20,180	(9,370)	1981	8/3/2001
891 Elkridge Landing Road (O)	Linthicum, MD	—	1,165	4,772	3,466	1,165	8,238	9,403	(4,186)	1984	7/2/2001
901 Elkridge Landing Road (O)	Linthicum, MD	—	1,156	4,437	2,704	1,156	7,141	8,297	(3,608)	1984	7/2/2001
911 Elkridge Landing Road (O)	Linthicum, MD	—	1,215	4,861	2,191	1,215	7,052	8,267	(3,899)	1985	4/30/1998
938 Elkridge Landing Road (O)	Linthicum, MD	—	922	4,748	1,446	922	6,194	7,116	(2,621)	1984	7/2/2001
939 Elkridge Landing Road (O)	Linthicum, MD	—	939	3,756	4,438	939	8,194	9,133	(4,254)	1983	4/30/1998
940 Elkridge Landing Road (L)	Linthicum, MD	—	842	4	—	842	4	846	—	(7)	7/2/2001
9651 Hornbaker Road (D)	Manassas, VA	—	6,050	249,142	3,868	6,050	253,010	259,060	(39,294)	2010	9/14/2010
Arundel Preserve (L)	Hanover, MD	—	13,401	9,578	—	13,401	9,578	22,979	—	(7)	7/2/2007
Bethlehem Tech. Park - DC 18 (O)	Manassas, VA	—	3,599	25,992	—	3,599	25,992	29,591	(306)	2017	6/17/2016
Bethlehem Tech. Park - DC 19 (O)	Manassas, VA	—	3,708	16,362	—	3,708	16,362	20,070	(455)	2016	6/9/2016

Property (Type) (1)	Location	Encumbrances (2)	Initial Cost		Gross Amounts Carried At Close of Period							
			Land	Building and Land Improvements	Costs Capitalized Subsequent to Acquisition	Building and Land Improvements		Total (3) (4)	Accumulated Depreciation (5)	Year Built or Renovated	Date Acquired (6)	
						Land	Improvements					
Bethlehem Tech. Park - DC 20 (O)	Manassas, VA	—	3,599	23,625	—	3,599	23,625	27,224	(370)	2017	6/9/2016	
Bethlehem Tech. Park - DC 23 (O)	Manassas, VA	—	—	479	—	—	479	479	—	(8)	6/9/2016	
BLC 1 (O)	Northern Virginia	—	12,035	368	—	12,035	368	12,403	—	(8)	12/28/2017	
BLC 2 (O)	Northern Virginia	—	12,035	292	—	12,035	292	12,327	—	(8)	12/28/2017	
Canton Crossing Land (L)	Baltimore, MD	—	16,085	2,698	—	16,085	2,698	18,783	—	(7)	10/27/2009	
Canton Crossing Util Distr Ctr (O)	Baltimore, MD	—	7,300	15,556	986	7,300	16,542	23,842	(4,475)	2006	10/27/2009	
Columbia Gateway - Southridge (L)	Columbia, MD	—	6,387	3,719	—	6,387	3,719	10,106	—	(7)	9/20/2004	
Dahlgren Technology Center (L)	Dahlgren, VA	—	978	178	—	978	178	1,156	—	(7)	3/16/2005	
Expedition VII (L)	Lexington Park, MD	—	705	729	—	705	729	1,434	—	(7)	3/24/2004	
Innovation Park (L)	Manassas, VA	—	4,443	120	—	4,443	120	4,563	—	(7)	9/1/2016	
M Square Research Park (L)	College Park, MD	—	—	3,571	—	—	3,571	3,571	—	(7)	1/29/2008	
MR Land (L)	Northern Virginia	—	18,827	293	—	18,827	293	19,120	—	(7)	11/20/2017	
National Business Park North (L)	Annapolis Junction, MD	—	28,066	47,802	—	28,066	47,802	75,868	—	(7)	6/29/2006	
North Gate Business Park (L)	Aberdeen, MD	—	1,755	—	—	1,755	—	1,755	—	(7)	9/14/2007	
Northwest Crossroads (L)	San Antonio, TX	—	7,430	847	—	7,430	847	8,277	—	(7)	1/20/2006	
NOVA Office A (O) (10)	Chantilly, VA	—	2,096	46,835	—	2,096	46,835	48,931	(3,403)	2015	7/31/2002	
NOVA Office B (O) (10)	Chantilly, VA	—	739	27,128	—	739	27,128	27,867	(1,128)	2016 (8)	7/31/2002	
NOVA Office D (O)	Chantilly, VA	—	6,587	38,758	—	6,587	38,758	45,345	(437)	2017	7/31/2002	
Old Annapolis Road (O)	Columbia, MD	—	1,637	5,500	5,241	1,637	10,741	12,378	(3,509)	1974/1985	12/14/2000	
Paragon Park - DC 21 (O)	Sterling, VA	—	7,828	17,992	—	7,828	17,992	25,820	(100)	2017	5/8/2017	
Paragon Park - DC 22 (O)	Sterling, VA	—	7,828	17,445	—	7,828	17,445	25,273	(68)	2017	5/8/2017	
Patriot Point - DC 15 (O)	Ashburn, VA	—	12,156	17,069	—	12,156	17,069	29,225	(752)	2016	10/15/2015	
Patriot Point - DC 16 (O)	Ashburn, VA	—	12,156	16,973	—	12,156	16,973	29,129	(709)	2016	10/15/2015	
Patriot Point - DC 17 (O)	Ashburn, VA	—	6,078	16,347	—	6,078	16,347	22,425	(520)	2016	10/15/2015	
Patriot Ridge (L)	Springfield, VA	—	18,517	14,467	—	18,517	14,467	32,984	—	(7)	3/10/2010	
Redstone Gateway (L)	Huntsville, AL	—	—	19,152	—	—	19,152	19,152	—	(7)	3/23/2010	
Route 15/Biggs Ford Road (L)	Frederick, MD	—	1,129	—	—	1,129	—	1,129	—	(7)	8/28/2008	
Sentry Gateway (L)	San Antonio, TX	—	8,275	3,704	—	8,275	3,704	11,979	—	(7)	3/30/2005	
Sentry Gateway - T (O)	San Antonio, TX	—	14,020	38,804	13	14,020	38,817	52,837	(10,561)	1982/1985	3/30/2005	
Sentry Gateway - V (O)	San Antonio, TX	—	—	1,066	—	—	1,066	1,066	(241)	2007	3/30/2005	
Sentry Gateway - W (O)	San Antonio, TX	—	—	1,884	71	—	1,955	1,955	(392)	2009	3/30/2005	
Sentry Gateway - X (O)	San Antonio, TX	—	1,964	21,178	—	1,964	21,178	23,142	(3,787)	2010	1/20/2006	
Sentry Gateway - Y (O)	San Antonio, TX	—	1,964	21,298	—	1,964	21,298	23,262	(3,810)	2010	1/20/2006	
Sentry Gateway - Z (O)	San Antonio, TX	—	1,964	30,573	—	1,964	30,573	32,537	(2,144)	2015	6/14/2005	
Westfields - Park Center (L)	Chantilly, VA	—	16,418	11,264	—	16,418	11,264	27,682	—	(7)	7/18/2002	
Westfields Corporate Center (L)	Chantilly, VA	—	7,141	1,649	—	7,141	1,649	8,790	—	(7)	7/31/2002	
Other Developments, including intercompany eliminations (V)	Various	—	4	283	256	4	539	543	(58)	Various	Various	
		\$	164,506	\$ 697,810	\$ 2,902,516	\$ 380,487	\$ 697,810	\$ 3,283,003	\$ 3,980,813	\$ (801,038)		

- (1) A legend for the Property Type follows: (O) = Office or Data Center Shell Property; (L) = Land held or pre-construction; (D) = Wholesale Data Center; and (V) = Various.
- (2) Excludes our term loan facilities of \$348.0 million, unsecured senior notes of \$1.2 billion, unsecured notes payable of \$1.3 million, and deferred financing costs, net of premiums, on the remaining loans of \$668,000.
- (3) The aggregate cost of these assets for Federal income tax purposes was approximately \$3.5 billion at December 31, 2017.
- (4) As discussed in Note 3 to our Consolidated Financial Statements, we recognized impairment losses of \$15.1 million primarily in connection with certain of our land and operating properties, including \$13.7 million related to land and operating properties still owned as of December 31, 2017.
- (5) The estimated lives over which depreciation is recognized follow: Building and land improvements: 10-40 years; and tenant improvements: related lease terms.
- (6) The acquisition date of multi-parcel properties reflects the date of the earliest parcel acquisition.
- (7) Held or under pre-construction at December 31, 2017.
- (8) Under construction or redevelopment at December 31, 2017.
- (9) Classified as held for sale as of December 31, 2017.
- (10) The carrying amounts of these properties under construction exclude allocated costs of the garage being constructed to support the properties.

The following table summarizes our changes in cost of properties for the years ended December 31, 2017, 2016 and 2015 (in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Beginning balance	\$ 3,874,715	\$ 4,158,616	\$ 4,014,336
Acquisitions of operating properties	—	—	194,616
Improvements and other additions	259,548	251,960	273,761
Sales	(138,216)	(268,038)	(172,628)
Impairments	(15,116)	(143,502)	(29,548)
Other dispositions	(118)	(124,321)	(121,921)
Ending balance	<u>\$ 3,980,813</u>	<u>\$ 3,874,715</u>	<u>\$ 4,158,616</u>

The following table summarizes our changes in accumulated depreciation for the same time periods (in thousands):

	<u>2017</u>	<u>2016</u>	<u>2015</u>
Beginning balance	\$ 715,951	\$ 718,680	\$ 703,083
Depreciation expense	107,772	105,763	112,695
Sales	(22,567)	(56,607)	(49,614)
Impairments	—	(42,161)	(6,092)
Other dispositions	(118)	(9,724)	(41,392)
Ending balance	<u>\$ 801,038</u>	<u>\$ 715,951</u>	<u>\$ 718,680</u>

CORPORATE OFFICE PROPERTIES TRUST

AMENDED AND RESTATED DECLARATION OF TRUST

(Reflecting amendments through November 2017)

This DECLARATION OF TRUST is made as of the date set forth above by the undersigned Trustee (as defined herein):

ARTICLE I
FORMATION

The Trust is a real estate investment trust within the meaning of Title 8. The Trust shall not be deemed to be a general partnership, limited partnership, joint venture, joint stock company or a corporation (but nothing herein shall preclude the Trust from being treated for tax purposes as an association under the Code).

ARTICLE II
NAME

The name of the Trust is:

Corporate Office Properties Trust

Under circumstances in which the Board of Trustees of the Trust (the “Board of Trustees” or “Board”) determines that the use of the name of the Trust is not practicable, the Trust may use any other designation or name for the Trust.

ARTICLE III
PURPOSES AND POWERS

Section 3.1 Purposes. The purposes for which the Trust is formed are to invest in and to acquire, hold, manage, administer, control and dispose of property and interests (direct or indirect and of whatsoever nature) in and in respect of property, including, without limitation or obligation, engaging in business as a real estate investment trust under the Internal Revenue Code of 1986, as amended (the “Code”).

Section 3.2 Powers. The Trust shall have all of the powers granted to real estate investment trusts by Title 8 and all other powers set forth in the Declaration of Trust which are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

ARTICLE IV
RESIDENT AGENT

The name of the resident agent of the Trust in the State of Maryland is James J. Hanks, Jr., whose post office address is c/o Ballard Spahr Andrews & Ingersoll, 300 East Lombard Street, Baltimore, Maryland 21202. The resident agent is a citizen of and resides in the State of Maryland. The Trust may have such offices or places of business within or outside the State of Maryland as the Board of Trustees may from time to time determine.

ARTICLE V
BOARD OF TRUSTEES

Section 5.1 Powers. Subject to any express limitations contained in the Declaration of Trust or in the Bylaws, (a) the business and affairs of the Trust shall be managed under the direction of the Board of Trustees and (b) the Board shall have full, exclusive and absolute power, control and authority over any and all property of the Trust. The Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of the Trust. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the Board. Any construction of the Declaration of Trust or determination made in good faith by the Board concerning its powers and authority hereunder shall be conclusive. The enumeration and definition of particular powers of the Trustees included in the Declaration of Trust or in the Bylaws shall in no way be limited or restricted by reference to or inference from the terms of this or any other provision of the Declaration of Trust or the Bylaws or construed or deemed by inference or otherwise in any manner to exclude or limit the powers conferred upon the Board or the Trustees under the general laws of the State of Maryland or any other applicable laws.

The Board, without any action by the shareholders of the Trust, shall have and may exercise, on behalf of the Trust, without limitation, the power to terminate the status of the Trust as a real estate investment trust under the Code; to determine that compliance with any restriction or limitations on ownership and transfers of shares of the Trust's beneficial interest set forth in Article VII of the Declaration of Trust is no longer required in order for the Trust to qualify as a REIT; to adopt, amend and repeal Bylaws; to elect officers in the manner prescribed in the Bylaws; to solicit proxies from holders of shares of beneficial interest of the Trust; and to do any other acts and deliver any other documents necessary or appropriate to the foregoing powers.

