

City Office REIT, Inc.  
Form 10-K  
February 27, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 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, 2018**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file no: 001-36409**

**CITY OFFICE REIT, INC.**

**Maryland**  
**(State or other jurisdiction**  
**of incorporation)**

**98-1141883**  
**(IRS Employer**

**Identification No.)**

**666 Burrard Street**

**Suite 3210**

**Vancouver, BC**

**V6C 2X8**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (604) 806-3366**

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
<b>Common Stock, \$0.01 par value</b>	<b>New York Stock Exchange</b>
<b>6.625% Series A Cumulative Redeemable Preferred</b>	<b>New York Stock Exchange</b>

**Stock, \$0.01 par value per share**

**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. 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 Act. 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. Yes No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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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):

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
Emerging Growth Company

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

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

As of June 30, 2018, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$455.0 million, based on the closing sales price of \$12.83 per share as reported on the New York Stock Exchange.

As of February 21, 2019, the registrant had 39,544,705 shares of common stock outstanding.

Documents incorporated by reference: Portions of the registrant's Definitive Proxy Statement for the 2019 Annual Meeting of Shareholders (to be filed with the Securities and Exchange Commission no later than 120 days after the end of the registrant's fiscal year end) are incorporated by reference in this Annual Report on Form 10-K in response to Part II, Item 5 and Part III, Items 10, 11, 12, 13 and 14.

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**CITY OFFICE REIT, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018**

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are included throughout this Annual Report on Form 10-K, including in the sections entitled Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Certain Relationships and Related Person Transactions, and relate to matters such as our industry, business strategy, goals and expectations concerning our market position, future operations, margins, profitability, capital expenditures, financial condition, liquidity, capital resources, cash flows, results of operations and other financial and operating information. We have used the words approximately, anticipate, assume, believe, but, contemplate, continue, could, estimate, expect, future, intend, may, outlook, plan, potential, p, should, target, will and similar terms and phrases to identify forward-looking statements in this Annual Report on Form 10-K. All of our forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we are expecting, including:

adverse economic or real estate developments in the office sector or the markets in which we operate;

changes in local, regional, national and international economic conditions;

our inability to compete effectively;

our inability to collect rent from tenants or renew tenants' leases on attractive terms if at all;

demand for and market acceptance of our properties for rental purposes;

defaults on or non-renewal of leases by tenants;

increased interest rates and any resulting increase in financing or operating costs;

decreased rental rates or increased vacancy rates;

our failure to obtain necessary financing or access the capital markets on favorable terms or at all;

changes in the availability of acquisition opportunities;

availability of qualified personnel;

our inability to successfully complete real estate acquisitions or dispositions on the terms and timing we expect, or at all;

our failure to successfully operate acquired properties and operations;

changes in our business, financing or investment strategy or the markets in which we operate;

our failure to generate sufficient cash flows to service our outstanding indebtedness;

environmental uncertainties and risks related to adverse weather conditions and natural disasters;

our failure to qualify and maintain our status as a real estate investment trust ( REIT );

government approvals, actions and initiatives, including the need for compliance with environmental requirements;

outcome of claims and litigation involving or affecting us;

financial market fluctuations;

changes in real estate, taxation and zoning laws and other legislation and government activity and changes to real property tax rates and the taxation of REITs in general; and

additional factors discussed under the sections captioned Risk Factors, Management s Discussion and Analysis of Financial Condition and Results of Operations and Business.

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The forward-looking statements contained in this Annual Report on Form 10-K are based on historical performance and management's current plans, estimates and expectations in light of information currently available to us and are subject to uncertainty and changes in circumstances. There can be no assurance that future developments affecting us will be those that we have anticipated. Actual results may differ materially from these expectations due to the factors, risks and uncertainties described above, changes in global, regional or local political, economic, business, competitive, market, regulatory and other factors described in Risk Factors, many of which are beyond our control. We believe that these factors include those described in Risk Factors. Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove to be incorrect, our actual results may vary in material respects from what we may have expressed or implied by these forward-looking statements. We caution that you should not place undue reliance on any of our forward-looking statements. Any forward-looking statement made by us in this Annual Report on Form 10-K speaks only as of the date of this Annual Report on Form 10-K. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by applicable securities laws.



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**PART I**

**ITEM 1. BUSINESS**

**Overview**

We are an internally-managed corporation organized in the state of Maryland on November 26, 2013 focused on acquiring, owning and operating high-quality office properties located in 18-hour cities in the Southern and Western United States. Our target markets possess a number of attractive demographic and employment characteristics that we believe will lead to capital appreciation and growth in rental income at our properties. Our senior management team has extensive industry relationships and a proven track record in executing this strategy, which we believe provides a competitive advantage to our stockholders. We have elected, and intend to continue to qualify, to be taxed as a REIT for U.S. federal income tax purposes.

We believe that our target markets offer the opportunity for attractive risk-adjusted returns due to the following characteristics: favorable economic growth trends, growing populations with above average employment growth forecasts, a large number of government offices, large international, national and regional employers across diversified industries, low-cost centers for business operations, proximity to large universities and increasing office occupancy rates. We also believe that new construction of office properties has been limited in many of our markets since 2008 because rental rates in these markets generally have not supported significant new development. Within our target markets, we focus primarily on Class A and B properties with a purchase price between \$25 million and \$100 million and expected capitalization rates generally between seven and eight percent. We believe that we have a competitive advantage in acquiring these properties in our target markets because large institutional investors generally have focused on larger properties in gateway markets such as Boston, Chicago, Los Angeles, New York, San Francisco and Washington, D.C., while local real estate operators in our markets typically do not benefit from the same access to capital as public REITs.

Our senior management team has extensive experience in real estate markets and is made up of James Farrar, our chief executive officer, Gregory Tylee, our president and chief operating officer, and Anthony Maretic, our chief financial officer, each with over 20 years of experience. We internally asset manage our properties but use local firms for property management and leasing in our markets to benefit from their local market knowledge, efficient operations and existing infrastructure.

At December 31, 2018, we owned 64 office buildings with a total of approximately 5.7 million square feet of net rentable area ( NRA ) in the metropolitan areas of Dallas, Denver, Orlando, Phoenix, Portland, San Diego and Tampa. We believe that our properties are high quality assets that provide excellent access to transportation options, are located near affluent neighborhoods, contain extensive amenities and are well-maintained. We also believe that our properties have a stable and diverse tenant base, including federal and state governmental agencies and national and regional businesses. As of December 31, 2018, our portfolio was approximately 90.4% leased. Our properties also have a stable, long-term tenancy profile and our occupied and committed leases have staggered expirations and a weighted average remaining lease term to maturity of 4.6 years at December 31, 2018. The majority of our leases are full service gross leases pursuant to which our tenants reimburse us for operating expenses, property taxes and insurance in excess of a base amount. This structure helps insulate us from increases in certain operating expenses and provides a more predictable cash flow. Our leases typically include rent escalation provisions designed to provide annual growth in our rental income.

For further information on our target markets and the composition of our tenant base, see Item 2 Properties.

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As of December 31, 2018, we had 18 full-time employees. We believe that our relations with our employees are satisfactory.

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### **Business Objectives and Growth Strategies**

Our principal business objective is to provide attractive risk-adjusted returns to our investors over the long-term through a combination of dividends and capital appreciation. We believe the following strategies will help us achieve our business objective and continue to distinguish us from other owners and operators of office properties in our markets:

*Acquire Properties in Our Target Markets:* We seek to expand our portfolio through acquisitions of office properties primarily located in our target 18-hour cities. We believe that current economic conditions and relatively low levels of competition from institutional buyers have created attractive investment opportunities for the acquisition of office properties in our target markets as compared to gateway markets. We also use our management team's market-specific knowledge as well as the expertise of our local real estate operators and our investment partners to identify acquisitions that we believe offer cash flow stability and value enhancement.

*Leverage Strong Relationships of Our Management Team:* Our senior management team has extensive relationships within our markets, including with real estate owners, developers, operators and brokers. We have strong relationships with our local third-party real estate operators, which typically manage or lease a large number of properties in the submarkets and markets where our properties are located, providing economies of scale and local market insight. In addition, our management team has strong lending relationships with various banks and insurance companies.

*Seek Contractual Rent Escalations:* Our leases typically provide for contractual increases in base rental rates. These rental escalations are expected to result in predictable increases in rental revenues for us over time. We will continue to seek to include contractual rent escalators in future leases to further facilitate predictable growth in rental income.

*Lease Currently Vacant Space:* As of December 31, 2018, the weighted average in place occupancy rate of our properties was approximately 90.4%, and approximately 91.5% when excluding assets under contract for sale, and we believe that there is potential to generate additional rental income by leasing space in these properties that is currently unoccupied. We believe that our properties compete for tenants with other landlords that are capital constrained and may not be able to enhance their buildings' appeal through capital investments or offer tenants attractive tenant improvement packages.

*Implement Improvements and Cost-Saving Initiatives:* We actively pursue cost reduction initiatives, such as eliminating redundant or unnecessary expenses and engaging property tax appeal specialists to lower property tax costs, and make an ongoing effort to increase expense recoveries from tenants on new and renewed leases.

### **2018 Highlights**

In 2018, we completed approximately \$260.1 million of property acquisitions, including 20 office buildings containing an aggregate of approximately 1.0 million square feet of net rentable area.

In March 2018, we completed the sale of Washington Group Plaza in Boise, Idaho for a sales price of \$86.5 million, representing a net gain on sale of \$47.0 million, net of costs.

In 2018, we declared and paid an aggregate of \$0.94 of dividends per share of common stock.

In 2018, we issued 3,410,802 shares of common stock pursuant to the Company's at-the-market ( ATM ) program, resulting in gross proceeds to us of approximately \$43.6 million.

We replaced our secured credit facility (the Secured Credit Facility ) with a new, larger unsecured revolving credit facility that has an authorized amount of \$250 million with an accordion feature allowing for potential borrowing capacity of up to \$500 million (the Unsecured Credit Facility ).

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### **Competition**

We compete with other REITs (both public and private), public and private real estate companies, private real estate investors and lenders, both domestic and foreign, in acquiring properties. We also face competition in leasing or subleasing available properties to prospective tenants.

We believe that our management's experience and relationships in, and local knowledge of, the markets in which we operate put us at a competitive advantage when seeking acquisitions. However, some of our competitors have greater resources than we do, or may have a more flexible capital structure when seeking to finance acquisitions. We also face competition in leasing or subleasing available properties to prospective tenants. Some real estate operators may be willing to enter into leases at lower contractual rental rates. However, we believe that our intensive management services are attractive to tenants and serve as a competitive advantage.

### **Segment and Geographic Financial Information**

During 2018, we had one reportable segment, our office properties segment. For information about our office property revenues and long-lived assets and other financial information, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.

### **Environmental Matters**

A wide variety of environmental and occupational health and safety laws and regulations affect our properties. These complex laws, and their enforcement, involve a myriad of regulations, many of which involve strict liability on the part of the potential offender. Some of these laws may directly impact us. Under various local environmental laws, ordinances and regulations, an owner of real property, such as us, may be liable for the costs of removal or remediation of hazardous or toxic substances at, under or disposed of in connection with such property, as well as other potential costs relating to hazardous or toxic substances (including government fines and damages for injuries to persons and adjacent property). The cost of any required remediation, removal, fines or personal or property damages and the owner's liability therefore could exceed or impair the value of the property, and/or the assets of the owner. In addition, the presence of such substances, or the failure to properly dispose of or remediate such substances, may adversely affect the owner's ability to sell or rent such property or to borrow using such property as collateral which, in turn, could reduce our revenues.

We believe that our properties are in compliance in all material respects with all federal, state and local environmental laws and regulations regarding hazardous or toxic substances and other environmental matters. We have not been notified by any governmental authority of any material non-compliance, liability or claim relating to hazardous or toxic substances or other environmental matter in connection with any of our properties.

### **Availability of Reports Filed with the Securities and Exchange Commission**

A copy of this Annual Report on Form 10-K, as well as our quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), are available, free of charge, on our Internet website ([www.cityofficereit.com](http://www.cityofficereit.com)). All of these reports are made available on our website as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (the SEC). Our Governance Guidelines and Code of Business Conduct and Ethics and the charters of the Audit, Compensation, and Nominating and Corporate Governance Committees of our Board of Directors are also available on our website at [www.cityofficereit.com](http://www.cityofficereit.com), and are available in print to any stockholder upon written request to City Office REIT, Inc.,

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c/o Investor Relations, Suite 3210-666 Burrard Street, Vancouver, British Columbia, V6C 2X8. Our telephone number is +1 (604) 806-3366. The information on or accessible through our website is not, and shall not be deemed to be, a part of this report or incorporated into any other filing we make with the SEC.

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**ITEM 1A. RISK FACTORS**

**Risks Relating to Our Business and Our Properties**

**There are inherent risks associated with real estate investments and with the real estate industry, each of which could have an adverse impact on our financial performance and the value of our properties.**

Real estate investments are subject to various risks and fluctuations and cycles in value and demand, many of which are beyond our control. Our financial performance and the value of our properties can be affected by many of these factors, including the following:

adverse changes in financial conditions of buyers, sellers and tenants of our properties, including bankruptcies, financial difficulties or lease defaults by our tenants;

the national, regional and local economy, which may be negatively impacted by concerns about inflation, government deficits or government budgets, unemployment rates, decreased consumer confidence, industry slowdowns, reduced corporate profits, liquidity concerns in our markets and other adverse business concerns;

local real estate conditions, such as an oversupply of, or a reduction in, demand for office space and the availability and creditworthiness of current and prospective tenants;

vacancies or ability to rent space on favorable terms, including possible market pressures to offer tenants rent abatements, tenant improvements, early termination rights or below-market renewal options;

changes in operating costs and expenses, including, without limitation, increasing labor and material costs, insurance costs, energy prices, environmental restrictions, real estate taxes and costs of compliance with laws, regulations and government policies, which we may be restricted from passing on to our tenants;

fluctuations in interest rates, which could adversely affect our ability, or the ability of buyers and tenants of our properties, to obtain financing on favorable terms or at all, or impact the market price of our properties we own or target for investment;

competition from other real estate investors with significant capital, including other real estate operating companies, other publicly traded REITs and institutional investment funds;

inability to refinance our indebtedness, which could result in a default on our obligation and trigger cross default provisions that could result in a default on other indebtedness;

the convenience and quality of competing office properties;

inability to collect rent from tenants;

our ability to secure adequate insurance;

our ability to secure adequate management services and to maintain our properties;

changes in, and changes in enforcement of, laws, regulations and governmental policies, including, without limitation, health, safety, environmental, zoning, immigration and tax laws, government fiscal, monetary and trade policies and the Americans with Disabilities Act of 1990 (the ADA ); and

civil unrest, acts of war, cyber attacks, terrorist attacks and natural disasters, including earthquakes, wind damage and floods, which may result in uninsured and underinsured losses.

In addition, because the yields available from equity investments in real estate depend in large part on the amount of rental income earned, as well as property operating expenses and other costs incurred, a period of economic slowdown or recession, or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults among our



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existing leases, and, consequently, our properties, including any held by joint ventures, may fail to generate revenues sufficient to meet operating, debt service and other expenses. As a result, we may have to borrow amounts to cover fixed costs, and our financial condition, results of operations, cash flow, per share market price of our common stock and ability to satisfy our principal and interest obligations and to make distributions to our stockholders may be adversely affected.

### **Significant competition may decrease or prevent increases in our properties occupancy and rental rates and may reduce our investment opportunities.**

We compete with numerous owners, operators and developers of office properties, many of which own properties similar to ours in the same submarkets in which our properties are located. Furthermore, undeveloped land in many of the markets in which we operate is generally more readily available and less expensive than in gateway markets, which are commonly defined as New York, Los Angeles, Washington, D.C., Boston, Chicago and San Francisco. If our competitors offer space from existing or new buildings at rental rates below current market rates, or below the rental rates that we currently charge our tenants, we may lose existing or potential tenants and we may be pressured to reduce our rental rates below those that we currently charge or to offer more substantial rent abatements, tenant improvements, early termination rights or below-market renewal options in order to retain or attract tenants when our tenants leases expire. Our competitors may have substantially greater financial resources than we do and may be able to accept more risk than we can prudently manage. In the future, competition from these entities may reduce the number of suitable investment opportunities offered to us or increase the bargaining power of property owners seeking to sell. As a result, our financial condition, results of operations, cash flows and market price of our common stock could be adversely affected.

### **We are dependent on our key personnel and the loss of such key personnel could materially adversely affect our business, financial condition and results of operations and our ability to pay distributions to our stockholders.**

We are dependent on the efforts of our key officers and employees, including James Farrar, our Chief Executive Officer, Gregory Tylee, our President and Chief Operating Officer, and Anthony Maretic, our Chief Financial Officer, Secretary and Treasurer. The loss of Mr. Farrar s, Mr. Tylee s and/or Mr. Maretic s services could have a material adverse effect on our business, financial condition and results of operations and our ability to pay distributions to our stockholders. Although we have employment agreements with them, we cannot assure you they will remain employed with us.

### **A decrease in demand for office space may have a material adverse effect on our financial condition and results of operations.**

Our portfolio of properties consists entirely of office properties and because we seek to acquire similar properties, a decrease in the demand for office space may have a greater adverse effect on our business and financial condition than if we owned a more diversified real estate portfolio. If parts of our properties are leased within a particular sector, a significant downturn in that sector in which the tenants businesses operate would adversely affect our results of operations. In addition, where a government agency is a tenant, which is the case for a number of our properties, austerity measures, the inability of the federal, state or local government to approve a budget, and governmental deficit reduction programs may lead government agencies to stop paying rent, consolidate and reduce their office space, terminate their lease or decrease their workforce, which may reduce demand for office space in the government sector.

**Failure by any major tenant to make rental payments to us, because of a deterioration of its financial condition, a termination of its lease, a non-renewal of its lease or otherwise, could seriously harm our results of operations.**

As of December 31, 2018, approximately 28.2% of the base rental revenue of our properties was derived from our ten largest tenants. At any time, our tenants may experience a downturn in their businesses that may

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significantly weaken their financial condition, whether as a result of general economic conditions or otherwise. As a result, our tenants may fail to make rental payments when due, delay lease commencements, decline to extend or renew leases upon expiration or declare bankruptcy. Any of these actions could result in the termination of the tenants leases or the failure to renew a lease and the loss of rental income attributable to the terminated leases. The occurrence of any of the situations described above could seriously harm our results of operations.

**We may be unable to secure funds for future tenant or other capital improvements or payment of leasing commissions, which could limit our ability to attract or replace tenants and adversely impact our ability to make cash distributions to our stockholders.**

When tenants do not renew their leases or otherwise vacate their space, it is common that, in order to attract replacement tenants, we will be required to expend funds for tenant improvements, payment of leasing commissions and other concessions related to the vacated space. Such tenant improvements may require us to incur substantial capital expenditures. We may not be able to fund capital expenditures solely from cash provided from our operating activities because we must distribute at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, each year to qualify as a REIT. As a result, our ability to fund tenant and other capital improvements or payment of leasing commissions through retained earnings may be limited. If we have insufficient capital reserves, we will have to obtain financing from other sources. We may also have future financing needs for other capital improvements to refurbish or renovate our properties. If we are unable to secure financing on terms that we believe are acceptable or at all, we may be unable to make tenant and other capital improvements or payment of leasing commissions or we may be required to defer such improvements. If this happens, it may cause one or more of our properties to suffer from a greater risk of obsolescence or a decline in value, as a result of fewer potential tenants being attracted to the property or existing tenants not renewing their leases. If we do not have access to sufficient funding in the future, we may not be able to make necessary capital improvements to our properties, pay leasing commissions or other expenses or pay distributions to our stockholders.

**We may be required to make rent or other concessions and significant capital expenditures to improve our properties in order to retain and attract tenants, which could adversely affect our financial condition, results of operations and cash flow.**

In order to retain existing tenants and attract new clients, we may be required to offer more substantial rent abatements, tenant improvements and early termination rights or accommodate requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our tenants. As a result, we may have to make significant capital or other expenditures in order to retain tenants whose leases expire and to attract new tenants in sufficient numbers, which could adversely affect our results of operations and cash flow. Additionally, if we need to raise capital to make such expenditures and are unable to do so, or such capital is otherwise unavailable, we may be unable to make the required expenditures. This could result in non-renewals by tenants upon expiration of their leases, which could adversely affect our financial condition, results of operations and cash flow.

**We depend on external sources of capital that are outside of our control, which may affect our ability to seize strategic opportunities, satisfy our debt obligations and make distributions to our stockholders.**

In order to maintain our qualification as a REIT, we are generally required under the U.S. Internal Revenue Code of 1986, as amended (the Code) to annually distribute at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. In addition, as a REIT, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our REIT taxable income, including any net capital gains. Because of these distribution requirements, we may not be able to fund future capital needs (including redevelopment, acquisition, expansion and renovation



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activities, payments of principal and interest on and the refinancing of our existing debt, tenant improvements and leasing costs), from operating cash flow. Consequently, we may rely on third-party sources to fund our capital needs. We may not be able to obtain the necessary financing on favorable terms, in the time period that we desire or at all. Any additional debt we incur will increase our leverage, expose us to the risk of default and may impose operating restrictions on us, and any additional equity we raise could be dilutive to existing stockholders. Our access to third-party sources of capital depends, in part, on:

general market conditions;

the market's view of the quality of our assets;

the market's perception of our growth potential;

our current debt levels;

our current and expected future earnings;

our cash flow and cash distributions; and

the market price of securities we may issue from time to time.

If we cannot obtain capital from third-party sources, we may not be able to acquire or develop properties when strategic opportunities exist, satisfy our principal and interest obligations or make the cash distributions to our stockholders necessary to maintain our qualification as a REIT.

### **Covenants in the Credit Agreement for our Unsecured Credit Facility may cause us to fail to qualify as a REIT.**

In order to maintain our qualification as a REIT, we are generally required under the Code to distribute annually at least 90% of our net taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gain. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income, including any net capital gains. Under our Credit Agreement, dated as of March 15, 2018, we are subject to various financial covenants that may inhibit our ability to make distributions to our stockholders. If we are unable to make distributions to our stockholders, we will not be able to make sufficient distributions to maintain our REIT status.

### **We have a substantial amount of indebtedness outstanding which may affect our ability to pay distributions, may expose us to interest rate fluctuation risk and may expose us to the risk of default under our debt obligations.**

Our total consolidated principal indebtedness, as of December 31, 2018, was approximately \$651.4 million. We do not anticipate that our internally generated cash flows will be adequate to repay our existing indebtedness upon maturity,

and, therefore, we expect to repay our indebtedness through refinancings and future offerings of equity and debt securities, either of which we may be unable to secure on favorable terms or at all. Our substantial outstanding indebtedness, and the limitations imposed on us by our debt agreements, could have other significant adverse consequences, including the following:

our cash flow may be insufficient to meet our required principal and interest payments;

we may be unable to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to capitalize upon emerging acquisition opportunities or meet operational needs;

we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;

we may be forced to dispose of one or more of our properties, possibly on disadvantageous terms;

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we may be forced to enter into financing arrangements with particularly burdensome collateral requirements or restrictive covenants;

we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations or require us to retain cash for reserves;

we may be unable to hedge floating rate debt, counterparties may fail to honor their obligations under our hedge agreements and these agreements may not effectively hedge interest rate fluctuation risk;

we may default on our obligations and the lenders or mortgagees may foreclose on our properties that secure their loans;

our default under any of our indebtedness with cross default provisions could result in a default on other indebtedness; and

cross default provisions on properties with minority parties could trigger indemnity obligations.

If any one of these events were to occur, our financial condition, results of operations, cash flows, market price of our common stock and preferred stock and ability to satisfy our debt service obligations and to pay distributions to you could be adversely affected. In addition, any foreclosure on our properties could create taxable income without accompanying cash proceeds, which could adversely affect our ability to meet the distribution requirements necessary to maintain our qualification as a REIT.

**We could become highly leveraged in the future because our organizational documents contain no limitations on the amount of debt that we may incur.**

As of December 31, 2018, our principal indebtedness represented approximately 59.2% of our total assets. However, our organizational documents contain no limitations on the amount of indebtedness that we or City Office REIT Operating Partnership, L.P. (our Operating Partnership ) may incur. We could alter the balance between our total outstanding indebtedness and the value of our properties at any time. If we become more highly leveraged, the resulting increase in outstanding debt could adversely affect our ability to make debt service payments, to pay our anticipated distributions and to make the distributions required to maintain our qualification as a REIT. The occurrence of any of the foregoing risks could adversely affect our business, financial condition and results of operations, our ability to make distributions to our stockholders and the trading price of our securities.

**Lenders may require us to enter into restrictive covenants relating to our operations, which could limit our ability to make distributions to our stockholders.**

In providing financing to us, a lender may impose restrictions on us that would affect our ability to incur additional debt, make certain investments, reduce liquidity below certain levels, make distributions to our stockholders and otherwise affect our distribution and operating policies. In general, we expect that our loan agreements will restrict our ability to encumber or otherwise transfer our interest in the respective property without the prior consent of the lender. Such loan documents may contain other negative covenants that may limit our ability to discontinue insurance coverage or impose other limitations. Any such restriction or limitation may limit our ability to make distributions to

you. Further, such restrictions could make it difficult for us to satisfy the requirements necessary to maintain our qualification as a REIT.

**We may engage in hedging transactions, which can limit our gains and increase exposure to losses.**

Subject to maintaining our qualification as a REIT, we may enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt. Our hedging transactions may include entering into interest rate swap agreements or interest rate cap or floor agreements, or other interest rate exchange contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial



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condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates. Moreover, interest rate hedging could fail to protect us or adversely affect us because, among other things:

available interest rate hedging may not correspond directly with the interest rate risk for which we seek protection;

the duration of the hedge may not match the duration of the related liability;

the party owing money in the hedging transaction may default on its obligation to pay;

the credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and

the value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value, such as downward adjustments, or mark-to-market losses, which would reduce our stockholders' equity.

Hedging involves risk and typically involves costs, including transaction costs, that may reduce our overall returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to stockholders. We generally intend to hedge as much of the interest rate risk as we determine is in our best interests given the cost of such hedging transactions. The REIT tax rules may limit our ability to enter into hedging transactions by requiring us to limit our income from non-qualifying hedges. If we are unable to hedge effectively because of the REIT tax rules, we will face greater interest rate exposure than may be commercially prudent.

**Changes in the method pursuant to which the LIBOR rates are determined and potential phasing out of LIBOR after 2021 may affect our financial results.**

The chief executive of the United Kingdom Financial Conduct Authority ( FCA ), which regulates LIBOR, has recently announced that the FCA intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. It is not possible to predict the effect of these changes, other reforms or the establishment of alternative reference rates in the United Kingdom or elsewhere. Furthermore, in the United States, efforts to identify a set of alternative U.S. dollar reference interest rates include proposals by the Alternative Reference Rates Committee of the Federal Reserve Board and the Federal Reserve Bank of New York. The U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, a steering committee comprised of large US financial institutions, is considering replacing U.S. dollar LIBOR with the Secured Overnight Financing Rate ( SOFR ), a new index calculated by short-term repurchase agreements, backed by Treasury securities. The Federal Reserve Bank of New York began publishing SOFR rates in April 2018. The market transition away from LIBOR and towards SOFR is expected to be gradual and complicated. There are significant differences between LIBOR and SOFR, such as LIBOR being an unsecured lending rate and SOFR a secured lending rate, and SOFR is an overnight rate and LIBOR reflects term rates at different maturities. These and other differences create the potential for basis risk between the two rates. The impact of any basis risk between LIBOR and SOFR may negatively affect our operating results. Any of these alternative methods may result in interest rates that are higher than if LIBOR were available in its current form, which could have a material adverse

effect on results.

Any changes announced by the FCA, including the FCA Announcement, other regulators or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which the LIBOR rates are determined may result in a sudden or prolonged increase or decrease in the reported LIBOR rates. If that were to occur, the level of interest payments we incur may change. In addition, although certain of our LIBOR based obligations provide for alternative methods of calculating the interest rate payable on certain of our obligations if LIBOR is not reported, which include requesting certain rates from major reference banks in London or New York, or alternatively using LIBOR for the immediately preceding interest period or using the initial interest rate, as applicable, uncertainty as to the extent and manner of future changes may result

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in interest rates and/or payments that are higher than, lower than or that do not otherwise correlate over time with the interest rates and/or payments that would have been made on our obligations if LIBOR rate was available in its current form.

### **Economic conditions may adversely affect the real estate market and our income.**

Uncertainty over whether the U.S. economy will be adversely affected by inflation or stagflation, volatile energy costs, geopolitical issues, the availability and cost of credit, future policy and fiscal decisions of the federal government, the mortgage market in the United States and the late-cycle real estate market may contribute to increased market volatility or threaten business and consumer confidence. This uncertain operating environment could adversely affect our ability to generate revenues, thereby reducing our operating income and earnings.

In addition, local real estate conditions such as an oversupply of properties or a reduction in demand for properties, competition from other similar properties, our ability to provide or arrange for adequate maintenance, insurance and management and advisory services, increased operating costs (including real estate taxes), the attractiveness, location of the property, changes in market rental rates and region-specific legislation or political initiatives may adversely affect a property's income and value. A rise in energy costs could result in higher operating costs, which may affect our results of operations. In addition, local conditions in the markets in which we own or intend to own properties may significantly affect occupancy or rental rates at such properties. Events that could prevent us from raising or maintaining rents or cause us to reduce rents include layoffs, plant closings, relocations of significant local employers and other events reducing local employment rates, an oversupply of or a lack of demand for office space, a decline in household formation, the inability or unwillingness of tenants to pay rent increases, and geopolitical developments having a disproportionate effect on the markets in which we operate.

### **Our joint venture investments could be adversely affected by the capital markets, our lack of sole decision-making authority, our reliance on joint venture partners' financial condition and any disputes that may arise between us and our joint venture partners.**

We have in the past co-invested, and may in the future co-invest, with third parties through partnerships, joint ventures or other structures, acquiring non-controlling interests in, or sharing responsibility for managing the affairs of, a property, partnership, co-tenancy or other entity. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including potential deadlocks in making major decisions, restrictions on our ability to exit the joint venture, reliance on our joint venture partners and the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions, thus exposing us to liabilities in excess of our share of the investment or take action that could jeopardize our REIT status. The funding of our capital contributions may be dependent on proceeds from asset sales, credit facility advances and/or sales of equity securities. Joint venture partners may have 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. We may in specific circumstances be liable for the actions of our joint venture partners. In addition, any disputes that may arise between us and joint venture partners may result in litigation or arbitration that would increase our expenses.

### **We may incur significant costs complying with various federal, state and local laws, regulations and covenants that are applicable to our properties, which could have an adverse impact on our financial condition, results of operations, cash flows and market price of our common stock.**

The properties in our portfolio are subject to various covenants and federal, state and local laws and regulatory requirements, including permitting and licensing requirements. Local regulations, including municipal or local ordinances, zoning restrictions and restrictive covenants imposed by community developers may restrict our use of

our properties and may require us to obtain approval or waivers from local officials or restrict our use

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of our properties and may require us to obtain approval from local officials of community standards organizations at any time with respect to our properties, including prior to acquiring a property or when undertaking renovations of any of our existing properties. Among other things, these restrictions may relate to fire and safety, seismic or hazardous material abatement requirements. There can be no assurance that existing or future laws and regulatory policies, including federal laws or executive actions affecting the markets in which we operate, will not adversely affect us or the timing or cost of any future acquisitions or renovations, or that additional regulations will not be adopted that could increase such delays or result in additional costs. Our growth strategy may be affected by our ability to obtain permits, licenses and zoning relief. Our failure to obtain such permits, licenses and zoning relief or to comply with applicable laws could have an adverse effect on our financial condition, results of operations, cash flow and per share market price of our common stock or preferred stock.

**We could incur significant costs related to government regulation and private litigation over environmental matters involving the presence, discharge or threat of discharge of hazardous or toxic substances, which could adversely affect our operations, the value of our properties and our ability to make distributions to our stockholders.**

Our properties may be subject to environmental liabilities. Under various federal, state and local laws, a current or previous owner, operator or tenant of real estate can face liability for environmental contamination created by the presence, discharge or threat of discharge of hazardous or toxic substances. Liabilities can include the cost to investigate, clean up and monitor the actual or threatened contamination and damages caused by the contamination or threatened contamination.

The liability under such laws may be strict, joint and several, meaning that we may be liable regardless of whether we knew of, or were responsible for, the presence of the contaminants, and the government entity or private party may seek recovery of the entire amount from us even if there are other responsible parties. Liabilities associated with environmental conditions may be significant and can sometimes exceed the value of the affected property. The presence of hazardous substances on a property may adversely affect our ability to sell or rent that property or to borrow using that property as collateral.

Environmental laws also:

may require the removal or upgrade of underground storage tanks;

regulate the discharge of storm water, wastewater and other pollutants;

regulate air pollutant emissions;

regulate hazardous materials generation, management and disposal; and

regulate workplace health and safety.

**Existing conditions at some of our properties may expose us to liability related to environmental matters.**

Independent environmental consultants have conducted Phase I or similar environmental site assessments on all of our properties. Site assessments are intended to discover and evaluate information regarding the environmental condition of the surveyed property and surrounding properties. These assessments do not generally include subsurface investigations or mold or asbestos surveys. None of the recent site assessments revealed any past or present environmental liability that we believe would have a material adverse effect on our business, financial condition, cash flows or results of operations. However, the assessments may have failed to reveal all environmental conditions, liabilities or compliance concerns. Material environmental conditions, liabilities or compliance concerns may have arisen after the review was completed or may arise in the future; and future laws, ordinances or regulations may impose material additional environmental liability.

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Costs of future environmental compliance could negatively affect our ability to make distributions to our stockholders, and remedial measures required to address such conditions could have a material adverse effect on our business, financial condition, cash flows or results of operations.

### **Our properties may contain asbestos or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem, which could adversely affect the value of the affected property and our ability to make distributions to our stockholders.**

We are required by federal regulations with respect to our properties to identify and warn, via signs and labels, of potential hazards posed by workplace exposure to installed asbestos-containing materials ( ACMs ) and potential ACMs. We may be subject to an increased risk of personal injury lawsuits by workers and others exposed to ACMs and potential ACMs at our properties as a result of these regulations. The regulations may affect the value of any of our properties containing ACMs and potential ACMs. Federal, state and local laws and regulations also govern the removal, encapsulation, disturbance, handling and disposal of ACMs and potential ACMs when such materials are in poor condition or in the event of construction, remodeling, renovation or demolition of a property.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing because exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions.

The presence of ACMs or significant mold at any of our properties could require us to undertake a costly remediation program to contain or remove the ACMs or mold from the affected property. In addition, the presence of ACMs or significant mold could expose us to claims of liability to our tenants, their or our employees, and others if property damage or health concerns arise.

### **Potential losses, including from adverse weather conditions, natural disasters and title claims, may not be covered by insurance.**

Certain of our properties are located in states where natural disasters such as tornadoes, hurricanes and earthquakes are more common than in other states. Given recent extreme weather events across parts of the United States, including devastating hurricanes in Florida and wildfires in California, it is also possible that our other properties could incur significant damage due to other natural disasters. While we carry insurance to cover a substantial portion of the cost of such events, such as droughts or flooding, our insurance includes deductible amounts and certain items may not be covered by insurance. Future natural disasters may significantly affect our operations and properties and, more specifically, may cause us to experience reduced rental revenue (including from increased vacancy), incur clean-up costs or otherwise incur costs in connection with such events. Any of these events may have a material adverse effect on our business, cash flows, financial condition, results of operations and ability to make distributions to our stockholders.

Furthermore, we do not carry insurance for certain losses, including, but not limited to, losses caused by certain environmental conditions, such as mold or asbestos, riots, civil unrest or war. In addition, our title insurance policies may not insure for the current aggregate market value of our portfolio, and we do not intend to increase our title insurance coverage as the market value of our portfolio increases. As a result, we may not have sufficient coverage against all losses that we may experience, including from adverse title claims.

If we experience a loss that is uninsured or exceeds policy limits, we could incur significant costs and lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if

the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.



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Moreover, we carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier and any outstanding claims would be at risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency could adversely affect our results of operations and cash flows.

### **Climate change may adversely affect our business.**

To the extent that climate change does occur, we may experience extreme weather and changes in precipitation and temperature, all of which may result in physical damage or a decrease in demand for our properties located in the areas affected by these conditions. Should the impact of climate change be material in nature or occur for lengthy periods of time, our financial condition or results of operations would be adversely affected. In addition, changes in federal and state legislation and regulation on climate change could result in increased capital expenditures to improve the energy efficiency of our existing properties in order to comply with such regulations.

### **We may be limited in our ability to diversify our investments making us more vulnerable economically than if our investments were diversified.**

Our ability to diversify our portfolio may be limited both as to the number of investments owned and the geographic regions in which our investments are located. While we seek to diversify our portfolio by geographic location, we focus on our specified target markets that we believe offer the opportunity for attractive returns and, accordingly, our actual investments may result in concentrations in a limited number of geographic regions. As a result, there is an increased likelihood that the performance of any single property, or the economic performance of a particular region in which our properties are located, could materially affect our operating results.

### **We may acquire properties with lock-out provisions, or agree to such provisions in connection with obtaining financing, which may prohibit us from selling or refinancing a property during the lock-out period.**

We may acquire properties in exchange for common units and agree to restrictions on sales or refinancing, called lock-out provisions, which are intended to preserve favorable tax treatment for the owners of such properties who sell them to us. In addition, we may agree to lock-out provisions in connection with obtaining financing for the acquisition of properties. Lock-out provisions could materially restrict us from selling, otherwise disposing of or refinancing properties. These restrictions could affect our ability to turn our investments into cash and thus affect cash available for distributions to our stockholders. Lock-out provisions could impair our ability to take actions during the lock-out period that would otherwise be in the best interests of our stockholders and, therefore, could adversely impact the market value of our common stock. In particular, lock-out provisions could preclude us from participating in major transactions that could result in a disposition of our assets or a change in control even though that disposition or change in control might be in the best interests of our stockholders.

### **Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.**

The real estate investments made, and to be made, by us are relatively difficult to sell quickly. As a result, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. Return of capital and realization of gains, if any, from an investment generally will occur upon disposition or refinancing of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices within any given period of time or may otherwise be unable to

complete any exit strategy. In particular, our ability to dispose of one or more

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properties is subject to weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located.

In addition, the Code imposes restrictions on a REIT's ability to dispose of properties that are not applicable to other types of real estate companies. In particular, the tax laws applicable to REITs effectively require that we hold our properties for investment, rather than primarily for sale in the ordinary course of business, which may cause us to forego or defer sales of properties that otherwise would be in our best interest. Therefore, we may not be able to adjust our portfolio in response to economic or other conditions promptly or on favorable terms, which may adversely affect our financial condition, results of operations, cash flow and per share market price of our common stock or preferred stock.

**If we sell properties by providing financing to purchasers, we will bear the risk of default by the purchaser.**

If we decide to sell any of our properties, we intend to use commercially reasonable efforts to sell them for cash. However, in some instances we may sell our properties by providing financing to purchasers. If we provide financing to purchasers, we will bear the risk of default by the purchasers which would reduce the value of our assets, impair our ability to make distributions to our stockholders and reduce the price of our common stock.

**We may be unable to collect balances due on our leases from any tenants in bankruptcy, which could adversely affect our cash flow and the amount of cash available for distribution to our stockholders.**

The bankruptcy or insolvency of one or more of our tenants may adversely affect the income produced by our properties. We cannot assure you that any tenant that files for bankruptcy protection will continue to pay us rent. If a tenant files for bankruptcy, any or all of the tenant's or a guarantor of a tenant's lease obligations could be subject to a bankruptcy proceeding pursuant to Chapter 11 or Chapter 7 of the U.S. Bankruptcy Code. Such a bankruptcy filing would impose an automatic stay barring all efforts by us to collect pre-bankruptcy rents from these entities or their properties, unless we receive an order from the bankruptcy court lifting the automatic stay to permit us to pursue collections. A tenant or lease guarantor bankruptcy could delay our efforts to collect past due balances under the relevant leases and could ultimately preclude collection of these sums. If a lease is rejected by a tenant in bankruptcy, we would only have a general unsecured claim for damages. This claim could be paid only in the event funds were available and then only in the same percentage as that realized on other unsecured claims. Our claim would be capped at the rent reserved under the lease, without acceleration, for the greater of one year or 15% of the remaining term of the lease, but not greater than three years, plus rent already due but unpaid. Therefore, if a lease is rejected, it is possible that we would not receive payment from the tenant or that we would receive substantially less than the full value of any unsecured claims we hold, which would result in a reduction in our rental income, cash flow and the amount of cash available for distribution to our stockholders.

**We may face additional risks and costs associated with owning properties occupied by government tenants, which could negatively impact our cash flows and results of operations.**

As of December 31, 2018, we owned seven properties in which some or all of the tenants are federal government agencies. We may continue to pursue the acquisition of office properties in which substantial space is leased to governmental agencies. As such, lease agreements with these federal government agencies contain certain provisions required by federal law, which require, among other things, that the contractor (which is the lessor or the owner of the property), agree to comply with certain rules and regulations, including, but not limited to, rules and regulations related to anti-kickback procedures, examination of records, audits and records, equal opportunity provisions, prohibition against segregated facilities, certain executive orders, subcontractor cost or pricing data, certain provisions

intending to assist small businesses and contractual rights of termination by the tenants. We may be subject to requirements of the Employment Standards Administration's Office of Federal

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Contract Compliance Programs and requirements to prepare affirmative action plans pursuant to the applicable executive order may be determined to be applicable to us.

In addition, some of our leases with government tenants may be subject to statutory or contractual rights of termination by the tenants, which will allow them to vacate the leased premises before the stated terms of the leases expire with little or no liability. For fiscal policy reasons, security concerns or other reasons, some or all of our government tenants may decide to vacate our properties. If a significant number of such vacancies occur, our rental income may materially decline, our cash flow and results of operations could be adversely affected and our ability to pay regular distributions to you may be jeopardized.

Our government tenants are also subject to discretionary funding from the federal government. Federal government programs are subject to annual congressional budget authorization and appropriation processes. For many programs, Congress appropriates funds on a fiscal year basis even though the program performance period may extend over several years. Laws and plans adopted by the federal government relating to, along with pressures on and uncertainty surrounding the federal budget, potential changes in priorities and spending levels, sequestration, the appropriations process, use of continuing resolutions (with restrictions, e.g., on new starts) and the permissible federal debt limit, could adversely affect the funding for our government tenants. The budget environment and uncertainty surrounding the appropriations processes remain significant long-term risks as budget cuts could adversely affect the viability of our government tenants.

**Some of the leases at our properties contain early termination provisions which, if triggered, may allow tenants to terminate their leases without further payment to us, which could adversely affect our financial condition and results of operations and the value of the applicable property.**

Certain tenants have a right to terminate their leases upon payment of a penalty, but others are not required to pay any penalty associated with an early termination. Most of our tenants that are federal or state governmental agencies, which account for approximately 13.3% of the base rental revenue from our properties as of December 31, 2018, may, under certain circumstances, vacate the leased premises before the stated terms of the leases expire with little or no liability to us. There can be no assurance that tenants will continue their activities and continue occupancy of the premises. Any cessation of occupancy by tenants may have an adverse effect on our operations.

**The federal government's green lease policies may adversely affect us.**

In recent years, the federal government has instituted green lease policies which allow a government tenant to require leadership in energy and environmental design for commercial interiors, or LEED®-CI, certification in selecting new premises or renewing leases at existing premises. In addition, the Energy Independence and Security Act of 2007 allows the General Services Administration to prefer buildings for lease that have received an Energy Star label. Obtaining such certifications and labels may be costly and time consuming, but our failure to do so may result in our competitive disadvantage in acquiring new or retaining existing government tenants.

**We may be unable to complete acquisitions and, even if acquisitions are completed, we may fail to successfully operate acquired properties.**

Our business plan includes, among other things, growth through identifying suitable acquisition opportunities, consummating acquisitions and leasing such properties. We will evaluate the market of available properties and may acquire properties when we believe strategic opportunities exist. Our ability to acquire properties on favorable terms and successfully develop or operate them is subject to, among others, the following risks:

we may be unable to acquire a desired property because of competition from other real estate investors with substantial capital, including from other REITs and institutional investment funds;

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even if we are able to acquire a desired property, competition from other potential acquirers may significantly increase the purchase price;

even if we enter into agreements for the acquisition of properties, these agreements are subject to customary conditions to closing, including completion of due diligence investigations to our satisfaction;

we may incur significant costs in connection with evaluation and negotiation of potential acquisitions, including acquisitions that we are subsequently unable to complete;

we may acquire properties that are not initially accretive to our results upon acquisition, and we may not successfully lease those properties to meet our expectations;

we may be unable to finance the acquisition on favorable terms in the time period we desire, or at all;

even if we are able to finance the acquisition, our cash flows may be insufficient to meet our required principal and interest payments;

we may spend more than budgeted to make necessary improvements or renovations to acquired properties;

we may be unable to quickly and efficiently integrate new acquisitions, particularly the acquisition of portfolios of properties, into our existing operations;

market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and

we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities for clean-up of undisclosed environmental contamination, claims by tenants or other persons dealing with former owners of the properties and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

**Acquired properties may be located in new markets where we may face risks associated with investing in an unfamiliar market.**

We may acquire properties in markets that are new to us. When we acquire properties located in new markets, we may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and unfamiliarity with local government and permitting procedures. We work to mitigate such risks through extensive diligence and research and associations with experienced service providers. However, there can be no guarantee that all such risks will be eliminated.

**Adverse market and economic conditions could cause us to recognize impairment charges or otherwise impact our performance.**

We intend to review the carrying value of our properties when circumstances, such as adverse market conditions, indicate a potential impairment may exist. We intend to base our review on an estimate of the future cash flows (excluding interest charges) expected to result from the property's use and eventual disposition on an undiscounted basis. We intend to consider factors such as future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If our evaluation indicates that we may be unable to recover the carrying value of a real estate investment, an impairment loss will be recorded to the extent that the carrying value exceeds the estimated fair value of the property.

Impairment losses would have a direct impact on our operating results because recording an impairment loss results in an immediate negative adjustment to our operating results. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. If the real estate market deteriorates, we may reevaluate the assumptions used in our impairment analysis. Impairment charges could



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materially adversely affect our financial condition, results of operations, cash flows and ability to pay distributions on, and the per share market price of, our common stock or preferred stock.

### **Litigation may result in unfavorable outcomes.**

Like many real estate operators, we may be involved in lawsuits involving premises liability claims and alleged violations of landlord-tenant laws, which may give rise to class action litigation or governmental investigations. Any material litigation not covered by insurance, such as a class action, could result in us incurring substantial costs and harm our financial condition, results of operations, cash flows and ability to pay distributions to you.

### **We may invest in properties with other entities, and our lack of sole decision-making authority or reliance on a joint-venturer's financial condition could make these joint venture investments risky and expose us to losses or impact our ability to maintain our qualification as a REIT.**

We may co-invest in the future with third parties through partnerships, joint ventures or other entities. We may acquire non-controlling interests or share responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such events, we would not be in a position to exercise sole decision-making authority regarding the property or entity. Investments in entities may, under certain circumstances, involve risks not present were a third party not involved. These risks include the possibility that partners or joint-venturers:

might become bankrupt or fail to fund their share of required capital contributions;

may have economic 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 or exercise rights to buy or sell at an inopportune time for us.

Such investments may also have the potential risk of impasses on decisions, such as a sale or refinancing of the property, because neither we nor the partner or joint-venturer would have full control over the partnership or joint venture. Disputes between us and partners or joint-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and effort on our business or result in costs to terminate the relationship. Actions of partners or joint-venturers may cause losses to our investments and adversely affect our ability to maintain our qualification as a REIT. In addition, we may in certain circumstances be liable for the actions of our third-party partners or joint-venturers if:

we structure a joint venture or conduct business in a manner that is deemed to be a general partnership with a third party;

third-party managers incur debt or other liabilities on behalf of a joint venture which the joint venture is unable to pay, and the joint venture agreement provides for capital calls, in which case we could be liable to make contributions as set forth in any such joint venture agreement or suffer adverse consequences for a

failure to contribute; or

we agree to cross default provisions or to cross-collateralize our properties with the properties in a joint venture, in which case we could face liability if there is a default relating to those properties in the joint venture or the obligations relating to those properties.

**Compliance with the Americans with Disabilities Act and similar laws may require us to make significant unanticipated expenditures.**

All of our properties and any future properties that we acquire are and will be required to comply with the ADA. The ADA requires that all public accommodations must meet federal requirements related to access and use by disabled persons. For those projects receiving federal funds, the Rehabilitation Act of 1973 (the RA )

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also has requirements regarding disabled access. Although we believe that our properties are substantially in compliance with the present requirements, we may incur unanticipated expenses to comply with the ADA, the RA and other applicable legislation in connection with the ongoing operation or redevelopment of our properties. These and other federal, state and local laws may require modifications to our properties, or affect renovations of our properties. Non-compliance with these laws could result in the imposition of fines or an award of damages to private litigants and also could result in an order to correct any non-complying feature, which could result in substantial capital expenditures.

### **Our property taxes could increase due to property tax rate changes or reassessment, which may adversely impact our cash flows.**

Even as a REIT, we will be required to pay some state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. Therefore, the amount of property taxes that we pay in the future may increase substantially. In addition, the real property taxes on Cherry Creek are reduced due to having a government user as its largest tenant and loss of such tenant would increase the amount of property taxes. If the property taxes that we pay increase, our cash flow could be impacted, and our ability to pay expected distributions to our stockholders may be adversely affected.

### **It may be difficult to enforce civil liabilities against members of our board of directors or our executive officers.**

Most of the members of our board of directors and our executive officers reside in Canada and substantially all of the assets of such persons are located in Canada. As a result, it may be difficult for you to effect service of process within the United States or in any other jurisdiction outside of Canada upon these persons or to enforce against them in any jurisdiction outside of Canada judgments predicated upon the laws of any such jurisdiction, including any judgment predicated upon the federal and state securities laws of the United States.

### **Our commitment to Second City Real Estate II Corporation and its affiliates ( Second City ) following our internalization transactions may give rise to various conflicts of interest.**

We are subject to conflicts of interest arising out of our relationship with Second City. As a result of the internalization of our former external advisor on February 1, 2016, we agreed to allow our management to continue to provide services to Second City under the terms of an administrative services agreement. In addition, the terms of the administrative services agreement and the employment agreements we have entered into with each of our executive officers permit, under certain circumstances and subject to the oversight of our Board of Directors, our executive officers to advise or oversee new or additional funds in the future. These arrangements may create potential conflicts of interests, including competition for the time and services of personnel that work for us and our affiliates.