Section 5.2 Number and Class. The number of Trustees (hereinafter the "Trustees") is nine (9), which number may be increased or decreased pursuant to the Bylaws of the Trust. The Trustees shall be elected at each annual meeting of shareholders in the manner provided in the Bylaws or, in order to fill any vacancy on the Board of Trustees, in the manner provided in the Bylaws. It shall not be necessary to list in the Declaration of Trust the names and addresses of any Trustees.

Section 5.3 Resignation, Removal or Death. Any Trustee may resign by written notice to the Board, effective upon execution and delivery to the Trust of such written notice or upon any future date specified in the notice. Subject to the rights of holders of one or more classes or series of Preferred Shares to elect one or more Trustees, a Trustee may be removed at any time, only for cause and only at a meeting of the shareholders, by the affirmative vote of the holders of not less than two-thirds of the Shares then outstanding and entitled to vote generally in the election of Trustees.

ARTICLE VI SHARES OF BENEFICIAL INTEREST

Section 6.1 Authorized Shares. The beneficial interest of the Trust shall be divided into shares of beneficial interest (the “Shares”). The Trust has authority to issue 175,000,000 shares of beneficial interest, consisting of 150,000,000 common shares of beneficial interest, \$0.01 par value per share (“Common Shares”), and 25,000,000 preferred shares of beneficial interest, \$0.01 par value per share (“Preferred Shares”). The Board of Trustees, without any action by the shareholders of the Trust, may amend the Declaration of Trust from time to time to increase or decrease the aggregate number of Shares or the number of Shares of any class that the Trust has authority to issue. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to Sections 6.2, 6.3 or 6.4 of this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified.

Section 6.2 Common Shares. Subject to the provisions of Article VII, each Common Share shall entitle the holder thereof to one vote on each matter upon which holders of Common Shares are entitled to vote. The Board of Trustees may reclassify any unissued Common Shares from time to time in one or more classes or series of Shares.

Section 6.3 Preferred Shares. The Board of Trustees may classify any unissued Preferred Shares and reclassify any previously classified but unissued Preferred Shares of any series from time to time, in one or more classes or series of Shares.

Section 6.4 Classified or Reclassified Shares. Prior to issuance of classified or reclassified Shares of any class or series, the Board of Trustees by resolution shall (a) designate that class or series to distinguish it from all other classes and series of Shares; (b) specify the number of Shares to be included in the class or series; (c) set, subject to the provisions of Article VII and subject to the express terms of any class or series of Shares outstanding at the time, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms and conditions of redemption for each class or series; and (d) cause the Trust to file articles supplementary with the State Department of Assessments and Taxation of Maryland (the “SDAT”). Any of the terms of any class or series of Shares set pursuant to clause (c) of this Section 6.4 may be made dependent upon facts ascertainable outside the Declaration of Trust (including the occurrence of any event, including a determination or action by the Trust or any other person or body) and may vary among holders

thereof, provided that the manner in which such facts or variations shall operate upon the terms of such class or series of Shares is clearly and expressly set forth in the articles supplementary filed with the SDAT.

Section 6.5 Authorization by Board of Share Issuance. The Board of Trustees may authorize the issuance from time to time of Shares of any class or series, whether now or hereafter authorized, or securities or rights convertible into Shares of any class or series, whether now or hereafter authorized, for such consideration (whether in cash, property, past or future services, obligation for future payment or otherwise) as the Board of Trustees may deem advisable (or without consideration in the case of a Share split or Share dividend), subject to such restrictions or limitations, if any, as may be set forth in the Declaration of Trust or the Bylaws of the Trust.

Section 6.6 Dividends and Distributions. The Board of Trustees may from time to time authorize and declare to shareholders such dividends or distributions, in cash or other assets of the Trust or in securities of the Trust or from any other source as the Board of Trustees in its discretion shall determine. The Board of Trustees shall endeavor to declare and pay such dividends and distributions as shall be necessary for the Trust to qualify as a real estate investment trust under the Code; however, shareholders shall have no right to any dividend or distribution unless and until authorized and declared by the Board. The exercise of the powers and rights of the Board of Trustees pursuant to this Section 6.6 shall be subject to the provisions of any class or series of Shares at the time outstanding. Notwithstanding any other provision in the Declaration of Trust, no determination shall be made by the Board of Trustees nor shall any transaction be entered into by the Trust which would cause any Shares or other beneficial interest in the Trust not to constitute “transferable shares” or “transferable certificates of beneficial interest” under Section 856(a)(2) of the Code or which would cause any distribution to constitute a preferential dividend as described in Section 562(c) of the Code.

Section 6.7 General Nature of Shares. All Shares shall be personal property entitling the shareholders only to those rights provided in the Declaration of Trust. The shareholders shall have no interest in the property of the Trust and shall have no right to compel any partition, division, dividend or distribution of the Trust or of the property of the Trust. The death of a shareholder shall not terminate the Trust. The Trust is entitled to treat as shareholders only those persons in whose names Shares are registered as holders of Shares on the beneficial interest ledger of the Trust.

Section 6.8 Fractional Shares. The Trust may, without the consent or approval of any shareholder, issue fractional Shares, eliminate a fraction of a Share by rounding up or down to a full Share, arrange for the disposition of a fraction of a Share by the person entitled to it, or pay cash for the fair value of a fraction of a Share.

Section 6.9 Declaration and Bylaws. All shareholders are subject to the provisions of the Declaration of Trust and the Bylaws of the Trust. Except as otherwise specifically required by law, the Trustees and the Shareholders shall each have the power to adopt, amend and modify the

Bylaws of the Trust in the manner set forth in the Bylaws as the same may be amended or modified from time to time.

Section 6.10 Divisions and Combinations of Shares. Subject to an express provision to the contrary in the terms of any class or series of beneficial interest hereafter authorized, the Board of Trustees shall have the power to divide or combine the outstanding shares of any class or series of beneficial interest, without a vote of shareholders.

ARTICLE VII RESTRICTION ON TRANSFER AND OWNERSHIP OF SHARES

Section 7.1 Definitions. For the purpose of this Article VII, the following terms shall have the following meanings:

Aggregate Share Ownership Limit. The term “Aggregate Share Ownership Limit” shall mean not more than 9.8 percent in value of the aggregate of the outstanding Equity Shares. The value of the outstanding Equity Shares shall be determined by the Board of Trustees in good faith, which determination shall be conclusive for all purposes hereof.

Beneficial Ownership. The term “Beneficial Ownership” shall mean ownership of Equity Shares by a Person, whether the interest in Equity Shares is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 544 of the Code, as modified by Section 856(h)(1)(B) of the Code. The terms “Beneficial Owner,” “Beneficially Owns” and “Beneficially Owned” shall have the correlative meanings.

Business Day. The term “Business Day” shall mean any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions in New York City are authorized or required by law, regulation or executive order to close.

Charitable Beneficiary. The term “Charitable Beneficiary” shall mean one or more beneficiaries of the Charitable Trust as determined pursuant to Section 7.3.6, provided that each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Charitable Trust. The term “Charitable Trust” shall mean any trust provided for in Section 7.3.1.

Code. The term “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time.

Common Share Ownership Limit. The term “Common Share Ownership Limit” shall mean not more than 9.8 percent (in value or in number of shares, whichever is more restrictive) of the aggregate of the outstanding Common Shares. The number and value of outstanding

Common Shares shall be determined by the Board of Trustees in good faith, which determination shall be conclusive for all purposes hereof.

Constructive Ownership. The term “Constructive Ownership” shall mean ownership of Equity Shares by a Person, whether the interest in Equity Shares is held directly or indirectly (including by a nominee), and shall include interests that would be treated as owned through the application of Section 318(a) of the Code, as modified by Section 856(d)(5) of the Code. The terms “Constructive Owner,” “Constructively Owns” and “Constructively Owned” shall have the correlative meanings.

Declaration of Trust. The term “Declaration of Trust” shall mean this Declaration of Trust as filed for record with the SDAT, and any amendments thereto.

Equity Shares. The term “Equity Shares” shall mean all classes or series of Shares, including, without limitation, Common Shares and Preferred Shares.

Excepted Holder. The term “Excepted Holder” shall mean a Permitted Holder or a shareholder of the Trust for whom an Excepted Holder Limit is created by this Article VII or by the Board of Trustees pursuant to Section 7.2.7.

Excepted Holder Limit. The term “Excepted Holder Limit” shall mean, (i) in the case of Permitted Holders, the percentage limit established by the Board of Trustees prior to their becoming shareholders of the Trust, subject to adjustment pursuant to Sections 7.2.7 and 7.2.8 and (ii) in the case of any other Excepted Holder, provided that the affected Excepted Holder agrees to comply with the requirements established by the Board of Trustees pursuant to Section 7.2.7, and subject to adjustment pursuant to Section 7.2.8, the percentage limit established by the Board of Trustees pursuant to Section 7.2.7.

Initial Date. The term “Initial Date” shall mean the date upon which this Declaration of Trust containing this Article VII is filed for record with the SDAT.

Market Price. The term “Market Price” on any date shall mean, with respect to any class or series of outstanding Equity Shares, the Closing Price for such Equity Shares on such date. The “Closing Price” on any date shall mean the last sale price for such Equity Shares, regular way, or, in case no such sale takes place on such day, the average of the closing bid and asked prices, regular way, for such Equity Shares, in either case as reported in the principal consolidated transaction reporting system with respect to the securities listed or admitted to trading on National Market or Small Cap tier of the Nasdaq Stock Market (“Nasdaq-NM”) or, if such Equity Shares are not listed or admitted to trading on the Nasdaq-NM, as reported on the principal consolidated transaction reporting system with respect to the principal national securities exchange on which such Equity Shares are listed or admitted to trading or, if such Equity Shares are not listed or admitted to trading on the Nasdaq-NM or any national securities exchange, the last quoted price, or, if not so quoted, the average of the high bid and low asked prices in the over-the-counter market, as reported by the principal automated quotation system that may then be in use or, if such Equity Shares are not quoted by any such organization, the

average of the closing bid and asked prices as furnished by a professional market maker making a market in such Equity Shares selected by the Board of Trustees or, in the event that no trading price is available for such Equity Shares, the fair market value of Equity Shares, as determined in good faith by the Board of Trustees.

Permitted Holder. The term Permitted Holder shall mean Jay H. Shidler, Clay W. Hamlin, III, Westbrook Real Estate Fund I, L.P. and Westbrook Real Estate Co. Investment Partnership I, L.P. and any corporation, partnership, trust, estate or other legal entity controlled by any of the foregoing persons (or jointly controlled by Messrs. Shidler and Hamlin).

Person. The term “Person” shall mean an individual, corporation, partnership, estate, trust (including a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and a group to which an Excepted Holder Limit applies.

Prohibited Owner. The term “Prohibited Owner” shall mean, with respect to any purported Transfer, any Person who, but for the provisions of Section 7.2.1, would Beneficially Own or Constructively Own Equity Shares, and if appropriate in the context, shall also mean any Person who would have been the record owner of Equity Shares that the Prohibited Owner would have so owned.

REIT. The term “REIT” shall mean a real estate investment trust within the meaning of Section 856 of the Code.

Restriction Termination Date. The term “Restriction Termination Date” shall mean the first day after the Initial Date on which the Board of Trustees determines that it is no longer in the best interests of the Trust to attempt to, or continue to, qualify as a REIT or that compliance with the restrictions and limitations on Beneficial Ownership, Constructive Ownership and Transfers of Equity Shares set forth herein is no longer required in order for the Trust to qualify as a REIT.

SDAT. The term “SDAT” shall mean the State Department of Assessments and Taxation of Maryland.

Transfer. The term “Transfer” shall mean any issuance, sale, transfer, gift, assignment, devise or other disposition, as well as any other event that causes any Person to acquire Beneficial Ownership or Constructive Ownership, or any agreement to take any such actions or cause any such events, of Equity Shares or the right to vote or receive dividends on Equity Shares, including (a) the granting or exercise of any option (or any disposition of any option), (b) any disposition of any securities or rights convertible into or exchangeable for Equity Shares or any interest in Equity Shares or any exercise of any such conversion or exchange right and (c) Transfers of interests in other entities that result in changes in Beneficial or Constructive

Ownership of Equity Shares; in each case, whether voluntary or involuntary, whether owned of record, Constructively Owned or Beneficially Owned and whether by operation of law or otherwise; provided, however, that the term Transfer shall not include the initial issuance of Equity Shares in connection with the indirect merger of Corporate Office Properties Trust, Inc., a Minnesota corporation, with and into the Trust. The terms “Transferring” and “Transferred” shall have the correlative meanings.

Trustee. The term “Trustee” shall mean the Person unaffiliated with the Trust and a Prohibited Owner, that is appointed by the Trust to serve as trustee of the Charitable Trust.

Section 7.2 Equity Shares.

Section 7.2.1 Ownership Limitations. During the period commencing on the Initial Date and prior to the Restriction Termination Date:

(a) Basic Restrictions.

(i) (1) No Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own Equity Shares in excess of the Aggregate Share Ownership Limit, (2) no Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own Common Shares in excess of the Common Share Ownership Limit and (3) no Excepted Holder shall Beneficially Own or Constructively Own Equity Shares in excess of the Excepted Holder Limit for such Excepted Holder.

(ii) No Person shall Beneficially or Constructively Own Equity Shares to the extent that such Beneficial or Constructive Ownership of Equity Shares would result in the Trust being “closely held” within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year), or otherwise failing to qualify as a REIT (including, but not limited to, Beneficial or Constructive Ownership that would result in the Trust owning (actually or Constructively) an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by the Trust from such tenant would cause the Trust to fail to satisfy any of the gross income requirements of Section 856(c) of the Code).