### **Our business could be adversely impacted if there are deficiencies in our disclosure controls and procedures or internal control over financial reporting.**

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While management will continue to review the effectiveness of our disclosure controls and procedures and internal control over financial reporting, there can be no guarantee that our internal control over financial reporting will be effective in accomplishing all control objectives all of the time. Deficiencies, including any material weakness, in our internal control over financial reporting that may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, or otherwise adversely impact our financial condition, results of operations, cash flows, the quoted trading price of our securities, and our ability to satisfy our debt service obligations and to pay dividends and distributions to our security

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**Risks Related to Our Status as a REIT**

**Our failure to maintain our qualification as a REIT would result in significant adverse tax consequences to us and would adversely affect our business and the value of our stock.**

We have elected and intend to continue to operate in a manner that will allow us to qualify to be taxed as a REIT for U.S. federal income tax purposes commencing with our taxable year ended December 31, 2014. Qualification as a REIT involves the application of highly technical and complex tax rules, for which there are only limited judicial and administrative interpretations. The fact that we hold substantially all of our assets through our Operating Partnership further complicates the application of the REIT requirements. Even a seemingly minor technical or inadvertent mistake could jeopardize our REIT status. Our REIT status depends upon various factual matters and circumstances that may not be entirely within our control. For example, in order to qualify as a REIT, at least 95% of our gross income in any year must be derived from qualifying sources, such as rents from real property, and we must satisfy a number of requirements regarding the composition of our assets. Also, we must make distributions to stockholders aggregating annually at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains. In addition, new legislation, regulations, administrative interpretations or court decisions, each of which could have retroactive effect, may make it more difficult or impossible for us to maintain our qualification as a REIT, or could reduce the desirability of an investment in a REIT relative to other investments. We have not requested and do not plan to request a ruling from the Internal Revenue Service (the IRS) that we qualify as a REIT, and the statements in this annual report are not binding on the IRS or any court. Accordingly, we cannot be certain that we will be successful in maintaining our qualification as a REIT.

If we fail to maintain our qualification as a REIT in any taxable year, we will face serious adverse U.S. federal income tax consequences that would substantially reduce the funds available to distribute to you. If we fail to maintain our qualification as a REIT:

we would not be allowed to deduct distributions to stockholders in computing our taxable income and would be subject to U.S. federal income tax at regular corporate rates;

we could also be subject to the U.S. federal alternative minimum tax for taxable years prior to 2018 and possibly increased state and local taxes; and

unless we are entitled to relief under applicable statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year in which we were disqualified.

In addition, if we fail to maintain our qualification as a REIT, we will not be required to make distributions to stockholders. As a result of all these factors, our failure to maintain our qualification as a REIT could impair our ability to expand our business and raise capital and would adversely affect the value of our capital stock.

Even if we qualify as a REIT, we may be subject to some U.S. federal, state and local income, property and excise taxes on our income or property and, in certain cases, a 100% penalty tax, in the event we sell property that we hold primarily for sale to customers in the ordinary course of business. In addition, our taxable REIT subsidiaries ( TRSs ) are subject to tax as regular corporations in the jurisdictions in which they operate.

**To maintain our qualification as a REIT, we may be forced to borrow funds during unfavorable market conditions to make distributions to our stockholders.**

To maintain our qualification as a REIT, we generally must distribute to our stockholders at least 90% of our REIT taxable income each year, determined without regard to the deduction for dividends paid and excluding any net capital gain, and we will be subject to regular corporate income taxes to the extent that we distribute less than 100% of our REIT taxable income each year. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years.

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To maintain our qualification as a REIT and avoid the payment of income and excise taxes, we may need to borrow funds to meet the REIT distribution requirements. These borrowing needs could result from:

differences in timing between the actual receipt of cash and inclusion of income for U.S. federal income tax purposes;

the effect of nondeductible capital expenditures;

the creation of reserves; or

required debt or amortization payments.

We may need to borrow funds at times when the then-prevailing market conditions are not favorable for borrowing. These borrowings could increase our costs or reduce our equity and adversely affect the value of our common stock.

### **Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.**

The maximum U.S. federal income tax rate applicable to qualified dividend income payable to certain non-corporate U.S. stockholders, including individuals, trusts and estates, is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced qualified dividend rates. For taxable years beginning before January 1, 2026, non-corporate taxpayers may deduct up to 20% of certain pass-through business income, including qualified REIT dividends (generally, dividends received by a REIT shareholder that are not designated as capital gain dividends or qualified dividend income), subject to certain limitations, resulting in an effective maximum U.S. federal income tax rate of 29.6% on such income. Although the reduced U.S. federal income tax rate applicable to qualified dividend income does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends and the reduced corporate tax rate could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including the market price of our capital stock.

### **The tax imposed on REITs engaging in prohibited transactions may limit our ability to engage in transactions which would be treated as sales for U.S. federal income tax purposes.**

A REIT's net income from prohibited transactions is subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held in inventory primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as inventory held for sale to customers in the ordinary course of our business, such characterization is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

### **We may face risks in connection with like-kind exchanges pursuant to section 1031 of the Code ( Section 1031 Exchanges ).**

From time to time, we dispose of properties in transactions that are intended to qualify as Section 1031 Exchanges. It is possible that the qualification of a transaction as a Section 1031 Exchange could be successfully challenged and determined to be currently taxable or that we may be unable to identify and complete the acquisition of a suitable replacement property to effect a Section 1031 Exchange. In such case, our taxable income and earnings and profits would increase. This could increase the dividend income to our stockholders by reducing any return of capital they received. In some circumstances, we may be required to pay additional dividends or, in lieu of that, corporate income tax, possibly including interest and penalties. As a result, we may be required to borrow funds in order to pay additional dividends or taxes and the payment of such taxes could cause us to have less cash available to distribute to our stockholders. In addition, if a Section 1031 Exchange



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were later to be determined to be taxable, we may be required to amend our tax returns for the applicable year in question, including any information reports we sent our stockholders, and we may be required to make a special dividend payment to our shareholders if we are unable to mitigate the taxable gains realized. Moreover, for exchanges completed after December 31, 2017, unless the property was disposed of or received in the exchange on or before such date, section 1031 of the Code permits exchanges of real property only. It is possible that additional legislation could be enacted that could further modify or repeal the laws with respect to Section 1031 Exchanges, which could make it more difficult or not possible for us to dispose of properties on a tax deferred basis.

### **To maintain our qualification as a REIT, we may be forced to forego otherwise attractive opportunities.**

To maintain our qualification as a REIT, we must satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts that we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to stockholders at times when it would be more advantageous to reinvest cash in our business or when we do not have funds readily available for distribution. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

In particular, we must ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities, securities of any qualified REIT subsidiary or TRS of ours and securities that are qualified real estate assets) generally may not include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities, securities of any qualified REIT subsidiary or TRS of ours and securities that are qualified real estate assets) may consist of the securities of any one issuer. No more than 20% of the value of our total assets can be represented by securities of one or more TRSs, and no more than 25% of our assets can be represented by debt of publicly offered REITs (i.e., REITs that are required to file annual and periodic reports with the SEC under the Exchange Act) that is not secured by real property or interests in real property. If we fail to comply with these requirements at the end of any calendar quarter, we must remedy the failure within 30 days or qualify for certain limited statutory relief provisions to avoid losing status as a REIT. As a result, we may be required to liquidate otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

### **We may be subject to adverse legislative or regulatory tax changes that could increase our tax liability, reduce our operating flexibility and reduce the market price of our shares of capital stock.**

At any time, the U.S. federal income tax laws governing REITs may be amended or the administrative and judicial interpretations of those laws may be changed. We cannot predict when or if any new U.S. federal income tax law, regulation, or administrative and judicial interpretation, or any amendment to any existing U.S. federal income tax law, regulation or administrative or judicial interpretation, will be adopted, promulgated or become effective, and any such law, regulation, or interpretation may be effective retroactively. The Tax Cuts and Jobs Act ( TCJA ) significantly changed the U.S. federal income tax laws applicable to businesses and their owners, including REITs and their stockholders. Additional technical corrections or other amendments to the TCJA or administrative guidance interpreting the TCJA may be forthcoming at any time. We cannot predict the long-term effect of the TCJA or any future changes on REITs and their stockholders. We and our stockholders could be adversely affected by any change in, or any new, U.S. federal income tax law, regulation or administrative and judicial interpretation.

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**Risks Related to Our Organizational Structure**

**Conflicts of interest exist or could arise in the future between the interests of our stockholders and the interests of holders of units in our Operating Partnership, which may impede business decisions that could benefit our stockholders.**

Conflicts of interest exist or could arise in the future as a result of the relationships between us, on the one hand, and our Operating Partnership or any partner thereof, on the other. Our directors and officers have duties to our Company under applicable Maryland law in connection with their management of our Company. At the same time, we, as the general partner of our Operating Partnership, have fiduciary duties and obligations to our Operating Partnership and its limited partners under Maryland law and the partnership agreement of our Operating Partnership in connection with the management of our Operating Partnership. Our fiduciary duties and obligations as general partner to our Operating Partnership and its partners may come into conflict with the duties of our directors and officers to our Company.

Additionally, the partnership agreement provides that we and our officers, directors and employees, will not be liable or accountable to our Operating Partnership for losses sustained, liabilities incurred or benefits not derived if we, or such officer, director or employee acted in good faith. The partnership agreement also provides that we will not be liable to our Operating Partnership or any partner for monetary damages for losses sustained, liabilities incurred or benefits not derived by our Operating Partnership or any limited partner, except for liability for our intentional harm or gross negligence. Moreover, the partnership agreement provides that our Operating Partnership is required to indemnify us and our officers, directors, employees, agents and designees from and against any and all claims that relate to the operations of our Operating Partnership, except (1) if the act or omission of the person was material to the matter giving rise to the action and either was committed in bad faith or was the result of active and deliberate dishonesty, (2) for any transaction for which the indemnified party received an improper personal benefit, in money, property or services or otherwise in violation or breach of any provision of the partnership agreement or (3) in the case of a criminal proceeding, if the indemnified person had reasonable cause to believe that the act or omission was unlawful. We are not aware of any reported decision of a Maryland appellate court that has interpreted provisions similar to the provisions of the partnership agreement of our Operating Partnership that modify and reduce our fiduciary duties or obligations as the general partner or reduce or eliminate our liability for money damages to our Operating Partnership and its partners, and we have not obtained an opinion of counsel as to the enforceability of the provisions set forth in the partnership agreement that purport to modify or reduce the fiduciary duties that would be in effect were it not for the partnership agreement.

**The consideration that we pay for the properties and assets we own may exceed their aggregate fair market value.**

The amount of consideration that we pay for properties is based on management's estimate of fair market value, including an analysis of market sales comparables, market capitalization rates for other properties and assets and general market conditions for such properties and assets. In certain instances, management's estimate of fair market value may exceed the fair market value of these properties and assets.

**We are a holding company with no direct operations and, as such, we rely on funds received from our Operating Partnership to pay liabilities, and the interests of our stockholders are structurally subordinated to all liabilities and obligations of our Operating Partnership and its subsidiaries.**

We are a holding company and conduct substantially all of our operations through our Operating Partnership. We do not have, apart from an interest in our Operating Partnership, any independent operations. As a result, we rely on

distributions from our Operating Partnership to pay any dividends that we may declare on shares of our capital stock. We also rely on distributions from our Operating Partnership to meet any of our obligations, including any tax liability on taxable income allocated to us from our Operating Partnership. In

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addition, because we are a holding company, your claims as stockholders are structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our Operating Partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of our Operating Partnership and its subsidiaries will be available to satisfy the claims of our stockholders only after all of our Operating Partnership's and its subsidiaries' liabilities and obligations have been paid in full.

**We may have assumed unknown liabilities in connection with our acquisition of properties and any properties we may acquire in the future may expose us to unknown liabilities.**

We may have acquired entities and assets that may be subject to existing liabilities, some of which may be unknown or unquantifiable. These assumed liabilities might include liabilities for cleanup or remediation of undisclosed environmental conditions, claims by tenants, vendors, tax liabilities and accrued but unpaid liabilities incurred in the ordinary course of business or other potential claims or liabilities. While in some instances we may have the right to seek reimbursement against an insurer, any recourse against third parties, including the contributors of our assets, for these liabilities are limited. There can be no assurance that we are entitled to any such reimbursements or that ultimately we will be able to recover in respect of such rights for any of these historical liabilities.

In addition, there can be no assurance that our current title insurance policies will adequately protect us against any losses resulting from such title defects or adverse developments.

We may acquire properties subject to liabilities and without any recourse, or with 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. Unknown liabilities with respect to acquired properties might include:

liabilities for clean-up of undisclosed or undiscovered environmental contamination

claims by tenants, vendors or other persons against 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.

**We may be unable to renew expiring leases or re-lease vacant space on a timely basis or on attractive terms, which could have a material adverse effect on our results of operations and cash flow.**

At December 31, 2018, approximately 8.2%, 11.2% and 15.7% of our annualized base rent is scheduled to expire in 2019, 2020, and 2021 respectively, excluding month-to-month leases. Current tenants may not renew their leases upon the expiration of their terms and may attempt to terminate their leases prior to the expiration of their current terms. If non-renewals or terminations occur, we may not be able to locate qualified replacement tenants and, as a result, we could lose a significant source of revenue while remaining responsible for the payment of our financial obligations. Moreover, the terms of a renewal or new lease, including the amount of rent, may be less favorable to us than the

current lease terms, or we may be forced to provide tenant improvements at our expense or provide other concessions or additional services to maintain or attract tenants. Any of these factors could cause a decline in lease revenue or an increase in operating expenses, which would have a material adverse effect on our results of operations and cash flow.

**Our business and operations would suffer in the event of system failures.**

Despite system redundancy and the implementation of security measures for our IT networks and related systems, our systems are vulnerable to damages from any number of sources, including computer viruses, energy

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blackouts, natural disasters, terrorism, war, and telecommunication failures. We rely on our IT networks and related systems, including the Internet, to process, transmit and store electronic information and to manage or support a variety of our business processes, including financial transactions and keeping of records, which may include personal identifying information of tenants and lease data. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmitting and storing confidential tenant information, such as individually identifiable information relating to financial accounts. Any failure to maintain proper function, security and availability of our IT networks and related systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our operations. As such, any of the foregoing events could have a material adverse effect on our results of operations.

**We face risks associated with security breaches through cyber attacks, cyber intrusions or otherwise, as well as other significant disruptions of our information technology (IT) networks and related systems.**

We face risks associated with security breaches, whether 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, and other significant disruptions of our IT networks and related systems. The risk of a security breach or disruption, particularly through cyber attack or cyber intrusion, including by computer hackers, foreign governments and cyber terrorists, has generally increased as the number, intensity and sophistication of attempted attacks and intrusions from around the world have increased. Our IT networks and related systems are essential to the operation of our business and our ability to perform day-to-day operations (including managing our building systems), and, in some cases, may be critical to the operations of certain of our tenants. There can be no assurance that our efforts to maintain the security and integrity of these types of IT networks and related systems will be effective or that attempted security breaches or disruptions would not be successful or damaging. A security breach or other significant disruption involving our IT networks and related systems could, among other things:

result in unauthorized access to, destruction, loss, theft, misappropriation or release of proprietary, confidential, sensitive or otherwise valuable information of ours or others, including personally identifiable and account information that could be used to compete against us or for disruptive, destructive or otherwise harmful purposes and outcomes;

result in unauthorized access to or changes to our financial accounting and reporting systems and related data;

result in our inability to maintain building systems relied on by our tenants;

require significant management attention and resources to remedy any damage that results;

subject us to regulatory penalties or claims for breach of contract, damages, credits, penalties or terminations of leases or other agreements; or

damage our reputation among our tenants and investors.

These events could have an adverse impact on our financial condition, results of operations, cash flows, the quoted trading price of our securities, and our ability to satisfy our debt service obligations and to pay dividends and distributions to our security holders.

**We face risks associated with our tenants being designated Prohibited Persons by the Office of Foreign Assets Control.**

Pursuant to Executive Order 13224 and other laws, the Office of Foreign Assets Control of the U.S. Department of the Treasury, or OFAC, maintains a list of persons designated as terrorists or who are otherwise blocked or banned, or Prohibited Persons. OFAC regulations and other laws prohibit conducting business or engaging in transactions with Prohibited Persons. Certain of our loan and other agreements may require us to

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comply with these OFAC requirements. If a tenant or other party with whom we contract is placed on the OFAC list, we may be required by the OFAC requirements to terminate the lease or other agreement. Any such termination could result in a loss of revenue or a damage claim by the other party that the termination was wrongful.

**Tax protection agreements may limit our ability to sell or otherwise dispose of certain properties and may require our Operating Partnership to maintain certain debt levels that otherwise would not be required to operate our business.**

In connection with contributions of properties to our Operating Partnership, our Operating Partnership has entered and may in the future enter into tax protection agreements under which it agrees to minimize the tax consequences to the contributing partners resulting from the sale or other disposition of the contributed properties. Tax protection agreements may make it economically prohibitive to sell any properties that are subject to such agreements even though it may otherwise be in our stockholders' best interests to do so. In addition, we may be required to maintain a minimum level of indebtedness throughout the term of any tax protection agreement regardless of whether such debt levels are otherwise required to operate our business. Nevertheless, we have entered and may in the future enter into tax protection agreements to assist contributors of properties to our Operating Partnership in deferring the recognition of taxable gain as a result of and after any such contribution.

**Our charter, our amended and restated bylaws and Maryland law contain provisions that may delay, defer or prevent a change of control transaction and may prevent our stockholders from receiving a premium for their shares.**

*Our charter contains ownership limits that may delay, defer or prevent a change of control transaction.*

Our charter, with certain exceptions, authorizes our directors to take such actions as are necessary and desirable to qualify as a REIT. Unless exempted by our board of directors, our charter provides that no person may own more than 9.8% of the value of our outstanding shares of capital stock or more than 9.8% in value or number (whichever is more restrictive) of the outstanding shares of our common stock. Our board of directors may not grant such an exemption to any proposed transferee whose ownership in excess of 9.8% of the foregoing ownership limits would result in the termination of our status as a REIT. These restrictions on transferability and ownership will not apply if our board of directors determines that it is no longer in our best interests to attempt to qualify as a REIT. The ownership limit may delay or impede a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

*We could authorize and issue stock without stockholder approval that may delay, defer or prevent a change of control transaction.*

Our charter authorizes us to issue additional authorized but unissued shares of our common stock or preferred stock. In addition, our board of directors may classify or reclassify any unissued shares of our common stock or preferred stock and may set the preferences, rights and other terms of the classified or reclassified shares. Our board of directors may also, without stockholder approval, amend our charter to increase the authorized number of shares of our common stock or our preferred stock that we may issue. Our board of directors could establish a class or series of common stock or preferred stock that could, depending on the terms of such class or series, delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interests of our stockholders.

*Certain provisions of Maryland law could delay, defer or prevent a change of control transaction.*



Certain provisions of the Maryland General Corporation Law ( MGCL ) may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control. In some cases, such an

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acquisition or change of control could provide you with the opportunity to realize a premium over the then-prevailing market price of your shares. These MGCL provisions include:

business combination provisions that, subject to limitations, prohibit certain business combinations between us and an interested stockholder for certain periods. An interested stockholder is generally any person who beneficially owns 10% or more of the voting power of our shares or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of the voting power of our then-outstanding voting stock. A person is not an interested stockholder under the statute if our board of directors approved in advance the transaction by which he otherwise would have become an interested stockholder. Business combinations with an interested stockholder are prohibited for five years after the most recent date on which the stockholder becomes an interested stockholder. After that period, the MGCL imposes two super-majority voting requirements on such combinations; and

control share provisions that provide that holders of control shares of our Company acquired in a control share acquisition have no voting rights with respect to the control shares unless holders of two-thirds of our voting stock (excluding interested shares) consent. Control shares are shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors. A control share acquisition is the direct or indirect acquisition of ownership or control of control shares from a party other than the issuer.

In the case of the business combination provisions of the MGCL, we opted out by resolution of our board of directors. In the case of the control share provisions of the MGCL, we opted out pursuant to a provision in our amended and restated bylaws. However, our board of directors may by resolution elect to opt in to the business combination provisions of the MGCL. Further, we may opt in to the control share provisions of the MGCL in the future by amending our bylaws, which our board of directors can do without stockholder approval.

Maryland law, and our charter and amended and restated bylaws, also contain other provisions that may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

**The ability of our board of directors to revoke our REIT status without stockholder approval may cause adverse consequences to our stockholders.**

Our charter provides that our board of directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to be a REIT, we would become subject to U.S. federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our stockholders, which may have adverse consequences on our total return to our stockholders.

**Our board of directors may amend our investing and financing guidelines without stockholder approval, and, accordingly, you would have limited control over changes in our policies that could increase the risk that we default under our debt obligations or that could harm our business, results of operations and share price.**

Although we are not required to maintain any particular leverage ratio, we intend, when appropriate, to employ prudent amounts of leverage and to use debt as a means of providing additional funds for the acquisition of our target assets and the diversification of our portfolio. Our organizational documents do not limit the amount or percentage of

debt that we may incur, nor do they limit the types of properties that we may acquire or develop. The amount of leverage we will deploy for particular investments in our target assets will depend upon our management team's assessment of a variety of factors, which may include the anticipated liquidity and price volatility of the target assets in our investment portfolio, the potential for losses, the availability and cost of

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financing the assets, our opinion of the creditworthiness of our financing counterparties, the health of the U.S. economy and commercial mortgage markets, our outlook for the level, slope and volatility of interest rates, the credit quality of our target assets and the collateral underlying our target assets. Our board of directors may alter or eliminate our current guidelines on investing and financing at any time without stockholder approval. Changes in our strategy or in our investing and financing guidelines could expose us to greater credit risk and interest rate risk and could also result in a more leveraged balance sheet. These factors could result in an increase in our debt service and could adversely affect our cash flow and our ability to make expected distributions to you. Higher leverage also increases the risk that we would default on our debt.

**Our rights and the rights of our stockholders to take action against our directors and officers are limited.**

Maryland law provides that a director or officer generally has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. As permitted by the MGCL, our charter limits the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

actual receipt of an improper benefit or profit in money, property or services; or

active and deliberate dishonesty established by a final judgment and which is material to the cause of action. In addition, our charter authorizes us to obligate our Company, and our amended and restated bylaws require us, to indemnify and pay or reimburse our present and former directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist under common law. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our Company, your ability to recover damages from such director or officer will be limited.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

Table of Contents**ITEM 2. PROPERTIES**

As of December 31, 2018, we owned 26 office complexes comprised of 64 office buildings with a total of approximately 5.7 million square feet of NRA in the metropolitan areas of Dallas, Denver, Orlando, Phoenix, Portland, San Diego and Tampa. The following table presents an overview of our portfolio as of December 31, 2018.

Metropolitan Area	Property	Economic Interest	NRA (000s SF)	In Place Occupancy	Annualized		
					Annualized Base Rent per SF	Gross Rent per SF <sup>1</sup>	Annualized Base Rent <sup>2</sup> (000s)
<b>Phoenix, AZ</b> (21.4%)	Pima Center	100.0%	272	99.4%	\$ 26.91	\$ 26.91	\$ 7,272
	SanTan	100.0%	267	98.6%	\$ 27.49	\$ 27.49	\$ 7,223
	5090 N 40th St	100.0%	175	94.0%	\$ 28.94	\$ 28.94	\$ 4,752
	Camelback Square	100.0%	173	81.1%	\$ 28.47	\$ 28.47	\$ 3,999
	The Quad	100.0%	163	100.0%	\$ 27.49	\$ 27.74	\$ 4,481
	Papago Tech	100.0%	163	100.0%	\$ 21.28	\$ 21.28	\$ 3,463
<b>Denver, CO</b> (18.4%)	Cherry Creek	100.0%	356	100.0%	\$ 18.53	\$ 18.53	\$ 6,591
	Circle Point	100.0%	272	93.4%	\$ 17.31	\$ 30.21	\$ 4,397
	DTC Crossroads	100.0%	189	53.7%	\$ 26.07	\$ 26.07	\$ 2,648
	Superior Pointe	100.0%	151	92.8%	\$ 16.97	\$ 28.97	\$ 2,379
	Logan Tower	100.0%	71	73.0%	\$ 20.49	\$ 20.49	\$ 1,057
<b>Tampa, FL</b> (18.4%)	Park Tower	94.8%	471	90.4%	\$ 24.27	\$ 24.27	\$ 10,326
	City Center	95.0%	241	95.8%	\$ 25.31	\$ 25.31	\$ 5,853
	Intellicenter	100.0%	204	100.0%	\$ 23.44	\$ 23.44	\$ 4,771
	Carillon Point	100.0%	124	100.0%	\$ 27.52	\$ 27.52	\$ 3,418
<b>Orlando, FL</b> (12.7%)	FRP Collection	95.0%	272	80.0%	\$ 25.00	\$ 26.82	\$ 5,436
	Central Fairwinds	97.0%	168	95.8%	\$ 24.72	\$ 24.72	\$ 3,985
	Greenwood Blvd	100.0%	155	100.0%	\$ 22.25	\$ 22.25	\$ 3,450
	FRP Ingenuity Drive	100.0%	125	100.0%	\$ 21.50	\$ 29.50	\$ 2,677
<b>San Diego, CA</b> (11.9%)	Sorrento Mesa	100.0%	385	76.2%	\$ 24.18	\$ 30.18	\$ 7,082
	Mission City	100.0%	286	92.5%	\$ 34.81	\$ 34.81	\$ 9,201
<b>Dallas, TX</b> (10.2%)	190 Office Center	100.0%	303	88.9%	\$ 24.67	\$ 24.67	\$ 6,653
	Lake Vista Pointe	100.0%	163	100.0%	\$ 15.50	\$ 23.50	\$ 2,532
	2525 McKinnon	100.0%	111	93.0%	\$ 27.12	\$ 43.39	\$ 2,807
<b>Portland, OR</b> (3.6%)	AmberGlen	76.0%	201	96.9%	\$ 19.95	\$ 22.55	\$ 3,889
<b>Total / Weighted Average Excluding Assets Held For Sale<sup>3</sup></b>			<b>5,461</b>	<b>91.5%</b>	<b>\$ 24.08</b>	<b>\$ 26.41</b>	<b>\$ 120,342</b>
<b>Denver, CO</b> (3.4%)	Plaza 25	100.0%	196	59.8%	\$ 20.87	\$ 20.87	\$ 2,444
<b>Total / Weighted Average December 31, 2018<sup>3</sup></b>			<b>5,657</b>	<b>90.4%</b>	<b>\$ 24.01</b>	<b>\$ 26.28</b>	<b>\$ 122,786</b>

- (1) For Superior Pointe, FRP Ingenuity Drive, Lake Vista Pointe, and Sorrento Mesa the annualized base rent per square foot on a triple net basis was increased by \$12, \$8, \$8, and \$6 respectively, to estimate a gross equivalent base rent. AmberGlen has a net lease for one tenant which has been grossed-up by \$7 on a pro rata basis. FRP Collection has net leases for four tenants which have been grossed up by \$9 on a pro-rata basis. 2525 McKinnon has net leases for nine tenants which have been grossed up by \$17 on a pro-rata basis. Circle Point has net leases for fourteen tenants which have been grossed up by \$13 on a pro-rata basis. The Quad has one tenant with a net lease, which has been grossed up by \$8 on a pro-rata basis.
- (2) Annualized base rent is calculated by multiplying (i) rental payments (defined as cash rents before abatements) for the month ended December 31, 2018 by (ii) 12.
- (3) Averages weighted based on the property's NRA, adjusted for occupancy.

**Table of Contents***Lease Maturity Profile*

The chart below sets out the percentage of NRA of our properties subject to lease expiration during the periods shown without regard to renewal options.

**Lease Maturity Schedule<sup>(1)</sup>**

(1) Percentage represents the NRA of the leases divided by the total NRA of the portfolio, as of December 31, 2018

(2) 1.4% represents the leases under contract but not yet in-occupancy as of December 31, 2018

The following table sets forth the lease expirations for leases in place in our properties as of December 31, 2018, plus available space, for each of the calendar years ending December 31, 2019 to December 31, 2028, and thereafter. The information set forth in the table assumes that tenants exercise no renewal options and do not exercise early termination rights. Leases in place have a weighted average term to maturity of 4.6 years.

Year of Lease Expiration	Number of Expiring Leases	NRA of Expiring Leases (000s)	Percentage of NRA	Annualized Base Rent (000s)	Percentage of Total Properties Rent	Square Foot Expiring <sup>(2)</sup>	Annualized Rent per Leased Square Foot	Annualized Rent per Leased Square Foot
							Annualized Rent per Leased Square Foot	Annualized Rent per Leased Square Foot
							at Dec 31, 2018	at Dec 31, 2018
Vacant		459	8.2%					
Contracted		81	1.4%					
2019	63	394	7.0%	10,071	8.2%	25.56	9,973	25.31
2020	55	540	9.5%	13,711	11.2%	25.39	13,711	25.39
2021	66	821	14.5%	19,319	15.7%	23.53	18,864	22.98
2022	51	721	12.7%	18,109	14.7%	25.12	17,293	23.98
2023	50	708	12.5%	18,317	14.9%	25.87	16,826	23.77
2024	30	436	7.7%	10,453	8.5%	23.97	9,894	22.69
2025	18	267	4.7%	6,275	5.1%	23.50	5,832	21.84
2026	13	731	12.9%	15,639	12.7%	21.39	15,385	21.05
2027	1	155	2.7%	3,558	2.9%	22.95	3,558	22.95
2028 & Thereafter	13	344	6.2%	7,334	6.1%	21.32	6,801	19.77
<b>Total /Weighted Average</b>	<b>360</b>	<b>5,657</b>	<b>100.0%</b>	<b>\$ 122,786</b>	<b>100.0%</b>	<b>\$ 24.01</b>	<b>\$ 118,137</b>	<b>\$ 23.09</b>

- (1) Annualized base rent is calculated by multiplying (i) rental payments (defined as cash rents before abatements) for the month of December 31, 2018, by (ii) 12
- (2) Annualized rent per leased square foot expiring reflects rental payments for the month of December 31, 2018, multiplied by 12 and divided by the NRA of expiring lease



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**ITEM 3.LEGAL PROCEEDINGS**

We and our subsidiaries are, from time to time, parties to litigation arising from the ordinary course of their business. We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not Applicable.

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**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

Our common stock has been listed on the NYSE under the symbol CIO since April 15, 2014. Prior to that time, there was no public market for our common stock.

On February 21, 2019, the closing sale price of our common stock on the NYSE was \$12.05. American Stock Transfer & Trust Company, LLC is the transfer agent and registrar for our common stock. On February 21, 2019, we had 54 holders of record of our common stock. This figure does not represent the actual number of beneficial owners of our common stock because shares of our common stock are frequently held in street name by securities dealers and others for the benefit of beneficial owners who may vote the shares.

We intend to continue to declare quarterly distributions on our common stock. The actual amount and timing of distributions, however, will be at the discretion of our board of directors and will depend upon our financial condition in addition to the requirements of the Code, and no assurance can be given as to the amounts or timing of future distributions. See Distribution Policy.

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**Stock Performance Graph**

The following graph sets forth the cumulative stockholder return (assuming reinvestment of dividends) to our stockholders during the period April 21, 2014, the date our common stock began trading on the NYSE, through December 31, 2018, as well as the corresponding returns on an overall stock market index (Russell 2000 Index) and a peer group index (MSCI US REIT Index). The stock performance graph assumes that \$100 was invested on April 21, 2014. Historical total stockholder return is not necessarily indicative of future results. The MSCI US REIT Index consists of equity REITs that are included in the MSCI US Investible Market 2500 Index, except for specialty equity REITs that do not generate a majority of their revenue and income from real estate rental and leasing operations. We have included the MSCI US REIT Index because we believe that it is representative of the industry in which we compete and, therefore, is relevant to an assessment of our performance.

**ITEM 6. SELECTED FINANCIAL DATA**

*The following selected financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the audited historical consolidated and combined financial statements and the related notes thereto included elsewhere in this Annual Report on Form 10-K.*

The following table sets forth summary financial and operating data on a consolidated combined and historical basis for our Company.

We had no business operations prior to completion of our initial public offering, or IPO, which closed on April 21, 2014, and the related formation transactions. As a result, the summary historical consolidated and combined financial and operating data as of December 31, 2018, 2017, 2016, 2015 and 2014 have been derived from our audited financial statements subsequent to our IPO and our audited historical financial statements of our accounting predecessor prior to our IPO. In 2016, we adopted ASU 2015-3, Simplifying the Presentation of Debt Insurance Costs, and retrospectively reclassified debt issuance costs from deferred financing costs, net, to long term debt. In 2018, the Company adopted FASB ASU 2016-18, Statement of Cash Flows: Restricted Cash, and retrospectively adjusted cash flows from financing activities to exclude the change in restricted cash as the new

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standard now requires the statement of cash flows to explain the changes during the period in the total of cash, cash equivalents, and restricted cash. In 2018, the Company also adopted FASB ASU 2016-15, Statement of Cash Flow: Classification of Certain Cash Receipts and Cash Payments, and retrospectively reclassified debt prepayment costs to cash flows from financing activities.

Our accounting predecessor was not a legal entity, but rather a combination of certain real estate entities. The historical financial data of our accounting predecessor is not necessarily indicative of our results of operations, cash flows or financial position following the completion of the initial public offering.

**City Office REIT, Inc. and Predecessor**

*(In thousands, except per share data)*

	<b>Year Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Statement of Operations Data Revenues:</b>					
Rental income	\$ 110,076	\$ 92,357	\$ 63,702	\$ 48,009	\$ 33,236
Expense reimbursement	15,906	11,164	7,140	5,808	2,869
Other	3,502	2,966	1,619	1,235	791
<b>Total Revenues</b>	<b>129,484</b>	<b>106,487</b>	<b>72,461</b>	<b>55,052</b>	<b>36,896</b>
<b>Operating Expenses:</b>					
Property operating expenses	49,872	42,886	28,305	20,420	14,332
General and administrative	8,137	6,792	6,429	3,728	2,405
Base management fee			109	1,302	682
External advisor acquisition			7,045	492	
Acquisition costs			692	2,959	2,133
Depreciation and amortization	52,352	41,594	30,178	21,624	14,729
Impairment of Real Estate	3,497				
<b>Total Operating Expenses</b>	<b>113,858</b>	<b>91,272</b>	<b>72,758</b>	<b>50,525</b>	<b>34,281</b>
<b>Operating income/(loss)</b>	<b>15,626</b>	<b>15,215</b>	<b>(297)</b>	<b>4,527</b>	<b>2,615</b>
Interest expense	(23,937)	(20,173)	(14,761)	(11,353)	(10,952)
Change in fair value of earn-out			(500)	(841)	(1,048)
Change in fair value of contingent consideration		2,000			
Gain on equity investment					4,475
Net gain on sale of real estate property	46,980	12,116	15,934		
<b>Net income/(loss)</b>	<b>38,669</b>	<b>9,158</b>	<b>376</b>	<b>(7,667)</b>	<b>(4,910)</b>
<b>Less:</b>					
Net income attributable to non-controlling interests in properties	(501)	(3,402)	(354)	(500)	(82)
Net income attributable to Predecessor					(1,973)

Net (income)/loss attributable to Operating Partnership unitholders non-controlling interests			(865)	1,576	1,955
<b>Net income/(loss) attributable to the Company</b>	38,168	5,756	(843)	(6,591)	<b>(5,010)</b>
Preferred stock distributions	(7,420)	(7,411)	(1,781)		
<b>Net income/(loss) attributable to common stockholders</b>	<b>\$ 30,748</b>	<b>\$ (1,655)</b>	<b>\$(2,624)</b>	<b>\$(6,591)</b>	<b>\$(5,010)</b>
Net income/(loss) per common share basic	\$ 0.82	\$ (0.05)	\$ (0.13)	\$ (0.53)	\$ (0.59)
Dividend distributions declared per common share	\$ 0.94	\$ 0.94	\$ 0.94	\$ 0.94	\$ 0.65

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	<b>Year Ended December 31,</b>				
	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Balance Sheet Data (as of end of period):</b>					
Real estate properties, net of accumulated depreciation	\$ 935,163	\$ 728,067	\$ 550,324	\$ 354,880	\$ 211,828
Total assets	1,100,431	896,489	661,494	440,207	298,605
Debt	645,354	489,509	370,057	341,278	187,039
Total liabilities	702,054	536,657	405,435	366,487	207,370
Stockholders and predecessor equity	397,413	359,624	254,202	66,845	80,111
Operating Partnership unitholders non-controlling interests			108	8,550	11,878
Non-controlling interest in properties	964	208	1,749	(675)	(745)
Total equity	398,377	359,832	256,059	73,720	91,235
<b>Other Data</b>					
Cash flows from/(to)					
Operating activities	\$ 42,187	\$ 36,553	\$ 19,147	\$ 14,163	\$ 7,787
Investing activities	(197,309)	(243,298)	(216,235)	(175,471)	(94,580)
Financing activities	153,253	212,108	203,425	138,667	118,252

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**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*The following discussion and analysis is based on, and should be read in conjunction with, the consolidated financial statements and the related notes thereto of the City Office REIT, Inc. for the years ended December 31, 2018, December 31, 2017 and December 31, 2016.*

*As used in this section, unless the context otherwise requires, references to we, our, us, and our company refer to City Office REIT, Inc., a Maryland corporation, together with our consolidated subsidiaries, including City Office REIT Operating Partnership L.P., a Maryland limited partnership of which we are the sole general partner and which we refer to in this section as our Operating Partnership, except where it is clear from the context that the term only means City Office REIT, Inc.*

*This management's discussion and analysis of financial condition and results of operations contains forward-looking statements that involve risks, uncertainties and assumptions. See Cautionary Statement Regarding Forward-Looking Statements for a discussion of the risks, uncertainties and assumptions associated with those statements. Our actual results may differ materially from those expressed or implied in the forward-looking statements as a result of various factors, including, but not limited to, those in Risk Factors and included in other portions of this document.*

**Overview**

*Company*

We were formed as a Maryland corporation on November 26, 2013. On April 21, 2014, we completed our initial public offering ( IPO ) of shares of common stock. We contributed the net proceeds of the IPO to our Operating Partnership in exchange for common units in our Operating Partnership. Both we and our Operating Partnership commenced operations upon completion of the IPO and certain related formation transactions.

The Company's interest in the Operating Partnership entitles the Company to share in distributions from, and allocations of profits and losses of, the Operating Partnership in proportion to the Company's percentage ownership of common units. As the sole general partner of the Operating Partnership, the Company has the exclusive power under the Operating Partnership's partnership agreement to manage and conduct the Operating Partnership's business, subject to limited approval and voting rights of the limited partners.

The Company has elected to be taxed and will continue to operate in a manner that will allow it to qualify as a REIT under the Code. Subject to qualification as a REIT, the Company will be permitted to deduct dividend distributions paid to its stockholders, eliminating the U.S. federal taxation of income represented by such distributions at the Company level. REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and any applicable alternative minimum tax.

On March 8, 2018, the Company sold the Washington Group Plaza property in Boise, Idaho for \$86.5 million, resulting in an aggregate net gain of \$47.0 million, net of \$1.7 million in costs, which has been classified as net gain on sale of real estate property in the condensed consolidated statements of operations. In connection with the sale of the property, certain debt repayments were made.

On April 5, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of Pima Center, a 271,782 square foot Class A multi-tenant property in Phoenix, Arizona for

\$56.5 million.

On July 9, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of Circle Point, a 271,528 square foot property in Denver, Colorado for \$59.8 million.



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On July 31, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of The Quad, a 162,902 square foot property in Phoenix, Arizona for \$51.0 million.

On August 1, 2018, the Company entered into an agreement with Second City whereby Second City agreed to sell its seven percent minority interest in Central Fairwinds Limited Partnership to the Company for \$1.1 million.

On November 1, 2018, the Company and the Operating Partnership entered into amendments (the *Amendments*) to the equity distribution agreements (the *Original Agreements* and, as amended by the *Amendments*, the *Agreements*) with each of KeyBanc Capital Markets Inc., Raymond James & Associates, Inc. and BMO Capital Markets Corp., (collectively, the *Sales Agents*). Pursuant to the terms of the *Agreements*, the Company may issue and sell from time to time, up to 8,000,000 shares of the Company's common stock, \$0.01 par value per share and up to 1,000,000 shares of the Company's 6.625% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the *Series A Preferred Stock* and together with the Common Stock, the *Shares*) through the *Sales Agents*, acting as agents or principals (the *ATM Program*).

On December 20, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of a land parcel in Denver, Colorado for \$5.1 million.

On December 27, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of Greenwood Boulevard ( *Greenwood Blvd* ), a 155,048 square foot property in Orlando, Florida for \$34.5 million.

On December 28, 2018, the Company, through a wholly-owned subsidiary of the Operating Partnership, closed on the acquisition of Camelback Square, a 173,206 square foot property in Phoenix, Arizona for \$53.2 million.

During the year ended December 31, 2018, the Company issued 3,410,802 shares of common stock under the ATM Program. The Company raised \$43.6 million in gross proceeds, resulting in net proceeds to us of approximately \$42.9 million after deducting sales commissions and offering expenses.

### *Indebtedness*

On August 20, 2018, the Company closed on a \$39.7 million loan secured by a first mortgage lien on the Circle Point property in Denver, Colorado. The loan matures in September 2028. Interest is payable at a fixed rate of 4.49% per annum.

On August 23, 2018, the Company closed on a modification agreement providing an additional \$3.1 million loan secured by a first mortgage lien on the Central Fairwinds property in Orlando, Florida. The modification has the same maturity as the original agreement of June 2024. Interest payable has remained the same at a fixed rate of 4.00% per annum.

On August 30, 2018, the Company closed on a \$30.6 million loan secured by a first mortgage lien on The Quad property in Phoenix, Arizona. The loan matures in September 2028. Interest is payable at a fixed rate of 4.20% per annum.

On December 28, 2018, the Company closed on a \$22.4 million loan secured by a first mortgage lien on the Greenwood Blvd property in Orlando, Florida. The loan matures December 2025. Interest is payable at a fixed rate of 4.60% per annum.

For additional information regarding these mortgage loans and the Unsecured Credit Facility, please refer to [Liquidity and Capital Resources](#) below.

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### *Revenue Base*

As of December 31, 2018, we owned 26 properties comprised of 64 office buildings with a total of approximately 5.7 million square feet of NRA. As of December 31, 2018, our properties were approximately 90.4% leased.

### *Office Leases*

Historically, most leases for our properties were on a full-service gross or net lease basis, and we expect to continue to use such leases in the future. A full-service gross lease generally has a base year expense stop, whereby we pay a stated amount of expenses as part of the rent payment while future increases (above the base year stop) in property operating expenses are billed to the tenant based on such tenant's proportionate square footage in the property. The property operating expenses are reflected in operating expenses; however, only the increased property operating expenses above the base year stop recovered from tenants are reflected as tenant recoveries in our statements of operations. In a triple net lease, the tenant is typically responsible for all property taxes and operating expenses. As such, the base rent payment does not include any operating expenses, but rather all such expenses are billed to or paid by the tenant. The full amount of the expenses for this lease type is reflected in operating expenses, and the reimbursement is reflected in tenant recoveries. All tenants in the Lake Vista Pointe, FRP Ingenuity Drive, Sorrento Mesa and Superior Pointe properties have triple net leases. Certain tenants at AmberGlen, FRP Collection, 2525 McKinnon, Circle Point and The Quad have leases on a triple net basis. We are also a lessor for a fee simple ground lease at the AmberGlen property. All of our remaining leases are full-service gross leases.

## **Factors That May Influence Our Operating Results and Financial Condition**

### *Business and Strategy*

We focus on owning and acquiring office properties in our target markets. Our target markets generally possess what we believe are favorable economic growth trends, growing populations with above-average employment growth forecasts, a large number of government offices, large international, national and regional employers across diversified industries, are generally low-cost centers for business operations, and exhibit favorable occupancy trends. We utilize our management's market-specific knowledge and relationships as well as the expertise of local real estate operators and our investment partners to identify acquisition opportunities that we believe will offer cash flow stability and long-term value appreciation. Our target markets are attractive, among other reasons, because we believe that ownership is often concentrated among local real estate operators that typically do not benefit from the same access to capital as public REITs and there is a relatively low level of participation of large institutional investors. We believe that these factors result in attractive pricing levels and risk-adjusted returns.

### *Rental Revenue and Tenant Recoveries*

The amount of net rental revenue generated by our properties will depend principally on our ability to maintain the occupancy rates of currently leased space and to lease currently available space and space that becomes available from lease terminations. The amount of rental revenue generated also depends on our ability to maintain or increase rental rates at our properties. We believe that the average rental rates for our portfolio of properties are generally in-line or slightly below the current average quoted market rates. Negative trends in one or more of these factors could adversely affect our rental revenue in future periods. Future economic downturns or regional downturns affecting our markets or submarkets or downturns in our tenants' industries that impair our ability to renew or re-let space and the ability of our tenants to fulfill their lease commitments, as in the case of tenant bankruptcies, could adversely affect our ability to maintain or increase rental rates at our properties. In addition, growth in rental revenue will also partially depend on our ability to acquire additional properties that meet our investment criteria.



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### *Operating Expenses*

Our operating expenses generally consist of utilities, property and ad valorem taxes, insurance and site maintenance costs. Increases in these expenses over tenants' base years (until the base year is reset at expiration) are generally passed along to tenants in our full-service gross leased properties and are generally paid in full by tenants in our net leased properties.

### *Conditions in Our Markets*

Positive or negative changes in economic or other conditions in the markets we operate in, including state budgetary shortfalls, employment rates, natural hazards and other factors, may impact our overall performance. While we generally expect a trend of positive economic growth and increasing interest rates to continue, there is no way for us to predict whether these trends will continue, especially in light of the potential changes in tax policy, fiscal policy and monetary policy.

## **Summary of Significant Accounting Policies**

### *Basis of Preparation*

The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States ( GAAP ) and include the financial position and results of operations of the Company, the Operating Partnership and its subsidiaries. All significant intercompany transactions and balances have been eliminated on consolidation.

### *Use of Estimates*

The Company has made a number of significant estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare these consolidated financial statements in conformity with GAAP. Significant estimates made include the recoverability of accounts receivable, allocation of property purchase price to tangible and intangible assets acquired and liabilities assumed, the determination of impairment of long-lived assets and the useful lives of long-lived assets. These estimates and assumptions are based on our best estimates and judgment. We evaluate our estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions. Management adjusts such estimates when facts and circumstances dictate. Actual results could differ materially from those estimates.

### *Business Combinations*

The fair value of the real estate acquired, which includes the impact of fair value adjustments for assumed mortgage debt related to property acquisitions, is allocated to the acquired tangible assets, consisting of land, building and improvements and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values. For acquisitions that do not meet the business combination accounting criteria, these are accounted for as asset acquisitions. The Company allocates the cost of the acquisition, which includes any associated acquisition costs to individual assets and liabilities assumed on a relative fair value basis. Also, non-controlling interests acquired are recorded at estimated fair market value.

The fair value of the tangible assets of an acquired property (which includes land, building and improvements and fixtures and equipment) is determined by valuing the property as if it were vacant. The as-if-vacant value is then allocated to land and building and improvements based on our determination of relative fair values of these assets. Factors considered by us in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute

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similar leases. In estimating carrying costs, we include real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. We also estimate costs to execute similar leases including leasing commissions.

The fair value of above-market and below-market lease values are recorded based on the difference between the current in place lease rent and our estimate of current market rents. Below-market lease intangibles are recorded as part lease intangibles liability and amortized into rental revenue over the non-cancelable periods and bargain renewal periods of the respective leases. Above-market leases are recorded as part of intangible assets and amortized as a direct charge against rental revenue over the non-cancelable portion of the respective leases.

The fair value of acquired in place leases are recorded based on the costs we estimate we would have incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the fair value of leasing commissions and legal costs that would be incurred to lease the property to this occupancy level. Additionally, we evaluate the time period over such occupancy level would be achieved and include an estimate of the net operating costs incurred during the lease-up period.

### *Revenue Recognition*

We recognize lease revenue on a straight-line basis over the term of the lease. Certain leases allow for the tenant to terminate the lease, but the tenant must make a termination payment as stipulated in the lease. If the termination payment is in such an amount that continuation of the lease appears, at the time of lease inception, to be reasonably assured, then we recognize revenue over the term of the lease. We have determined that for these leases, the termination payment is in such an amount that continuation of the lease appears, at the time of inception, to be reasonably assured. We recognize lease termination fees as other revenue in the period received and write off unamortized lease-related intangible and other lease-related account balances, provided there are no further obligations by us under the lease. Otherwise, such fees and balances are recognized on a straight-line basis over the remaining obligation period with the termination payments being recorded as a component of rent receivable-deferred or deferred revenue on the consolidated balance sheets.

If we fund tenant improvements and the improvements are deemed to be owned by us, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. If we determine that the tenant allowances are lease incentives, we commence revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. The lease incentive is recorded as a deferred expense and amortized as a reduction of revenue on a straight-line basis over the respective lease term.

Recoveries from tenants for real estate taxes, insurance and other operating expenses are recognized as revenues in the period that the applicable costs are incurred. We recognize differences between estimated recoveries and the final billed amounts in the subsequent year. Final billings to tenants for real estate taxes, insurance and other operating expenses did not vary significantly as compared to the estimated receivable balances.

### *Impairment of Real Estate Properties*

Long-lived assets currently in use are reviewed periodically for possible impairment and will be written down to fair value if considered impaired. Long-lived assets to be disposed of are written down to the lower of cost or fair value less the estimated cost to sell. We review our real estate properties for impairment when there is an event or a change in circumstances that indicates that the carrying amount may not be recoverable. We measure and record impairment losses and reduce the carrying value of properties when indicators of impairment are present and the expected undiscounted cash flows related to those properties are less than their carrying amounts. In cases in which we do not

expect to recover our carrying costs on properties held for use, we reduce our carrying costs to fair value.