(iii) Notwithstanding any other provisions contained herein, any Transfer of Equity Shares (whether or not such Transfer is the result of a transaction entered into through the facilities of the Nasdaq-NM or any other national securities exchange or automated inter-dealer quotation system) that, if effective, would result in Equity Shares being beneficially owned by less than 100 Persons (determined under the principles of Section 856(a)(5) of the Code) shall be void ab initio, and the intended transferee shall acquire no rights in such Equity Shares.

(b) Transfer in Trust. If any Transfer of Equity Shares (whether or not such Transfer is the result of a transaction entered into through the facilities of the NYSE or any other national securities exchange or automated inter-dealer quotation system) occurs which, if

effective, would result in any Person Beneficially Owning or Constructively Owning Equity Shares in violation of Section 7.2.1(a)(i) or (ii),

(i) then that number of Equity Shares the Beneficial or Constructive Ownership of which otherwise would cause such Person to violate Section 7.2.1(a)(i) or (ii) (rounded to the nearest whole share) shall be automatically transferred to a Charitable Trust for the benefit of a Charitable Beneficiary, as described in Section 7.3, effective as of the close of business on the Business Day prior to the date of such Transfer, and such Person shall acquire no rights in such Equity Shares; or

(ii) if the transfer to the Charitable Trust described in clause (i) of this sentence would not be effective for any reason to prevent the violation of Section 7.2.1(a)(i) or (ii), then the Transfer of that number of Equity Shares that otherwise would cause any Person to violate Section 7.2.1(a)(i) or (ii) shall be void ab initio, and the intended transferee shall acquire no rights in such Equity Shares.

Section 7.2.2 Remedies For Breach. If the Board of Trustees or any duly authorized committee thereof shall at any time determine in good faith that a Transfer or other event has taken place that results in a violation of Section 7.2.1 or that a Person intends to acquire or has attempted to acquire Beneficial or Constructive Ownership of any Equity Shares in violation of Section 7.2.1 (whether or not such violation is intended), the Board of Trustees or a committee thereof shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer or other event, including, without limitation, causing the Trust to redeem Equity Shares, refusing to give effect to such Transfer on the books of the Trust or instituting proceedings to enjoin such Transfer or other event; provided, however, that any Transfers or attempted Transfers or other events in violation of Section 7.2.1 shall automatically result in the transfer to the Charitable Trust described above, and, where applicable, such Transfer (or other event) shall be void ab initio as provided above irrespective of any action (or non-action) by the Board of Trustees or a committee thereof.

Section 7.2.3 Notice of Restricted Transfer. Any Person who, as the result of a Transfer, attempted Transfer or intended Transfer acquires or attempts or intends to acquire Beneficial Ownership or Constructive Ownership of Equity Shares that will or may violate Section 7.2.1(a), or any Person who would have owned Equity Shares that resulted in a transfer to the Charitable Trust pursuant to the provisions of Section 7.2.1(b), shall immediately give written notice to the Trust of such event, or in the case of such a proposed or attempted transaction, give at least 15 days prior written notice, and shall provide to the Trust such other information as the Trust may request in order to determine the effect, if any, of such Transfer on the Trust's status as a REIT.

Section 7.2.4 Owners Required to Provide Information. From the Initial Date and prior to the Restriction Termination Date:

(a) every owner of more than five percent (or such other percentage as required by the Code or the Treasury Regulations promulgated thereunder) of the outstanding

Equity Shares, within 30 days after the end of each taxable year, shall give written notice to the Trust stating the name and address of such owner, the number of Equity Shares and other Equity Shares Beneficially Owned and a description of the manner in which such shares are held. Each such owner shall provide to the Trust such additional information as the Trust may request in order to determine the effect, if any, of such Beneficial Ownership on the Trust's status as a REIT and to ensure compliance with the Aggregate Share Ownership Limit.

(b) each Person who is a Beneficial or Constructive Owner of Equity Shares and each Person (including the shareholder of record) who is holding Equity Shares for a Beneficial or Constructive Owner shall provide to the Trust such information as the Trust may request, in good faith, in order to determine the Trust's status as a REIT and to comply with requirements of any taxing authority or governmental authority or to determine such compliance.

Section 7.2.5 Remedies Not Limited. Subject to Section 5.1 of the Declaration of Trust, nothing contained in this Section 7.2 shall limit the authority of the Board of Trustees to take such other action as it deems necessary or advisable to protect the Trust and the interests of its shareholders in preserving the Trust's status as a REIT.

Section 7.2.6 Ambiguity. In the case of an ambiguity in the application of any of the provisions of this Section 7.2, Section 7.3 or any definition contained in Section 7.1, the Board of Trustees shall have the power to determine the application of the provisions of this Section 7.2 or Section 7.3 or any such definition with respect to any situation based on the facts known to it. In the event Section 7.2 or 7.3 requires an action by the Board of Trustees and the Declaration of Trust fails to provide specific guidance with respect to such action, the Board of Trustees shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of Sections 7.1, 7.2 or 7.3.

Section 7.2.7 Exceptions.

(a) Subject to Section 7.2.1(a)(ii), the Board of Trustees, in its sole discretion, may exempt a Person from the Aggregate Share Ownership Limit and the Common Share Ownership Limit, as the case may be, and may establish or increase an Excepted Holder Limit for a Person (including a Permitted Holder) if:

(i) the Board of Trustees obtains such representations and undertakings from such Person as are reasonably necessary to ascertain that no individual's Beneficial or Constructive Ownership of such Equity Shares will violate Section 7.2.1(a)(ii);

(ii) such Person does not and represents that it will not own, actually or Constructively, an interest in a tenant of the Trust (or a tenant of any entity owned or controlled by the Trust) that would cause the Trust to own, actually or Constructively, more than a 9.9% interest (as set forth in Section 856(d)(2)(B) of the Code) in such tenant and the Board of Trustees obtains such representations and undertakings from such Person as are reasonably necessary to ascertain this fact (for this purpose, a tenant from whom the Trust (or an entity owned or controlled by the Trust) derives (and is expected to continue to derive) a sufficiently

small amount of revenue such that, in the opinion of the Board of Trustees, rent from such tenant would not adversely affect the Trust's ability to qualify as a REIT, shall not be treated as a tenant of the Trust); and

(iii) such Person agrees that any violation or attempted violation of such representations or undertakings (or other action which is contrary to the restrictions contained in Sections 7.2.1 through 7.2.6) will result in such Equity Shares being automatically transferred to a Charitable Trust in accordance with Sections 7.2.1(b) and 7.3.

(b) Prior to granting any exception pursuant to Section 7.2.7(a), the Board of Trustees may require a ruling from the Internal Revenue Service, or an opinion of counsel, in either case in form and substance satisfactory to the Board of Trustees in its sole discretion, as it may deem necessary or advisable in order to determine or ensure the Trust's status as a REIT. Notwithstanding the receipt of any ruling or opinion, the Board of Trustees may impose such conditions or restrictions as it deems appropriate in connection with granting such exception.

(c) Subject to Section 7.2.1(a)(ii), an underwriter which participates in a public offering or a private placement of Equity Shares (or securities convertible into or exchangeable for Equity Shares) may Beneficially Own or Constructively Own Equity Shares (or securities convertible into or exchangeable for Equity Shares) in excess of the Aggregate Share Ownership Limit, the Common Share Ownership Limit or both such limits, but only to the extent necessary to facilitate such public offering or private placement.

(d) The Board of Trustees may only reduce the Excepted Holder Limit for an Excepted Holder: (1) with the written consent of such Excepted Holder at any time, or (2) pursuant to the terms and conditions of the agreements and undertakings entered into with such Excepted Holder in connection with the establishment of the Excepted Holder Limit for that Excepted Holder. No Excepted Holder Limit shall be reduced to a percentage that is less than the Common Share Ownership Limit.

Section 7.2.8 Increase in Aggregate Share Ownership and Common Share Ownership Limits. The Board of Trustees may from time to time increase the Common Share Ownership Limit and the Aggregate Share Ownership Limit.

Section 7.2.9 Legend. Each certificate for Equity Shares shall bear substantially the following legend:

The shares represented by this Certificate are subject to restrictions on Beneficial Ownership, Constructive Ownership and Transfer for the purpose of the Trust's maintenance of its status as a real estate investment trust (a "REIT") under the Internal Revenue Code of 1986, as amended (the "Code"). Subject to certain further restrictions and except as expressly provided in the Declaration of Trust of the Trust (i) no Person may Beneficially Own or Constructively Own Common Shares of the Trust in excess of 9.8 percent (in value or number of

shares) of the outstanding Common Shares of the Trust unless such Person is an Excepted Holder or a Permitted Holder (in which case the Excepted Holder Limit shall be applicable); (ii) no Person may Beneficially Own or Constructively Own Equity Shares of the Trust in excess of 9.8 percent of the value of the total outstanding Equity Shares of the Trust, unless such Person is an Excepted Holder or a Permitted Holder (in which case the Excepted Holder Limit shall be applicable); (iii) no Person may Beneficially Own or Constructively Own Equity Shares that would result in the Trust being “closely held” under Section 856(h) of the Code or otherwise cause the Trust to fail to qualify as a REIT; and (iv) no Person may Transfer Equity Shares if such Transfer would result in Equity Shares of the Trust being owned by fewer than 100 Persons. Any Person who Beneficially Owns or Constructively Owns or attempts to Beneficially Own or Constructively Own Equity Shares which cause or will cause a Person to Beneficially Own or Constructively Own Equity Shares in excess or in violation of the above limitations must immediately notify the Trust. If any of the restrictions on transfer or ownership are violated, the Equity Shares represented hereby will be automatically transferred to a Trustee of a Charitable Trust for the benefit of one or more Charitable Beneficiaries. In addition, upon the occurrence of certain events, attempted Transfers in violation of the restrictions described above may be void ab initio. All capitalized terms in this legend have the meanings defined in the Declaration of Trust of the Trust, as the same may be amended from time to time, a copy of which, including the restrictions on transfer and ownership, will be furnished to each holder of Equity Shares of the Trust on request and without charge.

Instead of the foregoing legend, the certificate may state that the Trust will furnish a full statement about certain restrictions on transferability to a shareholder on request and without charge.

Section 7.3 Transfer of Equity Shares in Trust.

Section 7.3.1 Ownership In Trust. Upon any purported Transfer or other event described in Section 7.2.1(b) that would result in a transfer of Equity Shares to a Charitable Trust, such Equity Shares shall be deemed to have been transferred to the Trustee as trustee of a Charitable Trust for the exclusive benefit of one or more Charitable Beneficiaries. Such transfer to the Trustee shall be deemed to be effective as of the close of business on the Business Day prior to the purported Transfer or other event that results in the transfer to the Charitable Trust pursuant to Section 7.2.1(b). The Trustee shall be appointed by the Trust and shall be a Person unaffiliated with the Trust and any Prohibited Owner. Each Charitable Beneficiary shall be designated by the Trust as provided in Section 7.3.6.

Section 7.3.2 Status of Shares Held by the Trustee. Equity Shares held by the Trustee shall be issued and outstanding Equity Shares of the Company. The Prohibited Owner shall have no rights in the shares held by the Trustee. The Prohibited Owner shall not benefit economically from ownership of any shares held in trust by the Trustee, shall have no rights to dividends or other distributions and shall not possess any rights to vote or other rights attributable to the shares held in the Charitable Trust.

Section 7.3.3 Dividend and Voting Rights. The Trustee shall have all voting rights and rights to dividends or other distributions with respect to Equity Shares held in the Charitable Trust, which rights shall be exercised for the exclusive benefit of the Charitable Beneficiary. Any dividend or other distribution paid prior to the discovery by the Trust that Equity Shares have been transferred to the Trustee shall be paid with respect to such Equity Shares to the Trustee upon demand and any dividend or other distribution authorized but unpaid shall be paid when due to the Trustee. Any dividends or distributions so paid over to the Trustee shall be held in trust for the Charitable Beneficiary. The Prohibited Owner shall have no voting rights with respect to shares held in the Charitable Trust and, subject to Maryland law, effective as of the date that Equity Shares have been transferred to the Trustee, the Trustee shall have the authority (at the Trustee's sole discretion) (i) to rescind as void any vote cast by a Prohibited Owner prior to the discovery by the Trust that Equity Shares have been transferred to the Trustee and (ii) to recast such vote in accordance with the desires of the Trustee acting for the benefit of the Charitable Beneficiary; provided, however, that if the Company has already taken irreversible trust action, then the Trustee shall not have the authority to rescind and recast such vote. Notwithstanding the provisions of this Article VII, until the Trust has received notification that Equity Shares have been transferred into a Charitable Trust, the Trust shall be entitled to rely on its share transfer and other shareholder records for purposes of preparing lists of shareholders entitled to vote at meetings, determining the validity and authority of proxies and otherwise conducting votes of shareholders.

Section 7.3.4 Sale of Shares by Trustee. Within 20 days of receiving notice from the Trust that Equity Shares have been transferred to the Charitable Trust, the Trustee of the Charitable Trust shall sell the shares held in the Charitable Trust to a person, designated by the Trustee, whose ownership of the shares will not violate the ownership limitations set forth in Section 7.2.1(a). Upon such sale, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner and to the Charitable Beneficiary as provided in this Section 7.3.4. The Prohibited Owner shall receive the lesser of (1) the price paid by the Prohibited Owner for the shares or, if the Prohibited Owner did not give value for the shares in connection with the event causing the shares to be held in the Charitable Trust (*e.g.*, in the case of a gift, devise or other such transaction), the Market Price of the shares on the day of the event causing the shares to be held in the Charitable Trust and (2) the price per share received by the Trustee from the sale or other disposition of the shares held in the Charitable Trust. Any net sales proceeds in excess of the amount payable to the Prohibited Owner shall be immediately paid to the Charitable Beneficiary. If, prior to the discovery by the Trust that Equity Shares have been transferred to the Trustee, such shares are sold by a Prohibited Owner, then (i) such shares shall be deemed to have been sold on behalf of the Charitable Trust and (ii) to the extent that the Prohibited Owner received an

amount for such shares that exceeds the amount that such Prohibited Owner was entitled to receive pursuant to this Section 7.3.4, such excess shall be paid to the Trustee upon demand.

Section 7.3.5 Purchase Right in Shares Transferred to the Trustee. Equity Shares transferred to the Trustee shall be deemed to have been offered for sale to the Trust, or its designee, at a price per share equal to the lesser of (i) the price per share in the transaction that resulted in such transfer to the Charitable Trust (or, in the case of a devise or gift, the Market Price at the time of such devise or gift) and (ii) the Market Price on the date the Trust, or its designee, accepts such offer. The Trust shall have the right to accept such offer until the Trustee has sold the shares held in the Charitable Trust pursuant to Section 7.3.4. Upon such a sale to the Trust, the interest of the Charitable Beneficiary in the shares sold shall terminate and the Trustee shall distribute the net proceeds of the sale to the Prohibited Owner.

Section 7.3.6 Designation of Charitable Beneficiaries. By written notice to the Trustee, the Trust shall designate one or more nonprofit organizations to be the Charitable Beneficiary of the interest in the Charitable Trust such that (i) Equity Shares held in the Charitable Trust would not violate the restrictions set forth in Section 7.2.1(a) in the hands of such Charitable Beneficiary and (ii) each such organization must be described in Section 501(c)(3) of the Code and contributions to each such organization must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code.

Section 7.4 Nasdaq-NM Transactions. Nothing in this Article VII shall preclude the settlement of any transaction entered into through the facilities of the Nasdaq-NM or any other national securities exchange or automated inter-dealer quotation system. The fact that the settlement of any transaction is so permitted shall not negate the effect of any other provision of this Article VII and any transferee in such a transaction shall be subject to all of the provisions and limitations set forth in this Article VII.

Section 7.5 Enforcement. The Trust is authorized specifically to seek equitable relief, including injunctive relief, to enforce the provisions of this Article VII.

Section 7.6 Non-Waiver. No delay or failure on the part of the Trust or the Board of Trustees in exercising any right hereunder shall operate as a waiver of any right of the Trust or the Board of Trustees, as the case may be, except to the extent specifically waived in writing.

ARTICLE VIII SHAREHOLDERS

Section 8.1 Meetings. There shall be an annual meeting of the shareholders, commencing with the calendar year 1999, to be held on proper notice at such time (after the delivery of the annual report) and convenient location as shall be determined by or in the manner prescribed in the Bylaws, for the election of the Trustees, if required, and for the transaction of any other business within the powers of the Trust. Except as otherwise provided in the Declaration of Trust or as specifically required by law, special meetings of shareholders may only be called in the manner provided in the Bylaws. If there are no Trustees, the officers of the

Trust shall promptly call a special meeting of the shareholders entitled to vote for the election of successor Trustees. Any meeting may be adjourned and reconvened as the Trustees determine or as provided in the Bylaws.

Section 8.2 Voting Rights. Subject to the provisions of any class or series of Shares then outstanding, the shareholders shall be entitled to vote only on the following matters: (a) election of Trustees as provided in Section 5.2 and the removal of Trustees as provided in Section 5.3; (b) amendment of the Declaration of Trust as provided in Article X; (c) termination of the Trust as provided in Section 10.3; (d) merger or consolidation of the Trust, or the sale or disposition of substantially all of the Trust Property, as provided in Article XI; and (e) such other matters with respect to which the Board of Trustees has adopted a resolution declaring that a proposed action is advisable and directing that the matter be submitted to the shareholders for approval or ratification. Except with respect to the foregoing matters, no action taken by the shareholders at any meeting or by consent shall in any way bind the Board of Trustees.

Section 8.3 Preemptive and Appraisal Rights. Except as may be provided by the Board of Trustees in setting the terms of classified or reclassified Shares pursuant to Section 6.4, no holder of Shares shall, as such holder, (a) have any preemptive right to purchase or subscribe for any additional Shares of the Trust or any other security of the Trust which it may issue or sell or (b), except as expressly required by Title 8, have any right to require the Trust to pay him the fair value of his Shares in an appraisal or similar proceeding.

Section 8.4 Extraordinary Actions. Except as specifically provided in Section 5.3 (relating to removal of Trustees), in Article X (relating to amendments to this Declaration of Trust), in Article XI (relating to mergers, consolidations or sales of trust property), and in Section 12.2 (relating to termination of the Trust) and except for any deletion or modification of the foregoing references in this Section 8.4, notwithstanding any provision of law permitting or requiring any action to be taken or authorized by the affirmative vote of the holders of a greater number of votes, any such action shall be effective and valid if taken or authorized by the affirmative vote of holders of Shares entitled to cast a majority of all the votes entitled to be cast on the matter.

Section 8.5 Board Approval. The submission of any action to the shareholders for their consideration shall first be approved by the Board of Trustees.

Section 8.6 Action by Shareholders without a Meeting. The Bylaws of the Trust may provide that any action required or permitted to be taken by the shareholders may be taken without a meeting by the written consent of all shareholders entitled to cast votes on the matter.

ARTICLE IX
LIABILITY LIMITATION, INDEMNIFICATION
AND TRANSACTIONS WITH THE TRUST

Section 9.1 Limitation of Shareholder Liability. No shareholder shall be liable for any debt, claim, demand, judgment or obligation of any kind of, against or with respect to the Trust

by reason of his being a shareholder, nor shall any shareholder be subject to any personal liability whatsoever, in tort, contract or otherwise, to any person in connection with the property or the affairs of the Trust by reason of his being a shareholder.

Section 9.2 Limitation of Trustee and Officer Liability. To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of trustees and officers of a real estate investment trust, no Trustee or officer of the Trust shall be liable to the Trust or to any shareholder for money damages. Neither the amendment nor repeal of this Section 9.2, nor the adoption or amendment of any other provision of the Declaration of Trust inconsistent with this Section 9.2, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption. In the absence of any Maryland statute limiting the liability of trustees and officers of a Maryland real estate investment trust for money damages in a suit by or on behalf of the Trust or by any shareholder, no Trustee or officer of the Trust shall be liable to the Trust or to any shareholder for money damages except to the extent that (a) the Trustee or officer actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received; or (b) a judgment or other final adjudication adverse to the Trustee or officer is entered in a proceeding based on a finding in the proceeding that the Trustee's or officer's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

Section 9.3 Indemnification. The Trust shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former shareholder, Trustee or officer of the Trust or (b) any individual who, while a Trustee of the Trust and at the request of the Trust, serves or has served as a director, officer, partner, trustee, employee or agent of another real estate investment trust, corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former shareholder, Trustee or officer of the Trust. The Trust shall have the power, with the approval of its Board of Trustees, to provide such indemnification and advancement of expenses to a person who served a predecessor of the Trust in any of the capacities described in (a) or (b) above and to any employee or agent of the Trust or a predecessor of the Trust.

Section 9.4 Transactions Between the Trust and its Trustees, Officers, Employees and Agents. Subject to any express restrictions in the Declaration of Trust or adopted by the Trustees in the Bylaws or by resolution, the Trust may enter into any contract or transaction of any kind with any person, including any Trustee, officer, employee or agent of the Trust or any person affiliated with a Trustee, officer, employee or agent of the Trust, whether or not any of them has a financial interest in such transaction.

ARTICLE X
AMENDMENTS

Section 10.1 General. The Trust reserves the right from time to time to make any amendment to the Declaration of Trust, now or hereafter authorized by law, including any amendment altering the terms or contract rights, as expressly set forth in the Declaration of Trust, of any Shares. All rights and powers conferred by the Declaration of Trust on shareholders, Trustees and officers are granted subject to this reservation. An amendment to the Declaration of Trust (a) shall be signed and acknowledged by at least a majority of the Trustees, or an officer duly authorized by at least a majority of the Trustees, (b) shall be filed for record as provided in Section 13.5 and (c) shall become effective as of the later of the time the SDAT accepts the amendment for record or the time established in the amendment, not to exceed 30 days after the amendment is accepted for record. All references to the Declaration of Trust shall include all amendments thereto.

Section 10.2 By Trustees. The Trustees may amend the Declaration of Trust from time to time, in the manner provided by Title 8, without any action by the shareholders, to qualify as a real estate investment trust under the Code or under Title 8 and as otherwise provided in the Declaration of Trust.

Section 10.3 By Shareholders. Except as otherwise provided in the Declaration of Trust, any amendment to the Declaration of Trust shall be valid only if approved by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter.

ARTICLE XI MERGER, CONSOLIDATION OR SALE OF TRUST PROPERTY

Subject to the provisions of any class or series of Shares at the time outstanding, the Trust may (a) merge the Trust into another entity, (b) consolidate the Trust with one or more other entities into a new entity or (c) sell, lease, exchange or otherwise transfer all or substantially all of the Trust Property. Any such action must be approved by the Board of Trustees and, after notice to all shareholders entitled to vote on the matter, by the affirmative vote of two-thirds of all the votes entitled to be cast on the matter.

ARTICLE XII DURATION AND TERMINATION OF TRUST

Section 12.1 Duration. The Trust shall continue perpetually unless terminated pursuant to Section 12.2 or pursuant to any applicable provision of Title 8.

Section 12.2 Termination.

(a) Subject to the provisions of any class or series of Shares at the time outstanding, the Trust may be terminated at any meeting of shareholders, by the affirmative vote of two-thirds of all the votes entitled to be cast on the matter. Upon the termination of the Trust:

(i) The Trust shall carry on no business except for the purpose of winding up its affairs.

(ii) The Trustees shall proceed to wind up the affairs of the Trust and all of the powers of the Trustees under the Declaration of Trust shall continue, including the powers to fulfill or discharge the Trust's contracts, collect its assets, sell, convey, assign, exchange, transfer or otherwise dispose of all or any part of the remaining property of the Trust to one or more persons at public or private sale for consideration which may consist in whole or in part of cash, securities or other property of any kind, discharge or pay its liabilities and do all other acts appropriate to liquidate its business.

(iii) After paying or adequately providing for the payment of all liabilities, and upon receipt of such releases, indemnities and agreements as they deem necessary for their protection, the Trust may distribute the remaining property of the Trust among the shareholders so that after payment in full or the setting apart for payment of such preferential amounts, if any, to which the holders of any Shares at the time outstanding shall be entitled, the remaining property of the Trust shall, subject to any participating or similar rights of Shares at the time outstanding, be distributed ratably among the holders of Common Shares at the time outstanding.

(b) After termination of the Trust, the liquidation of its business and the distribution to the shareholders as herein provided, a majority of the Trustees shall execute and file with the Trust's records a document certifying that the Trust has been duly terminated, and the Trustees shall be discharged from all liabilities and duties hereunder, and the rights and interests of all shareholders shall cease.

ARTICLE XIII MISCELLANEOUS

Section 13.1 Governing Law. The Declaration of Trust is executed by the undersigned Trustees and delivered in the State of Maryland with reference to the laws thereof, and the rights of all parties and the validity, construction and effect of every provision hereof shall be subject to and construed according to the laws of the State of Maryland without regard to conflicts of laws provisions thereof.

Section 13.2 Reliance by Third Parties. Any certificate shall be final and conclusive as to any person dealing with the Trust if executed by the Secretary or an Assistant Secretary of the Trust or a Trustee, and if certifying to: (a) the number or identity of Trustees, officers of the Trust or shareholders; (b) the due authorization of the execution of any document; (c) the action or vote taken, and the existence of a quorum, at a meeting of the Board of Trustees or shareholders; (d) a copy of the Declaration of Trust or of the Bylaws as a true and complete copy as then in force; (e) an amendment to the Declaration of Trust; (f) the termination of the Trust; or (g) the existence of any fact relating to the affairs of the Trust. No purchaser, lender, transfer agent or other person shall be bound to make any inquiry concerning the validity of any transaction purporting to be made by the Trust on its behalf or by any officer, employee or agent of the Trust.

Section 13.3 Severability.

(a) The provisions of the Declaration of Trust are severable, and if the Board of Trustees shall determine, with the advice of counsel, that any one or more of such provisions (the “Conflicting Provisions”) are in conflict with the Code, Title 8 or other applicable federal or state laws, the Conflicting Provisions, to the extent of the conflict, shall be deemed never to have constituted a part of the Declaration of Trust, even without any amendment of the Declaration of Trust pursuant to Article X and without affecting or impairing any of the remaining provisions of the Declaration of Trust or rendering invalid or improper any action taken or omitted prior to such determination. No Trustee shall be liable for making or failing to make such a determination. In the event of any such determination by the Board of Trustees, the Board shall amend the Declaration of Trust in the manner provided in Section 10.2.