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### *Variable Interest Entities*

The Company consolidates variable interest entities ( VIE ) if the Company determines that it is the primary beneficiary of the entity. When evaluating the accounting for a VIE, the Company considers the purpose for which the VIE was created, the importance of each of the activities in which it is engaged and our decision-making role, if any, in those activities that significantly determine the entity s economic performance relative to other economic interest holders. The Company determines the rights, if any, to receive benefits or the obligation to absorb losses that could potentially be significant to the VIE by considering the economic interest in the entity, regardless of form, which may include debt, equity, management and servicing fees, or other contractual arrangements. The Company considers other relevant factors including each entity s capital structure, contractual rights to earnings (losses), subordination of the Company s interests relative to those of other investors, contingent payments, and other contractual arrangements that may be economically significant.

### **Recently Issued or Adopted Accounting Standards**

#### *Adopted in the Current Year*

Effective January 1, 2018, the Company adopted FASB ASU 2014-09, Revenue From Contracts with Customers, on a modified retrospective basis. The standard is principle-based and provides a five-step model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. The Company has reviewed its revenue streams and determined that the majority are under the guidance of ASU 2016-02, Leases. Net gain on sale of real estate is under the guidance of ASU 2017-05, Other Income. The adoption of this guidance did not have a material impact to the Company s condensed consolidated financial statements or notes to our condensed consolidated financial statements.

Effective January 1, 2018, the Company adopted FASB ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in ASU 2016-01 address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The adoption of this guidance did not have a material impact to the Company s condensed consolidated financial statements.

Effective January 1, 2018, the Company adopted FASB ASU 2016-15, Statement of Cash Flow: Classification of Certain Cash Receipts and Cash Payments, on a retrospective basis.

Effective January 1, 2018, the Company adopted FASB ASU 2016-18, Statement of Cash Flows: Restricted Cash, on a retrospective basis. The update required the statement of cash flows to explain the changes during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents.

#### *To be Adopted in Future Years*

In February 2016, the FASB established Topic 842, Leases, by issuing Accounting Standards Update No. 2016-02, which requires lessors to classify leases as a sales-type, direct financing, or operating lease and requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-01, Land Easement Practical Expedient for Transition to Topic 842; ASU No. 2018-10, Codification Improvements to Topic 842, Leases; and ASU No. 2018-11, Targeted Improvements. Upon adoption of the new standard on January 1, 2019, the Company expects to elect the following practical expedients:

Transition method practical expedient permits the Company to use the effective date as the date of initial application. Consequently, financial information and disclosures for periods before January 1, 2019 will not be updated.

Package of practical expedients permits the Company not to reassess under the new standard its prior conclusions about lease identification, lease classification, and initial direct costs.

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Single component practical expedient permits the Company to not separate lease and non-lease components of leases.

Short-term lease practical expedient for operating leases with a term equal to or less than 12 months, permits the Company to not recognize right-of-use ( ROU ) assets or lease liabilities.

The Company does not expect to elect the use-of-hindsight or the practical expedient pertaining to land easements; the latter not being applicable.

### *Lessor Accounting*

The accounting for lessors will remain largely unchanged from current GAAP; however, the standard requires that certain initial direct costs be expensed rather than capitalized.

While the new standard identifies common area maintenance as a non-lease component of lease contracts, the Company expects to apply the practical expedient to account for its leases and associated common area maintenance service components as a single, combined operating lease component accounted for under the new leasing standard. Consequently, the Company does not expect the new guidance on contract components to significantly affect its accounting of common area maintenance.

While the Company does not anticipate any material change to the accounting for leases under which it is a lessor, the Company continues to evaluate the impact this ASU will have on the accounting for its leasing arrangements as well as its disclosures within the notes of the financial statements.

### *Lessee Accounting*

The new standard requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.

While the Company continues to assess all of the effects of adoption, the Company currently believe the most significant effects relate to (1) the recognition of new ROU assets and lease liabilities on the balance sheet for its ground operating leases, real estate operating leases, and office/equipment operating leases; and (2) providing significant new disclosures about its leasing activities.

On adoption, the Company will recognize additional ROU assets and lease liabilities for operating leases in an amount not expected to exceed \$12 million.

## **JOBS Act**

In April 2012, the JOBS Act was enacted. Section 107 of the JOBS Act provides that an emerging grown company ( EGC ) can take advantage of the extended transition period provided in Section 7(a)(2)(b) of the Securities Act, for complying with new or revised financial accounting standards. An EGC can therefore delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. However, we have determined to opt out of such extended transition period and, as a result, we will comply with new or revised financial accounting standards on the relevant dates on which adoption of such standards is required for non-EGCs.

## **Results of Operations**

*Comparison of Year Ended December 31, 2018 to Year Ended December 31, 2017*

**Total Revenue.** Revenue includes net rental income, including parking, signage and other income, as well as the recovery of operating costs and property taxes from tenants. Total revenues increased \$23.0 million, or 22%,

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to \$129.5 million for the year ended December 31, 2018 compared to \$106.5 million in 2017. Of this increase, \$7.0 million came from the acquisition of Mission City in September 2017, \$7.1 million from the acquisition of Sorrento Mesa in September 2017, \$3.0 million from the acquisition of Papago Tech in October 2017, \$5.5 million from the acquisition of Pima Center in April 2018, \$3.6 million from the acquisition of Circle Point in July 2018, \$2.3 million from the acquisition of The Quad in July 2018 and \$0.1 million from the acquisitions of Greenwood Blvd and Camelback Square late in December 2018. Revenue from City Center, Central Fairwinds and Park Tower also increased by \$0.4 million, \$0.3 and \$0.4 million, respectively, as a result of increased average occupancy over the prior year. Offsetting these increases, AmberGlen decreased by \$0.6 million primarily due to the sale of two of the five buildings in the complex in May 2017 and Washington Group Plaza decreased by \$7.2 million due to the sale of the property in March 2018. The remaining properties' revenues were modestly higher in comparison to the prior year as a result of modest mark-to-market increases in rents upon renewal.

**Rental Income.** Rental income includes net rental income and income from a ground lease. Total rental income increased \$17.7 million, or 19%, to \$110.1 million for the year ended December 31, 2018 compared to \$92.4 million for the prior year. The increase in rental income was primarily due to the acquisitions described above. The acquisitions of Mission City, Sorrento Mesa, Papago Tech, Pima Center, Circle Point, The Quad and the combination of Greenwood Blvd and Camelback Square contributed an additional \$6.0 million, \$5.8 million, \$2.7 million, \$5.2 million, \$2.2 million, \$2.1 million and \$0.1 million in rental income, respectively, to the 2018 period rental income. Rental income from City Center, Central Fairwinds and Park Tower also increased by \$0.3 million, \$0.2 million and \$0.3 million, respectively, as a result of increased occupancy over the prior year. Rental income from AmberGlen decreased by \$0.5 million primarily due to the sale of two of the five buildings in the complex in May 2017 and Washington Group Plaza decreased by \$7.0 million due to the sale of that property in March 2018. The remaining properties' rental income were modestly higher in comparison to the prior year as a result of modest mark-to-market increases in rents upon renewal.

**Expense Reimbursement.** Total expense reimbursement increased \$4.7 million, or 42%, to \$15.9 million for the year ended December 31, 2018 compared to \$11.2 million for the same period in 2017, primarily due to the acquisition of the Mission City, Sorrento Mesa, Papago Tech, Pima Center, Circle Point, and The Quad properties described above.

**Other.** Other revenue includes parking, signage and other miscellaneous income. Total other revenues increased \$0.5 million, or 18%, to \$3.5 million for the year ended December 31, 2018 compared to \$3.0 million for the same period in 2017. The increase can be primarily attributed to the acquisition of Mission City, Sorrento Mesa, Papago Tech, Pima Center and The Quad properties described above. Other income also increased in 2018 over the prior year due to net proceeds received from an auction of a former FRP Collection tenant's equipment.

### *Operating Expenses*

**Total Operating Expenses.** Total operating expenses consist of property operating expenses, general and administrative expenses and depreciation and amortization. Total operating expenses increased by \$22.6 million, or 25%, to \$113.9 million for the year ended December 31, 2018, from \$91.3 million for the same period in 2017, primarily due to acquisitions described above. Total operating expenses increased by \$6.7 million, \$6.4 million, \$2.1 million, \$5.3 million, \$3.6 million and \$1.9 million, respectively, from the acquisitions of Mission City, Sorrento Mesa, Papago Tech, Pima Center, Circle Point and The Quad properties. AmberGlen decreased by \$0.4 million primarily due to the sale of two of the five buildings in the complex in May 2017. Washington Group Plaza operating expenses decreased by \$4.5 million due to its sale in March 2018. The remaining operating expenses aggregated to an overall \$1.5 million increase in comparison to the prior year primarily related to the Plaza 25 impairment, partially offset by a decrease in depreciation at FRP Collection.

***Property Operating Expenses.*** Property operating expenses are comprised mainly of building common area and maintenance expenses, insurance, property taxes, property management fees, as well as certain expenses that

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are not recoverable from tenants, the majority of which are related to costs necessary to maintain the appearance and marketability of vacant space. In the normal course of business, property expenses fluctuate and are impacted by various factors including, but not limited to, occupancy levels, weather, utility costs, repairs, maintenance and re-leasing costs. Property operating expenses increased \$7.0 million, or 16%, to \$49.9 million for the year ended December 31, 2018 from \$42.9 million in 2017. The increase in property operating expenses was primarily due to the acquisitions described above. The acquisition of the Mission City, Sorrento Mesa, Papago Tech, Pima Center, Circle Point and The Quad contributed an additional \$3.1 million, \$1.9 million, \$0.9 million, \$2.0 million, \$1.6 million and \$0.6 million in additional property operating expenses, respectively. AmberGlen's operating expenses decreased by \$0.3 million primarily due to the sale of two of the five buildings in the complex in May 2017, and Washington Group Plaza decreased by \$3.4 million due to the sale of that property in March 2018. The remaining property operating expenses aggregate to an overall \$0.6 million increase in comparison to the prior year.

**General and Administrative.** General and administrative expenses are comprised of public company reporting costs and the compensation of our management team and board of directors as well as non-cash stock-based compensation expenses. General and administrative expenses increased \$1.3 million, or 20%, to \$8.1 million for the year ended December 31, 2018 compared to \$6.8 million for the same period in 2017. The increase was primarily attributable to higher payroll costs.

**Depreciation and Amortization.** Depreciation and amortization increased \$10.8 million, or 26%, to \$52.4 million for the year ended December 31, 2018 compared to \$41.6 million for the same period in 2017, primarily due to the addition of the Mission City, Sorrento Mesa, Papago Tech, Pima Center, Circle Point and The Quad properties offset by a decrease at Washington Group Plaza and AmberGlen due to the sale of those properties. The remaining decrease primarily relates to a decrease in depreciation at FRP Collection mainly due to an unexpected tenant departure in 2017.

**Impairment of Real Estate.** Impairment of real estate was \$3.5 million for the year ended December 31, 2018 compared to nil in the prior year. The impairment estimate was related to the write down of the book value of Plaza 25, which was held for sale at year end, to its expected sale price.

***Other Expense (Income)***

**Interest Expense.** Interest expense increased \$3.7 million, or 19%, to \$23.9 million for the year ended December 31, 2018, compared to \$20.2 million for the corresponding period in 2017. The increase was primarily due to interest expense related to acquisitions. Interest expense for the Mission City, Circle Point and The Quad property level debt increased by \$1.4 million, \$0.7 million and \$0.4 million, respectively, and the interest on the line of credit increased by \$2.0 million as a result of acquisitions funded by the Unsecured Credit Facility. A new mortgage placed on Central Fairwinds in June 2017 also increased interest expense by a further \$0.3 million over the prior year. Amortization of deferred financing fees also increased by \$0.2 million as a result of the renewal of the line of credit in 2018. These increases were offset by a \$1.1 million decrease in the Washington Group Plaza debt as a result of the sale of that building and the extinguishment of its property level debt.

**Net Gain on the Sale of Real Estate Property.** Net gain on the sale of real estate property relates to the sale of our Washington Group Plaza property in March 2018. In the prior year, amounts relate to the sale of two buildings in our AmberGlen complex in May 2017.

**Cash Flows*****Comparison of Period Ended December 31, 2018 to Period Ended December 31, 2017***

Cash, cash equivalents and restricted cash were \$33.1 million and \$35.0 million as of December 31, 2018 and December 31, 2017, respectively.

***Cash flow from operating activities.*** Net cash provided by operating activities increased by \$5.6 million to \$42.2 million for the year ended December 31, 2018 compared to \$36.6 million for the same period in 2017. The



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increase was attributable to increased operating cash flows from acquisitions and the earn-out termination payment which occurred in 2017 but not 2018, offset by changes in working capital predominantly due to the sale of Washington Group Plaza.

**Cash flow from investing activities.** Net cash used in investing activities decreased by \$46.0 million to \$197.3 million for the year ended December 31, 2018 compared to \$243.3 million used in investing activities for the same period in 2017. The decrease was primarily due to higher proceeds received in 2018 compared to 2017 for the disposition of the Washington Group Plaza property, partially offset by higher costs for acquisitions and additions of real estate in 2018 compared to 2017.

**Cash flow to financing activities.** Net cash provided by financing activities decreased by \$58.8 million to \$153.3 million for the year ended December 31, 2018 compared to \$212.1 million provided by the same period in 2017. The decrease was primarily due to higher proceeds from sales of common stock in 2017 compared to 2018 as well as higher proceeds from mortgage loans payable (net of repayments) in 2017 compared to 2018. Decrease partially offset by higher proceeds from credit facility (net of repayments) in 2018 compared to 2017.

**Results of Operations**
***Comparison of Year Ended December 31, 2017 to Year Ended December 31, 2016***
***Revenue***

**Total Revenue.** Revenue includes net rental income, including parking, signage and other income, as well as the recovery of operating costs and property taxes from tenants. Total revenues increased \$34.0 million, or 47%, to \$106.5 million for the year ended December 31, 2017 compared to \$72.5 million in the corresponding period in 2016. \$1.8 million of this increase was attributed to the acquisition of Carillon Point in June 2016, \$2.8 million from the acquisition of FRP Collection in July 2016, \$9.4 million from the acquisition of Park Tower in November 2016, \$4.3 million from the acquisition of 5090 N 40th St in November 2016, \$7.4 million from the acquisition of SanTan in December 2016, \$5.1 million from the acquisition of 2525 McKinnon in January 2017, \$2.3 million from the acquisition of Mission City in September 2017, \$3.4 million from the acquisition of Sorrento Mesa in September 2017, and \$0.7 million from the acquisition of Papago Tech in October 2017. Further contributing to the increase, Washington Group Plaza increased by \$1.6 million due to the downtime in the prior year associated with tenant improvement work for new tenants at the property replacing a tenant who departed on December 31, 2015. Offsetting these increases, Corporate Parkway decreased by \$1.3 million due to the sale of the property in June 2016 and AmberGlen decreased by \$0.6 million due to the sale of two of the buildings in May 2017. Plaza 25, 190 Office Center and DTC Crossroads decreased \$1.9 million, \$0.7 million, and \$0.7 million respectively, as a result of lower occupancy. The remaining properties' revenues were relatively unchanged, increased a combined total of \$0.4 million in comparison to the prior year.

**Rental Income.** Rental income includes net rental income and income from a ground lease. Total rental income increased \$28.7 million, or 45%, to \$92.4 million for the year ended December 31, 2017 compared to \$63.7 million for the year ended December 31, 2016. The increase in rental income was primarily due to the acquisitions described above. The acquisitions of Carillon Point, FRP Collection, Park Tower, 5090 N 40th St, SanTan, 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech contributed an additional \$1.7 million, \$2.0 million, \$8.1 million, \$4.0 million, \$7.1 million, \$3.4 million, \$2.0 million, \$3.0 million and \$0.7 million in rental income, respectively, to the 2017 period rental income. Washington Group Plaza also increased by \$1.4 million due to the increased occupancy described above. Corporate Parkway decreased by \$1.3 million due to the sale of the property in June 2016 and AmberGlen decreased by \$0.7 million due to the sale of 2 of the buildings in May 2017. Plaza 25, 190 Office

Center and DTC Crossroads decreased \$1.6 million, \$0.7 million and \$0.6 million as result of lower occupancy.

***Expense Reimbursement.*** Total expense reimbursement increased \$4.1 million, or 56%, to \$11.2 million for the year ended December 31, 2017 compared to \$7.1 million for the same period in 2016, primarily due to the

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acquisitions of the FRP Collection, Park Tower, 5090 N 40th St, SanTan, 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech properties described above.

**Other.** Other revenue includes parking, signage and other miscellaneous income. Total other revenues increased \$1.4 million, or 83%, to \$3.0 million compared to \$1.6 million for the same period in 2016. The increase was attributed to the acquisitions of Carillon Point, FRP Collection, Park Tower, 5090 N 40<sup>th</sup> St, SanTan and 2525 McKinnon during the year ended December 31, 2017.

*Operating Expenses*

**Total Operating Expenses.** Total operating expenses consist of property operating expenses, as well as acquisition costs, base management fees, external advisor acquisition costs, general and administrative expenses and depreciation and amortization. Total operating expenses increased by \$18.5 million, or 26%, to \$91.3 million for the year ended December 31, 2017, from \$72.8 million for the same period in 2016, primarily due to the property acquisitions described above offset by the external advisor acquisition costs of \$7.0 million which occurred on February 1, 2016. Total operating expenses increased by \$1.4 million, \$3.2 million, \$7.9 million, \$3.1 million, \$6.0 million, \$3.5 million, \$2.2 million, \$2.4 million and \$0.5 million, respectively, from the acquisitions of Carillon Point, FRP Collection, Park Tower, 5090 N 40th St, SanTan, 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech properties. These increases were offset by the sales of Corporate Parkway which saw a decrease in operating expenses by \$1.1 million due to the sale of the property in June 2016 and AmberGlen which saw a decrease in operating expenses of \$0.7 million related to the sale of AmberGlen 1400 and 1600 buildings in May 2017. Plaza 25 operating expenses decreased by \$1.2 million due to a 14.8% reduction in occupancy, and Washington Group Plaza operating expenses decreased by \$2.2 million due to a reduction in depreciation and amortization expenses as a result of the classification of held for sale. The remaining property operating expenses were relatively unchanged in comparison to the prior year.

**Property Operating Expenses.** Property operating expenses are comprised mainly of building common area and maintenance expenses, insurance, property taxes, property management fees, as well as certain expenses that are not recoverable from tenants, the majority of which are related to costs necessary to maintain the appearance and marketability of vacant space. In the normal course of business, property expenses fluctuate and are impacted by various factors including, but not limited to, occupancy levels, weather, utility costs, repairs, maintenance and re-leasing costs. Property operating expenses increased \$14.6 million, or 52%, to \$42.9 million for the year ended December 31, 2017 from \$28.3 million for the same period in 2016. The increase in property operating expenses was primarily due to the acquisitions described above. The acquisitions of the Carillon Point, FRP Collection, Park Tower, 5090 N 40th St, SanTan, 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech properties contributed an additional \$0.7 million, \$1.3 million, \$4.7 million, \$1.5 million, \$2.5 million, \$1.8 million, \$1.0 million, \$0.5 million and \$0.2 million in additional property operating expenses, respectively. Washington Group Plaza also increased property operating expenses by \$0.7 million due to higher occupancy over prior year, offset by AmberGlen whose operating expenses decreased by \$0.5 million as a result of the sale of two buildings in May 2017.

**Acquisition Costs.** There were no acquisition costs for the year ended December 31, 2017 compared to \$0.7 million in the prior year. The company early adopted ASU 2017-01 on January 1, 2017 and therefore costs associated with acquisitions were capitalized for the year ended December 31, 2017 as part of the purchase price of the assets as required under the accounting for an asset acquisition.

**Base Management Fee.** There was no base management fee for the year ended December 31, 2017 compared to \$0.1 million for the year ended December 31, 2016 representing the fee paid to our former external advisor. Effective February 1, 2016, with the acquisition of the external advisor, no base management fees will be paid going forward.

**General and Administrative.** General and administrative expenses increased \$0.4 million, or 6%, to \$6.8 million for the year ended December 31, 2017 from \$6.4 million for the same period in 2016. The increase

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is primarily attributable to payroll and other costs which the external advisor paid prior to February 1, 2016 and which the Company will pay going forward following the Internalization. Included in general and administrative expense for the year ended December 31, 2017 was \$1.7 million of non-cash stock-based compensation expense.

***Depreciation and Amortization.*** Depreciation and amortization increased \$11.4 million, or 38%, to \$41.6 million for the year ended December 31, 2017 compared to \$30.2 million for the same period in 2016. This increase is primarily due to the addition of the Carillon Point, FRP Collection, Park Tower, 5090 N 40th St, SanTan, 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech properties. This increase is offset by a decrease at Washington Group Plaza which ceased depreciation in April 2017 due to the classification as held for sale and Corporate Parkway which sold in June 2016 and the two AmberGlen buildings which sold in May 2017.

*Other Expense (Income)*

***Interest Expense.*** Interest expense increased \$5.4 million, or 37%, to \$20.2 million for the year ended December 31, 2017, compared to \$14.8 million for the corresponding period in 2016. The increase was primarily due to interest expense related to acquisitions. Interest expense for the Carillon Point, FRP Collection, 5090 N 40<sup>th</sup> St, SanTan, 2525 McKinnon and Mission City property level debt increased by \$0.5 million, \$0.8 million, \$0.9 million, \$1.5 million, \$1.0 million and \$0.4 million respectively in 2017. The mortgages placed on Central Fairwinds and DTC Crossroads also increased interest expense by a further \$0.4 million and \$0.3 million, respectively, over the prior year. Offsetting these increases, Corporate Parkway interest expense decreased \$0.4 million due to the sale of the property in June 2016.

***Net Gain on the Sale of Real Estate Property.*** Net gain on the sale of real estate property relates to the sale of 2 buildings in our AmberGlen complex in May 2017. In the prior year, amounts relate to the sale of Corporate Parkway in June 2016.

***Change in Fair Value of Contingent Consideration.*** On June 28, 2017 we received a \$2 million refund from a third party escrow account related to the Park Tower acquisition when certain leasing thresholds were not achieved as a condition to that purchase in the prior year. No similar arrangements were in place in the prior year.

**Cash Flows**

***Comparison of Period Ended December 31, 2017 to Period Ended December 31, 2016***

Cash, cash equivalents and restricted cash were \$35.0 million and \$29.7 million as of December 31, 2017 and December 31, 2016, respectively.

***Cash flow from operating activities.*** Net cash provided by operating activities increased by \$17.4 million to \$36.6 million for the year ended December 31, 2017 compared to \$19.1 million for the same period in 2016. The increase was primarily attributable to an increase in operating cash flows from new acquisitions.

***Cash flow to investing activities.*** Net cash used in investing activities increased by \$27.1 million to \$243.3 million used for the year ended December 31, 2017 compared to \$216.2 million used for the same period in 2016. The increase was primarily due to the purchase of 2525 McKinnon, Mission City, Sorrento Mesa and Papago Tech offset by the sale of the 1400 and 1600 buildings at AmberGlen in June 2017. The \$216.8 million incurred in 2016 primarily related to the purchase of Carillon Point, FRP Collection, Park Tower, 5090 N 40<sup>th</sup> St and SanTan properties.

***Cash flow from financing activities.*** Net cash provided by financing activities increased by \$8.7 million to \$212.1 million for the year ended December 31, 2017 compared to \$203.4 million for the same period in 2016. Cash flow from financing activities increased primarily due to proceeds from public offerings of common stock in January and December 2017 and increased mortgage loan proceeds which were partially offset by the repayment of borrowings from the Secured Credit Facility and increased dividend distributions in 2017 resulting from greater dividends paid on shares of our Series A Preferred Stock.

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### **Liquidity and Capital Resources**

#### *Analysis of Liquidity and Capital Resources*

We had approximately \$16.1 million of cash and cash equivalents and \$17.0 million of restricted cash as of December 31, 2018.

On March 15, 2018 the Company entered into a \$250 million Unsecured Credit Facility which includes an accordion feature that allows the Company to borrow up to \$500 million, subject to customary terms and conditions. The Company's previous secured credit facility was replaced and repaid in full. The Unsecured Credit Facility matures in March 2022, which may be extended to March 2023 at the Company's option upon meeting certain conditions. Borrowings under the Unsecured Credit Facility bear an interest at a rate equal to the LIBOR rate plus a margin of between 140 to 225 basis points depending upon the Company's consolidated leverage ratio. As of December 31, 2018, we had approximately \$147.5 million outstanding under our Unsecured Credit Facility.

The Company and the Operating Partnership previously entered into the Original Agreements with the Sales Agents, pursuant to which the Company may issue and sell from time to time up to 6,000,000 shares of common stock and up to 1,000,000 shares of Series A Preferred Stock through the Sales Agents, acting as agents or principals. Pursuant to the Agreements, the Shares may be offered and sold through the Sales Agents in transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange or, with the prior consent of the Company, in privately negotiated transactions. The Sales Agents will be entitled to compensation of up to 2.0% of the gross proceeds of Shares sold through the Sales Agents from time to time under the Agreements. The Company has no obligation to sell any of the Shares under the Agreements and may at any time suspend solicitations and offers under, or terminate, the Agreements. During the year ended December 31, 2018, the Company issued 3,410,802 shares of common stock under the ATM Program. The Company raised \$43.6 million in gross proceeds, resulting in net proceeds to us of approximately \$42.9 million after deducting sales commissions and offering expenses.