(b) If any provision of the Declaration of Trust shall be held invalid or unenforceable in any jurisdiction, such holding shall apply only to the extent of any such invalidity or unenforceability and shall not in any manner affect, impair or render invalid or unenforceable such provision in any other jurisdiction or any other provision of the Declaration of Trust in any jurisdiction.

Section 13.4 Construction. In the Declaration of Trust, unless the context otherwise requires, words used in the singular or in the plural include both the plural and singular and words denoting any gender include all genders. The title and headings of different parts are inserted for convenience and shall not affect the meaning, construction or effect of the Declaration of Trust. In defining or interpreting the powers and duties of the Trust and its Trustees and officers, reference may be made by the Trustees or officers, to the extent appropriate and not inconsistent with the Code or Title 8, to Titles 1 through 3 of the Corporations and Associations Article of the Annotated Code of Maryland. In furtherance and not in limitation of the foregoing, in accordance with the provisions of Title 3, Subtitles 6 and 7, of the Corporations and Associations Article of the Annotated Code of Maryland, the Trust shall be included within the definition of “corporation” for purposes of such provisions.

Section 13.5 Recordation. The Declaration of Trust and any amendment hereto shall be filed for record with the SDAT and may also be filed or recorded in such other places as the Trustees deem appropriate, but failure to file for record the Declaration of Trust or any amendment hereto in any office other than in the State of Maryland shall not affect or impair the validity or effectiveness of the Declaration of Trust or any amendment hereto. A restated Declaration of Trust shall, upon filing, be conclusive evidence of all amendments contained therein and may thereafter be referred to in lieu of the original Declaration of Trust and the various amendments thereto.

**CORPORATE OFFICE PROPERTIES TRUST
PERFORMANCE-BASED RESTRICTED SHARE UNIT AWARD CERTIFICATE
(2017 OMNIBUS EQUITY AND INCENTIVE PLAN)**

This Certificate pertains to the Target Award (as hereinafter defined) granted on **January 1, 2018** (the “Grant Date”) by Corporate Office Properties Trust, a Maryland real estate investment trust (the “Company”), to [EMPLOYEE NAME] (the “Employee”).

1. **Definitions.** For purposes of this Certificate, the following terms shall be defined as set forth below:

“Absolute Total Shareholder Return” means, with respect to the Performance Period, the average, compounded, annual return that would have been realized by a shareholder who (1) bought one Share on the first day of the Performance Period for the Share Price on such date, (2) reinvested each dividend and other distribution declared during such period of time and received with respect to such Share (and any other Shares previously received upon reinvestment of dividends or other distributions), without deduction for any taxes with respect to such dividends or other distributions or any charges in connection with such reinvestment, in additional Shares at a price per Share equal to the sum of (A) the Fair Market Value on the trading day immediately preceding the ex-dividend date for such dividend or other distribution less (B) the amount of such dividend or other distribution and (3) sold such Shares on the last day of such Performance Period for the Share Price on such date, without deduction for any taxes with respect to any gain on such sale or any charges in connection with such sale. As set forth in, and pursuant to, Section 6 of this Certificate, appropriate adjustments to the Absolute Total Shareholder Return shall be made to take into account all share dividends, share splits, reverse share splits and the other events set forth in Section 6 that occur during the Performance Period.

“Administrator” means the compensation committee of the Board of Trustees of the Company.

“Cause” means (A) if the Employee is a party to an Employment Agreement that includes a definition of “cause” or is a participant in the Executive Change in Control and Severance Plan, the definition of such term in such Employment Agreement or the Executive Change in Control and Severance Plan, as applicable, or (B) if the Employee is not party to an Employment Agreement that defines “cause” and is not a participant in the Executive Change in Control and Severance Plan, a determination by the Administrator that the Employee shall be dismissed as a result of (i) a violation by the Employee of any applicable law or regulation respecting the business of the Company; (ii) the Employee’s conviction of, indictment for or plea of no contest by the Employee of a felony or any crime involving moral turpitude; (iii) any act of dishonesty or fraud, or, if applicable, the Employee’s commission of an act which in the opinion of the Administrator disqualifies the Employee from serving as an officer or director of the Company; (iv) the willful or negligent failure of the Employee to perform his or her duties to the Company (other than by reason of disability), which failure continues for a period of thirty (30) days after written notice thereof is given to the Employee; or (v) a violation of any provision of the Company’s Code of Business Conduct and Ethics.

“Change in Control” has the meaning set forth in the Plan.

“Comparator Companies” means the companies listed on Appendix I, attached hereto; provided that, unless otherwise determined by the Administrator in its sole discretion, no such company will be deemed a Comparator Company if such company ceases to have a class of common equity securities listed on a national securities exchange. In the event that a company listed on Appendix I ceases trading earlier than the last six (6) months of the Performance Period, the total return of an index (as determined by the Administrator), calculated in the same manner as Absolute Total Shareholder Return is calculated, for the entire period shall be substituted for such Comparator Company’s Absolute Total Shareholder Return. In the event that a company listed on Appendix I ceases trading during the last six (6) months of the Performance Period, the Administrator shall calculate and utilize such Comparator Company’s Absolute Total Shareholder Return ranking relative to peers on the trading day immediately prior to the announcement of the transaction or event leading to the company no longer having a class of common equity securities listed on a

national securities exchange, for comparison to the other full-period Comparator Company Absolute Total Shareholder Return results.

“Comparator Company Absolute Total Shareholder Return” means, for a Comparator Company, with respect to the Performance Period, the absolute total shareholder return of the common equity of such Comparator Company during the Performance Period, calculated in the same manner as Absolute Total Shareholder Return is calculated.

“Constructively Discharged” means (A) if the Employee is a party to an Employment Agreement that includes a definition of “constructively discharged” or is a participant in the Executive Change in Control and Severance Plan, the definition of such term in such Employment Agreement or the Executive Change in Control and Severance Plan, as applicable, or (B) if the Employee is not party to an Employment Agreement that defines “constructively discharged” and is not a participant in the Executive Change in Control and Severance Plan, the occurrence of any one of the following events: (i) the Employee is not re-elected to, or is removed from, the position the Employee holds with the Company as of the Grant Date, other than as a result of the Employee’s election or appointment to positions of equal or superior scope and responsibility; (ii) the Employee shall fail to be vested by the Company with the powers, authority and support services normally attendant to any of said offices; (iii) the Company shall notify the Employee that the employment of the Employee will be terminated or materially modified in the future or that the Employee will be Constructively Discharged in the future; or (iv) the Company changes the primary employment location of the Employee to a place that is more than fifty (50) miles from the primary employment location as of the Grant Date.

“Disability” means (A) if the Employee is a party to an Employment Agreement, and “disability” is defined therein, such definition, or (B) if the Employee is not party to an Employment Agreement that defines “disability,” the Employee is determined to be disabled under the long-term disability program of the Company then covering the Employee or by a physician engaged by the Company and reasonably approved by the Employee.

“Employment Agreement” means, as of a particular date, the Employee’s employment agreement with the Company, or a Subsidiary of the Company, in effect as of that date, if any.

“Executive Change in Control and Severance Plan” means the Corporate Office Properties Trust, Corporate Office Properties L.P. Executive Change in Control and Severance Plan, as in effect from time to time.

“Fair Market Value” of Shares as of a particular date means (a) if Shares are then listed on a national stock exchange, the closing sales price per share on the principal national stock exchange on which Shares are listed on such date (or, if such date is not a trading date on which there was a sale of such shares on such exchange, the last preceding date on which there was a sale of Shares on such exchange), (b) if Shares are not then listed on a national stock exchange but are then traded on an over-the-counter market, the average of the closing bid and asked prices for Shares in the principal over-the-counter market on which Shares are traded on such date (or, if such date is not a trading date on which there was a sale of Shares on such market, for the last preceding date on which there was a sale of Shares in such market), or (c) if Shares are not then listed on a national stock exchange or traded on an over-the-counter market, such value as the Administrator in its discretion may in good faith determine; provided that, where Shares are so listed or traded, the Administrator may make such discretionary determinations where Shares have not been traded for 10 trading days.

“Performance Period” means, the period commencing on **January 1, 2018** and concluding on the earlier of (i) **December 31, 2020** (ii) the date of a Change in Control or (iii) the date of a Qualified Termination.

“Plan” means the Corporate Office Properties Trust 2017 Omnibus Equity and Incentive Plan, as amended from time to time.

“Qualified Termination” means termination of the Employee’s employment by the Company without Cause, by the Employee following the date on which the Employee is Constructively Discharged (provided such termination occurs, by written notice to the Company given within 120 days of such Constructive Discharge, effective no later than 30 days after such notice), or by reason of the Employee’s death or Disability.

“Share Price” means, as of a particular date, the average of the Fair Market Value of one Share for the fifteen (15) trading days starting on, and including, such date (or, if such date is not a trading day, the trading day

immediately following such date); provided that if such date is the date upon which a Transactional Change in Control occurs, the Share Price as of such date shall be equal to the fair market value in cash, as determined by the Administrator, of the total consideration paid or payable in the transaction resulting in the Transactional Change in Control for one Share.

“Transactional Change in Control” means (a) a Change in Control described in clause (i) of the definition thereof where the person makes a tender offer for Shares or (b) a Change in Control described in clause (ii) of the definition thereof.

2. Award.

(a) **Restricted Share Units.** Pursuant to the Plan, the Company hereby grants, as of the Grant Date, a target award consisting of [NUMBER] Restricted Share Units (the “Target Award”) to the Employee, subject to the restrictions and conditions set forth herein and in the Plan.

(b) **Plan Incorporated.** This Target Award shall be subject to and governed by all of the terms and conditions set forth in the Plan, including future amendments thereto, if any, pursuant to the terms thereof, which Plan is incorporated herein by reference as a part of this Certificate. Capitalized terms in this Certificate shall have the meaning specified in the Plan, unless a different meaning is specified herein.

3. Determination and Issuance of Shares.

(a) The percentage of the Target Award that will be earned will be based on the percentile rank of the Absolute Total Shareholder Return relative to the Comparator Company Absolute Total Shareholder Returns for the Comparator Companies for the Performance Period as set forth below, except as set forth in Section 4(c) below.

<u>Percentile Rank</u>	<u>Award Earned</u>
75 th percentile or greater	200% of the Target Award
50 th percentile	100% of the Target Award
25 th percentile	50% of the Target Award
Below 25 th percentile	0% of the Target Award

The percentile rank above shall be calculated using the following formula:

$$\text{Percentile Rank} = \frac{(1-X)+Y}{2}$$

Where:

X = the number of Comparator Companies with a Comparator Company Absolute Total Shareholder Return greater than the Absolute Total Shareholder Return during the Performance Period as a percentage of the total number of Comparator Companies.

Y = the number of Comparator Companies with a Comparator Company Absolute Total Shareholder Return less than the Absolute Total Shareholder Return during the Performance Period as a percentage of the total number of Comparator Companies.

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 Target Award that is earned will be interpolated between the ranges set forth in the table above to reflect any performance between the listed percentiles (e.g., a 62.5 percentile rank would result in 150% of the Target Award being earned). Notwithstanding the foregoing, if the Company's Absolute Total Shareholder Return is negative, the Earned Share Units will be limited to a maximum of 100% of the Target Award, regardless of the Company's percentile rank.

(b) As soon as practicable following the conclusion of the Performance Period, the Administrator shall determine the actual number of Restricted Share Units that were earned pursuant to this Certificate (the "Earned Share Units"), if any, as of the final day of the Performance Period (the date on which the determination is made, the "Determination Date"). As soon as practicable following the Determination Date (but in no event later than 74 days following the conclusion of the Performance Period) (the "Issuance Date"), the Company will issue to the Employee a number of Shares equal to the number of Earned Share Units, subject to Section 8 below, which, together with any payments due pursuant to Section 5, shall be in full settlement of the award granted under this Certificate. Such settlement is intended to comply with the requirements for a "short term deferral" under Section 409A of the Code and this Certificate and will be construed and administered to comply with such requirements. In the event that the Administrator determines that no Restricted Share Units are earned under this Certificate, the award granted hereunder and this Certificate will terminate as of the date of such determination.

4. Termination of Employment/Change in Control.

(a) In the event that prior to **December 31, 2020** the Employee's employment with the Company shall terminate and such termination of employment is a Qualified Termination, then the Performance Period will end early, as provided in the definition of such term, and the amount of the Target Award earned under this Certificate will be calculated as provided in Section 2 above and Section 4(c) below. In the event that prior to the conclusion of the Performance Period, the Employee's employment with the Company shall terminate and such termination of employment is not a Qualified Termination, then the Employee shall automatically forfeit the Restricted Share Units and all other rights granted hereunder as of the date of termination of employment.

(b) In the event that prior to **December 31, 2020** a Change in Control occurs, then the Performance Period will end early, as provided in the definition of such term, and the amount of the Target Award earned under this Certificate will be calculated as provided in Section 3 above and Section 4(c) below.

(c) In the event that the Performance Period ends prior to **December 31, 2020** due to a Change in Control or a Qualified Termination, the number of Restricted Share Units that are earned shall be prorated based upon (X) the number of days from and including the Grant Date to and including the effective date of such Change in Control or Qualified Termination, divided by (Y) the number of days from and including the Grant Date to and including **December 31, 2020**.

5. **Dividends.** On the Issuance Date, the Company will pay the Employee, in cash, an amount equal to the aggregate value of the dividends that would have been paid with respect to the Shares issued upon settlement of the Earned Share Units on or before the Issuance Date if such Shares had been issued on the first day of the Performance Period. With respect to dividends with a record date prior to the Issuance Date and a payment date after the Issuance Date, the Company will pay the Employee, in cash, on the payment date for such dividends, an amount equal to the amount of such dividends that would have been paid with respect to the Shares issued on the Issuance Date upon settlement of the Earned Share Units as if they had been issued prior to the record date for such dividends. The payment of dividends under this Section 5 is intended to comply with the requirements for a "short term deferral" under Section 409A of the Code and this Certificate and this Section 5 will be construed and administered to comply with such requirements.

6. **Adjustments.** Without duplication with the provisions of Section 3 of the Plan, if (i) the Company shall at any time be involved in a merger, consolidation, dissolution, liquidation, reorganization, exchange of shares, sale of all or substantially all of the assets or Shares of the Company or a transaction similar thereto, (ii) any share dividend, share split, reverse share split, share combination, reclassification, recapitalization, or other similar change in the capital structure of the Company, or any distribution to holders of Shares other than ordinary cash dividends, shall occur or (iii) any other event shall occur which in the judgment of the Administrator necessitates action by way of adjusting the terms of the Certificate, then and in that event, the Administrator shall take such action as shall be

necessary to maintain the Employee's rights hereunder so that they are substantially proportionate to the rights existing under this Certificate prior to such event, including, but not limited to, adjustments to Absolute Total Shareholder Return, in the number of Restricted Share Units then subject to this Certificate and substitution of other awards under the Plan or otherwise.

7. **Restrictions and Conditions.** Subject to the provisions of the Plan and this Certificate, except as may otherwise be permitted by the Administrator, the Employee shall not be permitted voluntarily or involuntarily to sell, assign, transfer, or otherwise encumber or dispose of the Restricted Share Units or this award; provided that the foregoing restriction shall not apply to Shares actually issued to the Employee pursuant to Section 3(b) above.

8. **Withholding of Tax.** The Company shall be entitled to withhold from any payments or deemed payments any amount of tax withholding it determines to be required by law. The Employee shall, not later than the date as of which vesting or payment in respect of this award becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Company for payment of any Federal, state and local taxes required by law to be withheld on account of such taxable event; provided that, unless otherwise permitted by the Administrator, the Company will satisfy the required tax withholding obligation by withholding a number of Shares with an aggregate Fair Market Value that would satisfy the withholding amount due; provided, however, to the extent necessary to avoid adverse accounting treatment, such Share withholding may be limited to the minimum required tax withholding obligation. For purposes of determining the number of Shares to be withheld to satisfy the withholding tax obligation pursuant to this Section, the Fair Market Value of the Shares to be withheld shall be calculated in the same manner as the Shares issued on the Issuance Date are valued for purposes of determining the amount of withholding taxes due.

9. **Employment Relationship.** For purposes of this Certificate, the Employee shall be considered to be in the employment of the Company as long as the Employee remains an employee of either the Company, any successor entity or a Subsidiary of the Company or any successor. Any question as to whether and when there has been a termination of such employment, and the cause of such termination, shall be determined by the Administrator, or its delegate, as appropriate, and its determination shall be final.

10. **Administrator's Powers.** No provision contained in this Certificate shall in any way terminate, modify or alter, or be construed or interpreted as terminating, modifying or altering any of the powers, rights or authority vested in the Administrator or, to the extent delegated, in its delegate pursuant to the terms of the Plan or resolutions adopted in furtherance of the Plan, including, without limitation, the right to make certain determinations and elections with respect to the Restricted Share Units.

11. **Binding Effect.** This terms and conditions set forth in this Certificate shall be binding upon and inure to the benefit of any successors to the Company and all persons lawfully claiming under the Employee.

12. **Governing Law.** This Certificate and the Restricted Share Units granted hereunder shall be governed by, and construed in accordance with, the laws of the State of Maryland.

13. **No Obligation to Continue Employment.** Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Certificate to continue the Employee in employment and neither the Plan nor this Certificate shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Employee at any time.

14. **Notices.** Notices hereunder shall be mailed or delivered (electronically or otherwise) to the Company at its principal place of business and shall be mailed or delivered to the Employee at the address or email address on file with the Company or, in either case, at such other address or email address as one party may subsequently furnish to the other party in writing.

15. **Miscellaneous.** This award shall be granted pursuant to the Plan. Except as expressly provided otherwise herein, the Employee shall not be deemed the holder of, or have any of the rights of a holder with respect to, any Shares that may be issued in respect of Restricted Share Units awarded hereunder unless and until Shares have

actually been issued in settlement of this award. Thereupon, the Employee shall have all the rights of a shareholder with respect to such Shares, including voting, dividend and other ownership rights.

16. **Employment Agreement; Executive Change in Control and Severance Plan** Except as specifically provided otherwise in this Certificate, any provisions in the Employment Agreement or the Executive Change in Control and Severance Plan relating to accelerated vesting or that would otherwise modify the vesting provisions set forth herein in connection with a termination of employment, a Change in Control or in any other circumstance shall not apply to this Certificate or the Restricted Share Units granted hereunder, and the specific terms of this Certificate shall supersede such provisions.

17. **Data Privacy Consent**. In order to administer the Plan and the Restricted Share Units granted hereunder and to implement or structure future equity grants, the Company and its agents may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of the Plan and/or the Restricted Share Units granted hereunder.

[Signature page follows.]

IN WITNESS WHEREOF, the Company has caused this Certificate to be duly executed by an officer thereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST
a Maryland real estate investment trust

By: _____

Name: Stephen E. Budorick

Title: Chief Executive Officer

Date

[Signature Page to Performance-Based Restricted Share Unit Award Certificate]

Appendix I

Comparator Companies

BDN	Brandywine Realty Trust	HPP	Hudson Pacific Properties, Inc.
CXP	Columbia Property Trust, Inc.	KRC	Kilroy Realty Corporation
CUZ	Cousins Properties Incorporated	CLI	Mack-Cali Realty Corporation
DEI	Douglas Emmett, Inc.	PDM	Piedmont Office Realty Trust, Inc.
FSP	Franklin Street Properties Corp.	PSB	PS Business Parks, Inc.
GOV	Government Properties Income Trust	TIER	TIER REIT, Inc.
HIW	Highwoods Properties, Inc.	WRE	Washington Real Estate Investment Trust

SECOND AMENDMENT TO TERM LOAN AGREEMENT

THIS SECOND AMENDMENT TO TERM LOAN AGREEMENT (this “Amendment”) dated as of December 18, 2017, by and among CORPORATE OFFICE PROPERTIES, L.P., a limited partnership formed under the laws of the State of Delaware (the “Borrower”), CORPORATE OFFICE PROPERTIES TRUST, a real estate investment trust formed under the laws of the State of Maryland (the “Parent”), the Lenders, and CAPITAL ONE, NATIONAL ASSOCIATION, as Administrative Agent (the “Agent”).

WHEREAS, the Borrower, the Parent, the Lenders, the Agent and the other parties thereto have entered into that certain Term Loan Agreement dated as of December 17, 2015, as amended by that certain First Amendment to Term Loan Agreement dated as of September 15, 2016 (as amended, supplemented, restated or otherwise modified from time to time, the “Term Loan Agreement”); and

WHEREAS, the Borrower, the Parent, the Lenders and the Agent desire to amend certain provisions of the Term Loan Agreement on the terms and conditions contained herein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the parties hereto, the parties hereto hereby agree as follows:

Section 1. Definitions. Capitalized terms used in this Amendment and not otherwise defined herein shall have the respective meanings given such terms in the Term Loan Agreement.

Section 2. Specific Amendment to Term Loan Agreement. Upon the effectiveness of this Amendment, the parties hereto agree that the Term Loan Agreement is amended as follows by replacing the table in the definition of “Applicable Margin” contained in Section 1.1 thereof in its entirety with the following:

Level	Borrower’s Credit Rating (S&P/Moody’s or equivalent)	Applicable Margin for Loans that are LIBOR Loans	Applicable Margin for Loans that are Base Rate Loans
1	A-/A3 or higher	0.90%	0.00%
2	BBB+/Baa1	0.95%	0.00%
3	BBB/Baa2	1.10%	0.10%
4	BBB-/Baa3	1.35%	0.35%
5	Lower than BBB-/Baa3	1.75%	0.75%

Section 3. Conditions Precedent. The effectiveness of this Amendment is subject to receipt by the Agent of each of the following, each in form and substance satisfactory to the Agent:

- (a) a counterpart of this Amendment duly executed by the Borrower, the Parent and each of the Lenders;
-

- (b) the Reaffirmation of Obligations substantially in the form of Exhibit A attached hereto duly executed by each Guarantor;
- (c) evidence that all fees, expenses and reimbursement amounts due and payable to the Agent, including without limitation, the reasonable fees and expenses of counsel to the Agent, have been paid; and
- (d) such other documents, instruments and agreements as the Agent may reasonably request.

Section 4. Representations. The Borrower and the Parent represent and warrant to the Agent and the Lenders that:

(a) Authorization. Each of the Parent and the Borrower has the right and power, and has taken all necessary action to authorize the execution and delivery of this Amendment and to perform its obligations thereunder and under the Term Loan Agreement, as amended by this Amendment, in accordance with their respective terms. This Amendment has been duly executed and delivered by a duly authorized officer of the Parent and the Borrower or a general partner of the Borrower, as applicable, and both this Amendment and the Term Loan Agreement, as amended by this Amendment, are legal, valid and binding obligations of the Parent and the Borrower and are enforceable against such Persons in accordance with their respective terms except as the enforceability thereof may be limited by bankruptcy, insolvency or similar laws affecting creditors rights generally and the availability of equitable remedies for the enforcement of certain obligations (other than payment of principal) contained herein or therein and as may be limited by equitable principles generally.

(b) Compliance with Laws, etc. The execution, delivery and performance of this Amendment and the other Loan Documents to which any Loan Party is a party do not and will not, by the passage of time, the giving of notice, or both: (i) require any Governmental Approval or violate any Applicable Law relating to any Loan Party; (ii) conflict with, result in a breach of or constitute a default under the organizational documents of any Loan Party, or any indenture, agreement or other instrument to which any Loan Party is a party or by which it or any of its respective properties may be bound; or (iii) result in or require the creation or imposition of any Lien upon or with respect to any property now owned or hereafter acquired by any Loan Party.

(c) No Default. No Default or Event of Default has occurred and is continuing as of the date hereof nor will exist immediately after giving effect to this Amendment.

Section 5. Reaffirmation of Representations. Each of the Parent and the Borrower hereby represents, repeats and reaffirms all representations and warranties made by such Person to the Agent and the Lenders in the Term Loan Agreement and the other Loan Documents to which such Person is a party on and as of the date hereof with the same force and effect as if such representations and warranties were set forth in this Amendment in full except to the extent that such representations and warranties expressly relate solely to an earlier date (in which case such representations and warranties were true and accurate on and as of such earlier date) and except for changes in factual circumstances not prohibited under the Loan Documents.

Section 6. Certain References. Each reference to the Term Loan Agreement in any of the Loan Documents shall be deemed to be a reference to the Term Loan Agreement as amended by this Amendment. This Amendment shall constitute a Loan Document.

Section 7. Expenses. The Borrower hereby agrees to reimburse the Agent upon demand for all costs and expenses (including attorneys' fees) incurred by the Agent in connection with the preparation,

negotiation and execution of this Amendment and the other agreements and documents executed and delivered in connection herewith.

Section 8. Benefits. This Amendment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

Section 9. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS EXECUTED, AND TO BE FULLY PERFORMED, IN SUCH STATE.

Section 10. Effect. Except as expressly herein amended, the terms and conditions of the Term Loan Agreement and the other Loan Documents remain in full force and effect. Except as set forth in this Amendment, this Amendment shall not be construed to be a waiver or amendment of any of the other terms and conditions of the Term Loan Agreement and the other Loan Documents or to limit, impair or otherwise affect the rights and remedies of the Lenders under the Loan Documents. The amendments contained herein shall be deemed to have prospective application only, unless otherwise specifically stated herein.

Section 11. Counterparts. This Amendment may be executed in any number of counterparts, each of which shall be deemed to be an original and shall be binding upon all parties, their successors and assigns.

[Signatures on Next Page]

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to Term Loan Agreement to be executed as of the date first above written.

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust, its sole
general partner

By: /s/ Anthony Mifsud

Name: Anthony Mifsud

Title: Executive Vice President

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Anthony Mifsud

Name: Anthony Mifsud

Title: Executive Vice President

[Signatures Continued on Next Page]

CAPITAL ONE, NATIONAL ASSOCIATION, as Agent and
as a Lender

By: /s/ Frederick H. Denecke
Name: Frederick H. Denecke
Title: Senior Vice President

PNC BANK, NATIONAL ASSOCIATION

By: /s/ William R. Lynch III
Name: William R. Lynch III
Title: Senior Vice President

REGIONS BANK

By: /s/ Kyle D. Upton
Name: Kyle D. Upton
Title: Vice President

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Timothy Tillman
Name: Timothy Tillman
Title: Senior Vice President

TD BANK, N.A.