Our short-term liquidity requirements primarily consist of operating expenses and other expenditures associated with our properties, distributions to our limited partners and distributions to our stockholders required to qualify for REIT status, capital expenditures and, potentially, acquisitions. We expect to meet our short-term liquidity requirements through net cash provided by operations, reserves established from existing cash, proceeds from our public offerings, including under our ATM program, and borrowings under our mortgage loans and Unsecured Credit Facility.

Our long-term liquidity needs consist primarily of funds necessary for the repayment of debt at maturity, property acquisitions and non-recurring capital improvements. We expect to meet our long-term liquidity requirements with net cash from operations, long-term secured and unsecured indebtedness and the issuance of equity and debt securities. We also may fund property acquisitions and non-recurring capital improvements using our Unsecured Credit Facility pending longer term financing.

We believe we have access to multiple sources of capital to fund our long-term liquidity requirements, including the incurrence of additional debt and the issuance of additional equity securities. However, we cannot assure you that this is or will continue to be the case. Our ability to incur additional debt is dependent on a number of factors, including our degree of leverage, the value of our unencumbered assets and borrowing restrictions that may be imposed by lenders. Our ability to access the equity capital markets is dependent on a number of factors as well, including general market conditions for REITs and market perceptions about us.





**Table of Contents***Consolidated Indebtedness as of December 31, 2018*

As of December 31, 2018, we had approximately \$651.4 million of outstanding consolidated principal indebtedness, 77.4% of which is fixed rate debt. The following table sets forth information as of December 31, 2018 with respect to our outstanding indebtedness (in thousands).

<b>Debt</b>	<b>December 31, 2018</b>	<b>Interest Rate as of December 31, 2018</b>	<b>Maturity Date</b>
Unsecured Credit Facility <sup>(1)</sup>	\$ 147,500	LIBOR <sup>(2)</sup> +1.50%	March 2022
Midland Life Insurance <sup>(3)</sup>	86,973	4.34	May 2021
Mission City	47,000	3.78	November 2027
190 Office Center <sup>(4)</sup>	41,250	4.79	October 2025
Circle Point <sup>(4)</sup>	39,650	4.49	September 2028
SanTan <sup>(4)</sup>	34,682	4.56	March 2027
Intellicenter <sup>(4)</sup>	33,481	4.65	October 2025
The Quad	30,600	4.20	September 2028
FRP Collection <sup>(4)</sup>	29,589	3.85	September 2023
2525 McKinnon	27,000	4.24	April 2027
Greenwood Blvd	22,425	4.60	December 2025
5090 N 40 <sup>th</sup> St	22,000	3.92	January 2027
AmberGlen <sup>(4)</sup>	20,000	3.69	May 2027
Lake Vista Pointe <sup>(5)</sup>	18,044	4.28	August 2024
Central Fairwinds <sup>(4)</sup>	17,882	4.00	June 2024
FRP Ingenuity Drive <sup>(5)(6)</sup>	17,000	4.44	December 2024
Carillon Point <sup>(4)</sup>	16,330	3.50	October 2023
<b>Total</b>	<b>\$ 651,406</b>		

(1) As of December 31, 2018, the Unsecured Credit Facility had \$250 million authorized and \$147.5 million was drawn. On March 15, 2018, the Company entered into a \$250 million Unsecured Credit Facility which includes an accordion feature that will permit the Company to borrow up to \$500 million, subject to customary terms and conditions. The Company's previous Secured Credit Facility was replaced and repaid in full. The Unsecured Credit Facility matures in March 2022, which may be extended to March 2023 at the Company's option upon meeting certain conditions. Borrowings under the Unsecured Credit Facility will bear an interest at a rate equal to the LIBOR rate plus a margin of between 140 to 225 basis points depending upon the Company's consolidated leverage ratio. The Unsecured Credit Facility requires the Company to maintain a fixed charge coverage ratio of no less than 1.50x.

(2) As of December 31, 2018, the one month LIBOR rate was 2.50%.

(3) The mortgage loan is cross-collateralized by DTC Crossroads, Cherry Creek and City Center. Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization. The loan bears a fixed interest rate of 4.34% and matures on May 6, 2021.

(4) The Company is subject to various debt covenants including debt service coverage ratios ( DSCR ) that under certain conditions must be maintained no less than 1.15x, 1.20x, 1.20x, 1.40x, 1.15x, 1.35x, 1.35x and 1.20x respectively for each of 190 Office Center, SanTan, Intellicenter, FRP Collection, AmberGlen, Carillon Point,

Central Fairwinds and Circle Point.

- (5) Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization.
- (6) The Company is required to maintain a minimum net worth of \$17 million, minimum liquidity of \$1.7 million and a DSCR of no less than 1.15x.

**Table of Contents****Contractual Obligations and Other Long-Term Liabilities**

The following table provides information with respect to our commitments as of December 31, 2018, including any guaranteed or minimum commitments under contractual obligations. The table does not reflect available debt extension options.

<b>Contractual Obligations</b>	<b>Payments Due by Period</b> (in thousands)				<b>More than 5 years</b>
	<b>Total</b>	<b>2019</b>	<b>2020-2021</b>	<b>2022-2023</b>	
Principal payments on mortgage loans	\$ 651,406	\$ 4,799	\$ 94,072	\$ 199,243	\$ 353,292
Interest payments <sup>(1)</sup>	157,550	27,358	51,915	35,189	43,088
Tenant-related commitments	9,271	8,301	371	599	
Ground lease obligations	50,461	563	1,125	1,056	47,717
<b>Total</b>	<b>\$ 868,688</b>	<b>\$ 41,021</b>	<b>\$ 147,483</b>	<b>\$ 236,087</b>	<b>\$ 444,097</b>

(1) Contracted interest on the floating rate debt was calculated based on the Unsecured Credit Facility balance and interest rate at December 31, 2018.

**Off-Balance Sheet Arrangements**

As of December 31, 2018, we did not have any off-balance sheet arrangements.

**Inflation**

Substantially all of our office leases provide for separate real estate tax and operating expense escalations. In addition, most of the leases provide for fixed rent increases. We believe that inflationary increases may be at least partially offset by the contractual rent increases and expense reimbursements described above.

We believe that we are less susceptible to the negative economic effects that inflation may have on our industry than many of our competitors because 77.4% of our outstanding consolidated indebtedness had a fixed contractual interest rate at December 31, 2018.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have used, and will use, derivative financial instruments to manage or hedge interest rate risks related to borrowings. We do not use derivatives for trading or speculative purposes and only enter into contracts with major financial institutions based upon their credit rating and other factors. We have entered, and we will only enter into, contracts with major financial institutions based on their credit rating and other factors. As of December 31, 2018, our Company did not have any outstanding derivatives.

The primary market risk to which we are exposed is interest rate risk. Our primary interest rate exposure is LIBOR. We primarily use fixed interest rate financing to manage our exposure to fluctuations in interest rates. We consider our interest rate exposure to be minimal because as of December 31, 2018, approximately \$503.9 million, or 77.4%, of our debt had fixed interest rates and approximately \$147.5 million, or 22.6%, had variable interest rates. A 10% increase in LIBOR would increase our interest costs by approximately \$0.4 million on debt outstanding as of December 31, 2018, and would decrease the fair value of our outstanding debt, as well as increase interest costs associated with future debt issuances or borrowings under our Unsecured Credit Facility. A 10% decrease in LIBOR would decrease our interest costs by approximately \$0.4 million on debt outstanding as of December 31, 2018, and would increase the fair value of our outstanding debt, as well as decrease interest costs associated with future debt issuances or borrowings under our Unsecured Credit Facility.

Interest risk amounts are our management's estimates based on our Company's capital structure and were determined by considering the effect of hypothetical interest rates on our financial instruments. These analyses

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do not consider the effect of any change in overall economic activity that could occur in that environment. We may take actions to further mitigate our exposure to changes in interest rates. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our Company's financial structure.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Our consolidated financial statements and supplementary data required by this Item 8 are included as a separate section of this Annual Report on Form 10-K commencing on page 51 and are incorporated herein by reference.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

## **ITEM 9A. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act of 1934, as amended (the Exchange Act)), that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized and reported within the time periods specified in the rules and regulations of the SEC and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

We have carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of our disclosure controls and procedures as of December 31, 2018, the end of the period covered by this Annual Report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer have concluded, as of December 31, 2018, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (i) is processed, recorded, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosure.

### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of Company assets are made in accordance with management authorization; and providing reasonable

assurance that unauthorized acquisition, use or disposition of Company assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected.

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Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the 2013 Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2018.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

**Changes in Internal Control over Financial Reporting**

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

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**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 is incorporated by reference to our definitive Proxy Statement for our 2019 annual stockholders meeting.

**ITEM 11. EXECUTIVE AND DIRECTOR COMPENSATION**

The information required by Item 11 is incorporated by reference to our definitive Proxy Statement for our 2019 annual stockholders meeting.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 is incorporated by reference to our definitive Proxy Statement for our 2019 annual stockholders meeting.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 is incorporated by reference to our definitive Proxy Statement for our 2019 annual stockholders meeting.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

**Fees Paid to Independent Registered Public Accounting Firm**

The information required by Item 14 is incorporated by reference to our definitive Proxy Statement for our 2019 annual stockholders meeting.



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**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

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**CITY OFFICE REIT, INC.**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE YEAR ENDED DECEMBER 31, 2018**  
**INDEX TO FINANCIAL STATEMENTS AND SCHEDULE**

	Page
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<u>Consolidated Statements of Changes of Equity for the Years Ended December 31, 2018, December 31, 2017 and December 31, 2016</u>	60
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and the Board of Directors of City Office REIT, Inc.

**Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheets of City Office REIT, Inc. (the Company) as of December 31, 2018, and 2017, the related consolidated statements of operations, changes in equity and cash flows for each of the years in the three year period ended December 31, 2018, and the related notes, and financial statement schedule III (collectively the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and 2017, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

**Change in Accounting Principle**

As discussed in Note 2 to the consolidated financial statements, the Company has changed its accounting policy for the presentation of restricted cash in the consolidated statement of cash flows due to the adoption on January 1, 2018 of ASU 2016-18, *Statement of Cash Flows: Restricted Cash*.

**Basis for Opinion**

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits 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. We believe that our audits provide a reasonable basis for our opinion.

/s/ KPMG LLP

Chartered Professional Accountants

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

Vancouver, Canada

February 27, 2019

**Table of Contents****City Office REIT, Inc.****Consolidated Balance Sheets***(In thousands, except par value and share data)*

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
<b>Assets</b>		
Real estate properties		
Land	\$ 223,789	\$ 188,110
Building and improvement	704,113	534,473
Tenant improvement	77,426	53,427
Furniture, fixtures and equipment	319	291
	1,005,647	776,301
Accumulated depreciation	(70,484)	(48,234)
	935,163	728,067
Cash and cash equivalents	16,138	12,301
Restricted cash	17,007	22,713
Rents receivable, net	26,095	20,087
Deferred leasing costs, net	10,402	7,793
Acquired lease intangible assets, net	75,501	65,088
Prepaid expenses and other assets	2,755	2,013
Assets held for sale	17,370	38,427
<b>Total Assets</b>	<b>\$ 1,100,431</b>	<b>\$ 896,489</b>
<b>Liabilities and Equity</b>		
<b>Liabilities:</b>		
Debt	\$ 645,354	\$ 489,509
Accounts payable and accrued liabilities	25,892	17,605
Deferred rent	5,331	4,223
Tenant rent deposits	4,564	3,523
Acquired lease intangible liabilities, net	8,887	8,649
Dividend distributions payable	11,148	10,318
Liabilities related to assets held for sale	878	2,830
<b>Total Liabilities</b>	<b>702,054</b>	<b>536,657</b>
<b>Commitments and Contingencies (Note 10)</b>		
<b>Equity:</b>		
6.625% Series A Preferred stock, \$0.01 par value per share, 5,600,000 shares authorized, 4,480,000 issued and outstanding as of December 31, 2018 and 2017	112,000	112,000

respectively

Common stock, \$0.01 par value, 100,000,000 shares authorized, 39,544,073 and 36,012,086 shares issued and outstanding as of December 31, 2018 and 2017

respectively	395	360
Additional paid-in capital	377,126	334,241
Accumulated deficit	(92,108)	(86,977)
<b>Total Stockholders' Equity</b>	<b>397,413</b>	<b>359,624</b>
Non-controlling interests in properties	964	208
<b>Total Equity</b>	<b>398,377</b>	<b>359,832</b>
<b>Total Liabilities and Equity</b>	<b>\$ 1,100,431</b>	<b>\$ 896,489</b>

Subsequent Events (Note 13)

*The accompanying notes are an integral part of these consolidated financial statements.*

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## City Office REIT, Inc.

## Consolidated Statements of Operations

*(In thousands, except per share data)*

	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Revenues:</b>			
Rental income	\$ 110,076	\$ 92,357	\$ 63,702
Expense reimbursement	15,906	11,164	7,140
Other	3,502	2,966	1,619
<b>Total Revenues</b>	<b>129,484</b>	<b>106,487</b>	<b>72,461</b>
<b>Operating Expenses:</b>			
Property operating expenses	49,872	42,886	28,305
General and administrative	8,137	6,792	6,429
Base management fee			109
External advisor acquisition			7,045
Acquisition costs			692
Depreciation and amortization	52,352	41,594	30,178
Impairment of real estate	3,497		
<b>Total Operating Expenses</b>	<b>113,858</b>	<b>91,272</b>	<b>72,758</b>
Operating income/(loss)	15,626	15,215	(297)
Interest Expense:			
Contractual interest expense	(22,316)	(18,721)	(13,804)
Amortization of deferred financing costs	(1,621)	(1,452)	(957)
	(23,937)	(20,173)	(14,761)
Change in fair value of earn-out			(500)
Change in fair value of contingent consideration		2,000	
Net gain on sale of real estate property	46,980	12,116	15,934
<b>Net income</b>	<b>38,669</b>	<b>9,158</b>	<b>376</b>
Less:			
Net income attributable to non-controlling interests in properties	(501)	(3,402)	(354)
Net income attributable to Operating Partnership unitholders non-controlling interests			(865)
<b>Net income/(loss) attributable to the Company</b>	<b>38,168</b>	<b>5,756</b>	<b>(843)</b>
Preferred stock distributions	(7,420)	(7,411)	(1,781)
<b>Net income/(loss) attributable to common stockholders</b>	<b>\$ 30,748</b>	<b>\$ (1,655)</b>	<b>\$ (2,624)</b>

Net income/(loss) per common share and unit:				
Basic	\$	0.82	\$ (0.05)	\$ (0.13)
Diluted	\$	0.82	\$ (0.05)	\$ (0.13)
Weighted average common shares outstanding:				
Basic		37,321	30,198	20,460
Diluted		37,670	30,198	20,460
Dividend distributions declared per common share and unit	\$	0.940	\$ 0.940	\$ 0.940

*The accompanying notes are an integral part of these consolidated financial statements.*



**Table of Contents****City Office REIT, Inc.****Consolidated Statements of Changes in Equity***(In thousands)*

	<b>Number of shares of preferred stock</b>	<b>Preferred stock</b>	<b>Number of shares of common stock</b>	<b>Common stock</b>	<b>Additional paid-in capital</b>	<b>Accumulated deficit</b>	<b>Total stockholders equity</b>	<b>Operating Partnership non- controlling interests</b>	<b>Non- controlling interests in properties</b>	<b>Total equity</b>
Balance January 1, 2016			12,518	125	95,318	(29,598)	65,845	8,550	(675)	73,720
Conversion of OP units to shares			3,206	32	10,754		10,786	(10,786)		
Restricted stock award grants and vesting			164	2	2,434		2,436			2,436
Internalization payment in shares			297	3	3,461		3,464			3,464
Earn out payment in shares			147	2	767		769	3,009		3,778
Net proceeds from sale of common stock			8,050	80	86,705		86,785			86,785
Net proceeds from sale of preferred stock	4,480	112,000			(3,873)		108,127			108,127
Common stock dividend distributions declared						(21,386)	(21,386)	(1,530)		(22,916)
Preferred stock dividend distributions declared						(1,781)	(1,781)			(1,781)
Contributions									2,525	2,525
Distributions									(455)	(455)
Net (loss)/income						(843)	(843)	865	354	376
Balance December 31, 2016	4,480	112,000	24,382	244	195,566	(53,608)	254,202	108	1,749	256,059
Conversion of OP units to shares			40		108		108	(108)		
Restricted stock award grants and vesting			90	1	1,741	(71)	1,671			1,671
			11,500	115	136,826		136,941			136,941

Net proceeds from sale of common stock										
Common stock dividend distributions declared						(31,148)	(31,148)			(31,148)
Preferred stock dividend distributions declared						(7,906)	(7,906)			(7,906)
Distributions								(4,943)		(4,943)
Net income						5,756	5,756	3,402		9,158
Balance December 31, 2017	4,480	112,000	36,012	360	334,241	(86,977)	359,624	208		359,832
Restricted stock award grants and vesting			121	1	1,641	(312)	1,330			1,330
Net proceeds from sale of common stock			3,411	34	42,868		42,902			42,902
Common stock dividend distributions declared						(35,567)	(35,567)			(35,567)
Preferred stock dividend distributions declared						(7,420)	(7,420)			(7,420)
Minority interest buyout					(1,624)		(1,624)	485		(1,139)
Contributions								297		297
Distributions								(527)		(527)
Net income						38,168	38,168	501		38,669
Balance December 31, 2018	\$ 4,480	\$ 112,000	\$ 39,544	\$ 395	\$ 377,126	\$ (92,108)	\$ 397,413	\$ 964		\$ 398,377

*The accompanying notes are an integral part of these consolidated financial statements.*

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## City Office REIT, Inc.

## Consolidated Statements of Cash Flows

*(In thousands)*

	Years Ended December 31,		
	2018	2017	2016
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 38,669	\$ 9,158	\$ 376
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	52,352	41,594	30,178
Amortization of deferred financing costs	1,621	1,452	957
Amortization of above/below market leases	(182)	(337)	299
Increase in straight-line rent	(4,703)	(2,820)	(3,751)
Non-cash stock compensation	1,416	1,671	2,436
Earn-out termination payment		(2,400)	500
Internalization shares issued			3,464
Net gain on sale of real estate property	(46,980)	(12,116)	(15,934)
Impairment of real estate	3,497		
Changes in non-cash working capital:			
Rents receivable, net	(1,602)	(1,647)	(4,331)
Prepaid expenses and other assets	(353)	349	(587)
Accounts payable and accrued liabilities	(910)	670	3,135
Deferred rent	(834)	324	2,743
Tenant rent deposits	196	655	(338)
<b>Net Cash Provided By Operating Activities</b>	<b>42,187</b>	<b>36,553</b>	<b>19,147</b>
<b>Cash Flows to Investing Activities:</b>			
Additions to real estate properties	(23,586)	(8,189)	(8,729)
Acquisition of real estate	(254,514)	(249,299)	(248,957)
Net proceeds from sale of real estate	84,839	18,479	43,525
Deferred leasing costs	(4,048)	(4,289)	(2,074)
<b>Net Cash Used In Investing Activities</b>	<b>(197,309)</b>	<b>(243,298)</b>	<b>(216,235)</b>
<b>Cash Flows from Financing Activities:</b>			
Net proceeds from sale of preferred stock			108,127
Net proceeds from sale of common stock	42,902	136,941	86,785
Debt issuance and extinguishment costs	(2,963)	(3,202)	(2,955)
Proceeds from mortgage loans payable	95,749	166,340	47,938
Repayment of mortgage loans payable	(52,820)	(27,772)	(20,199)
Proceeds from credit facility	303,000	226,000	95,500
Repayment of credit facility	(189,000)	(245,000)	(93,000)

Shares withheld for payment of taxes on restricted stock unit vesting	(87)		
Minority interest buyout	(1,140)		
Contributions from non-controlling interests in properties	297		2,525
Distributions to non-controlling interests in properties	(527)	(4,943)	(455)
Dividend distributions paid to stockholders and Operating Partnership unitholders	(42,158)	(36,256)	(20,841)
<b>Net Cash Provided By Financing Activities</b>	<b>153,253</b>	<b>212,108</b>	<b>203,425</b>
<b>Net (Decrease)/Increase in Cash, Cash Equivalents and Restricted Cash</b>	<b>(1,869)</b>	<b>5,363</b>	<b>6,337</b>

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	<b>Years Ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
<b>Cash, Cash Equivalents and Restricted Cash, Beginning of Period</b>	<b>35,014</b>	<b>29,651</b>	<b>23,314</b>
<b>Cash, Cash Equivalents and Restricted Cash, End of Period</b>	<b>\$ 33,145</b>	<b>\$ 35,014</b>	<b>\$ 29,651</b>
<b>Reconciliation of Cash, Cash Equivalents and Restricted Cash:</b>			
Cash and Cash Equivalents, End of Period	<b>16,138</b>	<b>12,301</b>	<b>13,703</b>
Restricted Cash, End of Period	<b>17,007</b>	<b>22,713</b>	<b>15,948</b>
<b>Cash, Cash Equivalents and Restricted Cash, End of Period</b>	<b>\$ 33,145</b>	<b>\$ 35,014</b>	<b>\$ 29,651</b>
<b>Supplemental Disclosures of Cash Flow Information:</b>			
Cash paid for interest	\$ 22,131	\$ 18,408	\$ 13,621
Earn-out payment in common stock	\$	\$	\$ 3,778
Purchases of additions in real estate properties included in accounts payable	\$ 6,791	\$ 2,616	\$ 1,565
Purchases of deferred leasing costs included in accounts payable	\$ 654	\$ 815	\$ 19

*The accompanying notes are an integral part of these consolidated financial statements.*

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**City Office REIT, Inc.**

**Notes to Consolidated Financial Statements**

**1. Organization and Description of Business**

City Office REIT, Inc. (the Company) was organized in the state of Maryland on November 26, 2013. On April 21, 2014, the Company completed its initial public offering (IPO) of shares of the Company's common stock. The Company contributed the net proceeds of the IPO to City Office REIT Operating Partnership, L.P., a Maryland limited partnership (the Operating Partnership), in exchange for common units of limited partnership interest in the Operating Partnership (common units).

The Company's interest in the Operating Partnership entitles the Company to share in distributions from, and allocations of profits and losses of, the Operating Partnership in proportion to the Company's percentage ownership of common units. As the sole general partner of the Operating Partnership, the Company has the exclusive power under the Operating Partnership's partnership agreement to manage and conduct the Operating Partnership's business, subject to limited approval and voting rights of the limited partners.

The Company has elected to be taxed and will continue to operate in a manner that will allow it to continue to qualify as a real estate investment trust (REIT) under the Internal Revenue Code of 1986, as amended (the Code). Subject to qualification as a REIT, the Company will be permitted to deduct dividend distributions paid to its stockholders, eliminating the U.S. federal taxation of income represented by such distributions at the Company level. REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and, for years prior to 2018, any applicable alternative minimum tax.

**2. Summary of Significant Accounting Policies**

***Basis of Preparation and Summary of Significant Accounting Policies***

The accompanying consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States (GAAP) and include the financial position and results of operations of the Company, the Operating Partnership and its subsidiaries. All significant intercompany transactions and balances have been eliminated on consolidation.

***Use of Estimates***

The Company has made a number of significant estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses to prepare these consolidated financial statements in conformity with GAAP. Significant estimates made include the recoverability of accounts receivable, allocation of property purchase price to tangible and intangible assets acquired and liabilities assumed, the determination of impairment of long-lived assets and the useful lives of long-lived assets. These estimates and assumptions are based on our best estimates and judgment. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions. Management adjusts such estimates when facts and circumstances dictate. Actual results could differ materially from those estimates.

***Cash and Cash Equivalents***

Cash and cash equivalents include unrestricted cash and short-term investments with a maturity date of less than three months when acquired.

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### ***Restricted Cash***

Restricted cash consists of cash held in escrow by lenders pursuant to certain lender agreements and cash received from contracted building sales.

### ***Rent Receivable, Net***

The Company continuously monitors collections from tenants and makes a provision for estimated losses based upon historical experience and any specific tenant collection issues that the Company has identified.

### ***Business Combinations***

When a property is acquired, management considers the substance of the agreement in determining whether the acquisition represents an asset acquisition or a business combination. Upon acquisitions of properties that constitutes a business, the fair value of the real estate acquired, which includes the impact of fair value adjustments for assumed mortgage debt related to property acquisitions, is allocated to the acquired tangible assets, consisting of land, buildings and improvements and identified intangible assets and liabilities, consisting of the value of above-market and below-market leases, other value of in-place leases and value of tenant relationships, based in each case on their fair values. For acquisitions that do not meet the business combination accounting criteria, these are accounted for as asset acquisitions. The Company allocates the cost of the acquisition, which includes any associated acquisition costs to individual assets and liabilities assumed on a relative fair value basis. Also, non-controlling interests acquired are recorded at estimated fair market value.

The fair value of the tangible assets of an acquired property (which includes land, buildings and improvements and fixtures and equipment) is determined by valuing the property as if it were vacant. The as-if-vacant value is then allocated to land and buildings and improvements based on management's determination of relative fair values of these assets. Factors considered by management in performing these analyses include an estimate of carrying costs during the expected lease-up periods considering current market conditions and costs to execute similar leases. In estimating carrying costs, management includes real estate taxes, insurance and other operating expenses and estimates of lost rental revenue during the expected lease-up periods based on current market demand. Management also estimates costs to execute similar leases including leasing commissions.

The fair value of above-market and below-market lease values are recorded based on the difference between the current in-place lease rent and management's estimate of current market rents. Below-market lease intangibles are recorded as part of acquired lease intangibles liability and amortized into rental revenue over the non-cancelable periods and bargain renewal periods of the respective leases. Above-market leases are recorded as part of intangible assets and amortized as a direct charge against rental revenue over the non-cancelable portion of the respective leases.

The fair value of acquired in-place leases are recorded based on the costs management estimates the Company would have incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the fair value of leasing commissions and legal costs that would be incurred to lease the property to this occupancy level. Additionally, management evaluates the time period over which such occupancy level would be achieved and includes an estimate of the net operating costs incurred during the lease-up period. Acquired in-place leases are amortized on a straight-line basis over the term of the individual leases.

### ***Revenue Recognition***



The Company recognizes lease revenue on a straight-line basis over the term of the lease. Certain leases allow for the tenant to terminate the lease, but the tenant must make a termination payment as stipulated in the lease. If the termination payment is in such an amount that continuation of the lease appears, at the time of lease

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inception, to be reasonably assured, then the Company recognizes revenue over the term of the lease. The Company has determined that for these leases, the termination payment is in such an amount that continuation of the lease appears, at the time of inception, to be reasonably assured. The Company recognizes lease termination fees as revenue in the period received and writes off unamortized lease-related intangible and other lease-related account balances, provided there are no further Company obligations under the lease. Otherwise, such fees and balances are recognized on a straight-line basis over the remaining obligation period with the termination payments being recorded as a component of rent receivable-deferred or deferred revenue on the consolidated balance sheets.

If the Company funds tenant improvements and the improvements are deemed to be owned by the Company, revenue recognition will commence when the improvements are substantially completed and possession or control of the space is turned over to the tenant. If the Company determines that the tenant allowances are lease incentives, the Company commences revenue recognition when possession or control of the space is turned over to the tenant for tenant work to begin. The lease incentive is recorded as a deferred expense and amortized as a reduction of revenue on a straight-line basis over the respective lease term.

Recoveries from tenants for real estate taxes, insurance and other operating expenses are recognized as revenues in the period that the applicable costs are incurred. The Company recognizes differences between estimated recoveries and the final billed amounts in the subsequent year. Final billings to tenants for real estate taxes, insurance and other operating expenses did not vary significantly as compared to the estimated receivable balances.

***Real Estate Properties***

Real estate properties are stated at cost less accumulated depreciation, except land. Depreciation is computed on the straight-line basis over estimated useful lives of:

	<b>Years</b>
Buildings and improvement	29-50
Site improvement	4-23
Furniture, fixtures and equipment	4-7

Expenditures for maintenance and repairs are charged to operations as incurred.

***Impairment of Real Estate Properties***

Long-lived assets currently in use are reviewed periodically for possible impairment and will be written down to fair value if considered impaired. Long-lived assets, to be disposed of, are written down to the lower of cost or fair value less the estimated cost to sell. The Company reviews its real estate properties for impairment when there is an event or a change in circumstances that indicates that the carrying amount may not be recoverable. The Company measures and records impairment losses and reduces the carrying value of properties when indicators of impairment are present and the expected undiscounted cash flows related to those properties are less than their carrying amounts. In cases where the Company does not expect to recover its carrying costs on properties held for use, the Company reduces its carrying costs to fair value.

***Variable Interest Entities***

The Company consolidates variable interest entities ( VIE ) if the Company determines that it is the primary beneficiary of the entity. When evaluating the accounting for a VIE, the Company considers the purpose for which the VIE was

created, the importance of each of the activities in which it is engaged and our decision-making role, if any, in those activities that significantly determine the entity's economic performance relative to other economic interest holders. The Company determines the rights, if any, to receive benefits or the obligation to absorb losses that could potentially be significant to the VIE by considering the economic interest in the entity, regardless of form, which may include debt, equity, management and servicing fees, or other contractual arrangements. The Company considers other relevant factors including each entity's capital structure, contractual

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rights to earnings (losses), subordination of the Company's interests relative to those of other investors, contingent payments, and other contractual arrangements that may be economically significant.

### ***Concentration of Credit Risk***

The Company places its temporary cash investments in high credit financial institutions. However, a portion of temporary cash investments may exceed FDIC insured levels from time to time. The Company has never experienced any losses related to these balances.

### ***Income Taxes***

The Company has elected to be taxed, and intends to continue to operate in a manner that will allow it to continue to qualify, as a REIT. To qualify as a REIT, the Company is required to distribute dividends equal to at least 90% of its REIT taxable income (computed without regard to the deduction for dividends paid and excluding net capital gains) to its stockholders, and meet the various other requirements imposed by the Code relating to matters such as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided the Company qualifies for taxation as a REIT, it is generally not subject to U.S. federal corporate-level income tax on the earnings distributed currently to its stockholders. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to U.S. federal and state income tax on its taxable income at regular corporate tax rates and, for years prior to 2018, any applicable alternative minimum tax. In addition, the Company may not be able to re-elect as a REIT for the four subsequent taxable years.

### ***Non-controlling Interests***

The Company follows the provisions pertaining to non-controlling interests of ASC Topic 810. A non-controlling interest is the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. Among other matters, the non-controlling interest standards require that non-controlling interests be reported as part of equity in the consolidated balance sheet (separately from the controlling interest's equity).

### ***Equity-Based Compensation***

The Company accounts for equity-based compensation, including shares of restricted stock units, in accordance with ASC Topic 718 Compensation—Stock Compensation, which requires the Company to recognize an expense for the fair value of equity-based awards. The estimated fair value of restricted stock units is amortized over their respective vesting periods.

### ***Earnings per Common Share***

The Company calculates net income per common share based upon the weighted average shares outstanding for the years ended December 31, 2018 and December 31, 2017 and December 31, 2016. Diluted earnings per share is calculated after giving effect to all potential dilutive shares outstanding during the period.

### ***Derivative Instruments and Hedging Activities***

The Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. The Company has not elected to designate any instruments as a hedge.

***Fair Value of Financial Instruments***

ASC 820-10, Fair Value Measurements and Disclosures ( ASC 820-10 ) establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

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Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which is typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

### ***Deferred Leasing Costs***

Fees and costs paid in the successful negotiation of leases are deferred and amortized on a straight-line basis over the terms of the respective leases.

### ***Segment Reporting***

The Company operates in one industry segment, commercial real estate.

### ***New Accounting Pronouncements***

#### ***Adopted in the Current Year***

Effective January 1, 2018, the Company adopted FASB ASU 2014-09, Revenue From Contracts with Customers, on a modified retrospective basis. The standard is principle-based and provides a five-step model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which it expects to be entitled in exchange for those goods or services. The Company has reviewed its revenue streams and determined that the majority are under the guidance of ASU 2016-02, Leases. Net gain on sale of real estate is under the guidance of ASU 2017-05, Other Income. The adoption of this guidance did not have a material impact to the Company's condensed consolidated financial statements or notes to our condensed consolidated financial statements.

Effective January 1, 2018, the Company adopted FASB ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in ASU 2016-01 address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The adoption of this guidance did not have a material impact to the Company's condensed consolidated financial statements.

Effective January 1, 2018, the Company adopted FASB ASU 2016-15, Statement of Cash Flow: Classification of Certain Cash Receipts and Cash Payments, on a retrospective basis.

Effective January 1, 2018, the Company adopted FASB ASU 2016-18, Statement of Cash Flows: Restricted Cash, on a retrospective basis. The update required the statement of cash flows to explain the changes during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents.

#### ***To be Adopted in Future Years***

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In February 2016, the FASB established Topic 842, Leases, by issuing Accounting Standards Update No. 2016-02, which requires lessors to classify leases as a sales-type, direct financing, or operating lease and

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requires lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements. Topic 842 was subsequently amended by ASU No. 2018-01, Land Easement Practical Expedient for Transition to Topic 842; ASU No. 2018-10, Codification Improvements to Topic 842, Leases; and ASU No. 2018-11, Targeted Improvements. Upon adoption of the new standard on January 1, 2019, the Company expects to elect the following practical expedients:

Transition method practical expedient permits the Company to use the effective date as the date of initial application. Consequently, financial information and disclosures for periods before January 1, 2019 will not be updated.

Package of practical expedients permits the Company not to reassess under the new standard its prior conclusions about lease identification, lease classification, and initial direct costs.

Single component practical expedient permits the Company to not separate lease and non-lease components of leases.

Short-term lease practical expedient for operating leases with a term equal to or less than 12 months, permits the Company to not recognize right-of-use ( ROU ) assets or lease liabilities.

The Company does not expect to elect the use-of-hindsight or the practical expedient pertaining to land easements; the latter not being applicable.

### *Lessor Accounting*

The accounting for lessors will remain largely unchanged from current GAAP; however, the standard requires that certain initial direct costs be expensed rather than capitalized.

While the new standard identifies common area maintenance as a non-lease component of lease contracts, the Company expects to apply the practical expedient to account for its leases and associated common area maintenance service components as a single, combined operating lease component accounted for under the new leasing standard. Consequently, the Company does not expect the new guidance on contract components to significantly affect its accounting of common area maintenance.

While the Company does not anticipate any material change to the accounting for leases under which it is a lessor, the Company continues to evaluate the impact this ASU will have on the accounting for its leasing arrangements as well as its disclosures within the notes of the financial statements.

### *Lessee Accounting*

The new standard requires a lessee to recognize a ROU asset and lease liability on the balance sheet for all leases with a term longer than 12 months. Leases will be classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.



While the Company continues to assess all of the effects of adoption, the Company currently believe the most significant effects relate to (1) the recognition of new ROU assets and lease liabilities on the balance sheet for its ground operating leases, real estate operating leases, and office/equipment operating leases; and (2) providing significant new disclosures about its leasing activities.

On adoption, the Company will recognize additional ROU assets and lease liabilities for operating leases in an amount not expected to exceed \$12 million.

**Table of Contents****3. Rents Receivable, Net**

The Company's rents receivable is comprised of the following components (in thousands):

	<b>December 31, 2018</b>	<b>December 31, 2017</b>
Billed receivables	\$ 2,383	\$ 1,905
Straight-line receivables	23,712	18,182
<b>Total rents receivable</b>	<b>\$ 26,095</b>	<b>\$ 20,087</b>

As of December 31, 2018, and 2017, the Company's allowance for doubtful accounts was not significant.

**4. Real Estate Investments***Acquisitions*

During the years ended December 31, 2018, December 31, 2017 and December 31, 2016 the Company acquired the following properties:

<b>Property</b>	<b>Date Acquired</b>	<b>Percentage Owned</b>
Camelback Square	December 2018	100%
Greenwood Blvd	December 2018	100%
Circle Point Land	December 2018	100%
The Quad	July 2018	100%
Circle Point	July 2018	100%
Pima Center	April 2018	100%
Papago Tech	October 2017	100%
Mission City and Sorrento Mesa	September 2017	100%
2525 McKinnon	January 2017	100%
SanTan	December 2016	100%
5090 N 40th St	November 2016	100%
Park Tower	November 2016	95%
FRP Collection	July 2016	95%
Carillon Point	June 2016	100%

Camelback Square, Greenwood Blvd, Circle Point Land, The Quad, Circle Point, Pima Center, Papago Tech, Mission City, Sorrento Mesa, and 2525 McKinnon have been accounted for as asset acquisitions. SanTan, 5090 N 40th St, Park Tower, FRP Collection, and Carillon Point were accounted for as business combinations.

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The following table summarizes the Company's allocations of the purchase price of assets acquired and liabilities assumed during the year ended December 31, 2018 (in thousands):

	<b>Pima Center</b>	<b>Circle Point</b>	<b>The Quad</b>	<b>Circle Point Land</b>	<b>Greenwood Blvd</b>	<b>Camelback Square</b>	<b>Total December 31, 2018</b>
Land	\$	\$ 8,744	\$ 8,079	\$ 4,937	\$ 3,945	\$ 11,738	\$ 37,443
Buildings and improvements	42,235	33,708	38,060		23,741	35,532	173,276
Tenant improvements	2,898	5,393	1,798		2,278	2,390	14,757
Acquired intangible assets	10,691	10,299	4,209		4,578	4,304	34,081
Prepaid expenses and other assets	95	25	15		15	10	160
Accounts payable and other liabilities	(337)	(1,157)	(527)	(72)	(96)	(421)	(2,610)
Lease intangible liabilities	(129)	(390)	(1,247)			(827)	(2,593)
<b>Total consideration</b>	<b>\$ 55,453</b>	<b>\$ 56,622</b>	<b>\$ 50,387</b>	<b>\$ 4,865</b>	<b>\$ 34,461</b>	<b>\$ 52,726</b>	<b>\$ 254,514</b>

Consideration paid on acquisitions was in the form of cash and debt.

The following table summarizes the Company's allocations of the purchase price of assets acquired and liabilities assumed during the year ended December 31, 2017 (in thousands):

	<b>2525 McKinnon</b>	<b>Mission City and Sorrento Mesa</b>	<b>Papago Tech</b>	<b>Total December 31, 2017</b>
Land	\$ 10,629	\$ 66,097	\$ 10,746	\$ 87,472
Buildings and improvements	33,357	78,072	17,469	128,898
Tenant improvements	1,158	8,393	2,293	11,844
Acquired intangible assets	3,267	22,846	2,816	28,929
Prepaid expenses and other assets		140	10	150
Accounts payable and other liabilities	(190)	(1,507)	(246)	(1,943)
Lease intangible liabilities	(2,186)	(3,766)	(99)	(6,051)
<b>Total Consideration</b>	<b>\$ 46,035</b>	<b>\$ 170,275</b>	<b>\$ 32,989</b>	<b>\$ 249,299</b>

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The following table summarizes the Company's allocations of the purchase price of assets acquired and liabilities assumed during the year ended December 31, 2016 (in thousands):

	<b>Carillon Point</b>	<b>FRP Collection</b>	<b>Park Tower</b>	<b>5090 N 40<sup>TH</sup> St</b>	<b>SanTan</b>	<b>Total December 31, 2016</b>
Land	\$ 5,172	\$ 7,031	\$ 3,484	\$ 6,696	\$ 6,803	\$ 29,186
Buildings and improvements	14,500	36,480	66,967	31,465	35,202	184,614
Tenant improvements	2,816	2,219	1,689	658	1,984	9,366
Acquired intangible assets	3,851	3,932	8,324	3,616	10,284	30,007
Prepaid expenses and other assets	73	101	307			481
Accounts payable and other liabilities	(217)	(532)	(296)	(448)	(544)	(2,037)
Lease intangible liabilities	(353)		(773)	(604)	(930)	(2,660)
<b>Total Consideration</b>	<b>\$ 25,842</b>	<b>\$ 49,231</b>	<b>\$ 79,702</b>	<b>\$ 41,383</b>	<b>\$ 52,799</b>	<b>\$ 248,957</b>

The operating results of acquired properties meeting the definition of a business, during the year ended December 31, 2016, since the date of acquisition have been included in the Company's consolidated financial statements. Properties acquired in 2018 and 2017 were accounted for as asset acquisitions pursuant to ASU 2017-01. The following table represents the results of the properties' operations from the date of acquisition for properties acquired during the year that is presented (in thousands):

	<b>Year ended December 31, 2016</b>
Operating revenues	\$ 7,215
Operating expenses	(7,433)
Interest	(589)
	\$ (807)

***Sale of Real Estate Property***

On March 8, 2018, the Company sold the Washington Group Plaza property in Boise, Idaho for \$86.5 million, resulting in an aggregate net gain of \$47.0 million, net of \$1.7 million in costs, which has been classified as net gain on sale of real estate property in the condensed consolidated statements of operations. In connection with the sale of the property, certain debt repayments were made.

On May 2, 2017, the Company sold the 1400 and 1600 buildings at the AmberGlen property in Portland, Oregon, and its related assets and liabilities, for a sales price of \$18.9 million, resulting in an aggregate net gain of \$12.1 million, net of \$2.0 million in costs, which has been classified as net gain on sale of real estate property in the consolidated statements of operations. In connection with the sale of the property, certain debt repayments were made.

On June 15, 2016, the Company sold the Corporate Parkway property in Allentown, Pennsylvania, and its related assets and liabilities, for a sales price of \$44.9 million, resulting in an aggregate net gain of \$15.9 million, net of \$2.0 million in costs, which has been classified as net gain on sale of real estate property in the consolidated statements of operations. In connection with the sale of the property, certain debt repayments were made. Proceeds from the sale were applied subsequently in a like-kind exchange so as to qualify for tax-deferred treatment under Section 1031 of the Code.

***Assets Held for Sale***

On November 30, 2018, the Company entered into a Purchase and Sale agreement to sell the Plaza 25 property for \$17.9 million. The Company determined that the property met the criteria for classification as held

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for sale as of December 31, 2018. Upon classification as held for sale, we recognized an impairment charge of \$3.5 million to lower the carrying amount of the property to its estimated fair value less cost to sell. As of December 31, 2018, a \$0.5 million non-refundable deposit has been received. In February 2019, the Company completed the sale of the Plaza 25 property. This transaction closed on February 7, 2019.

The property has been classified as held for sale as of December 31, 2018 (in thousands):

	<b>Plaza 25</b>
<b>December 31, 2018</b>	
Real estate properties, net	\$ 16,149
Deferred leasing costs, net	419
Acquired lease intangible assets, net	11
Rents receivable, prepaid expenses and other assets	791
<b>Assets held for sale</b>	<b>\$ 17,370</b>
Accounts payable, accrued expenses, deferred rent and tenant rent deposits	(878)
<b>Liabilities related to assets held for sale</b>	<b>\$ (878)</b>

On September 21, 2016, we entered into a Purchase and Sale agreement to sell the Washington Group Plaza property for \$86.5 million. The transaction closed in March 2018. The property was presented as held for sale as of December 31, 2017 (in thousands):

	<b>Washington Group Plaza</b>
<b>December 31, 2017</b>	
Real estate properties, net	\$ 34,543
Deferred leasing costs, net	1,295
Acquired lease intangible assets, net	817
Rents receivable, prepaid expenses and other assets	1,772
<b>Assets held for sale</b>	<b>\$ 38,427</b>
Acquired lease intangibles liabilities, net	(2)
Accounts payable, accrued expenses, deferred rent and tenant rent deposits	(2,828)
<b>Liabilities related to assets held for sale</b>	<b>\$ (2,830)</b>

**Variable Interest Entities**

As of December 31, 2017 the Company had entered into a purchase and sale transaction in accordance with Section 1031 of the Internal Revenue Code of 1986, as amended, for the exchange of like-kind property to defer

taxable gains on the sale of properties ( 1031 Exchange ). For reverse transactions under a 1031 Exchange in which the Company purchases new properties prior to selling the property to be matched in the like-kind exchange, legal title to the new properties is held by a Qualified Intermediary engaged to execute the 1031 Exchange until the sale transaction and the 1031 Exchange is completed. The Company retained essentially all of the legal and economic benefits and obligations related to Mission City, Sorrento Mesa and Papago Tech prior to completion of the 1031 Exchanges. As such, Mission City, Sorrento Mesa and Papago Tech are included in the December 31, 2017 Consolidated Balance Sheet and Consolidated Statement of Operations as a VIE.

**Table of Contents****5. Lease Intangibles**

Lease intangibles and the value of assumed lease obligations as of December 31, 2018 and December 31, 2017 were comprised as follows (in thousands):

	Lease Intangible Assets					Lease Intangible Liabilities		
	Above Market Leases	Below Market Ground Lease <sup>(1)</sup>	In Place Leases	Leasing Commissions	Total	Below Market Leases	Below Market Ground Lease <sup>(1)</sup>	Total
<b>December 31, 2018</b>								
Cost	\$ 10,595	\$ 1,855	\$ 82,474	\$ 31,706	\$ 126,630	\$ (12,925)	\$ (138)	\$ (13,063)
Accumulated amortization	(4,800)	(19)	(34,273)	(12,037)	(51,129)	4,140	36	4,176
	\$ 5,795	\$ 1,836	\$ 48,201	\$ 19,669	\$ 75,501	\$ (8,785)	\$ (102)	\$ (8,887)

	Lease Intangible Assets					Lease Intangible Liabilities		
	Above Market Leases	Below Market Ground Lease	In Place Leases	Leasing Commissions	Total	Below Market Leases	Below Market Ground Lease <sup>(1)</sup>	Total
<b>December 31, 2017</b>								
Cost	\$ 9,082	\$	\$ 71,426	\$ 27,706	\$ 108,214	\$ (11,608)	\$ (138)	\$ (11,746)
Accumulated amortization	(3,215)		(30,613)	(9,298)	(43,126)	3,065	32	3,097
	\$ 5,867	\$	\$ 40,813	\$ 18,408	\$ 65,088	\$ (8,543)	\$ (106)	\$ (8,649)

(1) For the below market ground lease asset the Company is the lessee, whereas, for the below market ground lease liability the Company is the lessor.

The estimated aggregate amortization expense for lease intangibles for the five succeeding years and in the aggregate are as follows (in thousands):

2019	\$ 19,824
2020	17,333
2021	14,057
2022	6,191
2023	3,215
Thereafter	5,994
	\$ 66,614





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The following table summarizes the secured indebtedness as of December 31, 2018 and 2017 (in thousands):

<b>Property</b>	<b>December 31, 2018</b>	<b>December 31, 2017</b>	<b>Interest Rate as of December 31, 2018</b>	<b>Maturity</b>
Unsecured Credit Facility <sup>(1)</sup>	\$ 147,500	\$	LIBOR +1.50% <sup>(2)</sup>	March 2022
Midland Life Insurance <sup>(3)</sup>	86,973	88,582	4.34	May 2021
Mission City	47,000	47,000	3.78	November 2027
190 Office Center <sup>(4)</sup>	41,250	41,250	4.79	October 2025
Circle Point <sup>(4)</sup>	39,650		4.49	September 2028
SanTan <sup>(4)</sup>	34,682	35,100	4.56	March 2027
Intellicenter <sup>(4)</sup>	33,481	33,563	4.65	October 2025
The Quad	30,600		4.20	September 2028
FRP Collection <sup>(4)</sup>	29,589	30,174	3.85	September 2023
2525 McKinnon	27,000	27,000	4.24	April 2027
Greenwood Blvd <sup>(4)</sup>	22,425		4.60	December 2025
5090 N 40th St	22,000	22,000	3.92	January 2027
AmberGlen <sup>(4)</sup>	20,000	20,000	3.69	May 2027
Lake Vista Pointe <sup>(5)</sup>	18,044	18,358	4.28	August 2024
Central Fairwinds <sup>(4)</sup>	17,882	15,107	4.00	June 2024
FRP Ingenuity Drive <sup>(5)(6)</sup>	17,000	17,000	4.44	December 2024
Carillon Point <sup>(4)</sup>	16,330	16,671	3.50	October 2023
Washington Group Plaza		32,290		
Plaza 25		16,882		
Secured Credit Facility		33,500		
<b>Total Principal</b>	<b>651,406</b>	<b>494,477</b>		
Deferred financing costs, net	(6,052)	(4,968)		
<b>Total</b>	<b>\$ 645,354</b>	<b>\$ 489,509</b>		

All interest rates are fixed interest rates with the exception of the unsecured credit facility ( Unsecured Credit Facility ) as explained in footnote 1 below.

- (1) As of December 31, 2018, the Unsecured Credit Facility had \$250 million authorized and \$147.5 million was drawn. On March 15, 2018, the Company entered into a \$250 million Unsecured Credit Facility which includes an accordion feature that will permit the Company to borrow up to \$500 million, subject to customary terms and conditions. The Company's previous secured credit facility was replaced and repaid in full. The Unsecured Credit Facility matures in March 2022, which may be extended to March 2023 at the Company's option upon meeting certain conditions. Borrowings under the Unsecured Credit Facility will bear an interest at a rate equal to the LIBOR rate plus a margin of between 140 to 225 basis points depending upon

the Company's consolidated leverage ratio. The Unsecured Credit Facility requires the Company to maintain a fixed charge coverage ratio of no less than 1.50x.

- (2) As of December 31, 2018, the one month LIBOR rate was 2.50%.
- (3) The mortgage loan is cross-collateralized by DTC Crossroads, Cherry Creek and City Center. Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization. The loan bears a fixed interest rate of 4.34% and matures on May 6, 2021.
- (4) The Company is subject to various debt covenants including debt service coverage ratios ( DSCR ) that under certain conditions must be maintained no less than 1.15x, 1.20x, 1.20x, 1.40x, 1.15x, 1.35x, 1.35x, 1.20x and 1.35x respectively for each of 190 Office Center, SanTan, Intellicenter, FRP Collection, AmberGlen, Carillon Point, Central Fairwinds, Circle Point and Greenwood Blvd.
- (5) Interest on mortgage loan is payable monthly plus principal based on 360 months of amortization.
- (6) The Company is required to maintain a minimum net worth of \$17 million, minimum liquidity of \$1.7 million and a DSCR of no less than 1.15x.