By: /s/ Jireh Kore
Name: Jireh Kore
Title: Vice President

Manufacturers and Traders Trust Company

By: /s/ Isidoros Roros
Name: Isidoros Roros
Title: Vice President

Branch Banking and Trust Company

By: /s/ Brad Bowen
Name: Brad Bowen
Title: Vice President

Exhibit A

REAFFIRMATION OF OBLIGATIONS

December 18, 2017

The undersigned (the "Guarantor") hereby (a) reaffirms its continuing obligations owing under the Guaranty dated as of December 17, 2015, executed and delivered by the Guarantor (the "Guaranty") and (b) agrees that the Second Amendment to Term Loan Agreement dated the date hereof (the "Amendment") amending the Term Loan Agreement dated as of December 17, 2015, as amended by that certain First Amendment to Term Loan Agreement dated as of September 15, 2016 (as amended, restated, supplemented and/or otherwise modified from time to time and as in effect immediately prior to the date hereof, the "Term Loan Agreement"), by and among CORPORATE OFFICE PROPERTIES, L.P., a limited partnership formed under the laws of the State of Delaware (the "Borrower"), CORPORATE OFFICE PROPERTIES TRUST, a real estate investment trust formed under the laws of the State of Maryland (the "Parent"), each of the Lenders party thereto, and CAPITAL ONE, NATIONAL ASSOCIATION, as Administrative Agent (the "Agent"), and the transactions contemplated by the Amendment, do not in any way affect the validity and enforceability of the Guaranty, or reduce, impair or discharge the obligations of such Guarantor thereunder.

The Guarantor represents and warrants to the Agent and the Lenders that the execution, delivery, and performance of this Reaffirmation of Obligations has been authorized by all requisite action on the part of such Guarantor and will not violate such Guarantor's organizational or governing documents.

The Guarantor further agrees that references to the Term Loan Agreement contained in any Loan Document (as defined in the Term Loan Agreement) shall be deemed to be references to the Term Loan Agreement, as amended by the Amendment.

This Reaffirmation of Obligations shall be construed in accordance with and be governed by the laws (without giving effect to the conflict of law principles thereof) of the State of New York.

[Signature on Next Page]

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Reaffirmation of Obligations as of the date first above written.

CORPORATE OFFICE PROPERTIES TRUST

By:

Name:

Title:

Corporate Office Properties Trust

Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends

(Dollars in thousands)

	Years Ended December 31,				
	2017	2016	2015	2014	2013
Earnings:					
Income (loss) before equity in income of unconsolidated entities and income taxes	\$ 64,659	\$ (26,419)	\$ 120,812	\$ 34,590	\$ 36,704
Gain on sales of real estate	9,890	40,986	68,047	10,671	9,016
Combined fixed charges and preferred share dividends (from below)	89,737	104,541	111,737	115,842	120,307
Amortization of capitalized interest	2,631	2,715	2,591	2,374	1,977
Distributed income of equity investees	1,496	732	361	225	1,857
Subtract:					
Capitalized interest (from below)	(5,229)	(5,723)	(7,151)	(6,065)	(8,785)
Preferred share dividends included in fixed charges	(6,219)	(14,297)	(14,210)	(15,939)	(19,971)
Preferred unit distributions included in fixed charges	(660)	(660)	(660)	(660)	(660)
Preferred distributions of other consolidated entities	(16)	(16)	(16)	(16)	(16)
Total earnings	<u>\$ 156,289</u>	<u>\$ 101,859</u>	<u>\$ 281,511</u>	<u>\$ 141,022</u>	<u>\$ 140,429</u>
Combined Fixed Charges and Preferred Share Dividends:					
Combined fixed charges and preferred share dividends:					
Interest expense on continuing operations	\$ 76,983	\$ 83,163	\$ 89,074	\$ 92,393	\$ 82,010
Interest expense on discontinued operations	—	—	—	—	8,221
Capitalized interest (internal and external)	5,229	5,723	7,151	6,065	8,785
Amortization of debt issuance costs-capitalized	—	—	8	186	144
Interest included in rental expense	630	682	618	583	500
Preferred share dividends	6,219	14,297	14,210	15,939	19,971
Preferred unit distributions	660	660	660	660	660
Preferred distributions of other consolidated entities	16	16	16	16	16
Total combined fixed charges and preferred share dividends	<u>\$ 89,737</u>	<u>\$ 104,541</u>	<u>\$ 111,737</u>	<u>\$ 115,842</u>	<u>\$ 120,307</u>
Ratio of earnings to combined fixed charges and preferred share dividends	<u>1.74</u>	<u>0.97</u>	<u>2.52</u>	<u>1.22</u>	<u>1.17</u>
Deficiency		<u>\$ 2,682</u>			

For purposes of calculating the above ratios, earnings were computed by adding fixed charges (excluding capitalized interest), gain on sales of real estate (excluding discontinued operations), amortization of capitalized interest and distributed income of equity investees to income before noncontrolling interests, equity in income of unconsolidated entities and income taxes. Fixed charges consist of interest costs and capitalized amortization of debt issuance costs.

Corporate Office Properties, L.P.

Ratio of Earnings to Fixed Charges

(Dollars in thousands)

	Years Ended December 31,				
	2017	2016	2015	2014	2013
Earnings:					
Income (loss) before equity in income of unconsolidated entities and income taxes	\$ 64,659	\$ (26,419)	\$ 120,812	\$ 34,590	\$ 36,704
Gain on sales of real estate	9,890	40,986	68,047	10,671	9,016
Fixed charges (from below)	82,858	89,584	96,867	99,243	99,676
Amortization of capitalized interest	2,631	2,715	2,591	2,374	1,977
Distributed income of equity investees	1,496	732	361	225	1,857
Subtract:					
Capitalized interest (from below)	(5,229)	(5,723)	(7,151)	(6,065)	(8,785)
Preferred distributions of other consolidated entities	(16)	(16)	(16)	(16)	(16)
Total earnings	\$ 156,289	\$ 101,859	\$ 281,511	\$ 141,022	\$ 140,429
Fixed charges:					
Interest expense on continuing operations	\$ 76,983	\$ 83,163	\$ 89,074	\$ 92,393	\$ 82,010
Interest expense on discontinued operations	—	—	—	—	8,221
Capitalized interest (internal and external)	5,229	5,723	7,151	6,065	8,785
Amortization of debt issuance costs-capitalized	—	—	8	186	144
Interest included in rental expense	630	682	618	583	500
Preferred distributions of other consolidated entities	16	16	16	16	16
Total fixed charges	\$ 82,858	\$ 89,584	\$ 96,867	\$ 99,243	\$ 99,676
Ratio of earnings to fixed charges	1.89	1.14	2.91	1.42	1.41

For purposes of calculating the above ratios, earnings were computed by adding fixed charges (excluding capitalized interest), gain on sales of real estate (excluding discontinued operations), amortization of capitalized interest and distributed income of equity investees to income before noncontrolling interests, equity in income of unconsolidated entities and income taxes. Fixed charges consist of interest costs and capitalized amortization of debt issuance costs.

CORPORATE OFFICE PROPERTIES TRUST
SUBSIDIARIES OF REGISTRANTAlabama

COPT Bridge Street Office, LLC

Colorado

COPT Interquest, LLC

Delaware

2100 L Holdings, LLC

Airport Square Holdings I, LLC

Airport Square Holdings VI and VII, LLC

Blue Bell Investment Company, L.P.

COPT Acquisitions, Inc.

COPT Colgate General, LLC

COPT DC-6, LLC

COPT Gateway Commerce, LLC

COPT Maritime I & II, LLC

COPT Stevens Place, LLC

Corporate Office Properties Holdings, Inc.

Corporate Office Properties, L.P.

DC-11 DE, LLC

DC-12-14 DE, LLC

DC-8-9-10 DE, LLC

Delaware Airport III, LLC

Delaware Airport IX, LLC

Delaware Airport VIII, LLC

GI-COPT DC Partnership LLC

Great Mills I, L.L.C.

Great Mills II, L.L.C.

Great Mills III, L.L.C.

Great Mills IV, L.L.C.

Great Mills V, L.L.C.

LW Redstone Company, LLC

Powerloft Holdings, LLC

Redstone Gateway 1000, LLC

Redstone Gateway 1100, LLC

Redstone Gateway 1200, LLC

Redstone Gateway 2100, LLC

Redstone Gateway 4000, LLC

Redstone Gateway 4100, LLC

Redstone Gateway 6500, LLC

Redstone Gateway 7100, LLC

Redstone Gateway 7200, LLC

Stevens Investors, LLC

Stevens School Holdings, LLC

Maryland

100 Charm City, LLC

100 LS Borrower, LLC

1460 Dorsey Road, LLC

1550 Nursery, LLC
250 Charm City, LLC
2500 Riva Trust
30 Charm City, LLC
30 LS Borrower, LLC
320 Sentinel, LLC
45310 Abell House, LLC
5825 URC Borrower, LLC
5850 URC Borrower, LLC
67 Financing LLC
6711 Gateway, LLC
6721 Gateway, LLC
6731 Gateway, LLC
6741 Gateway, LLC
7000 Honeys, LLC
7005 Columbia Gateway, LLC
7015 Albert Einstein Drive, L.L.C.
7200 Riverwood, LLC
7205 Riverwood, LLC
7240 Parkway Drive Enterprises, LLC
7318 Parkway Drive Enterprises, LLC
7320 Parkway Drive Enterprises, LLC
7740 Milestone, LLC
7760 Milestone Parkway, LLC
7780 Milestone Parkway, LLC
7874 Milestone Parkway, LLC
7876 Milestone Parkway, LLC
7878 Milestone Parkway, LLC
7880 Milestone Parkway, LLC
Airport Square II, LLC
Airport Square IV, LLC
Airport Square Partners, LLC
Airport Square Storms, LLC
Airport Square V, LLC
Airport Square XI, LLC
Airport Square XIII, LLC
Airport Square XXII, LLC
Airport Square, LLC
AP#5 Lot A, LLC
AP#5 Lot B, LLC
AP#5 Lot C, LLC
Arundel Preserve #5, LLC
Canton Crossing Retail, LLC
Clarks Hundred II, LLC
Clarks Hundred, LLC
Columbia Equity Finance, LLC
Columbia Gateway S-28, L.L.C.
COMI Investments, LLC
Commons Office 6-B, LLC
Commons Office Research, LLC
COPT Aberdeen, LLC
COPT AP 9, LLC
COPT Arundel Preserve, LLC
COPT Baltimore County I, LLC

COPT Baltimore County II, LLC
COPT Brock Bridge, LLC
COPT CC 1600, LLC
COPT CC Bulkhead, LLC
COPT CC D1, LLC
COPT CC Holding, LLC
COPT CC Parking, LLC
COPT CC Tower, LLC
COPT CCW I, LLC
COPT CCW II, LLC
COPT CCW III, LLC
COPT Data Management, LLC
COPT Development & Construction Services, LLC
COPT Frederick, LLC
COPT Gate 63, LLC
COPT Gate 6700-6708-6724, LLC
COPT General, LLC
COPT Harbour's Edge, LLC
COPT Huntsville, LLC
COPT Northgate A, LLC
COPT Northgate B, LLC
COPT Northgate C, LLC
COPT Northgate D, LLC
COPT Northgate H, LLC
COPT Northgate I, LLC
COPT Powerhouse, LLC
COPT Pres Investment, LLC
COPT Property Management Services, LLC
COPT Renovation, LLC
COPT Riverwood, LLC
COPT T-11, LLC
COPT Virtru, LLC
COPT-Kirk AP#5, LLC
Cornucopia Holdings II, LLC
Cornucopia Holdings, LLC
Corporate Development Services, LLC
Corporate Gatespring II, LLC
Corporate Gatespring, LLC
Corporate Office Management, Inc.
Corporate Office Properties Trust
Corporate Office Services, LLC
Corporate Paragon, LLC
Corporate Place B Equity Affiliates, LLC
Corporate Place I Business Trust
Corporate Place III Business Trust
Corporate Place IV Business Trust
Corporate Property, LLC
Enterprise Campus Developer, LLC
Fifth Exploration, L.L.C.
Fourth Exploration, L.L.C.
Gateway 44, LLC
Gateway 67, LLC
Gateway 70 Holdings, LLC
Gateway 70, LLC

Gateway Crossing 95, LLC

Honeyland 108, LLC

Huntsville Holdings, LLC

Jolly COPT I, LLC

Jolly COPT II, LLC

M Square 5801, LLC

M Square 5825, LLC

M Square 5850, LLC

M Square Associates, LLC

M Square NOAA, LLC

M Square Park, LLC

Maritime Holdings, LLC

McLean Ridge I Business Trust

McLean Ridge II Business Trust

McLean Ridge III Business Trust

McLean Ridge IV Business Trust

MOR Forbes, LLC

NBP 131, LLC

NBP 132, LLC

NBP 133, LLC

NBP 134, LLC

NBP 135, LLC

NBP 140, LLC

NBP 141, LLC

NBP 191, LLC

NBP 201, LLC

NBP 211, LLC

NBP 220, LLC

NBP 221, LLC

NBP 300 Restaurant, LLC

NBP 300, LLC

NBP 302, LLC

NBP 304, LLC

NBP 306, LLC

NBP 308, LLC

NBP 310, LLC

NBP 312, LLC

NBP 314, LLC

NBP 316, LLC

NBP 318, LLC

NBP 320, LLC

NBP 322, LLC

NBP 324, LLC

NBP 410, LLC

NBP 420, LLC

NBP 430, LLC

NBP 520, LLC

NBP 540, LLC

NBP Huff & Puff, LLC

NBP Lot 3-A, LLC

NBP One, LLC

NBP Retail, LLC

Nottingham Commons I Holding Corp.