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The scheduled principal repayments of mortgage payable as of December 31, 2018 are as follows (in thousands):

2019	\$ 4,799
2020	5,831
2021	88,241
2022	152,568
2023	46,675
Thereafter	353,292
	<b>\$ 651,406</b>

**7. Fair Value of Financial Instruments**

Fair value measurements are based on assumptions that market participants would use in pricing an asset or a liability. The hierarchy for inputs used in measuring fair value is as follows:

Level 1 Inputs quoted prices in active markets for identical assets or liabilities

Level 2 Inputs observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3 Inputs unobservable inputs

As of December 31, 2018 and 2017, the Company did not have any hedges or derivatives.

On February 15, 2017, the Company entered into a Termination and Mutual Release Agreement with Second City that terminated our obligation to make any future earn-out payments associated with the Central Fairwinds property in exchange for a cash payment of \$2.4 million, which was made to Second City on February 21, 2017. As a result of the agreement, the earn-out liability was settled (see Note 8).

*Cash and Cash Equivalents, Restricted Cash, Rents Receivable, Accounts Payable and Accrued Liabilities*

The Company estimates that the fair value approximates carrying value due to the relatively short-term nature of these instruments.

*Fair Value of Financial Instruments Not Carried at Fair Value*

With the exception of fixed rate mortgage loans payable, the carrying amounts of the Company's financial instruments approximate their fair value. The Company determines the fair value of its fixed rate mortgage loan payable based on a discounted cash flow analysis using a discount rate that approximates the current borrowing rates for instruments of similar maturities. Based on this, the Company has determined that the fair value of these instruments was \$503.3 million and \$462.3 million as of December 31, 2018 and December 31, 2017, respectively. Accordingly, the fair value of mortgage loans payable have been classified as Level 3 fair value measurements.

**8. Related Party Transactions***Administrative Services Agreement*

On October 29, 2018, the Company entered into the First Amendment (the Amendment ) to the Administrative Services Agreement with real estate investment funds affiliated with Second City Capital II Corporate and Second City Real Estate II Corporation ( SCRE II ). The terms of the Amendment were effective on February 1, 2019 (the Effective Date ). After February 1, 2019, the annual fees payable to the Company will be \$500,000 for the first twelve months following the Effective Date and thereafter an amount equal to 40% of the management fee paid to SCRE II by the fund managed by SCRE II.

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During the years ended December 31, 2018, 2017, and 2016, the Company earned \$0.7 million, \$1.2 million, and \$1.4 million, respectively, in administrative services performed for Second City Real Estate II Corporation and its affiliates ( Second City ).

**Earn-Out Payment**

During the years ended December 31, 2018, 2017 and 2016, payments of approximately \$0, \$2.4 million and \$3.8 million, respectively, were made to Second City under the Earn-Out provision.

**Minority Interest Buy Out**

On August 1, 2018, the Company signed an agreement with Second City Capital Partners II, Limited Partnership whereby Second City agreed to sell its seven percent minority interest in Central Fairwinds Limited Partnership to the Company for \$1.1 million. As a result of the agreement the Company s ownership percentage in Central Fairwinds Limited Partnership is 97%.

**9. Future Minimum Rent Schedule**

Future minimum lease payments to be received as of December 31, 2018 under noncancellable operating leases for the next five years and thereafter are as follows (in thousands):

2019	\$ 112,848
2020	101,448
2021	89,496
2022	71,270
2023	52,615
Thereafter	106,126
	<b>\$ 533,803</b>

The above minimum lease payments to be received do not include reimbursements from tenants for certain operating expenses and real estate taxes and do not include early termination payments provided for in certain leases.

Ten state government tenants currently have the exercisable right to terminate their lease if the state does not appropriate rent in its annual budgets. The Company has determined that the occurrence of the government tenant not appropriating the rent in its annual budget is a remote contingency and accordingly recognizes lease revenue on a straight-line basis over the respective lease term. These tenants represent approximately 9.0% of the Company s total future minimum lease payments as of December 31, 2018.

**10. Commitments and Contingencies**

The Company is obligated under certain tenant leases to fund tenant improvements and the expansion of the underlying leased properties.

Under various federal, state and local laws, ordinances and regulations relating to the protection of the environment, a current or previous owner or operator of real estate may be liable for the cost of removal or remediation of certain

hazardous or toxic substances disposed, stored, generated, released, manufactured or discharged from, on, at, under, or in a property. As such, the Company may be potentially liable for costs associated with any potential environmental remediation at any of its formerly or currently owned properties.

The Company believes that it is in compliance in all material respects with all federal, state and local ordinances and regulations regarding hazardous or toxic substances. Management is not aware of any

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environmental liability that it believes would have a material adverse impact on the Company's financial position or results of operations. Management is unaware of any instances in which the Company would incur significant environmental costs if any or all properties were sold, disposed of or abandoned. However, there can be no assurance that any such non-compliance, liability, claim or expenditure will not arise in the future.

The Company is involved from time to time in lawsuits and other disputes which arise in the ordinary course of business. As of December 31, 2018 management believes that these matters will not have a material adverse effect, individually or in the aggregate, on the Company's financial position or results of operations.

**11. Earnings per Share**

The table below is a reconciliation of the numerators and denominators of the basic and diluted EPS computations for the years ended December 31, 2018, 2017, and 2016 (in thousands, except per share amounts):

	<b>Year ended December 31,</b>		
	<b>2018</b>	<b>2017</b>	<b>2016</b>
Net income	\$ 38,669	\$ 9,158	\$ 376
Less: Net income attributable to noncontrolling interests in properties	501	3,402	354
Less: Net income attributable to Preferred stockholders	7,420	7,411	1,781
Less: Net income attributable to Operating Partnership unitholders noncontrolling interests			865
Numerator for basic and diluted EPS	\$ 30,748	\$ (1,655)	\$ (2,624)
Denominator for basic EPS	37,321	30,198	20,460
Dilutive effect of RSUs	349		
Denominator for dilutive EPS	37,670	30,198	20,460
Net income/(loss) per common share:			
Basic	\$ 0.82	\$ (0.05)	\$ (0.13)
Dilutive	\$ 0.82	\$ (0.05)	\$ (0.13)

**12. Stockholder's Equity**

On November 1, 2018, the Company and the Operating Partnership entered into amendments (the "Amendments") to the equity distribution agreements (the "Original Agreements" and, as amended by the Amendments, the "Agreements") with each of KeyBanc Capital Markets Inc., Raymond James & Associates, Inc. and BMO Capital Markets Corp., (collectively, the "Sales Agents"). Pursuant to the terms of the Agreements, the Company may issue and sell from time to time, up to 8,000,000 shares of the Company's common stock, \$0.01 par value per share and up to 1,000,000 shares of the Company's 6.625% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock" and together with the Common Stock, the "Shares") through the Sales Agents, acting as agents or principals (the "ATM Program"). During the year ended December 31, 2018, the Company issued 3,410,802 shares of common stock under the ATM Program. The Company raised \$43.6 million in gross proceeds, resulting in net proceeds to us of approximately \$42.9 million after deducting sales commissions and offering expenses.



On January 13, 2017, the Company completed a public offering pursuant to which the Company sold 5,750,000 shares of its common stock to the public at a price of \$12.40 per share, inclusive of the overallotment option. The Company raised \$71.3 million in gross proceeds, resulting in net proceeds to us of approximately \$68.0 million after deducting \$3.3 million in underwriting discounts and other expenses related to the offering.

On June 16, 2017, the Company and the Operating Partnership entered into the Original Agreements with the Sales Agents, pursuant to which the Company may issue and sell from time to time up to 6,000,000 shares of

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common stock and up to 1,000,000 shares of Series A Preferred Stock through the Sales Agents, acting as agents or principals. Pursuant to the Agreements, the Shares may be offered and sold through the Sales Agents in transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act including sales made directly on the New York Stock Exchange or sales made to or through a market maker other than on an exchange or, with the prior consent of the Company, in privately negotiated transactions. The Sales Agents will be entitled to compensation of up to 2.0% of the gross proceeds of Shares sold through the Sales Agents from time to time under the Agreements. The Company has no obligation to sell any of the Shares under the Agreements and may at any time suspend solicitations and offers under, or terminate, the Agreements.

On December 21, 2017, the Company completed a public offering pursuant to which the Company sold 5,750,000 shares of its common stock to the public at a price of \$12.60 per share, inclusive of the overallotment option. The Company raised \$72.5 million in gross proceeds, resulting in net proceeds to us of approximately \$69.0 million after deducting \$3.5 million in underwriting discounts and other expenses related to the offering.

**Non-controlling Interests**

The following table summarizes the non-controlling interests in properties as of December 31, 2018 and December 31, 2017 (in thousands):

	December 31, 2018	December 31, 2017
City Center	\$ (183)	\$ (140)
Central Fairwinds	(304)	(764)
AmberGlen	(1,272)	(1,375)
FRP Collection	791	842
Park Tower	1,932	1,645
	\$ 964	\$ 208

**Common Stock and Common Unit Distributions**

During the year ended December 31, 2018, the Company declared aggregate cash distributions to common stockholders and common unitholders of \$35.6 million. The Company paid aggregate cash distributions of \$34.7 million for the year-ended December 31, 2018 and \$9.3 million was payable as of December 31, 2018.

During the year ended December 31, 2018, the Company declared the following distributions per share and unit:

Period	Distribution per		Declaration Date	Record Date	Payment Date
	Common	Share/Unit			
January 1, 2018	March 31, 2018	\$ 0.235	March 21, 2018	April 11, 2018	April 25, 2018
April 1, 2018	June 30, 2018	0.235	June 15, 2018	July 11, 2018	July 25, 2018
July 1, 2018	September 30, 2018	0.235	September 14, 2018	October 11, 2018	October 25, 2018
October 1, 2018	December 31, 2018	0.235	December 21, 2018	January 11, 2018	January 25, 2018

Total	\$	0.940
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***Preferred Stock Distributions***

During the year ended December 31, 2018, the Company declared aggregate cash distributions to preferred stockholders of \$7.4 million. The Company paid aggregate cash distributions of \$7.4 million for the year ended December 31, 2018 and \$1.9 million was payable as of December 31, 2018.

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***Restricted Stock Units***

The Company has an equity incentive plan ( *Equity Incentive Plan* ) for certain officers, directors, advisors and personnel, and, with approval of the board of directors, for subsidiaries and their respective affiliates. The Equity Incentive Plan provides for grants of restricted common stock, restricted stock units, phantom shares, stock options, dividend equivalent rights and other equity-based awards (including LTIP Units), subject to the total number of shares available for issuance under the plan. The Equity Incentive Plan is administered by the compensation committee of the board of directors (the *plan administrator* ).

The maximum number of shares of common stock that may be issued under the Equity Incentive Plan is 1,263,580 shares. To the extent an award granted under the Equity Incentive Plan expires or terminates, the shares subject to any portion of the award that expires or terminates without having been exercised or paid, as the case may be, will again become available for the issuance of additional awards.

During the year ended December 31, 2018, 156,375 restricted stock units ( *RSUs* ) were granted to directors, executive officers and non-executive employees with a fair value of \$1.9 million. The awards will vest in three equal, annual installments on each of the first three anniversaries of the date of grant. For the year ended December 31, 2018, December 31, 2017 and December 31, 2016, the Company recognized net compensation expense of \$1.4 million, \$1.7 million and \$2.4 million respectively related to the RSUs.

During the year ended December 31, 2017, 117,478 restricted stock units ( *RSUs* ) were granted to directors, executive officers and non-executive employees with a fair value of \$1.5 million. The awards will vest in three equal, annual installments on each of the first three anniversaries of the date of grant.

During the twelve months ended December 31, 2016, 78,250 restricted stock units ( *RSUs* ) were granted to directors and non-executive employees with a fair value of \$1.0 million. The awards will vest in three equal, annual installments on each of the first three anniversaries of the date of grant.

A RSU award represents the right to receive shares of the Company's common stock in the future, after the applicable vesting criteria, determined by the plan administrator, has been satisfied. The holder of an award of RSU has no rights as a stockholder until shares of common stock are issued in settlement of vested restricted stock units. The plan administrator may provide for a grant of dividend equivalent rights in connection with the grant of RSU; provided, however, that if the restricted stock units do not vest solely upon satisfaction of continued employment or service, any payment in respect to the related dividend equivalent rights will be held by the Company and paid when, and only to the extent that, the related RSU vest.

**13. Subsequent Events**

On February 7, 2019, the Company sold the Plaza 25 property in Denver, Colorado for a sales price of \$17.9 million.

On February 25, 2019, the Company, through a wholly-owned subsidiary of the Operating Partnership, acquired a 206,770 square foot property in Seattle, Washington for \$63.0 million. The Company completed a \$41.0 million 8-year financing, with a 5-year extension option, for the property with a fixed interest rate of 4.3%.

Subsequent to December 31, 2018, the Company, through the Operating Partnership, entered into an Agreement of Purchase and Sale to acquire a two-building property located in Portland, Oregon for \$32.5 million, exclusive of closing costs. As part of the acquisition the Company will assume the existing \$22.5 million loan on the property. The transaction is expected to close during the second quarter of 2019, subject to customary closing conditions.



**Table of Contents****14. Quarterly Financial Information (unaudited):**

The following tables summarize certain selected quarterly financial data for 2018 and 2017 (in thousands, except per share data):

	<b>2018 Quarters</b>			
	<b>Fourth</b>	<b>Third</b>	<b>Second</b>	<b>First</b>
Revenue	\$ 34,167	\$ 33,547	\$ 30,236	\$ 31,534
Net (loss)/income	(6,684)	(1,161)	(684)	47,198
Net (loss)/income attributable to common stockholders	(8,656)	(3,151)	(2,653)	45,208
Net (loss)/income per share	(0.22)	(0.08)	(0.07)	1.25

	<b>2017 Quarters</b>			
	<b>Fourth</b>	<b>Third</b>	<b>Second</b>	<b>First</b>
Revenue	\$ 31,181	\$ 24,750	\$ 25,157	\$ 25,399
Net (loss)/income	(987)	(1,723)	13,167	(1,299)
Net (loss)/income attributable to common stockholders	(2,920)	(3,630)	8,208	(3,313)
Net (loss)/income per share	(0.09)	(0.12)	0.27	(0.11)

**Table of Contents****City Office REIT, Inc.****SCHEDULE III REAL ESTATE PROPERTIES AND ACCUMULATED DEPRECIATION****December 31, 2018****(In Thousands)**

	Initial Costs to Company	Buildings and Land Improvements	Costs Capitalized Subsequent to Acquisition	Improvements	Land Improvements	Gross Amount at Which Carried as of December 31, 2018 <sup>(1)</sup>	Building and Land Improvements Total <sup>(3)</sup>	Amortization	Accumulated Date of Construction	Date Acquired	Depreciation Life	Initial Investment
Glen	\$ 20,000	\$ 6,546	\$ 3,490	\$ 2,050	\$ 6,546	\$ 5,540	\$ 12,086	\$ 2,630	1984-1998	December 2009	50	50
Center	23,417	3,123	10,656	8,809	3,123	19,465	22,588	6,624	1984	December 2010	40	40
Fields	17,882	1,747	9,751	6,716	1,747	16,467	18,214	3,692	1982	May 2012	40	40
Creek	47,791	25,745	20,144	1,359	25,745	21,503	47,248	5,834	1962-1980	January 2014	36	36
Pointe	18,044	4,115	20,600	55	4,115	20,655	24,770	4,220	2007	July 2014	45	45
City	17,000	4,415	17,775	683	4,415	18,458	22,873	2,818	1999	November 2014	40	40
Tower		1,306	8,197	697	1,306	8,894	10,200	1,354	1983	February 2015	33	33
Center		3,153	19,834	1,671	3,153	21,505	24,658	2,519	2000	June 2015	40	40
Plaza	15,765	7,137	23,184	1,006	7,137	24,190	31,327	2,968	1999	June 2015	33	33
Office	41,250	7,162	39,690	1,005	7,162	40,695	47,857	3,825	2001	September 2015	45	45
Center	33,481	5,244	34,278	26	5,244	34,304	39,548	3,673	2008	September 2015	50	50
Center	16,330	5,172	17,316	68	5,172	17,384	22,556	2,252	2007	June 2016	39	39
Center	29,589	7,031	38,700	993	7,031	39,693	46,724	4,180	1986-1999	July 2016	40	40
Tower		3,479	68,656	13,987	3,479	82,643	86,122	6,146	1973	November 2016	30	30
40th	22,000	6,696	32,123	1,144	6,696	33,267	39,963	1,973	1988	November 2016	45	45
Center	34,682	6,803	37,187	4,448	6,803	41,635	48,438	3,270	2000-2003	December 2016	41	41
Center	27,000	10,629	34,515	1,134	10,629	35,649	46,278	1,928	2003	January 2017	50	50
City	47,000	25,741	41,474	2,949	25,741	44,423	70,164	3,322	1990-2007	September 2017	29	29
Center		40,356	44,991	1,374	40,356	46,365	86,721	2,764	1985-2001	September 2017	33	33

Tech	10,746	19,762	295	10,746	20,057	30,803	1,237	1993-1995	October 2017	40
enter		45,133	222		45,355	45,355	1,529	2006-2008	April 2018	44
Point	39,650	13,681	39,101	714	13,681	39,815	53,496	2001	July 2018	40
ad	30,600	8,079	39,858	(18)	8,079	39,840	47,919	616	1982	July 2018
ood										
	22,425	3,945	26,019		3,945	26,019	29,964	12	1997	December 2018
ack										
		11,738	37,922		11,738	37,922	49,660	17	1978	December 2018
ate	147,500		115			115	115	72		
	\$ 651,406	\$ 223,789	\$ 730,471	\$ 51,387	\$ 223,789	\$ 781,858	\$ 1,005,647	\$ 70,484		

- (1) The aggregate cost for federal tax purposes as of December 31, 2018 of our real estate assets was \$1,020,653.  
 (2) Encumbrances exclude net deferred financing costs of \$6,052.  
 (3) Properties identified as held for sale at December 31, 2018 are excluded.



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A summary of activity for real estate and accumulated depreciation for the year ended December 31, 2018 and 2017 is as follows:

	<b>2018</b>	<b>2017</b>
<b>Real Estate Properties</b>		
Balance, beginning of year	\$ 776,301	\$ 589,376
Acquisitions	225,476	228,214
Dispositions and impairments	(5,715)	(11,683)
Capital improvements	30,378	10,804
Assets held for sale	(20,793)	(40,410)
<b>Balance, end of year</b>	<b>\$ 1,005,647</b>	<b>\$ 776,301</b>
<b>Accumulated Depreciation</b>		
Balance, beginning of year	\$ 48,234	\$ 39,052
Depreciation	29,196	22,424
Dispositions	(2,301)	(7,374)
Depreciation on assets held for sale	(4,645)	(5,868)
<b>Balance, end of year</b>	<b>\$ 70,484</b>	<b>\$ 48,234</b>

**Table of Contents****EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
3.1	<u>Articles of Amendment and Restatement of the Company, as amended and supplemented (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K filed on March 1, 2018).</u>
3.2	<u>Second Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K filed on March 14, 2017).</u>
4.1	<u>Certificate of Common Stock of City Office REIT, Inc. (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-11/A filed on February 18, 2014).</u>
4.2	<u>Form of certificate representing the 6.625% Series A Cumulative Redeemable Preferred Stock, \$0.01 par value per share (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed on September 30, 2016).</u>
10.1	<u>Form of Indemnification Agreement by and between City Office REIT, Inc. and its directors and officers (incorporated by reference to Exhibit 10.12 of the Company's Registration Statement on Form S-11/A filed on March 25, 2014). *</u>
10.2	<u>Amended and Restated Agreement of Limited Partnership of City Office REIT Operating Partnership, L.P., dated as of April 21, 2014 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed on May 23, 2014).</u>
10.3	<u>Equity Incentive Plan (incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed on May 23, 2014). *</u>
10.4	<u>Second Amendment to Advisory Agreement, dated as of November 2, 2015, by and among City Office REIT, Inc., City Office REIT Operating Partnership, L.P. and City Office Real Estate Management, Inc. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on November 2, 2015).</u>
10.5	<u>Administrative Services Agreement, dated as of February 1, 2016, by and among City Office Management Ltd., Second City Capital II Corporation and Second City Real Estate II Corporation (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on February 5, 2016).</u>
10.6	<u>Third Amendment to Advisory Agreement, dated as of February 1, 2016, by and among the Company, City Office REIT Operating Partnership, L.P. and City Office Real Estate Management, Inc. (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on February 5, 2016).</u>
10.7	<u>First Amendment to the Administrative Services Agreement, dated October 29, 2018 and effective as of February 1, 2019, by and among City Office Management ULC, Second City Capital II Corporation and Second City Real Estate II Corporation (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q filed on November 1, 2018).</u>
10.8	<u>Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on March 9, 2016).</u>

- 10.9 First Amendment to the Amended and Restated Agreement of Limited Partnership of City Office REIT Operating Partnership, L.P., dated September 30, 2016 (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on September 30, 2016).
- 10.10 Second Amendment to the Amended and Restated Agreement of Limited Partnership of City Office REIT Operating Partnership, L.P. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 14, 2017).

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<b>Exhibit Number</b>	<b>Description</b>
10.11	<u>Third Amendment to the Amended and Restated Agreement of Limited Partnership of City Office REIT Operating Partnership, L.P. (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 20, 2017).</u>
10.12	<u>Equity Distribution Agreement, dated June 16, 2017, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on June 20, 2017).</u>
10.13	<u>Equity Distribution Agreement, dated June 16, 2017, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and Raymond James &amp; Associates, Inc. (incorporated by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K filed on June 20, 2017).</u>
10.14	<u>Equity Distribution Agreement, dated June 16, 2017, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and BMO Capital Markets Corp. (incorporated by reference to Exhibit 1.3 to the Company's Current Report on Form 8-K filed on June 20, 2017).</u>
10.15	<u>Amendment No. 1 to the Equity Distribution Agreement, dated November 1, 2018, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.4 of the Company's Current Report on Form 8-K filed on November 1, 2018).</u>
10.16	<u>Amendment No. 1 to the Equity Distribution Agreement, dated November 1, 2018, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and Raymond James &amp; Associates, Inc. (incorporated by reference to Exhibit 1.5 of the Company's Current Report on Form 8-K filed on November 1, 2018).</u>
10.17	<u>Amendment No. 1 to the Equity Distribution Agreement, dated November 1, 2018, by and among City Office REIT, Inc., City Office Operating Partnership, L.P. and BMO Capital Markets Corp. (incorporated by reference to Exhibit 1.6 of the Company's Current Report on Form 8-K filed on November 1, 2018).</u>
10.18	<u>Form of Agreement of Purchase and Sale and Joint Escrow Instructions, dated July 19, 2017 (incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 4, 2017).</u>
10.19	<u>Loan Agreement, dated October 5, 2017, between CIO Mission City Holdings, LLC and Metropolitan Life Insurance Company (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on November 7, 2017).</u>
10.20	<u>Executive Employment Agreement, dated as of February 1, 2018, by and between City Office Management Ltd. and James Farrar (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the Commission on February 2, 2018).*</u>
10.21	<u>Executive Employment Agreement, dated as of February 1, 2018, by and between City Office Management Ltd. and Gregory Tylee (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed with the Commission on February 2, 2018).*</u>
10.22	<u>Executive Employment Agreement, dated as of February 1, 2018, by and between City Office Management Ltd. and Anthony Maretic (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed with the Commission on February 2, 2018).*</u>
10.23	

Credit Agreement dated as of March 15, 2018 by and among City Office REIT Operating Partnership, L.P., as borrower, City Office REIT, Inc. and certain of its subsidiaries, as guarantors, KeyBank National Association, as lender, agent and swing loan lender, the other lending institutions parties named therein, as lenders, and Keybanc Capital Markets, as sole lead arranger and sole book manager (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed on March 21, 2018).

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<b>Exhibit Number</b>	<b>Description</b>
21.1	<u>Subsidiaries of the Company</u>
23.1	<u>Consent of KPMG LLP</u>
31.1	<u>Certification of Annual Report by Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of Annual Report by Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2	<u>Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101.INS	INSTANCE DOCUMENT**
101.SCH	SCHEMA DOCUMENT**
101.CAL	CALCULATION LINKBASE DOCUMENT**
101.LAB	LABELS LINKBASE DOCUMENT**
101.PRE	PRESENTATION LINKBASE DOCUMENT**
101.DEF	DEFINITION LINKBASE DOCUMENT**

Filed herewith.

\* Compensatory Plan or arrangement

\*\* Submitted electronically herewith. Attached as Exhibit 101 to this report are the following documents formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Equity; (iv) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements.

**Table of Contents****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.

CITY OFFICE REIT, INC.

Date: February 27, 2019

By: /s/ James Farrar  
James Farrar  
Chief Executive Officer and Director

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.

<b>Name</b>	<b>Title</b>	<b>Date</b>
/s/ James Farrar	Chief Executive Officer and Director	February 27, 2019
James Farrar	(Principal Executive Officer)	
/s/ Anthony Maretic	Chief Financial Officer, Secretary and Treasurer	February 27, 2019
Anthony Maretic	(Principal Financial Officer and Principal Accounting Officer)	
/s/ John McLernon	Independent Director, Chairman of	February 27, 2019
John McLernon	Board of Directors	
/s/ Mark Murski	Independent Director	February 27, 2019
Mark Murski		
/s/ Stephen Shraiberg	Independent Director	February 27, 2019
Stephen Shraiberg		
/s/ William Flatt	Independent Director	February 27, 2019
William Flatt		
/s/ John Sweet	Independent Director	February 27, 2019
John Sweet		