Nottingham Commons II Holding Corp.

Nottingham Ridge Holding Corporation

Nottingham Ridge II Business Trust

Nottingham Ridge III Business Trust

Nottingham Ridge No. 20 Business Trust

Nottingham Ridge No. 30 Business Trust

One Sellner Road, LLC

Park Circle Equities, LLC

Pecan Court L.L.C.

Philadelphia Road Business Trust

Red Cedar Building, LLC

RG 2100 Restaurant, LLC

RIVA Trustee, LLC

Riverwood Business Center Equity Affiliates, LLC

Third Exploration L.L.C.

W&M Business Trust

Pennsylvania

Colgatedrive Associates, L.P.

COPT Pennlyn, L.P.

Texas

C Texas SG, LLC

COPT 8000 Potranco, L.P.

COPT 8030 Potranco, L.P.

COPT 8100 Potranco, L.P.

COPT SA Technology Center, L.P.

COPT San Antonio , L.P.

COPT San Antonio General, LLC

COPT San Antonio II, L.P.

COPT Westpointe 3A, L.P.

COPT Westpointe 4, L.P.

Virginia

Beaumeade LC Phase III, LLC

COPT Connect, LLC

COPT Dahlgren, LLC

COPT Dahlgren I, LLC

COPT Dahlgren II, LLC

COPT Dahlgren IV, LLC

COPT Dahlgren Land, LLC

COPT DC Innovation, LLC

COPT DC Partner, LLC

COPT DC-15, LLC

COPT DC-19, LLC

COPT DC-21, LLC

COPT Fairview, LLC

COPT Greens I, LLC

COPT Greens II, LLC

COPT Greens III, LLC

COPT McLearn, LLC

COPT Metro Place II, LLC

COPT Park Meadow, LLC

COPT Parkstone, LLC

COPT Richmond I, LLC

COPT Ridgeview I, LLC
COPT Ridgeview II & III, LLC
COPT Southwest VA, LLC
COPT Stonecroft, LLC
COPT Sunrise, LLC
COPT Waterview III, LLC
DC-11, LLC
DC-12-14, LLC
DC-8-9-10, LLC
Maries Tech Park, LLC
Patriot Ridge 7770, LLC
Patriot Ridge Commons, LLC
Patriot Ridge Holdings, LLC
Patriot Ridge I, LLC
Patriot Ridge II, LLC
Towerview I, LLC (fka Towerview, LLC)
TRC Pinnacle Towers, L.L.C.

CORPORATE OFFICE PROPERTIES, L.P.
SUBSIDIARIES OF REGISTRANT

Alabama

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Colorado

COPT Interquest, LLC

Delaware

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Great Mills V, L.L.C.

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Powerloft Holdings, LLC

Redstone Gateway 1000, LLC

Redstone Gateway 1100, LLC

Redstone Gateway 1200, LLC

Redstone Gateway 2100, LLC

Redstone Gateway 4000, LLC

Redstone Gateway 4100, LLC

Redstone Gateway 6500, LLC

Redstone Gateway 7100, LLC

Redstone Gateway 7200, LLC

Stevens Investors, LLC

Stevens School Holdings, LLC

Maryland

100 Charm City, LLC

100 LS Borrower, LLC

1460 Dorsey Road, LLC

1550 Nursery, LLC

250 Charm City, LLC

2500 Riva Trust

30 Charm City, LLC

30 LS Borrower, LLC

320 Sentinel, LLC

45310 Abell House, LLC

5825 URC Borrower, LLC

5850 URC Borrower, LLC

67 Financing LLC

6711 Gateway, LLC

6721 Gateway, LLC

6731 Gateway, LLC

6741 Gateway, LLC

7000 Honeys, LLC

7005 Columbia Gateway, LLC

7015 Albert Einstein Drive, L.L.C.

7200 Riverwood, LLC

7205 Riverwood, LLC

7240 Parkway Drive Enterprises, LLC

7318 Parkway Drive Enterprises, LLC

7320 Parkway Drive Enterprises, LLC

7740 Milestone, LLC

7760 Milestone Parkway, LLC

7780 Milestone Parkway, LLC

7874 Milestone Parkway, LLC

7876 Milestone Parkway, LLC

7878 Milestone Parkway, LLC

7880 Milestone Parkway, LLC

Airport Square II, LLC

Airport Square IV, LLC

Airport Square Partners, LLC

Airport Square Storms, LLC

Airport Square V, LLC

Airport Square XI, LLC

Airport Square XIII, LLC

Airport Square XXII, LLC

Airport Square, LLC

AP#5 Lot A, LLC

AP#5 Lot B, LLC

AP#5 Lot C, LLC

Arundel Preserve #5, LLC

Canton Crossing Retail, LLC
Clarks Hundred II, LLC
Clarks Hundred, LLC
Columbia Equity Finance, LLC
Columbia Gateway S-28, L.L.C.
COMI Investments, LLC
Commons Office 6-B, LLC
Commons Office Research, LLC
COPT Aberdeen, LLC
COPT AP 9, LLC
COPT Arundel Preserve, LLC
COPT Baltimore County I, LLC
COPT Baltimore County II, LLC
COPT Brock Bridge, LLC
COPT CC 1600, LLC
COPT CC Bulkhead, LLC
COPT CC D1, LLC
COPT CC Holding, LLC
COPT CC Parking, LLC
COPT CC Tower, LLC
COPT CCW I, LLC
COPT CCW II, LLC
COPT CCW III, LLC
COPT Data Management, LLC
COPT Development & Construction Services, LLC
COPT Frederick, LLC
COPT Gate 63, LLC
COPT Gate 6700-6708-6724, LLC
COPT General, LLC
COPT Harbour's Edge, LLC
COPT Huntsville, LLC
COPT Northgate A, LLC
COPT Northgate B, LLC
COPT Northgate C, LLC
COPT Northgate D, LLC
COPT Northgate H, LLC
COPT Northgate I, LLC
COPT Powerhouse, LLC
COPT Pres Investment, LLC
COPT Property Management Services, LLC
COPT Renovation, LLC
COPT Riverwood, LLC
COPT T-11, LLC
COPT Virtru, LLC
COPT-Kirk AP#5, LLC
Cornucopia Holdings II, LLC

Cornucopia Holdings, LLC
Corporate Development Services, LLC
Corporate Gatespring II, LLC
Corporate Gatespring, LLC
Corporate Office Management, Inc.
Corporate Office Properties Trust
Corporate Office Services, LLC
Corporate Paragon, LLC
Corporate Place B Equity Affiliates, LLC
Corporate Place I Business Trust
Corporate Place III Business Trust
Corporate Place IV Business Trust
Corporate Property, LLC
Enterprise Campus Developer, LLC
Fifth Exploration, L.L.C.
Fourth Exploration, L.L.C.
Gateway 44, LLC
Gateway 67, LLC
Gateway 70 Holdings, LLC
Gateway 70, LLC
Gateway Crossing 95, LLC
Honeyland 108, LLC
Huntsville Holdings, LLC
Jolly COPT I, LLC
Jolly COPT II, LLC
M Square 5801, LLC
M Square 5825, LLC
M Square 5850, LLC
M Square Associates, LLC
M Square NOAA, LLC
M Square Park, LLC
Maritime Holdings, LLC
McLean Ridge I Business Trust
McLean Ridge II Business Trust
McLean Ridge III Business Trust
McLean Ridge IV Business Trust
MOR Forbes, LLC
NBP 131, LLC
NBP 132, LLC
NBP 133, LLC
NBP 134, LLC
NBP 135, LLC
NBP 140, LLC
NBP 141, LLC
NBP 191, LLC
NBP 201, LLC

NBP 211, LLC
NBP 220, LLC
NBP 221, LLC
NBP 300 Restaurant, LLC
NBP 300, LLC
NBP 302, LLC
NBP 304, LLC
NBP 306, LLC
NBP 308, LLC
NBP 310, LLC
NBP 312, LLC
NBP 314, LLC
NBP 316, LLC
NBP 318, LLC
NBP 320, LLC
NBP 322, LLC
NBP 324, LLC
NBP 410, LLC
NBP 420, LLC
NBP 430, LLC
NBP 520, LLC
NBP 540, LLC
NBP Huff & Puff, LLC
NBP Lot 3-A, LLC
NBP One, LLC
NBP Retail, LLC
Nottingham Commons I Holding Corp.
Nottingham Commons II Holding Corp.
Nottingham Ridge Holding Corporation
Nottingham Ridge II Business Trust
Nottingham Ridge III Business Trust
Nottingham Ridge No. 20 Business Trust
Nottingham Ridge No. 30 Business Trust
One Sellner Road, LLC
Park Circle Equities, LLC
Pecan Court L.L.C.
Philadelphia Road Business Trust
Red Cedar Building, LLC
RG 2100 Restaurant, LLC
RIVA Trustee, LLC
Riverwood Business Center Equity Affiliates, LLC
Third Exploration L.L.C.
W&M Business Trust

Pennsylvania

Colgatedrive Associates, L.P.

COPT Pennlyn, L.P.

Texas

C Texas SG, LLC

COPT 8000 Potranco, L.P.

COPT 8030 Potranco, L.P.

COPT 8100 Potranco, L.P.

COPT SA Technology Center, L.P.

COPT San Antonio , L.P.

COPT San Antonio General, LLC

COPT San Antonio II, L.P.

COPT Westpointe 3A, L.P.

COPT Westpointe 4, L.P.

Virginia

Beaumeade LC Phase III, LLC

COPT Connect, LLC

COPT Dahlgren, LLC

COPT Dahlgren I, LLC

COPT Dahlgren II, LLC

COPT Dahlgren IV, LLC

COPT Dahlgren Land, LLC

COPT DC Innovation, LLC

COPT DC Partner, LLC

COPT DC-15, LLC

COPT DC-19, LLC

COPT DC-21, LLC

COPT Fairview, LLC

COPT Greens I, LLC

COPT Greens II, LLC

COPT Greens III, LLC

COPT McLearen, LLC

COPT Metro Place II, LLC

COPT Park Meadow, LLC

COPT Parkstone, LLC

COPT Richmond I, LLC

COPT Ridgeview I, LLC

COPT Ridgeview II & III, LLC

COPT Southwest VA, LLC

COPT Stonecroft, LLC

COPT Sunrise, LLC

COPT Waterview III, LLC

DC-11, LLC

DC-12-14, LLC

DC-8-9-10, LLC

Maries Tech Park, LLC

Patriot Ridge 7770, LLC

Patriot Ridge Commons, LLC

Patriot Ridge Holdings, LLC

Patriot Ridge I, LLC

Patriot Ridge II, LLC

Towerview I, LLC (fka Towerview, LLC)

TRC Pinnacle Towers, L.L.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-3 (No. 333-36740, No. 333-60379, No. 333-187841, No. 333-203031, and No. 333-210714) and S-8 (No. 333-87384, No. 333-88711, No. 333-111736, No. 333-118096, No. 333-118097, No. 333-151105, No. 333-166989 and No. 333-218035) of Corporate Office Properties Trust of our report dated February 16, 2018 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Baltimore, MD
February 16, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-210714-01) of Corporate Office Properties, L.P. of our report dated February 16, 2018 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Baltimore, MD
February 16, 2018

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 annual report on Form 10-K 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: February 16, 2018

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

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 annual report on Form 10-K 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: February 16, 2018

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

CORPORATE OFFICE PROPERTIES, L.P.

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

I, Stephen E. Budorick, certify that:

1. I have reviewed this annual report on Form 10-K 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: February 16, 2018

/s/ Stephen E. Budorick

Stephen E. Budorick
President and Chief Executive Officer

CORPORATE OFFICE PROPERTIES, L.P.

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

I, Anthony Mifsud, certify that:

1. I have reviewed this annual report on Form 10-K 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: February 16, 2018

/s/ Anthony Mifsud

Anthony Mifsud
Chief Financial Officer

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY

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

In connection with the Annual Report on Form 10-K of Corporate Office Properties Trust (the "Company") for the year ended December 31, 2017, 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: February 16, 2018

CORPORATE OFFICE PROPERTIES TRUST

CERTIFICATIONS REQUIRED BY

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

In connection with the Annual Report on Form 10-K of Corporate Office Properties Trust (the "Company") for the year ended December 31, 2017, 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: February 16, 2018

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY

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

In connection with the Annual Report on Form 10-K of Corporate Office Properties, L.P. (the "Company") for the year ended December 31, 2017, 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: February 16, 2018

CORPORATE OFFICE PROPERTIES, L.P.

CERTIFICATIONS REQUIRED BY

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

In connection with the Annual Report on Form 10-K of Corporate Office Properties, L.P. (the "Company") for the year ended December 31, 2017, 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: February 16, 2018